

Council of Governors' Meeting

A meeting of the Council of Governors will be held at 10:00am on [Wednesday 14th February 2024](#), in Rooms 9&10 Education Centre & Microsoft Teams

A G E N D A

- | | | |
|---|--|--------------------------------------|
| 1 | Apologies for Absence and Attendance Register | |
| 2 | Chair's Business | |
| 3 | Declarations of Interest | |
| 4 | Minutes of the Previous Meeting:
To approve the minutes of the previous meeting of the Council of Governors held on 22 November 2023 | Enclosure |
| 5 | Matters Arising/Action Log | Enclosure |
| Trust Updates: | | |
| 6 | Showcase presentations / Patient / Staff story:
Freedom to Speak Up | |
| 7 | QE Facilities update | Presentation |
| 8 | Annual Planning Process - Update | Presentation |
| Board and Committee Updates: | | |
| 9 | Chief Executive's Update including
i) Performance Report including ICS / ICB update
ii) Questions from Governors | Enclosure
Verbal |
| 10 | Board Committee Assurance Updates
i) People and Organisational Development
ii) Audit Committee | Presentation
Presentation |
| Governance: | | |
| 11 | Appointment of External Auditors | Enclosure |
| 12 | Council of Governors' Register of Interests | Enclosure |
| 13 | Council of Governors' Annual Effectiveness Survey Results | Enclosure |
| 14 | Lead Governor and Deputy Lead Governor Appointments | Enclosure |
| Updates from Governor Committees and Groups: | | |
| 15 | Governance and Development Committee Update | Enclosure |

- | | | |
|-----------|---|-------------------|
| 16 | Items recommended for ratification: | Enclosures |
| | i) Constitution Review - Appointed Governor | |
| | ii) Governor Standing Orders | |
| | iii) Governor Code of Conduct | |
| | iv) Governor Handbook | |
| 17 | Membership Strategy Group Update | Enclosure |
| 18 | Items recommended for ratification: | Enclosures |
| | i) Membership Strategy Group Review of Effectiveness and Terms of Reference | |
| | ii) Governor Remuneration Committee Review of Effectiveness and Terms of Reference | |
| | iii) Membership Strategy | |

Items for Information:

- | | | |
|-----------|--|------------------|
| 19 | Cycle of Business 2024/25 | Enclosure |
| 20 | Top 3 messages | Verbal |
| 21 | Any Other Business: | |
| 22 | Review of the Meeting | Verbal |
| 23 | Date & Time of the next Meeting | |
| | The next meeting of the Council of Governors will be held at Wednesday 15 th May 2024 at 10.00am in Rooms 9&10, Education Centre. | |

COUNCIL OF GOVERNORS'

Gateshead Health

NHS Foundation Trust

Minutes of the Council of Governors' Meeting
held at 10.00am on Wednesday 22nd November 2023,
in Rooms 9&10 and Microsoft Teams

Present:	
Mrs A Marshall	Chair
Ms H Adams	Staff Governor
Mr J Bedlington	Public Governor – Central
Mr L Brown	Public Governor - Western
Mr R Dennis	Public Governor – Western
Mrs H Jones	Public Governor – Central
Dr A Lowes	Staff Governor
Mr A Rabin	Public Governor – Central
Dr G F Spiers	Appointed Governor
Mrs K Tanriverdi	Public Governor – Central
Mr C Toon	Appointed Governor
In Attendance:	
Mrs J Boyle	Company Secretary
Mr A Crampsie	Non-Executive Director
Mrs T Davies	Chief Executive
Mrs C Drummond	Charitable Funds Manager (G/23/69)
Dr G Findley	Chief Nurse and Deputy Chief Executive
Ms H Fox	Head of Communications and Engagement (G/23/69)
Mrs J Halliwell	Group Chief Operating Officer
Mr M Hedley	Non-Executive Director
Mrs K Mackenzie	Group Director of Finance & Digital
Mr A Moffat	Non-Executive Director
Mrs H Parker	Non-Executive Director
Mr M Robson	Non-Executive Director
Mr K Sohanpal	Equality, Diversity, Inclusion & Engagement Manager (G/23/70)
Mrs A Stabler	Non-Executive Director
Mrs A Venner	Group Executive Director of People & Organisational Development
Ms D Waites	Corporate Services Assistant
Apologies:	
Mr A Beeby	Medical Director
Mr S Connolly	Public Governor – Central
Mrs L Curry	Staff Governor
Mr N Halford	Medical Director of Operations
Mr S Harrison	Interim Managing Director for QE Facilities
Mr M Learnmouth	Public Governor – Central
Mr G Main	Public Governor – Western
Mrs M Pavlou	Non-Executive Director
Prof D Porteous	Appointed Governor

Agenda Item	Discussion and Action Points	Action By
G/23/64	CHAIR'S BUSINESS:	

Agenda Item	Discussion and Action Points	Action By
	<p>Mrs Marshall opened the meeting and welcomed the Governors as well as Mrs Amanda Venner, newly appointed Group Director of People and Organisational Development, and Mrs Joanne Halliwell, newly appointed Group Chief Operating Officer.</p> <p>She informed the Governors of the sad news that Mr Des Costello passed away recently. His funeral will be taking place on Monday 27th November 2023 and Mrs Marshall will be attending. She expressed condolences from the Board and Governors and stated that Mr Costello was a valued colleague and dedicated so much time to support patients and the Gateshead community, for which all are very grateful. He will be a huge miss to us all.</p>	
G/23/65	<p>DECLARATIONS OF INTEREST:</p> <p>Mrs Marshall requested that Governors report any revisions to their declared interests or any declaration of interest in any of the items on the agenda.</p>	
G/23/66	<p>MINUTES OF THE PREVIOUS MEETING:</p> <p>The minutes of the previous meeting held on Wednesday 20th September 2023, were approved as a correct record.</p>	
G/23/67	<p>MATTERS ARISING/ACTION LOG:</p> <p>The Council of Governors' Action Log was updated accordingly to reflect matters arising from the minutes and discussions took place below:</p> <ul style="list-style-type: none"> • Action G/22/58 re. Non-Invasive Ventilation (NIV) services. Dr G Findley, Chief Nurse and Deputy Chief Executive, reported that services are currently being provided within Ward 9 however options around a dedicated area are being explored and will be included in the estates work being led by Nicola Bruce and Steven Harrison. Dr A Lowes felt that it would be beneficial to keep this action open whilst work is still ongoing. Mrs A Stabler, Non-Executive Director, highlighted that other trusts also do not have a dedicated unit and other operational pressures are also being dealt with across the Trust including staffing and length of stay. • Action G/23/50 re. review of parking permit allocation. The Council noted the update in relation to the review and the action will remain open until update provided 	

Agenda Item	Discussion and Action Points	Action By
	<p>from Mr Harrison. Dr A Lowes commented that the outcome in relation to the parking permits for junior doctors had been positive.</p> <ul style="list-style-type: none"> • Action 23/52 re. stakeholder engagement plans. Mrs Marshall explained that a further session with the Place Director will be fed into the cycle of business however action will remain open until fully incorporated. • G/23/61 re. process to review issues and actions from the Patient-Led Assessments of the Care Environment (PLACE) assessment visits. Dr Findley reported that feedback will be provided via the Patient Experience Group therefore action can be closed. Mr A Rabin reminded the Council that the PLACE visits provides the opportunity for Governors to be involved and more volunteers would be welcome. <p>Mrs Marshall explained that actions closed from the last meeting have also been highlighted to ensure the Council has agreed that these have been resolved and therefore will be removed from the log at the next meeting.</p>	
G/23/68	<p>SHOWCASE PRESENTATIONS</p> <p>Freedom to Speak Up:</p> <p>Due to unforeseen circumstances, the presentation will be deferred until the next meeting.</p>	
G/23/69	<p>GATESHEAD HEALTH CHARITY UPDATE:</p> <p>Ms H Fox, Head of Communications and Engagement, and Mrs C Drummond, Charitable Funds Manager, provided a summary of activity from September 2023.</p> <p>This included support from runners at the Junior and Adult Great North Run and Mrs Drummond shared some of the inspirational fundraising stories. Other events included a fundraising wing walk and a charity night organised by the Sunderland District Classic Vehicle Society.</p> <p>Ms Fox provided an update on the future work of the charity which includes work around the charity rebrand and this is due for approval at the Charitable Trust Board later this month. Future events include the pet calendar with over 100 submissions received from staff. The team are also working with the Equality, Diversity and Inclusion Manager to include key awareness dates. The Light up a Life Remembrance event is due to take place on 30th November and over 70 stars have so far been allocated. Planning for charity events for 2024 is</p>	

Agenda Item	Discussion and Action Points	Action By
	<p>ongoing and will include a zipline event and “Jump out to Help out” event consisting of a parachute jump.</p> <p>The Council acknowledged the amazing work being undertaken by fundraisers and following a query from Mr Rabin in relation to corporate partnership schemes, Mrs Drummond explained that Radio Tyneside have been working with the charity to support local business network meetings and Ms Fox highlighted that this is a top priority for the charity to attract further partnerships.</p> <p>Mr J Bedlington queried whether the Trust had secured spaces for next year’s Great North Run and Ms Fox reported that 35 places have been secured for next year and the Trust will be included within the NHS Charities Together VIP tent.</p> <p>Mrs Marshall thanked Ms Fox and Mrs Drummond for their update and they left the meeting.</p>	
G/23/70	<p>EQUALITY, DIVERSITY AND INCLUSION UPDATE:</p> <p>Mrs A Venner, Group Director of People and Organisational Development, and Mr K Sohanpal, Equality, Diversity, Inclusion and Engagement Manager, provided an update of the progress undertaken in 2022/23 relating to the equality, diversity and inclusion (EDI) work.</p> <p>Mrs Venner informed the Council that there are known issues within the organisation in relation to discriminatory behaviour and reiterated that this will not be tolerated. The Trust has been open in relation to this via various communications routes and more staff are coming forward resulting in actions being taken.</p> <p>Mr Sohanpal provided an update of the work being undertaken in relation to the EDI strategy and highlighted that the Board are committed to inclusion, delivering on the standards in the Workforce Race Equality Standard (WRES) and the Workforce Disability Equality Standards (WDES) and ensuring diversity is valued as the right thing to do for patient care, our people and local population. There are a number of programmes in place to progress actions including the Human Rights, Equality, Diversity and Inclusion (HREDI) Programme Board and EDI continues to be the golden thread throughout the Managing Well and Leading Well training programmes.</p> <p>Work is also progressing around health inequalities, cultural competency training, zero tolerance approach to bullying and harassment and an EDI key performance indicator metric dashboard is being developed. Mr Sohanpal highlighted that</p>	

Agenda Item	Discussion and Action Points	Action By
	<p>the staff networks will also be involved in the review of the action plans and ensuring that everyone keeps listening and talking about EDI issues across the organisation.</p> <p>Mrs Marshall thanked Mrs Venner and Mr Sohanpal for their update and Mrs T Davies, Chief Executive, reiterated the need to continue to share difficult messages and provide support in addressing these. Mrs A Stabler, Non-Executive Director, felt that there were good networks in place however queried whether they were adequately supported and Mrs Venner explained that there is dedicated support via the People and Organisational Team and they continue to work with the Network Chairs to build relationships and understand challenges.</p> <p>Mr M Hedley, Non-Executive Director, queried whether there was training in place for staff on how to respond to incidents and Mr Sohanpal highlighted that this is being developed via the Task and Finish Group and Dr G Findley, Chief Nurse and Deputy Chief Executive, reported that a set of guidelines is also being developed. Mrs Davies felt it was important to provide clear leadership around behaviour to ensure staff feel supported and safe at work.</p> <p>After discussion, it was:</p> <p>RESOLVED: to note the contents of the report.</p>	
G/23/71	<p>CHIEF EXECUTIVE'S UPDATE:</p> <p>Mrs T Davies, Chief Executive, provided an update on current issues relating to the Trust within the organisational strategic aims. She drew attention to the following key points:</p> <p>Strategic Aim 1: We will continuously improve the quality and safety of our services for our patients:</p> <ul style="list-style-type: none"> • The Endoscopy unit has once again been Joint Advisory Group (JAG) accredited for the next 5 years and Mrs Davies congratulated the team for their fantastic achievement. • The Thirlwall public enquiry has been commissioned following the conviction of Lucy Letby and an internal review of process is taking place across all NHS organisations. She highlighted that the Medical Director and Chief Operating Officer are leading on this piece of work. <p>Strategic Aim 2: We will be a great organisation with a highly engaged workforce:</p>	

Agenda Item	Discussion and Action Points	Action By
	<ul style="list-style-type: none"> • Focus continues around organisational culture and the EDI agenda to encourage engagement and diversity engagement. <p>Strategic Aim 3: We will enhance our productivity and efficiency to make the best use of resources:</p> <ul style="list-style-type: none"> • Mrs Davies highlighted a recent report via the Health Service Journal which reports on the Secretary of State’s focus on productivity with the aim of treating as many patients as we can as safely as we can to the highest standards. • The report highlights some of the key leading indicators and demonstrates the front of house pressures and Mrs J Halliwell, Group Chief Operating Officer, explained that measures are being introduced to reduce waiting times with an aim to having no 52 week waiters by 31 March 2024. <p>Strategic Aim 4: We will be an effective partner and be ambitious in our commitment to improving health outcomes and Strategic Aim 5: We will develop and expand our services within and beyond Gateshead:</p> <ul style="list-style-type: none"> • Mrs Davies reported that the Trust continues to work in partnership around becoming a Centre of Excellence for Women’s Health and have been shortlisted in the final three to provide services via a regional hub. • The team attended the first North East Women’s Health Conference with Place partners in the local authority and primary care which supports improved accessibility and engagement with different groups across the community. <p>Questions from Governors: Mrs Marshall highlighted that no questions were received from Governors in advance of the meeting however invited any comments or queries to be raised.</p> <p>Mr J Bedlington felt that it was important to highlight the achievements of the Gastroenterology team who received excellent feedback as part of a recent Improving Quality in Liver Services (IQILS) visit.</p> <p>Mr L Brown raised a query in relation to the gender pay gap and indications that there has been a drop in female employees. Mrs A Venner, Group Director of People and Organisational Development, reported that there is some work to do with the Women’s Network and Medical Workforce Group around the development of a women’s strategy and clear succession plans.</p> <p>After discussion, it was:</p>	

Agenda Item	Discussion and Action Points	Action By
	<p>RESOLVED: to receive the updates for assurance and information.</p>	
G/23/72	<p>BOARD COMMITTEE ASSURANCE UPDATES:</p> <p>Quality Governance: Mrs A Stabler, Non-Executive Director and Committee Chair, provided an update on key issues and assurances, key risks and priorities from the Committee. She thanked Mrs Maggie Pavlou, Non-Executive Director, for supporting the Committee, noting she has now undertaken the role of Chair of the People and Organisational Development Committee, Mr Adam Crampsie, will now attend the Committee as the Non-Executive Director representative. Mrs Stabler also thanked the Governor observers and Mr A Rabin confirmed that the meeting was well led with sufficient assurance provided.</p> <p>Mrs Staber drew attention to some of the main areas of discussion which included:</p> <ul style="list-style-type: none"> • The Committee continues to receive nurse safe staffing reports however it was noted that nurse vacancies have now been filled. • Mental Health Act Compliance Group updates are also received at every meeting as well as assurances from the Strategic Safe Care and Risk meetings. Recent discussions have included looked after children funding which is being progressed with the Integrated Care Board. • The Committee received the maternity oversight report which is also presented to the Board and highlighted that maternity services had received a good rating from the Care Quality Commission and a recent Ockenden assurance visit had gone well. • The presentation provides a case study around complaints and demonstrates the work that has been completed to improve processes and only 8 overdue complaints were outstanding for the August update report. <p>Mrs Stabler highlighted the key risks and priorities for assurance over the next six months and reported that there is some work to do around the implementation of the Patient Safety Incident Response Framework (PSIRF) including training needs.</p>	

Agenda Item	Discussion and Action Points	Action By
	<p>Finance and Performance Committee: Mr M Robson, Non-Executive Director and Committee Chair, provided an update on key issues and assurances, key risks and priorities for the Committee.</p> <p>He drew attention to some of the main areas of discussion which included:</p> <ul style="list-style-type: none"> • The Committee continues to review planning guidance and risks to the non-delivery of the forecast outturn. • Reports are received from QE Facilities and the work being undertaken via the Delivery Oversight Group. • The case study highlights the work that has been undertaken to develop the leading indicators and highlighted that clinical consultation had taken place. The reports are being piloted alongside the Integrated Oversight Report (IOR) and will eventually replace the IOR. Key points will also be included within the Chief Executive updates. • The Committee is currently monitoring 7 risks on the Organisational Risk Register and includes the impact of the estates infrastructure which is being addressed via the Estates review. <p>Mr Robson drew attention to some of the key areas of assurance which includes grip and control mechanisms and a specific report is due to be presented at the next meeting focusing on key issues around the elective recovery work.</p> <p>After further discussion, it was:</p> <p>RESOLVED: to receive the reports for assurance.</p> <p>Mrs Davies, Mrs Halliwell and Mrs Stabler left the meeting.</p>	
G/23/73	<p>RATIFICATION OF THE TERMS OF REFERENCE FOR THE GOVERNANCE AND DEVELOPMENT COMMITTEE:</p> <p>Mrs J Boyle, Company Secretary, presented the terms of reference for ratification alongside a summary of the review of effectiveness of the Committee.</p> <p>She highlighted the recommended minor changes were endorsed by the Governance and Development Committee. The changes included reference to all Governors being considered as members and the expected attendance rate of 75% has therefore been removed.</p> <p>After consideration, it was:</p>	

Agenda Item	Discussion and Action Points	Action By
	RESOLVED: to ratify the minor amendments proposed to the Terms of Reference.	
G/23/74	<p>ELECTIONS RESULTS REPORT:</p> <p>Ms D Waites, Corporate Services Assistant, provided the Council with an update on the election results. She reported that four new Governors were elected in the 2023/24 elections with four Governors retaining their seats. The Council formally welcomed Mr Michael Loome as Public Governor in the Central Gateshead constituency; Miss Adaeze Okereke as Staff Governor; and Mr John Bewley and Dr Lakkur Murthy as Public Governors in the Western Gateshead constituency.</p> <p>A number of current Governors will be leaving the Council on 4th January 2024:</p> <ul style="list-style-type: none"> • Marceline Ndam, Staff Governor • Mick Lamport, Public Governor, Western Gateshead • Geoffrey Riddell, Public Governor, Western Gateshead • Mark Learmouth, Public Governor, Central Gateshead <p>The Council recorded their sincere thanks and appreciation to these Governors for their commitment and contributions to the Council and Trust.</p> <p>Ms Waites highlighted that two vacancies remain in the Eastern Gateshead constituency and due to the sad news regarding Mr Costello, consideration will be made around holding a further election in this area. Mrs J Boyle, Company Secretary, asked the Council to consider highlighting the vacancies to friends and family and also suggested using the opportunity to promote the vacancies via the planned Medicine for Members event in December.</p> <p>Discussion took place around the election turnout and Mr J Bedlington suggested that it may be beneficial to see how other organisations performed however it was noted the results were in line with previous years.</p> <p>Mrs Marshall formally welcomed the new Governors and thanked those Governors who will be leaving the Council. She highlighted that a buddying system has been suggested which would be useful for the new Governors and volunteers are welcomed to contact Mr Rabin and Mrs Boyle.</p> <p>Following consideration, it was:</p> <p>RESOLVED: to note the outcome of the elections.</p>	

Agenda Item	Discussion and Action Points	Action By
G/23/75	<p>GOVERNANCE AND DEVELOPMENT COMMITTEE UPDATE:</p> <p>Mrs J Boyle, Company Secretary, provided the Council with an overview of the assurance, decisions and key issues discussed as part of recent Governance and Development Committee meetings, on behalf of Mr S Connolly.</p> <p>She drew attention to some of the key discussions from the last meeting in October 2023 which included a review of the Code of Conduct for Governors and highlighted that regional discussions are also taking place around standardisation across organisations. The Committee also agreed to formally monitor Council of Governor attendance going forward.</p> <p>After discussion, it was:</p> <p>RESOLVED: to note the update from the Governance and Development Committee and be assured that the Committee is supporting the Council through a detailed review of governance-related items that fall within its remit.</p>	
G/23/76	<p>MEMBERSHIP STRATEGY GROUP UPDATE:</p> <p>Ms D Waites, Corporate Services Assistant, provided the Council with a verbal update on the key messages from the recent Membership Strategy Group on 21st November 2023, on behalf of Mr S Connolly.</p> <p>She drew attention to some of the key discussions which included a review of the terms of reference and the recommended changes will be formally presented at the next Council meeting in February 2024. The group also reviewed the Membership Strategy and a working group will be set up to allow further discussions to take place prior to the updated version being presented to the Group at the next meeting. It was also noted that the strategy is also being reviewed as part of the collaborative work with other regional trusts.</p> <p>Following consideration, it was:</p> <p>RESOLVED: to receive the verbal update for assurance.</p>	

Agenda Item	Discussion and Action Points	Action By
G/23/77	<p>COUNCIL OF GOVERNORS' DATES 2024/25:</p> <p>Ms D Waites, Corporate Services Assistant, provided the draft dates for the Council of Governor meetings and workshops for 2024/25.</p> <p>After consideration, it was:</p> <p>RESOLVED: to note the key dates and receive the report for information.</p>	
G/23/78	<p>CYCLE OF BUSINESS:</p> <p>Mrs J Boyle, Company Secretary, presented the cycle of business for the Council of Governors over the remainder of 2023/24.</p> <p>Following consideration, it was:</p> <p>RESOLVED: to receive the cycle of business for information.</p>	
G/23/79	<p>TOP 3 MESSAGES:</p> <p>Mrs Marshall highlighted that this is a new agenda item for the Council to agree on the top three messages from the meeting which Governors can use to inform their discussions with members and the public.</p> <p>The Council agreed that this included:</p> <ul style="list-style-type: none"> • the promotion of the Trust's ambition in relation to the Northern Centre for Women's Health and it would be useful to share the message with constituency members. • attendance and promotion at the Medicine for Members event on Monday 4th December 2023. • to support in the need for representation within the Eastern Gateshead constituency. 	
G/23/80	<p>ANY OTHER BUSINESS:</p> <p>Mr A Rabin wished to highlight attendance at the pre-meetings and will liaise with Mrs Boyle around the possibility of providing a list of queries raised at meetings however it was noted that these would be recorded within the minutes of the meetings.</p>	

Agenda Item	Discussion and Action Points	Action By
G/23/81	<p>REVIEW OF THE MEETING:</p> <p>The Council were invited to provide any areas of improvement or learning which can also be sent directly to Mrs Marshall and Mr Rabin.</p> <p>Mr A Rabin and Mr J Bedlington felt that the information presented during the meeting was improving and the meeting was directed well.</p>	
G/23/82	<p>DATE AND TIME OF NEXT MEETING:</p> <p>RESOLVED: that the next meeting of the Council of Governors will be held at 10.00am on Wednesday 14th February 2024.</p>	

Council of Governors' Action Log

Not yet started
Started and on track no risks to delivery
Plan in place with some risks to delivery
Off track, risks to delivery and or no plan/timescales and or objective not achievable
Complete

Agenda Item Number	Date of Meeting	Agenda Item Name	Action	Deadline	Lead	Progress	Status
G/22/58	16.11.2022	Governor Questions	NIV services – alternative models being considered and discussions to take place with team. To provide feedback	15.02.2023	GF SH/NB	The provision of a non-invasive ventilation service has been included within the newly developed clinical strategy as a priority. The teams will be working up options for consideration and an update will be provided at the September meeting Sept 23 – action to remain open whilst work is completed Nov 23 - NIV service is being provided within ward 9. The service would like to explore options for a dedicated unit for NIV. This is included in the estates work led by Nicola Bruce and Steven Harrison. Agreed to remain open until work completed	
G/23/50	20.09.2023	Matters Arising	Update to be provided on the wider allocation review of parking permits.	22.11.2023	SH	Review of the car parking panel meetings has been carried out with the meetings now chaired by a Chief Matron in line with the wider clinically led ethos. The overarching methodology for application, allocation and charging will be reviewed as part of the renewed structure. Nov 23 – to remain open until update provided from Mr Harrison.	

Agenda Item Number	Date of Meeting	Agenda Item Name	Action	Deadline	Lead	Progress	Status
						<p>February 24 - the car parking panel are carrying out a full policy and car park management and charging mechanism review for both patients and visits (blue badge holders are exempt from charges).</p>	
G/23/52	20.09.2023	NENC Joint Forward Plan	To include Governors in future stakeholder engagement plans to provide a community voice. This may include a further session with the Place Directors.	22.11.2023	AM/JB	<p>To be incorporated into the cycle of business however to remain open until fully incorporated.</p> <p>February 24 – updates on the ICS and ICB incorporated into the cycle of business via the CEO report. We remain in contact with the ICB regarding opportunities for direct Governor engagement, including presentations to the Council from ICB representatives. Action recommended for closure on this basis.</p>	

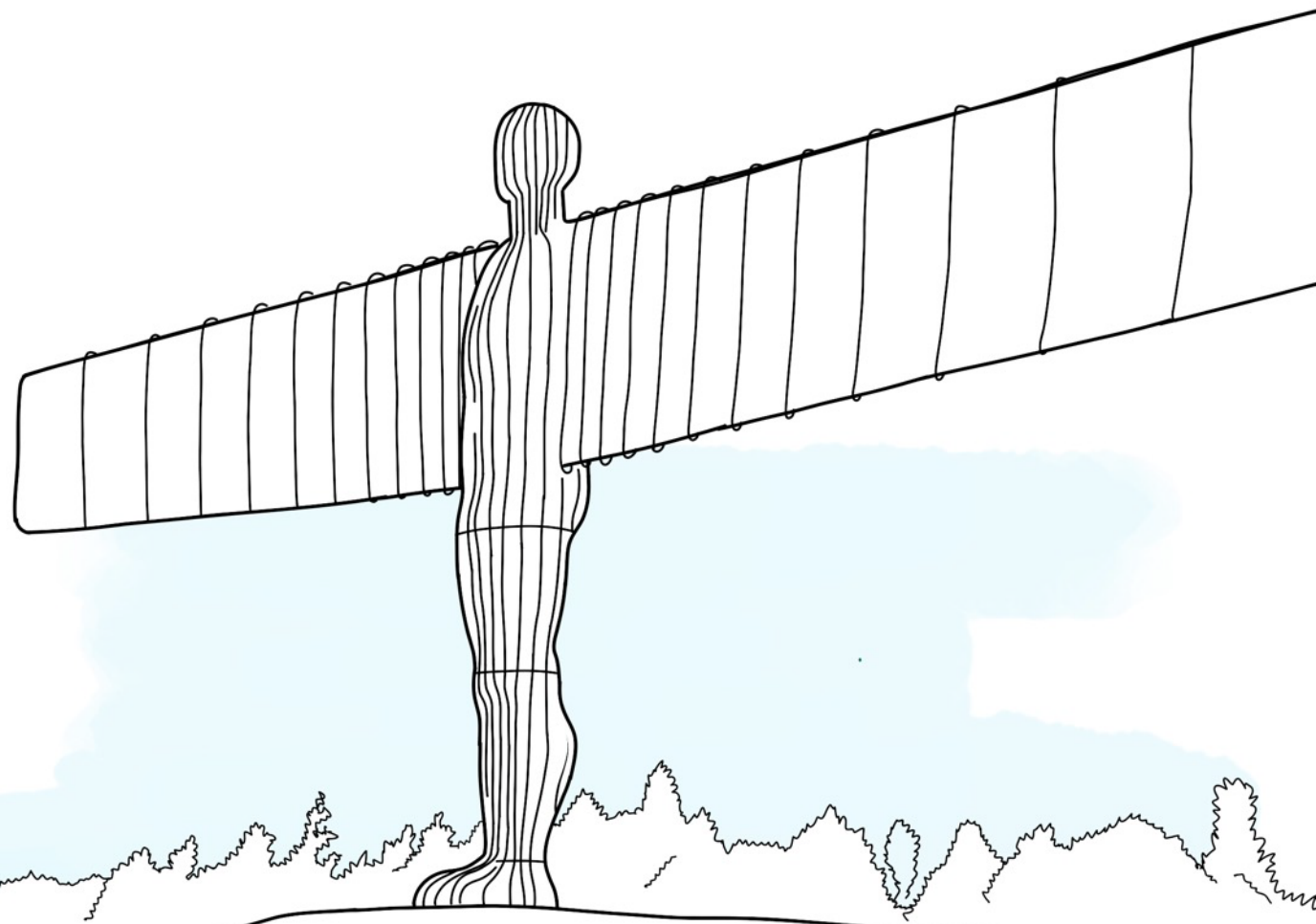
Actions closed from last meeting

Agenda Item Number	Date of Meeting	Agenda Item Name	Action	Deadline	Lead	Progress	RAG-rating
G/23/61	20.09.2023	Any Other Business	To ensure a process is in place to review issues and actions from the Place assessment visits	22.11.2023	GF	Meeting arranged with QEF and GF to agree how the PLACE programme can be extended. Nov 23 – feedback to be provided via the Patient Experience Group therefore action agreed for closure.	

FTSUG Council of Governors Meeting

Tracy Healy

22nd November 2023



Aims of presentation:

To give a brief introduction of myself:

- Background
- Why I applied for role
 - Why I feel the role is vital for the Trust.

To give an overview of work to be undertaken in my first quarter in post.

- Speak up – Insights
- Listen up – Involvement
- Follow up – Improvement

Overview for future work.

Introduction FTSUG role



Freedom to Speak Up Guardian

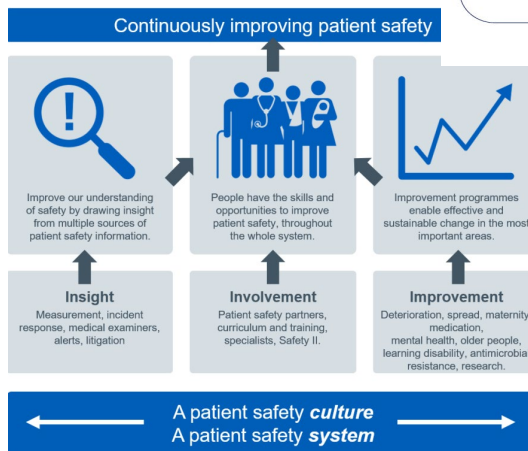


Freedom to Speak Up / organisational culture

- Themes**
- Scope to increase visibility and understanding of Freedom to Speak Up (FTSU) as well as the confidence to speak up
 - Friendly culture with compassionate and loyal staff
 - Clearly accountability structures
 - Improvement methodology in place with scope to enhance this
 - Increase understanding of risk management and mitigation throughout the Trust
 - A need to reflect on achievements and what is working well



Gateshead Health NHS Foundation Trust



Corporate manslaughter probe following Lucy Letby murder convictions

News | North East News | North East Ambulance Service

Why families are calling for a public inquiry into the North East Ambulance Service

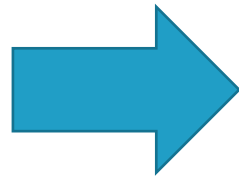
Two families are demanding an independent judicial-led inquiry into failings at North East Ambulance Service



Speak up - Insights.



Insights /Speak up:
Improve our understanding
of FTSU concerns from
multiple sources of staff
voices



- Data review – themes and trends (G) NHSE check / action plan
- Barriers “the missing voices”
- Reports (G)
- Systems & Process (G & TB)
- Questionnaire (G & TB)
- Roadshow (G & TB)
- Q&A (G & TB)
- Listening Events (G)
- Research (G)
- Forums (G)
- Champions (G)

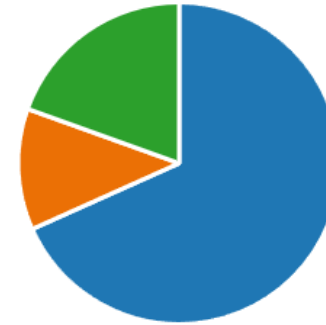
Speak Up Insights: QE Roadshow Results

Barriers to Speaking Up.

1. If you had a concern, would you feel you could raise it?

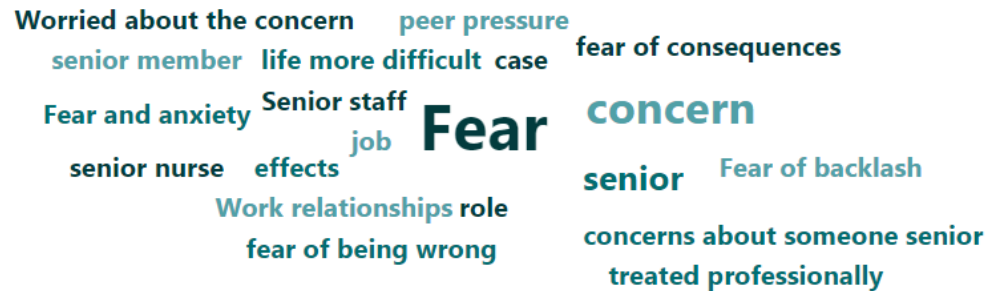
[More Details](#)

● Yes	28
● No	5
● Maybe	8



2. What are the barriers that may stop you from raising a concern?

7 respondents (18%) answered **Fear** for this question.



3. How can the Trust support staff to speak up?

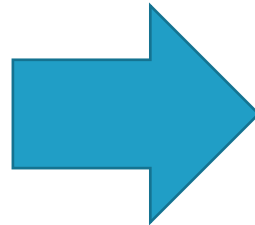
10 respondents (26%) answered **staff** for this question.



Listen Up – Involvement



**Involvement / speak up /
listen up:
People have the skills and
opportunities to improve
FTSU / patient and staff
safety and wellbeing,
throughout the whole
system**



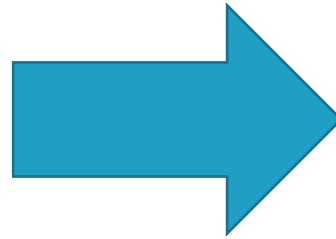
- Comms
- Education and training
- Forums
- Champions
- Staff Stories “lived experience”
- Trust Board
- POD / QGC
- Managers
- Staff Leads/ Clinical Leads

Follow up – Improvement



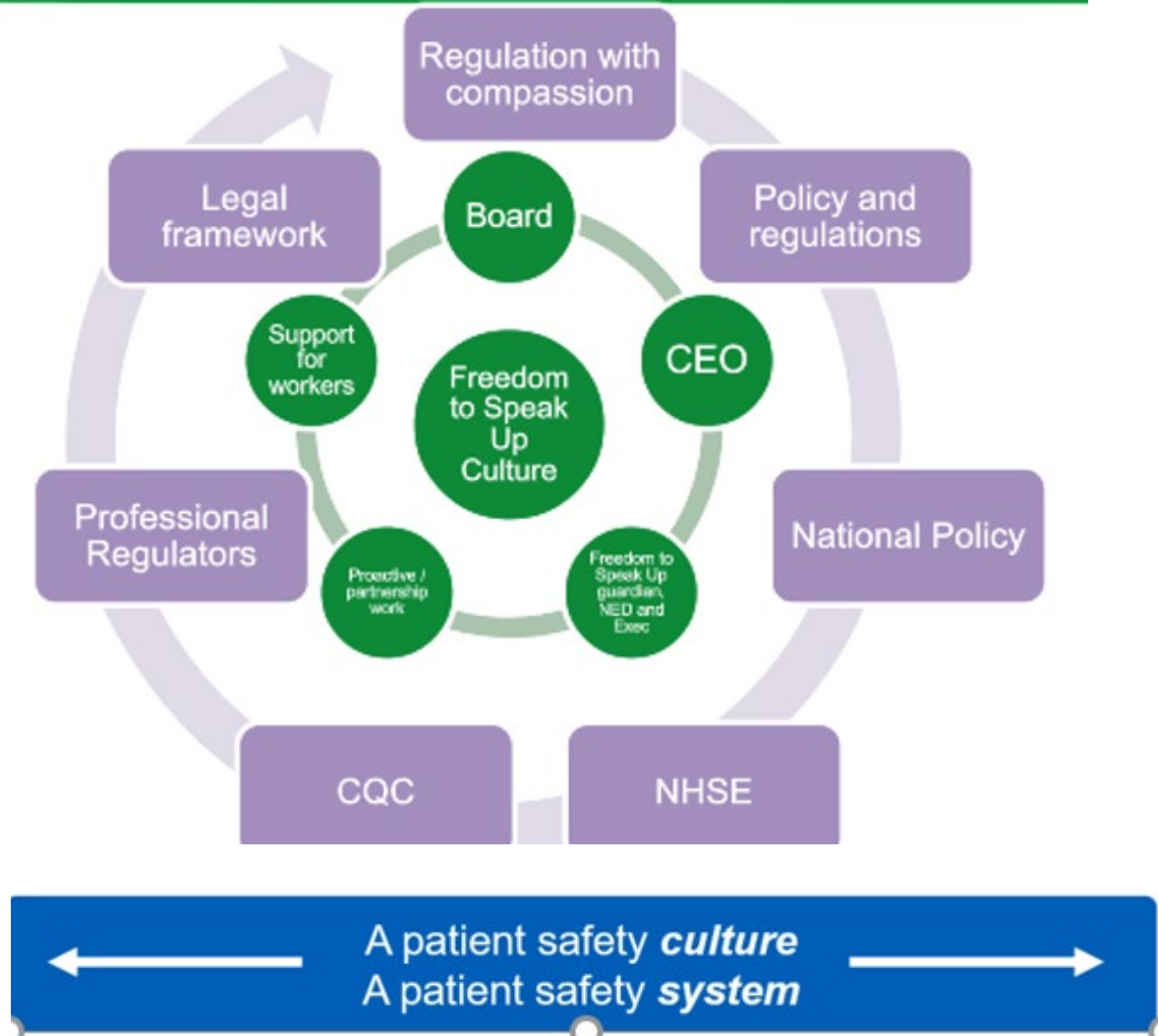
Improvement / Follow up:

Improvement programs enable effective and sustainable change in the most important areas



- Reporting / recording system - scoping
- Culture Program
- Zero Tolerance
- Tool Kit
- Internal Training Program
- Webpage
- Increased Reporting rates
- Improved outcomes
- Increased accessibility
- Improved reporting and learning culture
- Comfortable with the uncomfortable
- Speaking up support scheme NHSE

Future Planning



Speak Up
Listen Up
Follow Up

Building a Culture Together

“The standard you walk past
is the standard you accept.”

Chief of the Army, Lieutenant-General David Morrison



A speaking up culture is more than
having a Freedom to Speak
Up Guardian

Pledges

I pledge to ...



Gill Findley Chief Nurse, Professional Lead for Midwifery & AHP's, Deputy CEO:

Make myself available for people who are trying to raise their concerns and to listen to the message however uncomfortable the words may be.

#SpeakUpPledge

I pledge to ...



Mike Robson Non –Executive Director:

“Listen without judgement and encourage our staff to fearlessly report and encourage others

#SpeakUpPledge

I pledge to ...



Adam Crampsie Non Executive Director:

Always take the time to listen to people and act on their concerns so we can improve Patient Safety together. I will always be open and available to people.

#SpeakUpPledge

I pledge to ...



Trudie Davies CEO:

Listen & Learn in order to Lead with humility

#SpeakUpPledge

I pledge to ...



Anna Stabler Non Executive Director:

Support Staff to feel safe to speak up & be heard. To really listen & act on what I hear

#SpeakUpPledge

I pledge to ...



Amanda Venner

Interim Executive Director of People & OD:

Speak up, Listen up, Follow up.

Listen and Hear the missing voices.

#SpeakUpPledge

I pledge to ...



Andy Beeby Medical Director:

Promote Speaking up from the Medical Director Office.

#SpeakUpPledge

I pledge to ...



Steven Harrison Managing Director QEF:

Seek, Listen, Act!

#SpeakUpPledge

I pledge to ...



Kris MacKenzie Group Director of Finance & Digital:

Listen without judgement.

Raise awareness of FTSU across the organisation.

#SpeakUpPledge

Summary:

- Who I am and why I applied to FTSUG
- Plans for first 3 months in post.
- Reviewed initial Barriers from Roadshow
- Discussed the framework and strategy
- Discussed some of the future plans.
- Pledges from Board Members
- Ask for Pledges from Governors .

References

- The NHS Patient Safety Strategy Safer culture, safer systems, safer patients July 2019 NHS England and NHS Improvement.
- The National Guardian's Office – <https://nationalguardian.org.uk>
- Gateshead NHS Foundation Trust – <https://www.gatesheadhealth.nhs.uk>
- WE ARE THE NHS: People Plan 2020/21 - action for us all. NHS England and NHS Improvement.



**Any Questions
/ Comments**



BUSINESS REVIEW

H1 2023/24



CONTENTS

- Highlights
- Finance
- People
- Activity (current & proposed)
- Communications/Corporate Social Responsibility
- Challenges & Opportunities



QEF HIGHLIGHTS



- £2.5m profit delivered into GHNFT so far
- Significantly improved colleague engagement
- Stronger QEF/Trust relationship
- Business efficiency programme success
- CDC project progression
- Stronger new business pipeline
- Improved business controls in place
- Changed leadership
- Governance Review Complete
- New Chair

QEF FINANCE

	YTD	Budget
Turnover	£37m	£75m
Profit	£2.5m	£4.5m

- All profit returned back to Trust
- Expect to achieve full year budget targets

QEF Efficiency Programme

Target

£2.3 m



Achieved to Date

£1.9 m



Forecast

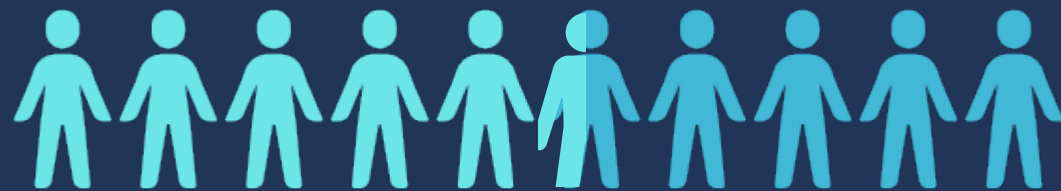
£2.8 m



QEF PEOPLE - Engagement

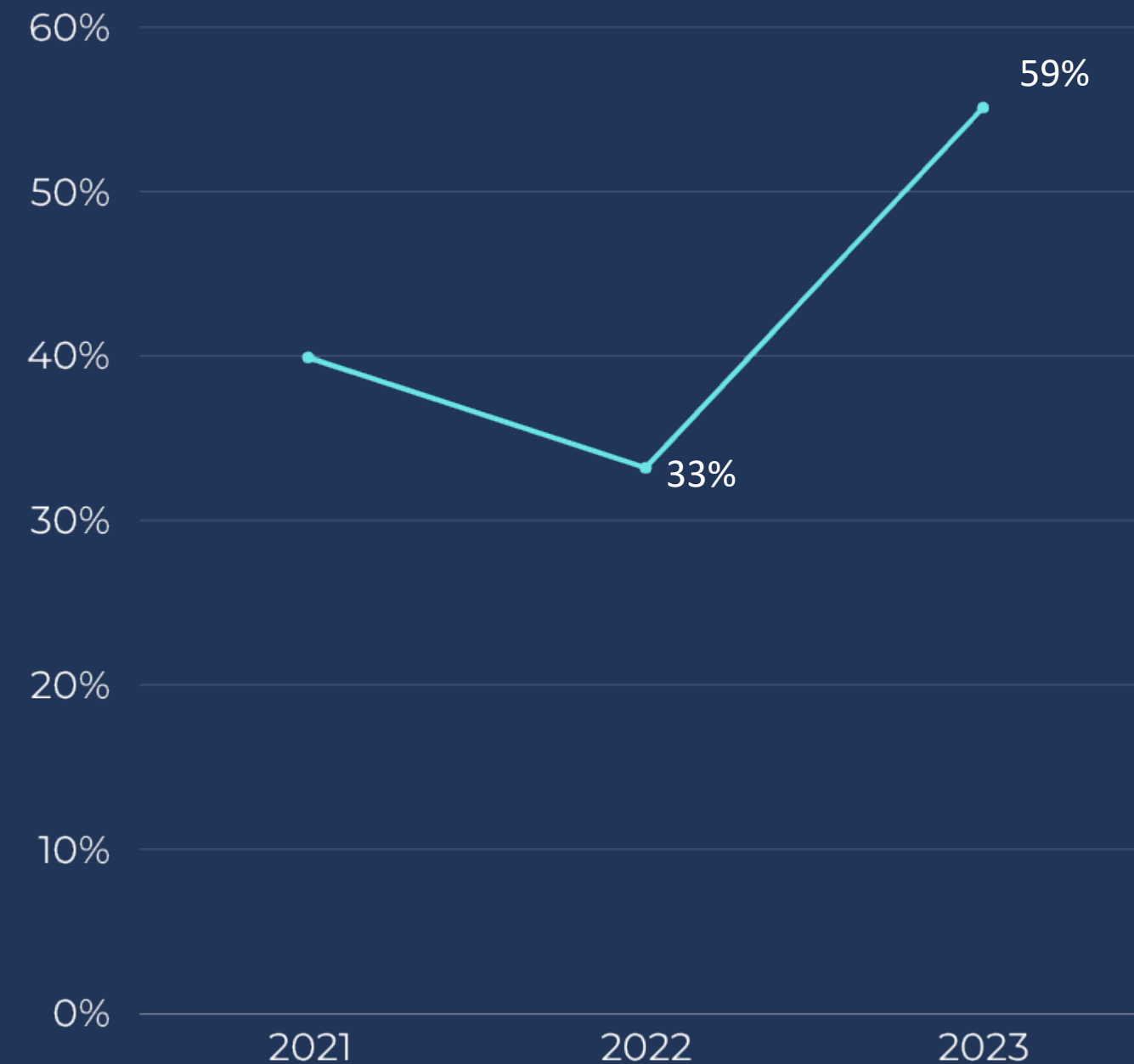
QEF RESPONSE RATE - Staff Survey

59%



How?

- Leadership
- Comms plan
- SLT Visibility
- SLT Commitment
- Roadshows



QEF PEOPLE - Development

- Actioned 22/23 staff survey results
 - Leadership Training
 - Appraisal Documentation/process review
 - Effective Management Conversations
 - Developing Effective Teams
 - Core skills focus
 - Created People Action Plan
 - Alignment with Group Policies
 - HR policies/training
 - Recruitment policies
 - Zero tolerance to poor behaviours
 - Focus on absence management
 - Focus on ER casework
 - Health & Wellbeing signposting




Developing Effective Teams

Join us for this half day practical session and you will be able to reflect on what makes a team effective. We will also explore:

- the life cycle of a team
- the importance of teaming

During the session you will be provided with the time to develop an action plan to enhance the effectiveness of your team.

Click on the QR code below to access ESR and book on now!

For further course information please email ghnt.learning.development@nhs.net




QEF ESTATES AND FACILITIES

- Reactive repairs : 12,562 activities complete
- Planned Maintenance: 7,364 activities complete
- Ward refurbishment - Wards 11 & 14
- Ward 28 development
- Ventilation upgrade/backlog maintenance - critical care
- Bowel hub project underway
- CDC (Metro Centre) works commenced
- First stages of Mycad help desk rolled out at Newcastle

CSSD successfully passed their annual surveillance audit



QEF ESTATES AND FACILITIES

- 5* Hygiene rating for Catering Services
- 144,959 patient meals served
- 87% patient satisfaction - catering



Medical Engineering: Runner up at the International RFID journal awards.



QEF TRANSPORT, PORTERING & SECURITY



PMVA department attained Bild certification First Acute Hospital



- 945 Security patrols
- 41,662 patient moves by the Portering team
- 218,293 assets transported
- 2,723 patients transported
- Continued logistics support to Lothian and Coventry Trusts

QEF PHARMACY



- 52,000 items dispensed to date - 89,000 planned this year
- Joined the Trust Pharmacy Clinical Supervision Group alongside the Inpatient Pharmacy team
- ISO 9001 accreditation maintained (internal and external services)
- SACT (Systemic Anti-Cancer Therapy) Homecare.
- QEF Wholesale accepted Cumbria Medical Services as a new customer for the wholesale supply of medicines

QEF BUSINESS DEVELOPMENT



- Improved contract governance and management (new & existing)
- Improving commercial pipeline
 - Extension/enhancement on Coventry logistics contract
 - Fire Risk Assessments; e.g. East Durham College
 - Dispensing additional or 'co-meds' prescribed with anti-cancer medicines for the Chemo Day Unit
 - Increased contribution from VAT Advisory
 - Growing internal services – e.g. CDC
- Enhanced external exposure at conference/events

QEF COMMUNICATIONS

2,557 - Followers across Twitter, Facebook & LinkedIn

Held first healthcare Estates and Facilities day



Supported the NHS 75th birthday



Attended local school career fairs



- Strategy developed
- Improved Group interaction
- Established an internal QEF newsletter
- Created a dedicated QEF comms inbox and distribution list of our employees with PC access



CORPORATE SOCIAL RESPONSIBILITY

Sca Fell pike climb to raise funds for Cash for Kids

Gateshead Food bank donations

Medical Equipment and toys donated to Ukraine aid



GATESHEAD FOODBANK
EMERGENCY FOOD
FOR GATESHEAD
PEOPLE IN CRISIS



QEF CHALLENGES



- Changing Regulatory Frameworks
- ICB/NHSE influences
- NHS funding
- HMRC policy changes
- Leadership Team/Board in Transition
- Ageing estate
- Finance constraints
 - GHNT sustainability
 - SOF 3 status
- Intensified competition
- Stakeholder relations e.g. Trust, NEAS
- Rising cost base
- Staff expectations
- Resource/skills constraints
- Lower margin legacy contracts

QEF OPPORTUNITIES



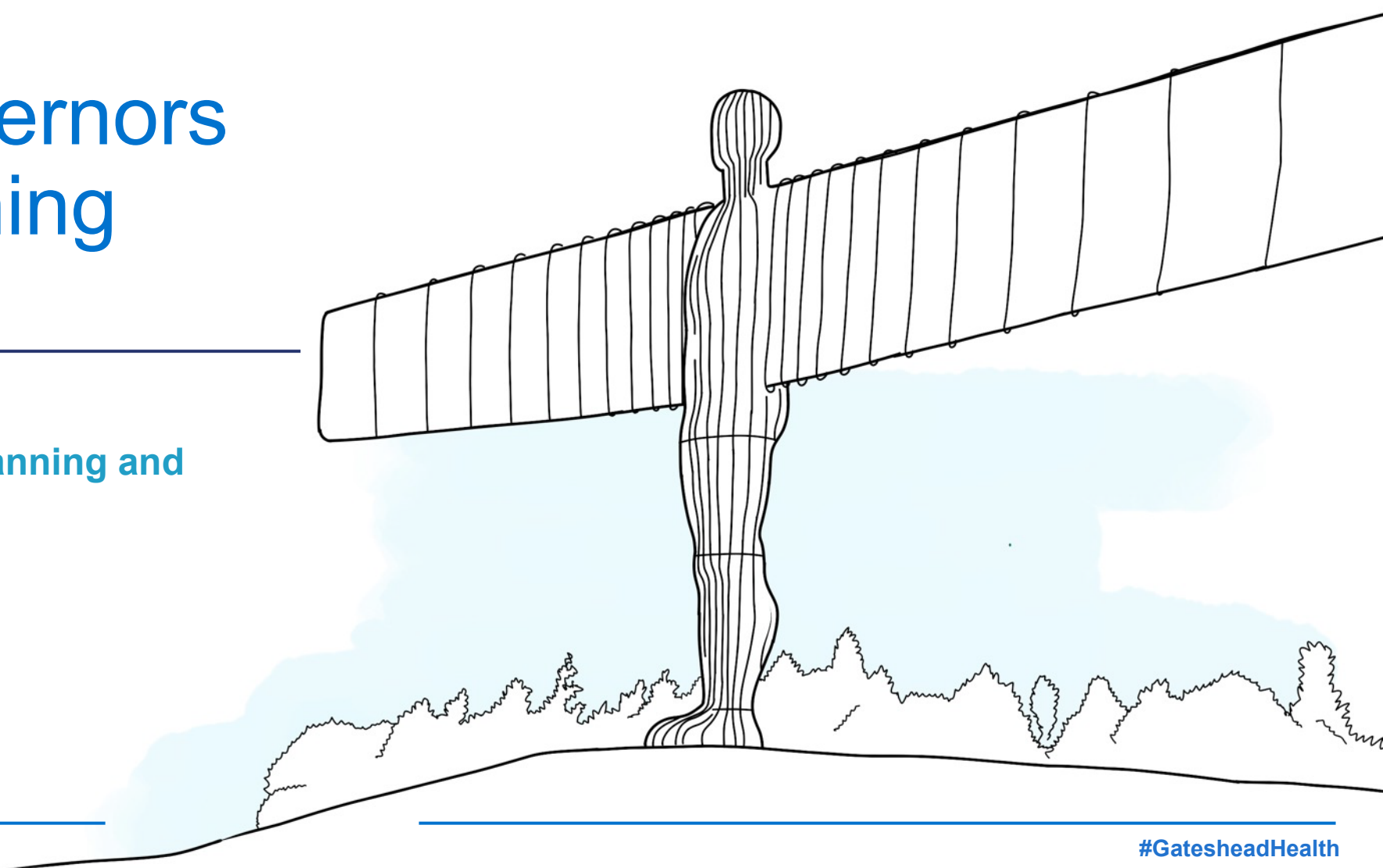
- Partnerships
 - Alliance, Regional & National Collaborations
 - Joint Ventures
 - Shared services
- Growing healthcare market
- Higher margin commercial opportunities
- Enhanced profile/visibility
 - Internally
 - Externally
- Greater staff engagement
- Improvements in internal services
 - Improved productivity
 - Further efficiencies
 - Use of technology/innovation
 - Reviewed scope of services
 - Reduced costs

Council of Governors – Annual Planning 2024/25

Nicola Bruce

**Interim Director of Strategy, Planning and
Partnerships**

14th February 2024



NHS Planning

- Annual process (looking to move to 3 – 5 year planning)
- Guidance normally published by NHS England in December with returns in Q4 (Jan – March)
- Focus on
 - Finance
 - Workforce
 - Activity
 - Performance
- 2024/25 guidance not yet released
- Planning letter dated 22nd December indicated a focus on elective recovery and financial balance. Reference made to key priorities and objectives as set out in 2023/24 planning guidance including the recovery plans for urgent and emergency care, primary care access, elective and cancer care
- Trusts encouraged to progress with planning

2023/24 objectives



Gateshead Health
NHS Foundation Trust

National NHS objectives 2023/24

Area	Objective		
Recovering our core services and improving productivity	Urgent and emergency care*	<ul style="list-style-type: none"> Improve A&E waiting times so that no less than 76% of patients are seen within 4 hours by March 2024 with further improvement in 2024/25 Improve category 2 ambulance response times to an average of 30 minutes across 2023/24, with further improvement towards pre-pandemic levels in 2024/25 Reduce adult general and acute (G&A) bed occupancy to 92% or below 	
	Community health services	<ul style="list-style-type: none"> Consistently meet or exceed the 70% 2-hour urgent community response (UCR) standard Reduce unnecessary GP appointments and improve patient experience by streamlining direct access and setting up local pathways for direct referrals 	
	Primary care*	<ul style="list-style-type: none"> Make it easier for people to contact a GP practice, including by supporting general practice to ensure that everyone who needs an appointment with their GP practice gets one within two weeks and those who contact their practice urgently are assessed the same or next day according to clinical need Continue on the trajectory to deliver 50 million more appointments in general practice by the end of March 2024 Continue to recruit 26,000 Additional Roles Reimbursement Scheme (ARRS) roles by the end of March 2024 Recover dental activity, improving units of dental activity (UDAs) towards pre-pandemic levels 	
	Elective care	<ul style="list-style-type: none"> Eliminate waits of over 65 weeks for elective care by March 2024 (except where patients choose to wait longer or in specific specialties) Deliver the system- specific activity target (agreed through the operational planning process) 	
	Cancer	<ul style="list-style-type: none"> Continue to reduce the number of patients waiting over 62 days Meet the cancer faster diagnosis standard by March 2024 so that 75% of patients who have been urgently referred by their GP for suspected cancer are diagnosed or have cancer ruled out within 28 days Increase the percentage of cancers diagnosed at stages 1 and 2 in line with the 75% early diagnosis ambition by 2028 	
	Diagnostics	<ul style="list-style-type: none"> Increase the percentage of patients that receive a diagnostic test within six weeks in line with the March 2025 ambition of 95% Deliver diagnostic activity levels that support plans to address elective and cancer backlogs and the diagnostic waiting time ambition 	
	Maternity*	<ul style="list-style-type: none"> Make progress towards the national safety ambition to reduce stillbirth, neonatal mortality, maternal mortality, and serious intrapartum brain injury Increase fill rates against funded establishment for maternity staff 	
	Use of resources	Deliver a balanced net system financial position for 2023/24	
	LTP and transformation	Workforce	Improve retention and staff attendance through a systematic focus on all elements of the NHS People Promise
		Mental health	<ul style="list-style-type: none"> Improve access to mental health support for children and young people in line with the national ambition for 345,000 additional individuals aged 0-25 accessing NHS funded services (compared to 2019) Increase the number of adults and older adults accessing IAPT treatment Achieve a 5% year on year increase in the number of adults and older adults supported by community mental health services Work towards eliminating inappropriate adult acute out of area placements Recover the dementia diagnosis rate to 66.7% Improve access to perinatal mental health services
People with a learning disability and autistic people		<ul style="list-style-type: none"> Ensure 75% of people aged over 14 on GP learning disability registers receive an annual health check and health action plan by March 2024 Reduce reliance on inpatient care, while improving the quality of inpatient care, so that by March 2024 no more than 30 adults with a learning disability and/or who are autistic per million adults and no more than 12-15 under 18s with a learning disability and/or who are autistic per million under 18s are cared for in an inpatient unit 	
Prevention and health inequalities		<ul style="list-style-type: none"> Increase percentage of patients with hypertension treated to NICE guidance to 77% by March 2024 Increase the percentage of patients aged between 25 and 84 years with a CVD risk score greater than 20 percent on lipid lowering therapies to 60% Continue to address health inequalities and deliver on the Core20PLUS5 approach 	

*ICBs and providers should review the UEC and general practice access recovery plans, and the single maternity delivery plan for further detail when published.

7 | 2023/24 priorities and operational planning guidance

Our starting position

Our patients Our people Our partners

Our vision captures what matters to us – delivering outstanding compassionate care.

Our five values can easily be remembered by the simple acronym **ICORE**

-  **Innovation**
We look for new ways to improve what we do and recognise that we all have a role to play in our continuous improvement.
-  **Care**
We care for our patients, communities, each other and ourselves with kindness and compassion.
-  **Openness**
We always act with integrity and transparency and are open and honest with ourselves and each other.
-  **Respect**
We treat everyone with respect and dignity, creating a sense of belonging and inclusion.
-  **Engagement**
We are inclusive and collaborative in our approach, working as a team and with our partners to deliver the best care possible.



Our Strategic aims:

- 1 We will continuously improve the quality and safety of our services for our patients.
- 2 We will be a great organisation with a highly engaged workforce.
- 3 We will enhance our productivity and efficiency to make the best use of our resources.
- 4 We will be an effective partner and be ambitious in our commitment to improving health outcomes.
- 5 We will develop and expand our services within and beyond Gateshead.

Our strategic intent:

- Northern Centre of Excellence for Women's Health
- Outstanding District General Hospital
- Diagnostics



Digital and data



Finance



Estates



Communication and engagement



People and organisation development



Innovation and improvement



Planning and performance

Our draft priorities for 2024/25

- Focus on sustainability including financial breakeven by April 2025
 - Waste reduction, reducing unwarranted variation, maximising productivity and efficiency and focus on transformation
- Delivery of our strategy and strategic intent
 - Centre of Excellence for Women's Health, Outstanding DGH, Diagnostic provider of choice
- Delivering our core standards and leading indicators
- Delivering our activity
- Maximising our estate, facilities and assets inc. theatres, outpatients, therapy services etc
- Understanding our priorities
 - Workforce
 - Digital
 - Transformation
- Actions to address health inequalities

The process

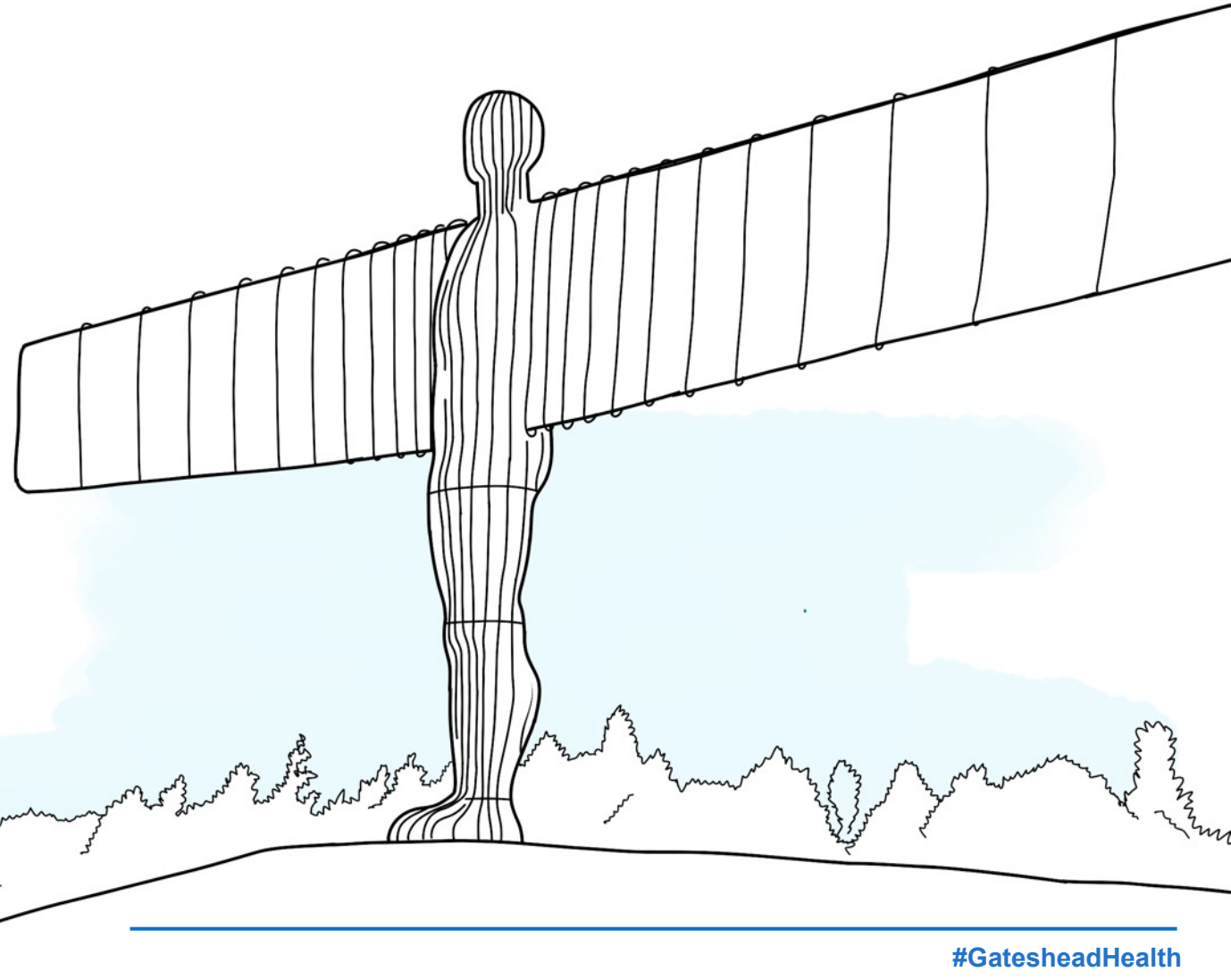
- Internal planning guidance and templates developed and shared with business units (Dec)
- Information returned from the four clinical business units – activity and narrative
- Working with business units to understand what it will take to deliver our priorities
 - Current position and gaps
 - Transformation
 - Collaboration
 - Investment (mindful of financial constraints)
 - Corporate support
- Divisional planning meeting early January – themes emerging (e.g. workforce, digital, transformation etc)
- Dedicated SMT session where updated plans were shared
- **Seeking views of the Council of Governors esp. on our draft objectives and priorities 17th January workshop and again today**
- Indicative timelines from the national team
 - First submission end February
 - Final submission end April
- Updates to Finance and Performance Committee prior to Trust Board sign off
- Update to come to next Council of Governors meeting in May

Any questions?

Chief Executive's Update to the Council of Governors

Trudie Davies, Chief Executive

14 February 2024



Strategic Aim 1: We will continuously improve the quality and safety of our services for our patients

- Our paediatric department has become the first in the region to be awarded the '**Gold Standard for Autism Acceptance**' from the North East Autism Society. This reflects the work the team have undertaken to tailor care and experience for neurodivergent children.
- In December 2023 we celebrated **80 years of our maternity unit** providing high quality care to families across our community.
- Our **Critical Care** department had a peer review by a team from the North of England Critical Care Network. The initial feedback received has been positive with no risks identified for escalation.
- We received a **National Joint Registry (NJR) Quality Data Provider certificate** which recognises our successful completion of a national programme of local data audits. The registry collects high quality orthopaedic data in order to provide evidence to support patient safety, standards in quality of care, and overall value in joint replacement surgery.
- Held an engagement event for clinical colleagues and managers to support us in identifying the most appropriate **electronic patient record** system for the Trust.
- We rebranded and relaunched our charity, which is now called **Gateshead Health Charity**. This signifies our commitment to improving the experience of our patients, visitors and staff by providing resources that go beyond the statutory requirements of the NHS.
- Our Maternity Service reported full compliance with the ten safety actions for Year 5 of the **Maternity Incentive Scheme**. Achieving full compliance will result in a rebate of at least 10% of the Trust maternity contribution to the Clinical Negligence Scheme for Trusts (CNST). This is ring-fenced for maternity safety and is an excellent achievement.



Engagement, involvement and visits:

- Charity relaunch
- Meeting with patient and family
- Electronic patient record engagement event



Strategic Aim 2: We will be a great organisation with a highly engaged workforce



- Thank you to all of our colleagues and volunteers who worked very hard over the busy holiday period to provide the highest quality care to our patients, both in the hospital and in the community.
- We experienced a challenging period of **strike action** in December and early January. Whilst there were some unavoidable cancellations of elective appointments, our teams worked very hard to keep our patients safe and prioritise those requiring emergency treatment during this time.
- We welcomed our **new Governors** at the beginning of January.
- We are continuing our commitment to work with our trade unions and colleagues on the implementation of the national **Health Care Assistant regrading** process.
- We are delighted to announce that Karen Parker has been appointed substantively to the **Head of Midwifery** role and commenced in post on 1 January 2024.
- Our **Medical Director**, Andy Beeby, has announced his retirement after nearly 30 years at the Trust and 38 years in the NHS. He will be leaving us in March and we wish him a very happy retirement on behalf of the Board, Council of Governors and all colleagues. Neil Halford will be covering as the Interim Medical Director whilst the recruitment process takes place.
- We have continued our focus on developing a **zero-tolerance culture** and empowering colleagues to challenge inappropriate behaviour.

Engagement, involvement and visits:

- Tea and chat
- Facebook Live
- Light up a Life event
- Vascular access team
- Infection prevention and control team
- Medical Education training event
- Critical Care visit
- Dietetic Oncology team visit
- Maternity visit
- Pathology visit

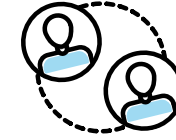


Strategic Aim 3: We will enhance our productivity and efficiency to make the best use of resources



- We are currently engaged in the **annual planning process**. At the time of writing the national planning guidance has not been published, but we are continuing to develop our plans internally, engaging widely on our future priorities. This has included engagement sessions with the Council of Governors, Clinical Strategy Group and Senior Management Team. The principles of being clinically-led and management supported are at the heart of the planning process.
- We have been undertaking some focussed work around **counting and coding** using our clinically-led and management supported principles. This is a key workstream which helps us to accurately represent activity to ensure we are providing safe and high quality care to our patients.
- This year we have been focussed on developing our strategic intent, embedding our clinically-led and management supported methodology, getting the basics right (back to basics), enhancing our governance and ensuring that our culture is aligned with our values. We are seeing this focus translating into key improvements in the domains of performance, quality, people and finance. This includes:
 - Key reductions in our waiting list size, including community-based services – the biggest percentage improvement in the region at present;
 - Increased productivity across a number of metrics, which has a direct impact on our patients;
 - Being the second best performer in the region for diagnostics;
 - Improvements in A&E performance, particularly in relation to ambulance handovers and a significant reduction in 12 hour waits for a bed;
 - Reductions in our vacancy rate from 5.7% to 2.5%; and
 - Being on track to achieve our planned deficit at the end of the financial year.
- We recognise that there is more to do to ensure sustainability in these areas and our planning will be key to this.

Strategic Aim 4: We will be an effective partner and be ambitious in our commitment to improving health outcomes



Engagement, involvement and visits:

- Festive tour with partners
- Meetings with Gateshead Council
- Provider Collaborative meetings
- Meetings with provider colleagues in the region
- Director of Public Health visit to the Trust

- In January, we announced our intention to pursue an **alliance** model of working with Newcastle, Northumbria and North Cumbria Foundation Trusts, as a means of improving collaboration and working towards financial and operational sustainability.
- We welcomed partners from Gateshead Council, the Integrated Care Board and the Provider Collaborative to the Trust in December. Our partners joined us in a **festive tour** of the Trust to thank our colleagues for their hard work, see our facilities and hear about some of the work we have been doing.
- We have committed our support to the **Health and Life Sciences Pledge** in the region. This brings together partners from across the wider health and care system with the aim of collectively addressing the region's health and social care challenges. There is an ambition to reduce health inequalities, attract and drive investment and promote economic growth.
- We were delighted to welcome **Newcastle College's performing arts group** who provided some festive cheer to patients on our stroke unit, boosting morale and helping patients to engage in activities during their time in hospital.
- As part of our commitment to addressing **health inequalities** we are undertaking a self-assessment against the health inequalities toolkit which has been developed as part of the North East and North Cumbria multiagency response to tackling health inequalities. The assessment against the toolkit will inform our operational planning.
- We held our first relaunched **Medicine for Members** event in December with an interesting insight into Research and Development, as well as opportunities for members and the public to meet with our Governors. The next event is focussed on our community services in early March.
- We continue our commitment to contribute to the **prevention agenda** for our community through initiatives such as our Alcohol Care Team, Smoking Cessation Team, Refugee and Asylum Seeker Nurse and Homelessness Nurse.

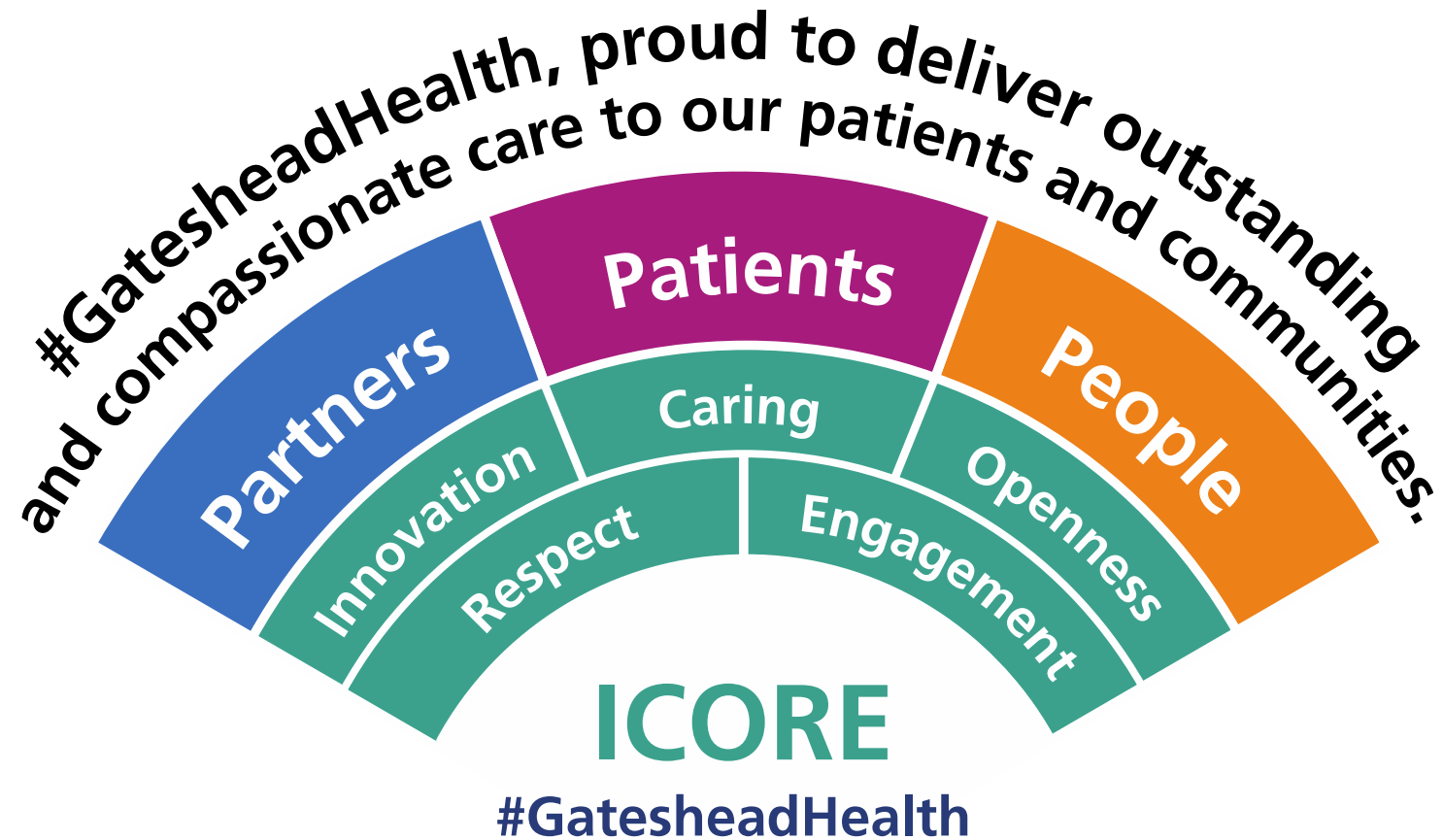


Strategic Aim 5: We will develop and expand our services within and beyond Gateshead



- We are making good progress with the **Community Diagnostic Centre (CDC)** at the Metro Centre in partnership with colleagues in Newcastle Hospitals. The CDC will have significant benefits to patients in Gateshead and Newcastle, enabling increased diagnostic capacity for our patients. This links directly with our strategic intent to be a diagnostics centre of choice for patients.
- We are continuing our work to become the **Northern Centre of Excellence for Women's Health**, which is a clear part of our strategy and sustainability plan. We have secured £250k to develop our women's health hub. The first oversight meeting has now been held which included partners from primary care, public health and the voluntary sector, with the aim of identifying the areas that would make the biggest difference to women and girls in Gateshead.

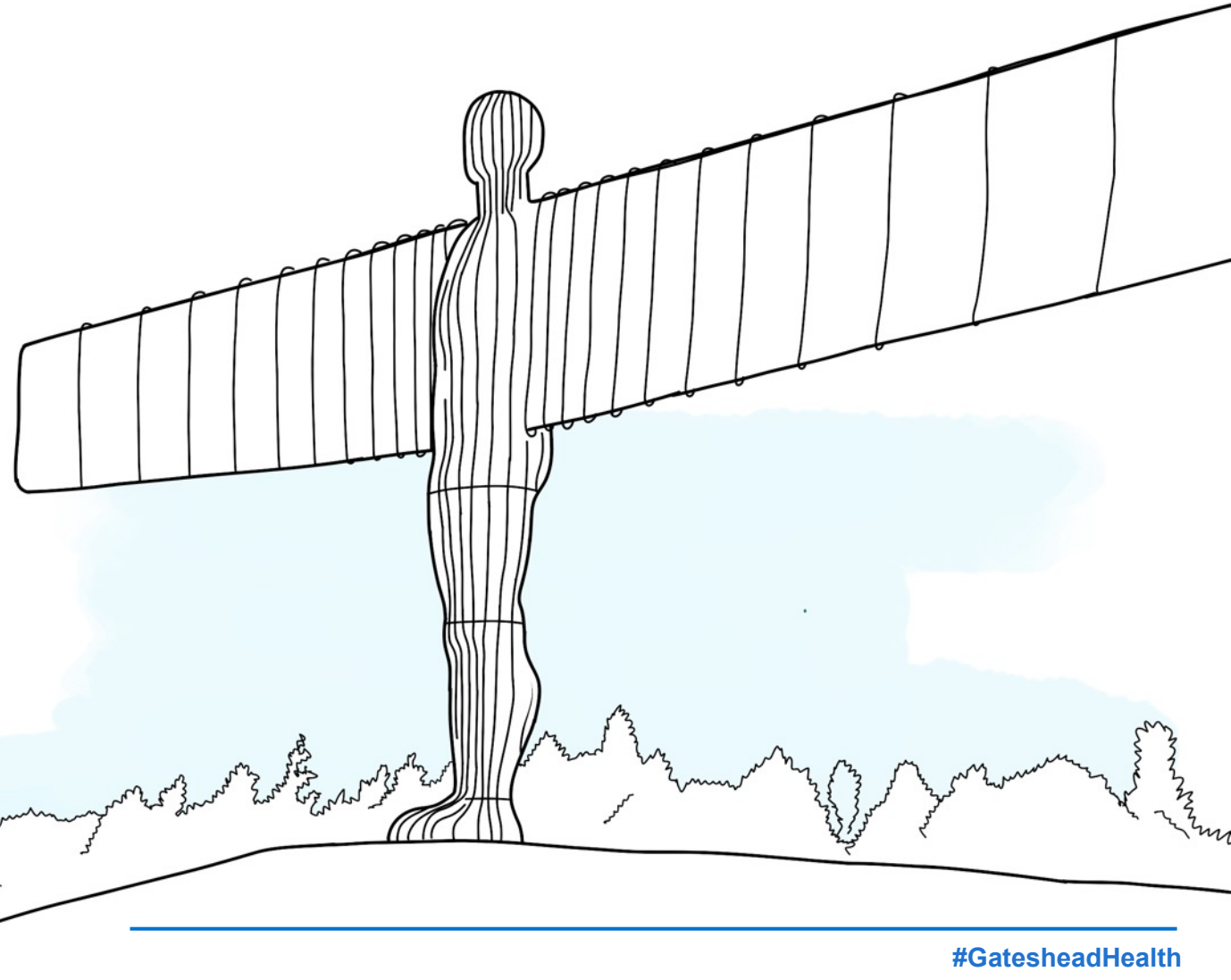




Work of the People and OD Committee

Maggie Pavlou , Chair of the Committee

May – November 2023



Examples of issues considered and assurances received

PODC have met 4 times since May 2023

Strategic Objectives

People & EDI Strategies

Culture Programme

Historic Pre-Employment Checks

Industrial Action

Retention Initiatives

Vaccination Programme

WRES and WDES Action Plans

Anti Racism Charter

People & OD Metrics, IOR & Leading Indicators

Reports

Guardian of Safeworking / Freedom to Speak up / Revalidation Report / GMC Survey / ADQM / Fit & Proper Person Compliance / Review of Effectiveness

Case Study

SA2.2 Growing and developing our people in order to improve patient outcomes and reduce reliance on high cost agency staff by March 2024



Gateshead Health
NHS Foundation Trust

9th May 2023

WRES Action Plan Review

- As a result of WRES feedback the EDI Supply group was set up.
- Outputs of the group included; a review of recruitment and selection training, removal of unconscious bias from recruitment processes, and a review of reciprocal mentoring.

12th September 2023

Annual Board Report Medical Revalidation

Report provided to provide assurance to allow for regional submission.
Actions involved upskilling senior medical staff in appraisal training and a financial review to ensure match funding to appraiser PA tariff occurs within appraiser's job plan to support business unit financial planning.

11th July 2023

Industrial Action Update

An update on the industrial action, approach to planning and what organisational learning and continuous improvement took place between each round.

14th November 2023

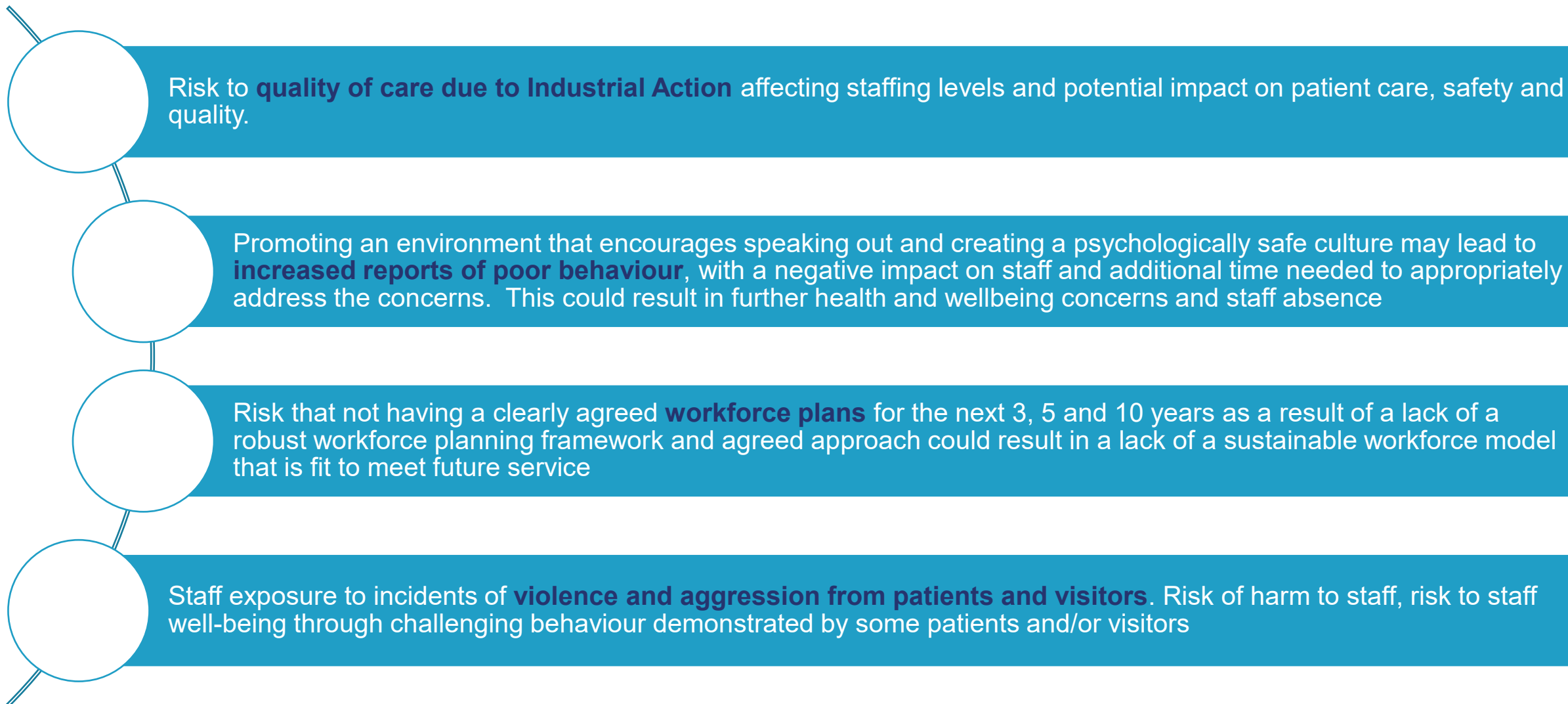
Focus on retention

Shared the current position against the national retention programme framework and actions taken to address gaps.

Actions taken: Legacy mentors for nursing and midwifery colleagues, launch of exit interviews within ESR. Further actions suggested regarding setting up a wider working group.

Key Risks

The Committee is currently monitoring 4 risks on the Organisational Risk Register



Key Area's for Assurance: Dec 2023 – May 2024

Monitoring delivery of the corporate objectives, People and EDI Strategy, organisational risk and board assurance framework

Caring For Our People

Growing & Developing Our People

Being a Great Place to Work

Guardian of Safeworking

Vaccination Programme

Industrial Action

ADQM

Workforce Planning

WRES & WDES Updates

Gender Pay Gap Report

Staff & Pulse Survey

Freedom to Speak Up

Anti Racism Charter

Key Priorities for Assurance: Dec 2023 – May 2024

Zero-Tolerance
Campaign

Industrial Action

Workforce
Planning

Civility and
Respect / Living
Our Values

Retention

Historic
Employment
Check
Standards

Medical Staffing

HCSW
Rebanding

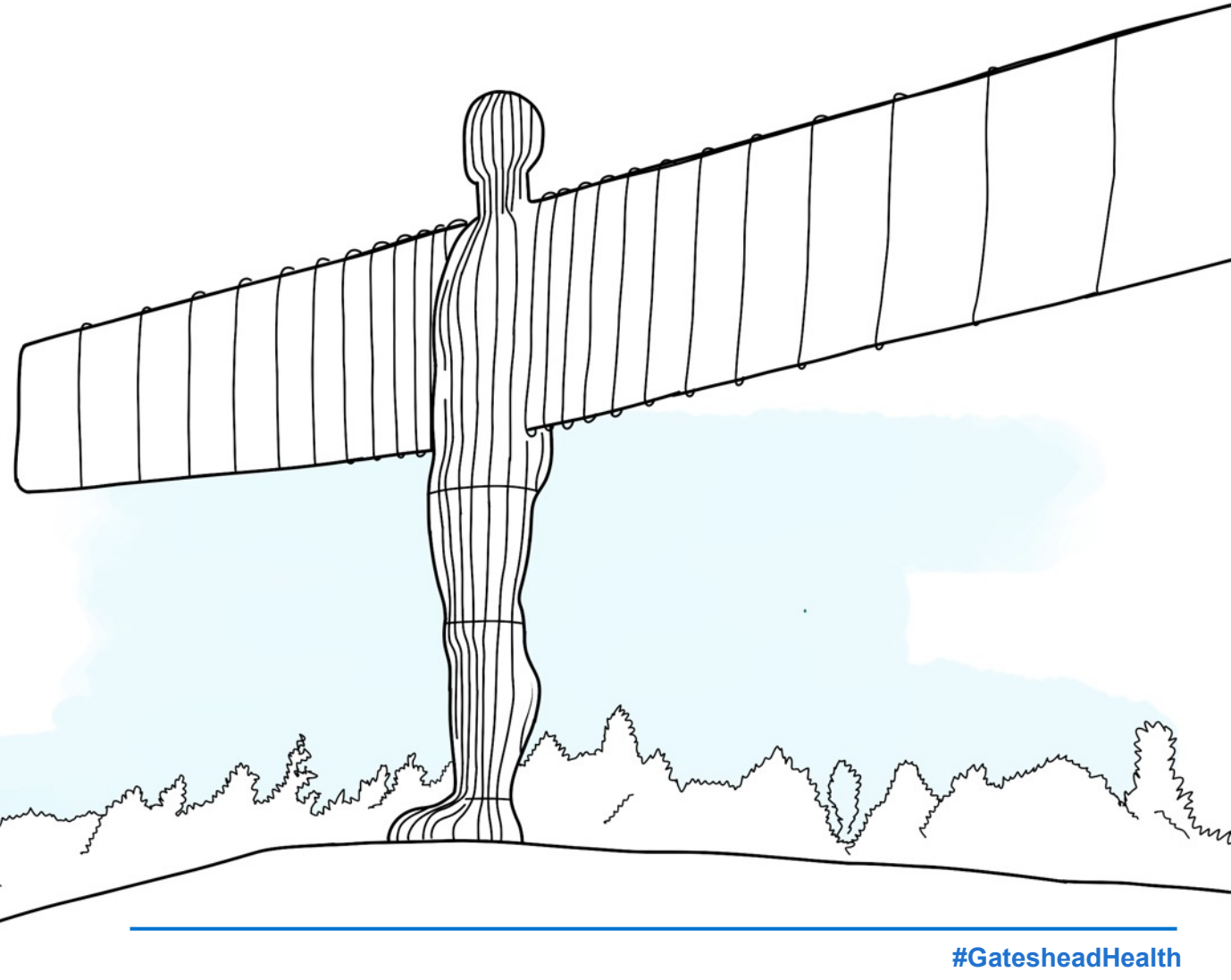
Any
questions?



Work of the Group Audit Committee

Andrew Moffat, Chair of the Committee

14 February 2024



Some of the key issues considered and assurances received

Annual Accounts

- Reviewed key documents for Trust, QEF and Charitable Funds
- Made recommendations to Board, QEF Board and Board of Trustees to approve these documents

Internal Audit

- Regular receipt of progress against 2023/4 plan, review of completed audits and monitoring the timeliness and implementation of recommendations

Risk Management

- Regular update reports received from Executive Risk Management Group

Counter Fraud

- Regular receipt of progress against 2023/24 plan, review of completed investigations and implementation of recommendations

Regulatory and Governance

- On behalf of the Board regular approval of losses and special payments report
- Reviewed the effectiveness of the Committee and the latest terms of reference. The terms of reference are attached for information – they were ratified by the Board in January 2024.

Key Escalations

Annual Accounts

- 'Good' Head of Internal Audit Opinion
- External Audit complimentary re: quality of financial accounts

Implementation of Recommended Actions

- Delayed management responses to draft audit reports
- Overdue implementation of actions with no update
- Slippage of delivery dates for implementation of actions
- AC Chair escalated to CEO

Key risks

External Audit capacity to complete annual audit within timescales

Internal and external capacity required to complete the audits included in the workplan

Implementation of recommended actions within agreed timescales

Key priorities for assurance over the next 6 months

Progress against implementation of audit and counter-fraud recommendations

Progress against agreed audit and counter-fraud workplans

Prepare for review of year-end reporting, ensuring that regulatory deadlines are met and that continuous improvement is made in the quality of reporting

Any
questions?



Committee

Terms of Reference



Group Audit Committee

Constitution and Purpose – The Group Audit Committee (thereafter referred to as the Audit Committee) is a formal committee of the Board with delegated responsibility to conclude upon the adequacy and effective operation of the organisation’s overall internal control system including an effective system of integrated governance and risk management.

It provides a form of independent check upon the executive arm of the Board. The Audit Committee is a Group Audit Committee, overseeing the controls, governance and risk environment of Gateshead Health NHS Foundation Trust and QE Facilities.

In this document the use of the term ‘Trust’ shall mean Gateshead Health NHS Foundation Trust and QE Facilities.

The Committee is authorised by the Gateshead Health NHS Foundation Trust Board of Directors to investigate any activity within its Terms of Reference. Any decisions of the Committee shall be taken on a majority basis. All members of the Committee have an equal vote. In the event of a tied vote, the Chair of the meeting will hold the casting vote.

Date Adopted / Reviewed	September 2023
Review Frequency	Annually
Review and approval	Group Audit Committee
Adoption and ratification	Board of Directors – January 2024

Membership

The Committee shall be appointed by the Trust Board and shall consist of:

- 4 Non-Executive Directors

At least one Audit Committee member should have recent and relevant financial experience and this person should chair the Committee.

	A Non-Executive Director shall be nominated as Deputy Chair for the Committee.
Attendance	<p>The following are also invited and expected to attend all Audit Committee meetings:</p> <ul style="list-style-type: none"> • Group Director of Finance and Digital • QEF Director of Finance • Chief Nurse • Company Secretary • Assistant Director of Finance • A representative of Internal Audit • A representative of External Audit • A representative of the Counter Fraud <p>The Chair of the Trust shall not chair or be a member of the Committee, but can be invited to attend the Committee as required.</p> <p>The Accounting Officer (Chief Executive) should be invited to attend the meeting that considers the draft Annual Governance Statement and the Annual Report and Accounts and should discuss the process for assurance that supports the Governance Statement.</p> <p>All invited attendees, if they cannot attend, should ensure a deputy attends in their absence.</p> <p>Other Executive Directors and Senior Managers may be invited to attend meetings depending upon the issues under discussion.</p>
Meeting frequency and quorum	<p>Meetings shall be held no less than five times per year (including the meeting held to review and make recommendations relating to the Annual Report & Accounts) and as required by the national regulatory timetable. Meetings shall be held at such a time that supports the timely flow of assurance and items for escalation to the Gateshead Health NHS Foundation Board of Directors.</p> <p>To be quorate there should be at least 2 Non-Executive Directors present.</p> <p>The external and internal auditors shall be afforded the opportunity at least once per year to meet with the Audit Committee without Executive Directors present.</p> <p>Members of the Audit Committee shall meet at least once a year without Executive Directors present.</p>

	Members of the Audit Committee will meet with the Chief Executive at least once a year.
Meeting organisation	<p>The Committee shall be supported administratively by the Corporate Management Team secretarial body.</p> <p>In accordance with the Trust's Standing Orders, papers will be circulated to members and attendees six days before the meeting.</p> <p>Minutes of the Committee's meetings are held by the Corporate Management Team secretarial body and are circulated (alongside the agenda for the following meeting), to members and attendees.</p>

Committee duties and responsibilities	
Internal control and risk management	<p>To ensure the provision and maintenance of an effective system of financial risk identification and associated controls, reporting and governance.</p> <p>To maintain an oversight of the Group's general risk management structures, processes and responsibilities, including the production and issue of any risk and control-related disclosure statements. The Executive Risk Management Group will support the flow of risk management assurance to the Group Audit Committee.</p> <p>To review processes to ensure appropriate information flows to the Group Audit Committee from executive management, the Executive Risk Management Group and other board committees in relation to the trust's overall internal control and risk management position.</p> <p>To review the adequacy of the policies and procedures in respect of all counter-fraud work. The Committee must satisfy itself that adequate arrangements are in place to counter fraud and consider and agree the Annual Counter Fraud Plan and the results of counter fraud work.</p> <p>To review the adequacy of the Trust's arrangements by which Trust staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and control or any other matters of concern.</p>

	<p>To review the adequacy of underlying assurance processes indicating the degree of achievement of corporate objectives and the effectiveness of the management of principal risks via the Board Assurance Framework.</p> <p>To review the adequacy of policies and procedures for ensuring compliance with relevant regulatory, legal and conduct requirements.</p>
Financial reporting	<p>The Committee shall review the Annual Report and Financial Statements before submission to the Board in order to determine their completeness, objectivity, integrity and accuracy. The review should particularly focus on:</p> <ul style="list-style-type: none"> • The contents of the Annual Report and Accounts and Annual Governance Statement and other year-end disclosures / reporting including the Corporate Governance Statement and self-certifications. • Changes in, and compliance with, the accounting policies and practices and estimation techniques. • Unadjusted mis-statements in the financial statements. • Major judgemental areas. • Significant adjustments resulting from the audit. • Letters of representation. • Explanations for any significant year on year movements. <p>The Committee shall also ensure that the systems and processes for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board. This includes seeking assurance that controls and processes are in place to enable the Trust to utilise the outputs of the annual reference cost exercise to identify efficiencies and promote value for money.</p> <p>The Committee shall review the QE Facilities year-end accounts in conjunction with the work and opinion of external audit.</p> <p>The Committee shall review the Charitable Funds accounts in conjunction with the work and opinion of external audit.</p>

Internal Audit	<p>To review and approve the approach adopted by Internal Audit and the Internal Audit annual plan, ensuring that it is consistent with the needs of the organisation.</p> <p>To oversee on an on-going basis the effective operation of Internal Audit in respect of:</p> <ul style="list-style-type: none"> • Adequate resourcing and has appropriate standing within the Trust; • Its co-ordination with External Audit to optimise the use of audit resources; • Meeting relevant internal audit standards; • Providing adequate independence assurances; • Meeting the Public Sector Internal Audit Standards 2017; and • Meeting the internal audit needs of the Trust. <p>To consider the major findings of internal audits undertaken and management's response and their implications and monitor progress of the implementation of agreed recommendations.</p> <p>To consider the provision of the Internal Audit service and the cost of the service.</p> <p>To conduct an annual review of the Internal Audit function, seeking feedback from Committee members / attendees, Internal Audit and other Trust personnel involved in audits during the year</p>
External Audit	<p>The Committee will agree with the Council of Governors the criteria for appointing, reappointing and removing auditors. The Audit Committee should make recommendations to the Council of Governors in relation to the appointment, re-appointment and removal of the External Auditor alongside the remuneration and terms of engagement.</p> <p>The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process.</p> <p>The Committee shall review the work and findings of the External Auditor appointed by the Governors and consider the implications and management's responses to their work and monitor progress of the implementation of agreed recommendations.</p>

	<p>Consider the performance of the External Auditor and report at least annually to the Council of Governors on the continued adequacy or otherwise of the appointed auditors, including recommendations for the tendering of External Audit services. A review of effectiveness will include seeking feedback from Committee members / attendees, External Audit and other Trust personnel involved in the audit during the year.</p> <p>The Audit Committee will discuss and agree with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in their Annual Plan, and ensuring co-ordination, as appropriate, with other External Auditors in the local health economy.</p> <p>Discuss with the External Auditors of their evaluation of audit risks and assessment of the Trust in line with the tendered audit fee and agreement of any additional work and fees.</p> <p>Review all External Audit reports, including agreement of the annual audit letter before submission to the Gateshead Health NHS Foundation Trust Board or QE Facilities Board (as appropriate) any work undertaken outside of the annual audit plan, together with the appropriateness of the management responses.</p> <p>Develop and implement a policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance and National Audit Office requirements regarding the provision of non-audit services by the external audit firm (noting that assurance work on the Quality Report is classified as a non-audit service but excluded from non-audit service cap threshold set by the National Audit Office).</p>
Counter Fraud (CF)	<p>The Committee shall ensure that there is an effective Counter Fraud function established by management, which meets the standards of NHS Counter Fraud Authority.</p> <p>This will be achieved by:</p> <ul style="list-style-type: none"> • The provision of the CF function. • Review and approval of the CF Annual Plan. • Consideration of the major findings of CF work and fraud investigations, management’s response and progress of the implementation of agreed recommendations. • Ensuring that the CF function is adequately resourced.

	<ul style="list-style-type: none"> • Annual review of the effectiveness of the CF function.
Regulatory and governance	<p>Review on behalf of the Foundation Trust Board of Directors the operation of, and proposed changes to, the Standing Orders and Standing Financial Instructions, the Constitution and the Scheme of Delegation. The Committee will make recommendations to the Foundation Trust Board regarding the adoption of proposed amendments.</p> <p>To review the findings of other significant assurance functions, both internal and external to the organisation and consider the implications to the governance of the organisation, where the review is not covered by another Board Committee.</p> <p>The Committee shall receive and review the schedules of losses and special payments and authorise the Chief Executive and Group Director of Finance to approve any write-offs / special payments.</p> <p>The Committee will seek to satisfy itself that the Board Committees are operating effectively, seeking and obtaining appropriate levels of assurance and identifying emerging risks from the business transacted. Assurance will be obtained via:</p> <ul style="list-style-type: none"> • Review of the Board Assurance Framework on a bi-annual basis as part of the wider risk management reporting; • Review of the controls and processes for the development and delivery of the clinical audit programme (whose content and outputs are monitored by Quality Governance Committee); and • Access to the Board committee effectiveness reviews conducted annually, for information and assurance only (noting that they are also presented to the Board of Directors).

Reporting and monitoring	
Sub-groups	<p>The following sub-groups report into the Committee:</p> <ul style="list-style-type: none"> • Executive Risk Management Group

	<p>The summary of assurances and escalations document are received by the Committee as part of the flow of assurance through the Trust's governance structure.</p>
Board reporting	<p>An assurance report from the Committee will be presented by the Chair to the next meeting of the Foundation Trust Board of Directors.</p> <p>Where items considered at the Committee pertain to QE Facilities, a separate assurance report will be submitted to the QE Facilities Board of Directors for consideration (with the Non-Executive Director holding a dual role on Group Audit Committee and QE Facilities Board able to facilitate this).</p>
Monitoring	<p>Compliance with the terms of reference will be reviewed via an annual self-assessment. This will inform any proposed revisions to the terms of reference and the cycle of business.</p> <p>The outcome of the effectiveness and terms of reference review is presented to the Foundation Trust Board of Directors following considered by the Committee. This will also be shared with the QE Facilities Board of Directors.</p> <p>The Gateshead Health NHS Foundation Trust Annual Report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered in relation to the financial statements and how they were addressed.</p>



Report Cover Sheet

Agenda Item: 11

Report Title:	Extension of External Audit Contract			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 th February 2024			
Author:	Michael Smith Assistant Director of Finance Governance & Control			
Executive Sponsor:	Kris Mackenzie Group Director of Finance and Digital			
Report presented by:	Michael Smith Assistant Director of Finance Governance & Control			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	To discuss the extension of the external audit contract			
Proposed level of assurance – to be completed by paper sponsor:	Fully assured	Partially assured	Not assured	Not applicable
	<input checked="" type="checkbox"/> <i>No gaps in assurance</i>	<input type="checkbox"/> <i>Some gaps identified</i>	<input type="checkbox"/> <i>Significant assurance gaps</i>	<input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	N/A			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	Every NHS foundation Trust must have an auditor that is appointed by the council of governors. The law states that it is for the council of governors to appoint or remove the auditor at a general meeting of the council.			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council of Governors is requested to consider the report and recommend to: <ul style="list-style-type: none"> • Extend the external audit contract with Mazars by a further 24 months; and 			

	<ul style="list-style-type: none"> Market test the external audit service during 2025/26, with a view to award a contract for the service commencing March 2026. 				
Trust Strategic Aims that the report relates to:	Aim 1 <input type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:					
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input checked="" type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)					
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Not applicable <input checked="" type="checkbox"/>		

1. Introduction

- 1.1. The current contract with Mazars is due to expire on the 31st March 2024. This paper recommends that the contract should be extended for a further 24 months.

2. Background

- 2.1. Mazars were appointed as external auditors to the Trust for the first time in 2021.
- 2.2. The contract's first three years formally ends on 31st March 2024 but there is an option, within the framework used to award the contract, to formally extend the contract by a further 24 months to 31 March 2026.
- 2.3. The contract was awarded under the SBS Auditing Framework, and the appointment was made on the recommendation of the Audit Committee by the Council of Governors, whose duty it is to appoint the External Auditors.
- 2.4. Current guidance suggests that the Council of Governors should take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing external auditors.
- 2.5. The Audit Committee has considered the proposed way forward below and recommended it be referred to the Council of Governors for decision.

3. Proposed way forward

- 3.1. Best practice guidance on the appointment of external auditors recommends that an NHS foundation trust undertake a market-testing exercise for the appointment of an auditor at least once every five years.
- 3.2. The Trust's experience of the service provided by Mazars over the last three years has been exemplary.
- 3.3. Consequently, in line with the advice at para 3.1, it is recommended that the option to extend the existing contract by a further 24 months is exercised and that the Trust undertake a "market testing" exercise during 2025/26 with a view to a contract award in the autumn of 2025, for commencement in March 2026.
- 3.4. It is recommended that the "Market Testing" be undertaken via a framework arrangement and colleagues in procurement will be asked to identify the potential frameworks available to the Trust.

4. Recommendation

4.1. The Council of Governors is requested to consider the report and recommend to:

- Extend the external audit contract with Mazars by a further 24 months; and
- Market test the external audit service during 2025/26, with a view to award a contract for the service commencing March 2026.



Report Cover Sheet

Agenda Item: 12

Report Title:	Declaration of Governors' Interests			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Diane Waites, Corporate Assistant			
Executive Sponsor:	Jennifer Boyle, Company Secretary Alison Marshall, Chair			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Constitution of Gateshead Health NHS Foundation Trust requires all Governors to declare interests which are material and relevant to the Council of Governors.				
Proposed level of assurance – to be completed by paper sponsor:	Fully assured	Partially assured	Not assured	Not applicable
	<input type="checkbox"/> <i>No gaps in assurance</i>	<input checked="" type="checkbox"/> <i>Some gaps identified</i>	<input type="checkbox"/> <i>Significant assurance gaps</i>	<input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	-			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	Following the recent elections, Dr L Murthy and Mr M Looe, newly elected Public Governors, and Miss A Okereke, newly elected Staff Governor, have declared their interests.			
	It is also good practice to review the interests of Governors annually, recorded in the minutes of the Council of Governors meeting and be made available on request to any member who wishes to view the register of interests.			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council of Governors is asked to note and record in the minutes the declared interests of new and current Governors			

Trust Strategic Aims that the report relates to:	Aim 1 <input type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	Not directly linked to a specific objective or aim, but ensuring the Council has declared relevant interests will seek to ensure that there is appropriate accountability in respect of any conflicts of interest which may present on discussions on the strategy and objectives.				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	No direct links				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Not applicable <input checked="" type="checkbox"/>		

Register of Governors' Interests 2024
Elected Governors

Forename	Surname	Constituency	Governors' Interests	Category
Les	Brown	Western	None	
John	Bewley	Western	New Governor - no return received	
Ray	Dennis	Western	None	
Gordon Ian	Main	Western	None	
Lakkur	Murthy	Western	Vice Chair – HealthWatch County Durham Medical Liaison Officer – Royal Medical Benevolent Fund	D D
Ged	Quinn	Western	None	
John	Bedlington	Central	Chairman – LIVErNORTH	D
Steve	Connolly	Central	None	
Helen	Jones	Central	Trustee – St Chad's Project, Bensham	D
Michael	Loomer	Central	None	
Abe	Rabin	Central	Director of Ace Windows NE Ltd, Zero Limits WAP, ECO Green Estates, AMR Holdings Ltd, Parkslea Properties Ltd, ABR Holdings Ltd, AMD Estates Ltd Trustee of Zero Limits, and The DR Adler Support & Help Group Spouse – AMR Holdings Ltd, ADS Windows Ltd, and AMD Estates Ltd	A D A
Karen	Tanriverdi	Central	None	
Brenda	Webb	Central	None No return received for 2023/24	
Vacancy x 3		Eastern		
		Eastern		
		Eastern		
Agatha	Kanyangu	Out of Area	Director – Speak Out Ltd No return received for 2023/24	A
Helen	Adams	Staff	None	
Lynsey	Curry	Staff	None	
Andrew	Lowes	Staff	None	
Richard	Morrell	Staff	None No return received for 2023/24	
Adaeze	Okereke	Staff	None	
Kiran	Singiseti	Staff	Director of Rubyani Ltd (specialist medical practice activities) Fellowship of Royal College of Surgeons	A/B/C D/E

			Panel Member of Examiners for Trauma and Orthopaedics Nuffield Newcastle and Spire Washington Hospitals (practising privileges) Cambridge Press (Editor role) <i>No return received for 2023/24</i>	D/E F F
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Appointed Governors

First Name	Surname	Stakeholder Organisation	Position Held	Governors' Interests	Category
Aron	Sandler	Gateshead Jewish Community Council		Northern Property Management Ltd, Eco Tyre Disposals Ltd, Newford Estates Ltd, Blackfriars Property Developments Limited, Nominee Blackfriars Limited and Solid Tyre disposals Limited The Dash Group <i>Spouse - Wellspring Developments Limited, Whitley Bay Properties Limited</i> <i>No return received for 2023/24</i>	A D A
Gemma Frances	Spiers	Newcastle University	Senior Research Associate	None	
Chris	Toon	Gateshead College	Deputy Principal	Education Services Trustee of Carers Trust, Tyne and Wear <i>No return received for 2023/24</i>	F D

Key to interests declared:

- A:** Directorships, including non-executive Directorships held in private companies or PLCs (with the exception of dormant companies)
- B:** Ownership, or part ownership, of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS
- C:** Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS
- D:** A position of authority in a charity or voluntary body in the field of health and social care
- E:** Any connection with a voluntary or other body contracting the NHS services
- F:** To the extent not covered in the declarations above, any connections with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust but not limited to, lenders or banks



Report Cover Sheet

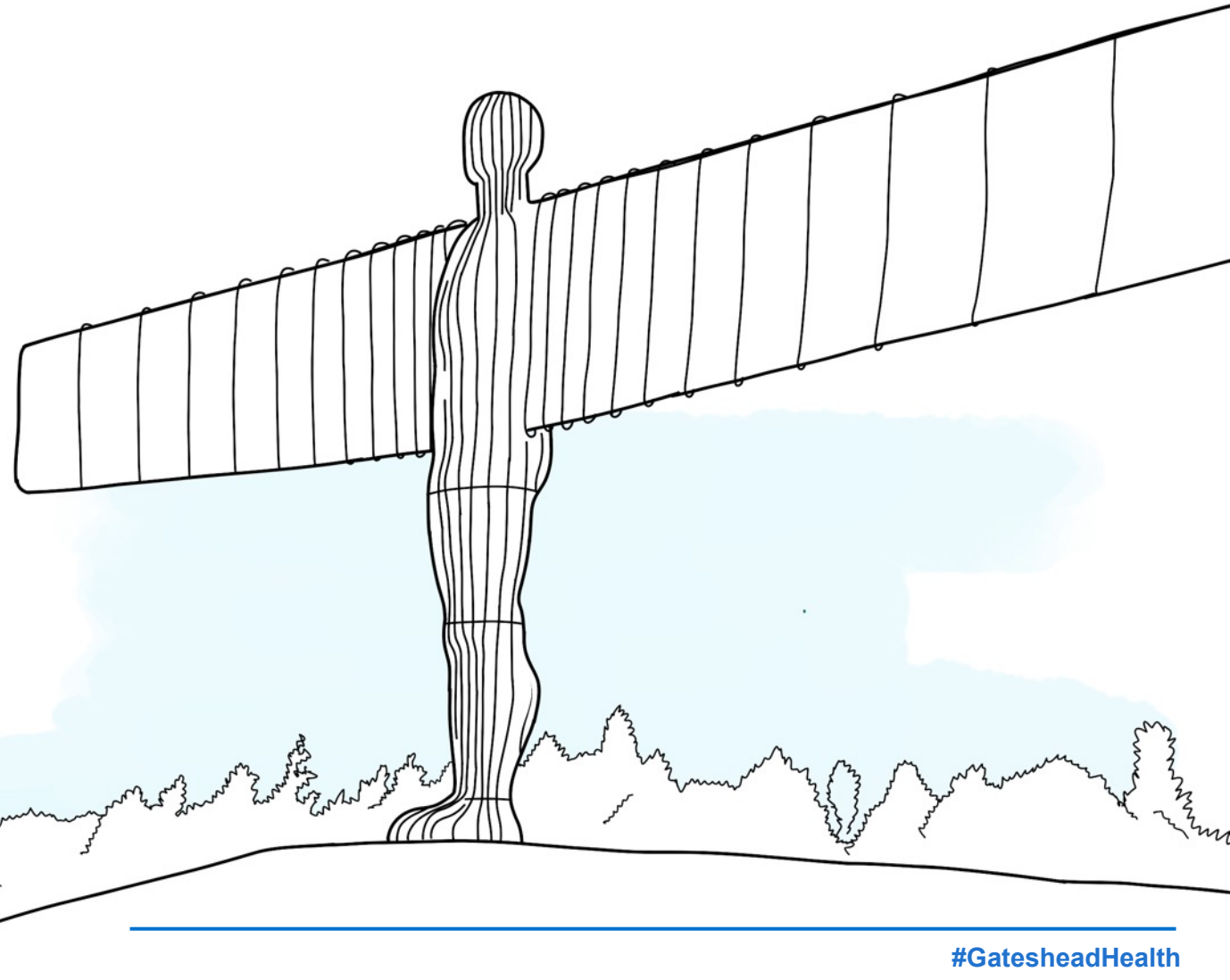
Agenda Item: 13

Report Title:	Council of Governors' Effectiveness Survey Results 2023/24			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Diane Waites, Corporate Services Assistant			
Executive Sponsor:	Alison Marshall, Chair of the Board and Council			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision: <input type="checkbox"/>	Discussion: <input checked="" type="checkbox"/>	Assurance: <input type="checkbox"/>	Information: <input type="checkbox"/>
	To share the results of the effectiveness survey and identify any themes, trends and actions.			
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input checked="" type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>				
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • Overall the survey results are positive and there is a good alignment between the views of the Council and the views of the Board. This provides assurance over the direction of travel and the relationship between the Board and the Council. • The survey results are compared to the previous year, which were also positive on the whole. There is not a significant difference between 2022/23 and 2023/24, with most responses being either 'strongly agree' or 'agree'. • The results show that there are improvements in relation to the Council possessing the necessary skills to fulfil its duties and in relation to the Council having good access to the Chair, Board and Senior Independent Director. • Holding Non-Executive Directors (NEDs) to account was an area of focus following last year's survey and the results demonstrate that 			

	developments around this area have been made and interaction between the Board of Directors and Governors has improved. That said, this remains the area of biggest variation between the responses of the Council and the Board Members in relation to the questions asked of NEDs.				
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council is requested to review the results and note that the Governance and Development Committee will consider the results in more depth and agree any next steps for development.				
Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	SA2.1 – delivery of a continuous quality improvement plan SA2.1 – protect the health and wellbeing of our staff				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	None identified				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	

Council of Governors' Effectiveness Survey 2023/24

Survey conducted in January 2024



Response rates

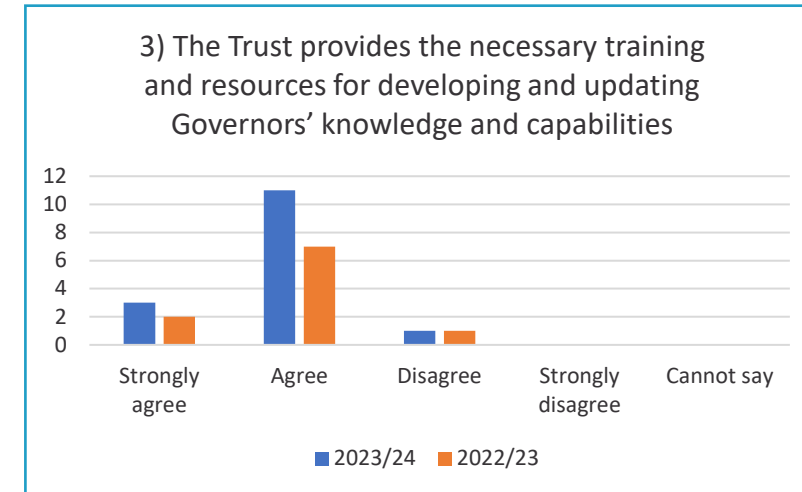
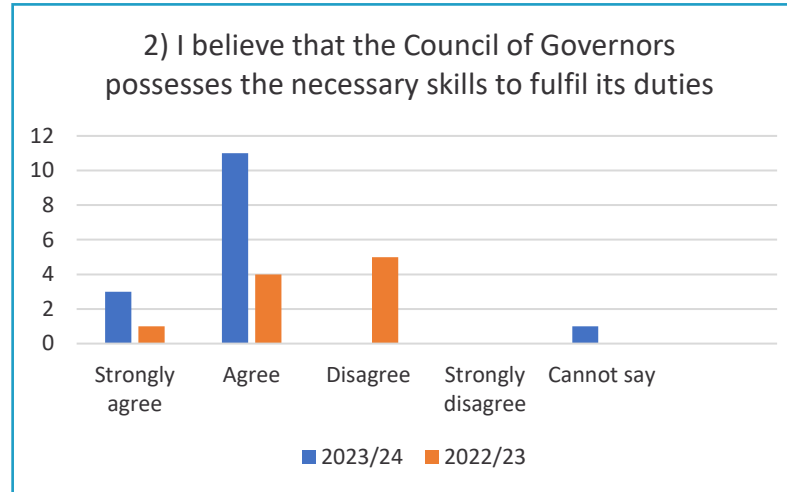
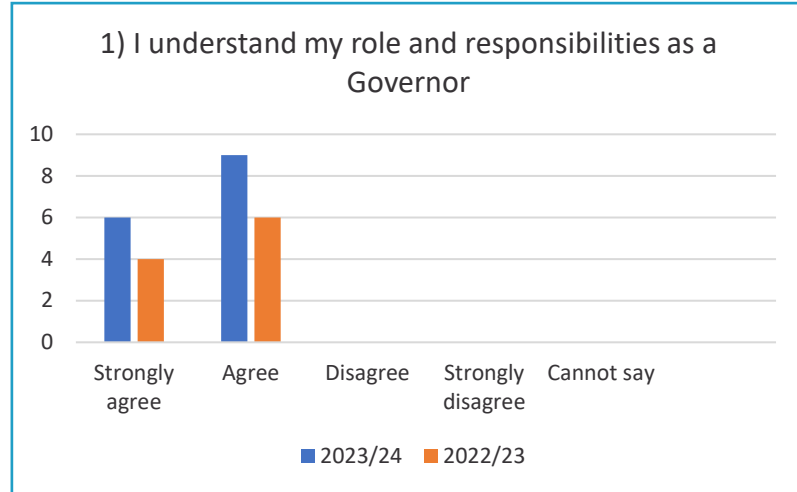
Council of Governors

- 23 Governors in post
- 15 responses
- 65% response rate
- Governor survey responses are shown in dark blue (23/24) and orange (22/23)

Board of Directors

- 16 Board Members in post
- 14 responses
- 88% response rate
- Board survey responses are shown in green (23/24) and light blue (22/23) with the question number prefixed with B.

Induction, training and development



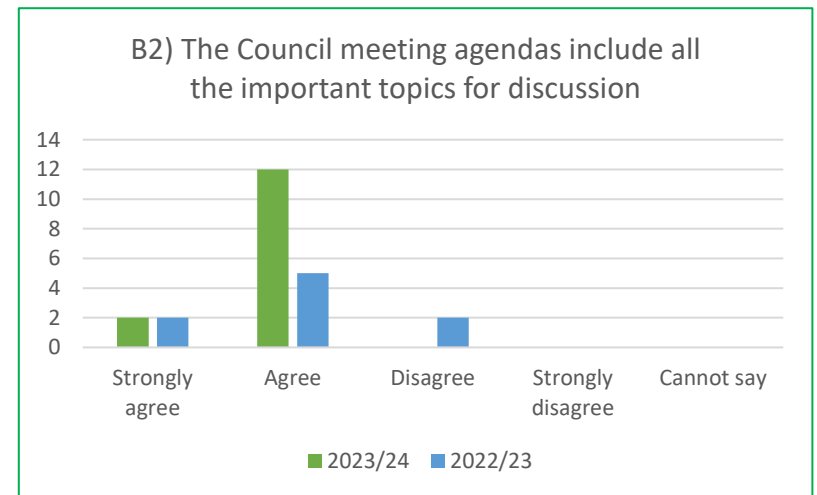
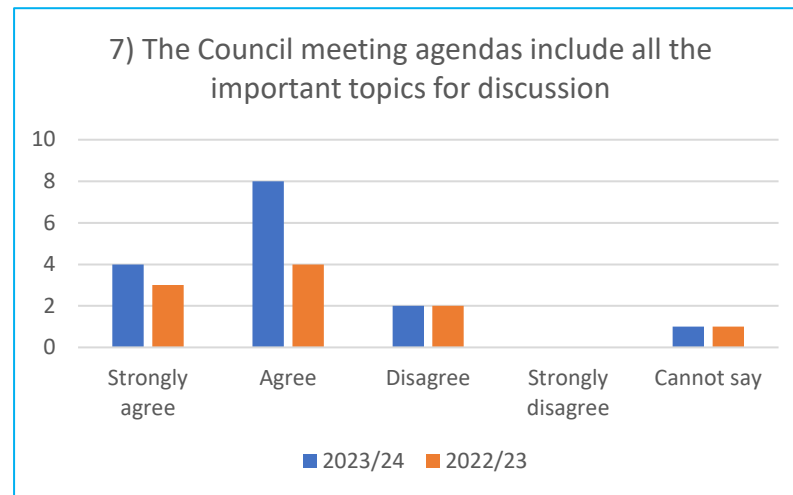
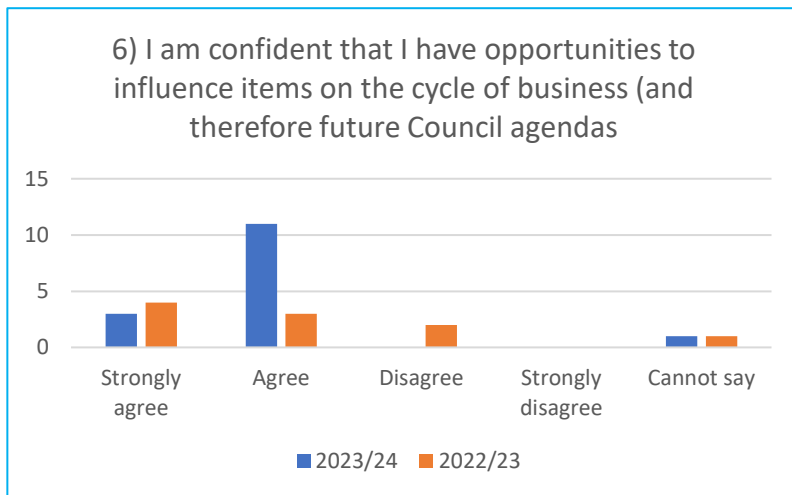
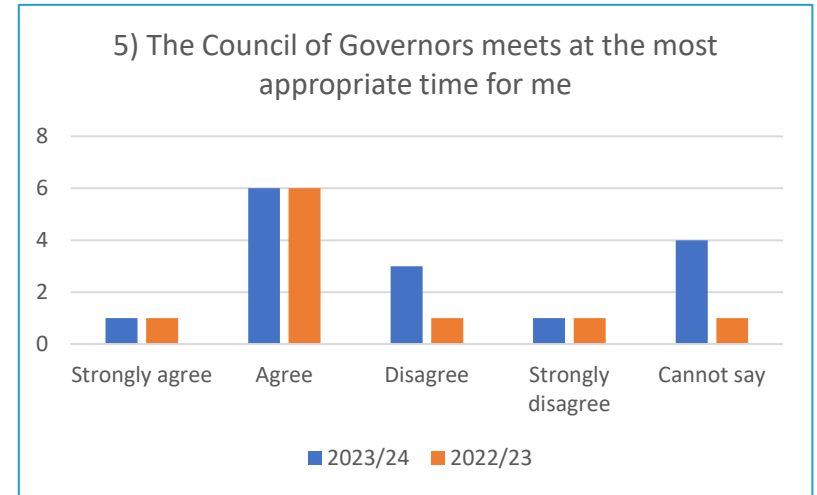
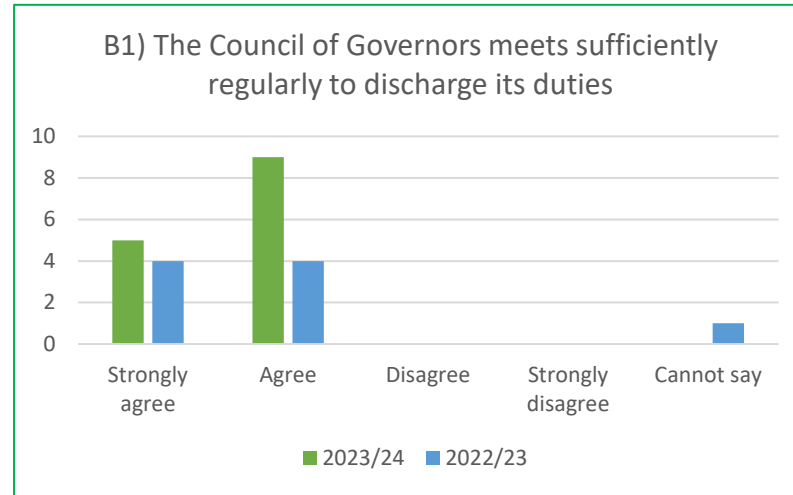
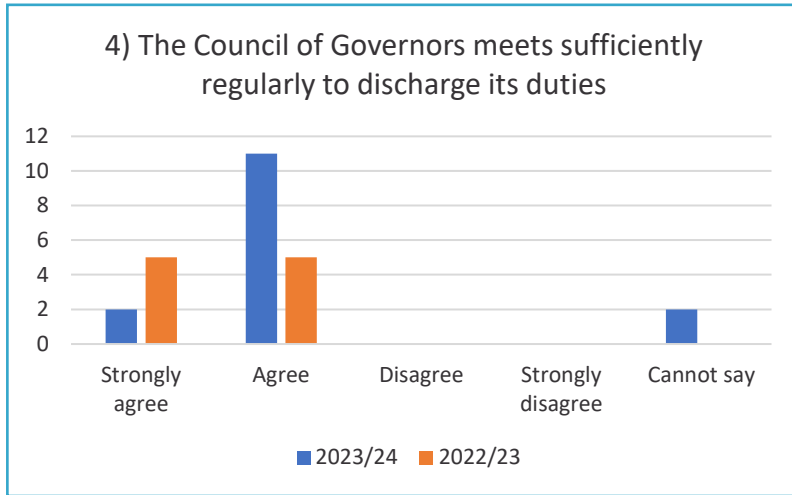
Governor comments:

- One positive comment indicating that the Trust offers relevant training to Governors and consults with Governors on training that they feel is relevant to the role
- A comment was made that more support could be offered to new Governors however another Governor noted that the induction session was very thorough and informative and helped to clarify the role as a Governor particularly around holding the Non-Executive Directors to account.
- One Governor commented that clarification of the duties of the Council of Governors would be welcomed
- The presence of the Board at the Council of Governors helps to clarify Trust messaging as well as strategy. The Governor also noted that it provides a useful forum for listening to public and staff opinion.

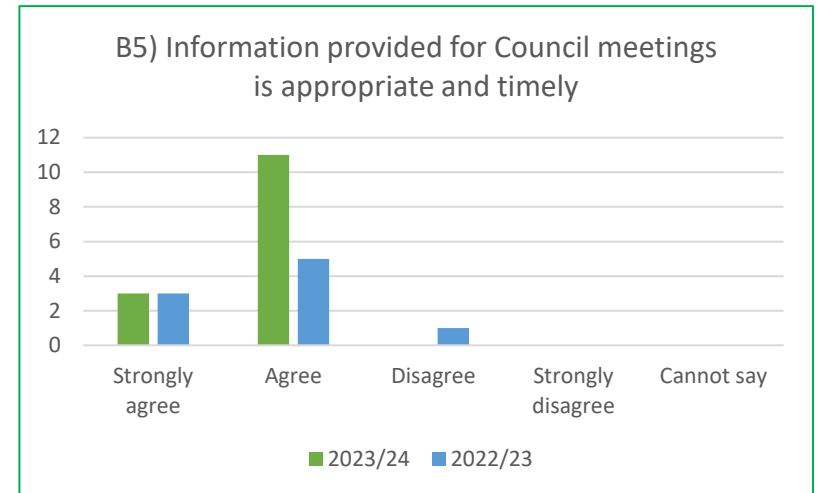
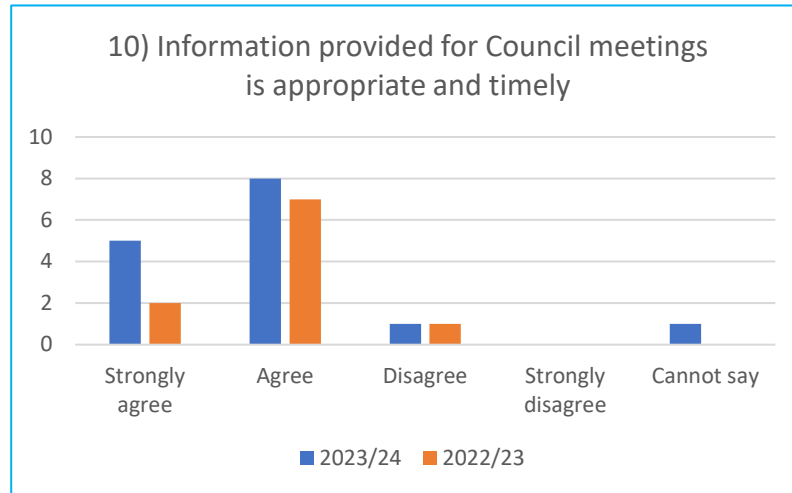
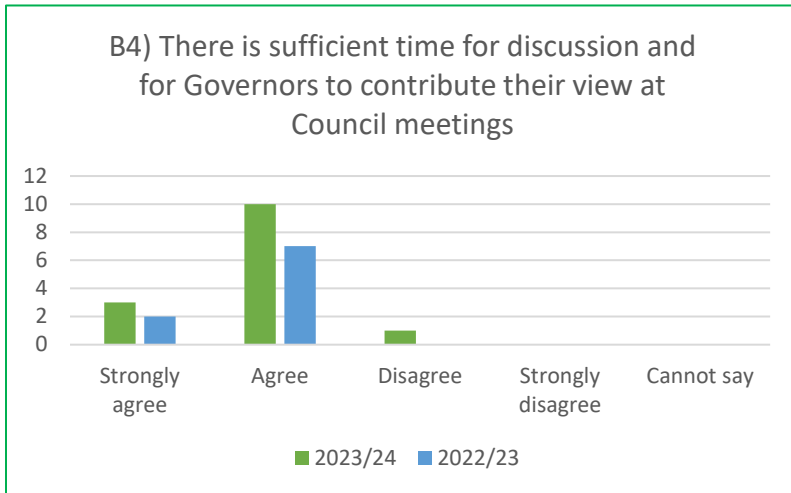
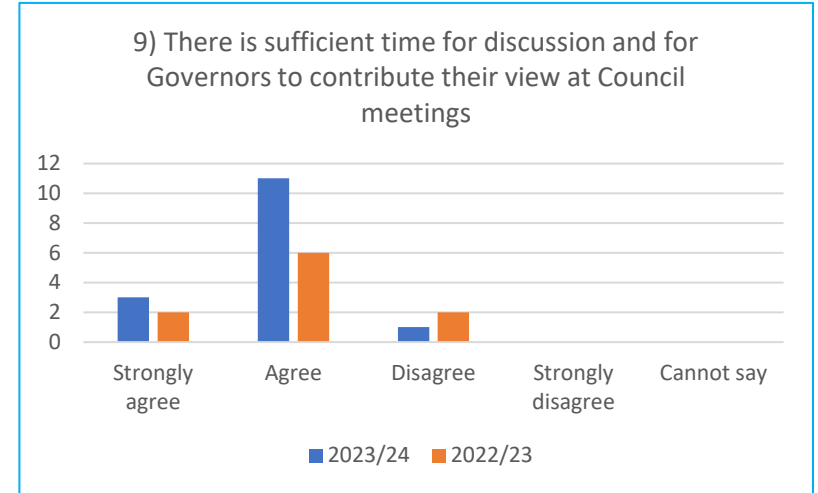
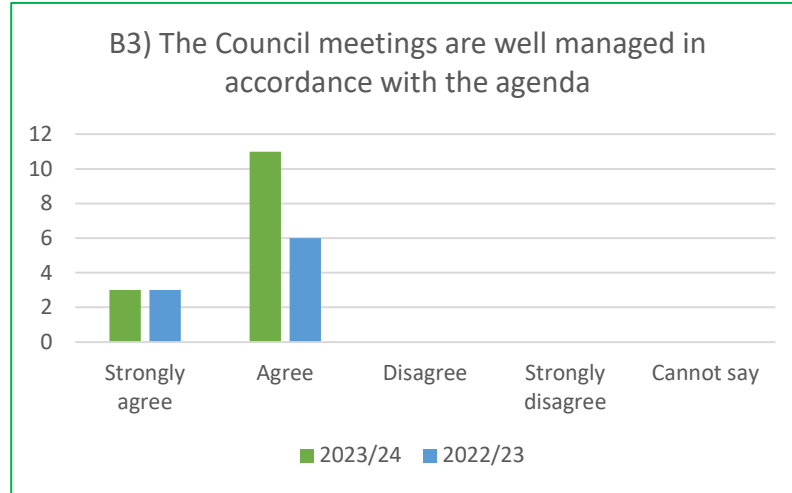
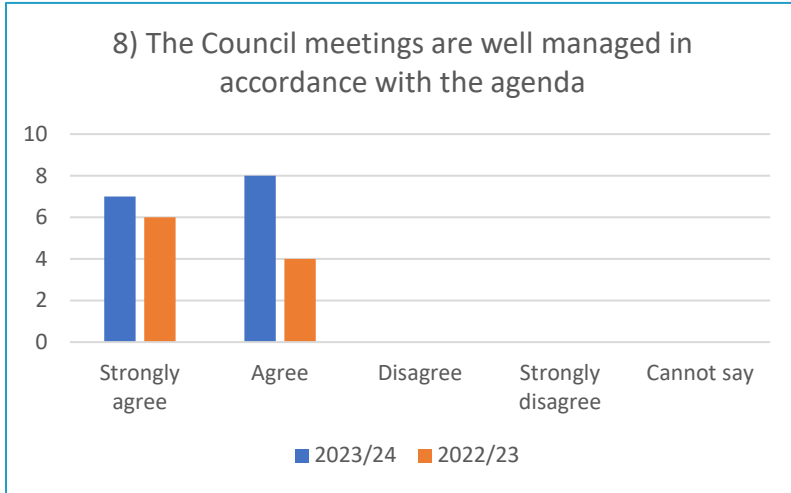
Board Member comments:

- One Board member reflected that there are some very committed Governors fully understand their role. They provide thoughtful and appropriate challenge however there are also a number who are noticeably less visible, leaving the 'core group' to carry the load.

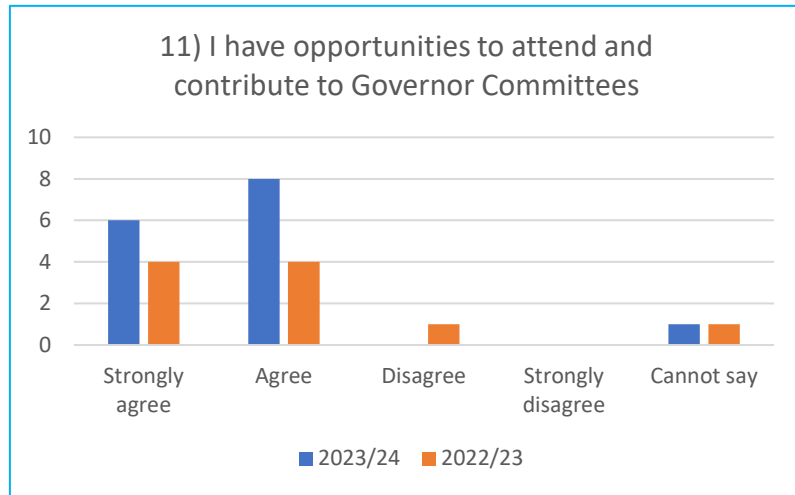
Council of Governors' meetings



Council of Governors' meetings



Council of Governors' meetings



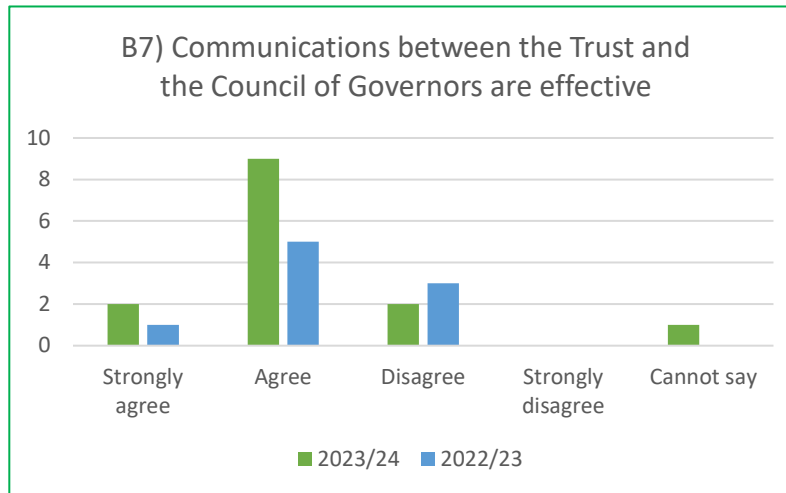
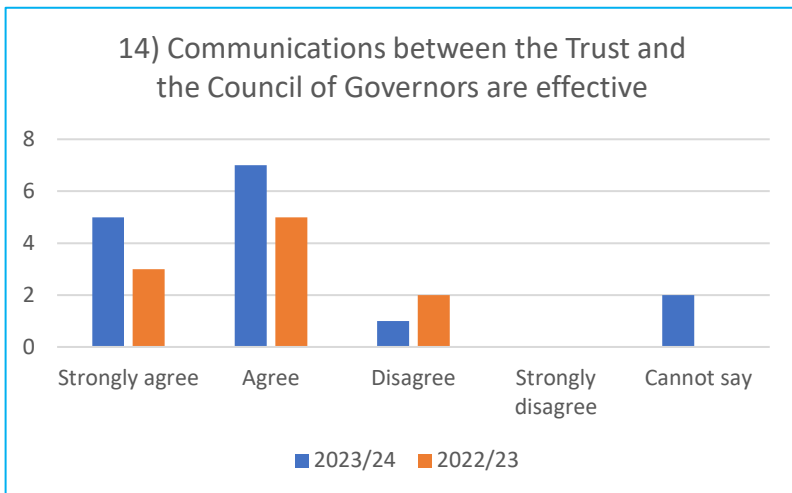
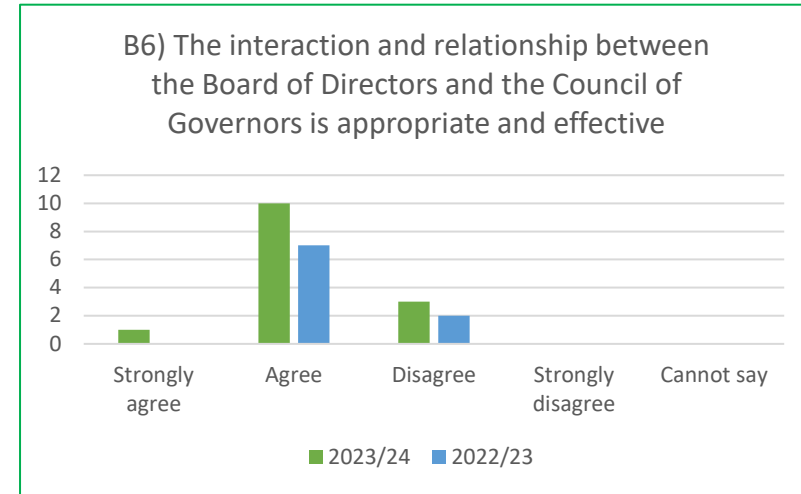
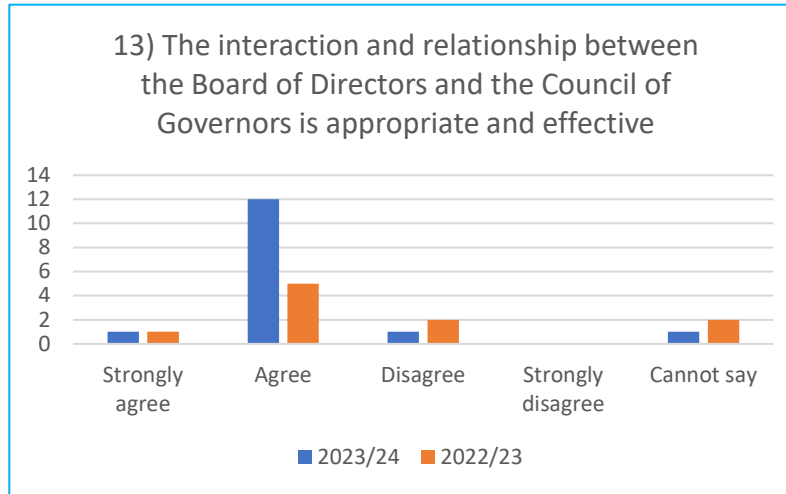
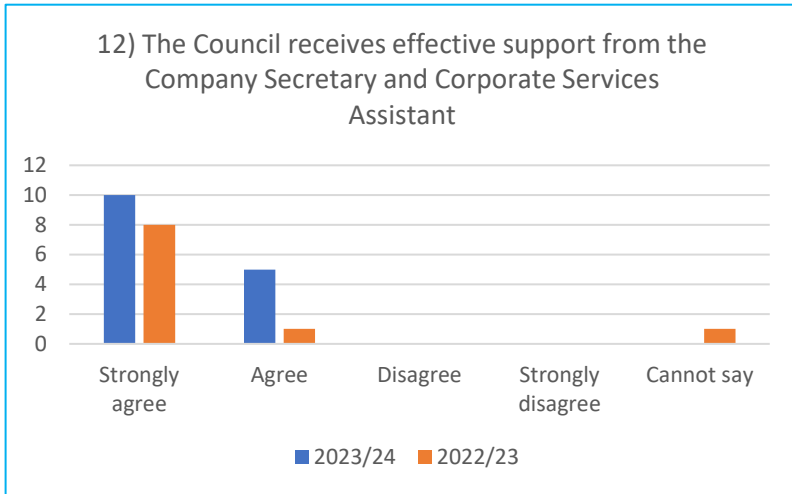
Governor comments

- Two of the staff Governors commented that it is sometimes difficult to attend meetings due to other commitments. One of the staff Governors noted that the positive stories shared by teams around the organisations at the Council of Governor meetings are welcomed.
- One Governor commented that the logistics, organisation and content of the Council of Governors was well managed. Two Governors commented that they felt well supported by the team.
- One Governor referred to QE Facilities and felt that more information should be provided on its work and performance.
- One Governor felt that the timing of the meetings may be difficult for others and could contribute to low attendance numbers.

Board Member comments:

- One Board Member commented that when Governors ask questions about national or regional developments for which the decision-making is outwith the control of the Trust, Board Members could support Governors in understanding this further through clear responses. This would assist Governors in understanding the areas that can be influenced and what is outwith our ability to direct.

Communications, relationships and support



Communications, relationships and support

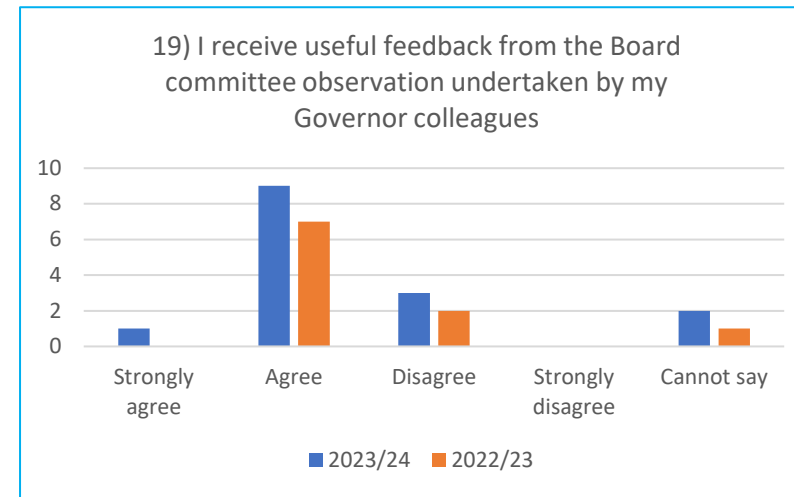
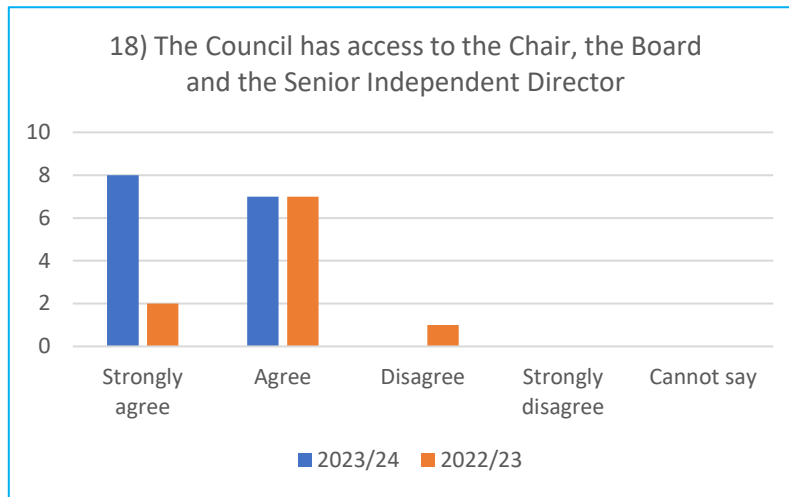
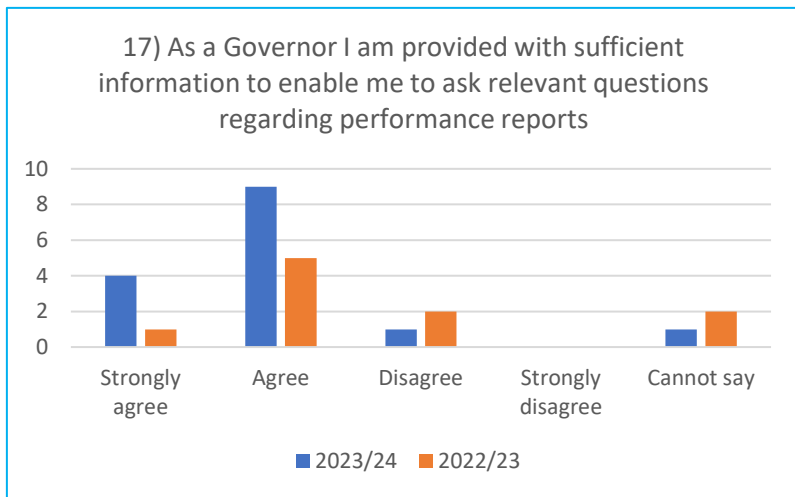
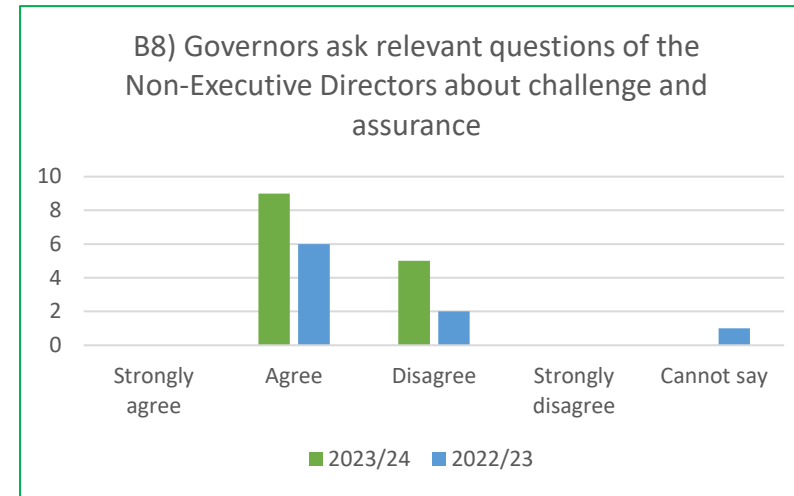
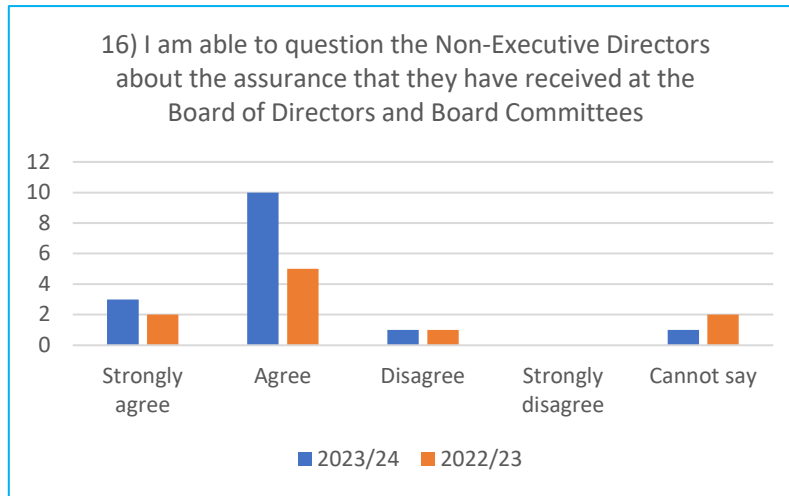
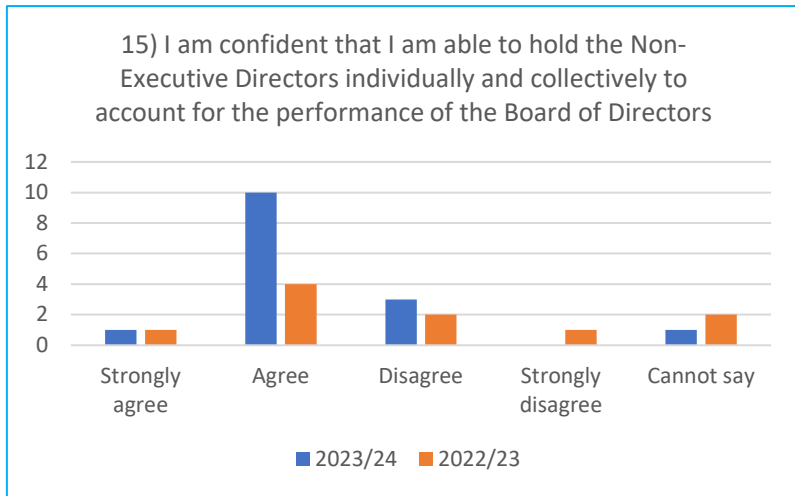
Governor comments

- One Governor commented that the Board of Directors and Council of Governors do not meet as units and expressed the view that Board committee observations are not productive. The Governor commented that they believe that there are significant initiatives the Trust has undertaken without Governors being informed, consulted or involved.
- One Governor felt that communications, relationships and support between the Trust and Council of Governors is effective.
- One Governor believed that following the appointment of the new Chief Executive, the Council are more aware of difficult topics and how these are being dealt with by the Trust.
- One Governor welcomed the regular meetings between the staff Governors, Chair and Chief Executive.
- One Governor felt that communications are effective at times, but there is scope to improve the consistency of this.
- Some Governors raised concerns around Governor engagement and whether this affects the ability to discharge duties to constituents and representing members
- One Governor raised a concern about opportunities to meet constituents and that with the exception of one electronic newsletter per year, all other communications are electronic.

Board Members:

- One Board Member commented that some very committed Governors do significantly more than others and therefore have the ability to build strong Board/Governor relationships and these relationships are good as a result. This is more variable for other less visible Governors.
- Some Governor questions tend to focus more on corporate performance issues rather than advocating for patients and families.

Holding Non-Executive Directors to Account



Holding Non-Executive Directors to account

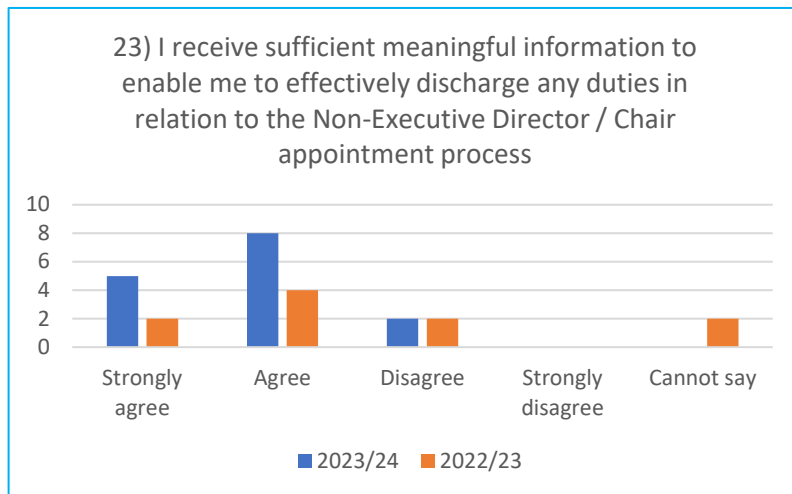
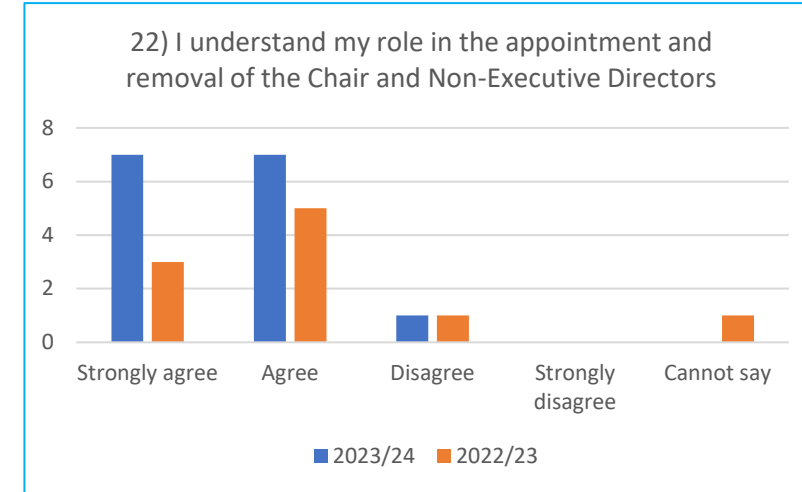
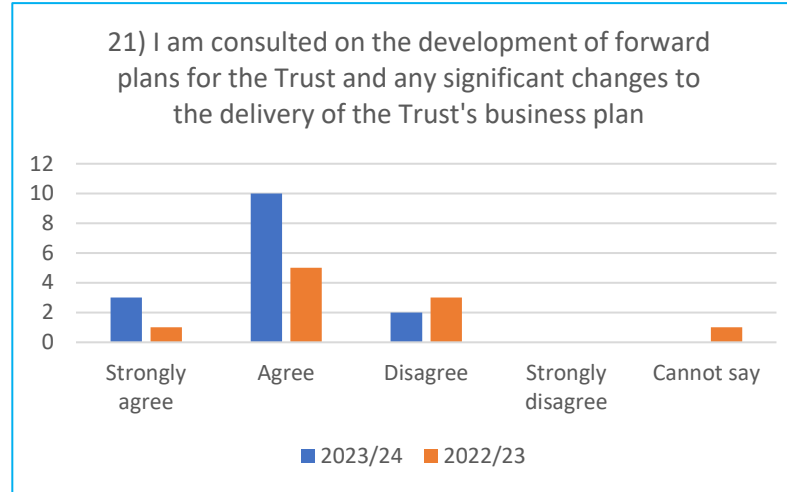
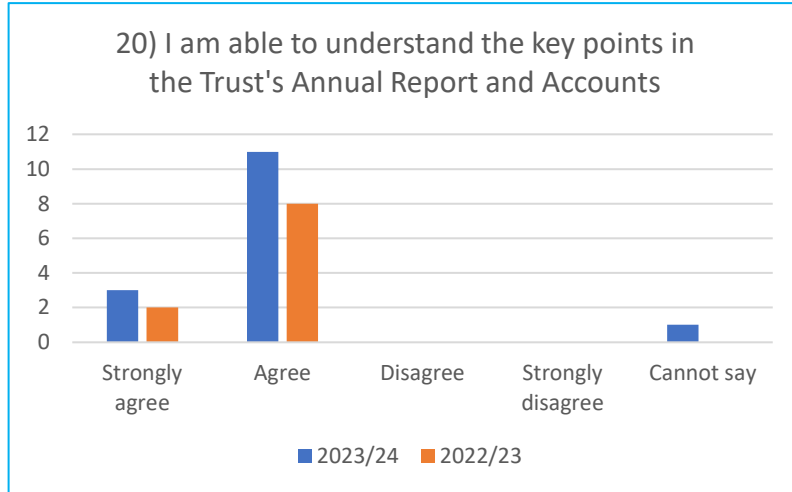
Governor comments:

- One Governor commented that the process of providing Board committee observer feedback could be refined and is a key agenda item for the pre-meetings. Observers should be encouraged to complete the template provided and circulate prior to the Council meetings.
- One Governor commented that the Non-Executive Directors chair their Committee meetings effectively however assurances seem to be provided around the process of data collection rather than the veracity of the data being presented. The Governor queried whether the information presented always triangulated with the reality of the 'shop floor'.
- One Governor was still uncertain what opportunities they have to hold the Non-Executive Directors to account other than through the Council of Governors' meeting and sought clarification on how to hold to account during the Council meetings.
- One Governor has just joined one of the Board Committees as an observer and felt that over time this would support this to ask the right questions at the Council.
- One Governor commented that the interaction between Board of Directors has improved recently and needs to be maintained.

Board Member comments:

- One Board Member reflected that they felt Governor attendance levels were disappointing at Board meetings.
- One Board member commented that challenge and assurance is varied, with some important issues raised, whilst others are more trivial.

Processes and information



Governor comments:

- One Governor commented that they are pleased with the processes and information cascaded to Governors.
- One Governor commented that consultation at times can feel tokenistic rather than meaningful.



Report Cover Sheet

Agenda Item: 14

Report Title:	Process for Appointing the Lead and Deputy Lead Governors			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Jennifer Boyle, Company Secretary			
Sponsor:	Alison Marshall, Chair of the Board and Council			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
To present the proposed approach for the appointment of the Lead and Deputy Lead Governor.				
Proposed level of assurance – to be completed by paper sponsor:	Fully assured	Partially assured	Not assured	Not applicable
	<input checked="" type="checkbox"/> <i>No gaps in assurance</i>	<input type="checkbox"/> <i>Some gaps identified</i>	<input type="checkbox"/> <i>Significant assurance gaps</i>	<input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	-			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • The Lead Governor position is a mandated position which is required by the regulator. The Deputy Lead Governor position was introduced in 2021 to provide support and resilience. • The process and eligibility criteria remain unchanged from the previous year. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council of Governors is requested to review and approve the planned approach for the election of the Lead and Deputy Lead Governor positions.			
Trust Strategic Aims that the report relates to:	Aim 1	We will continuously improve the quality and safety of our services for our patients		
	<input checked="" type="checkbox"/>			

	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	Not directly linked to a specific corporate objective, but both positions play a vital role in our assurance and escalation processes.				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	Not directly linked to a risk.				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	

Process for Appointing the Lead and Deputy Lead Governors

1. Executive Summary

- 1.1. It is proposed that a consistent approach to the prior year is adopted in relation to the appointments of the Lead and Deputy Lead Governor positions. The process for the Lead Governor appointment will conclude prior to the Deputy Lead Governor nomination period commencing.
- 1.2. No changes have been made to the eligibility criteria or term lengths for either position.
- 1.3. As the appointments of the Lead and Deputy Lead Governors are Council decisions, the planned process is shared for approval.

2. Introduction

- 2.1. The terms for the Lead Governor and Deputy Lead Governor end on 18th May 2024.
- 2.2. All Foundation Trusts are required to have a Lead Governor in place. The Lead Governor acts as a direct point of contact between the regulator, NHS England, and the Trust in a limited number of circumstances where it may not be appropriate to communicate through normal channels.
- 2.3. In 2021 the Council of Governors agreed to appoint a Deputy Lead Governor to support the role of the Lead Governor within the Trust. This role provides support, resilience and cover to the Lead Governor.
- 2.4. It is noted that the appointment of the Lead and Deputy Lead Governors is a matter for the Council rather than the Trust. This paper sets out a proposed approach to the forthcoming appointments for review and approval by the Council.

3. Appointment process

- 3.1. The role descriptions for the Lead Governor and Deputy Lead Governor are included at Appendix 1.
- 3.2. The Lead Governor role description has been updated to reflect the extracts from the new Code of Governance for NHS providers. The format has also been modernised, but there are no changes to the eligibility criteria, duties or person specification.
- 3.3. Similar changes have been made to the Deputy Lead Governor role description format. Examples have been added to outline what the postholder might be expected to do on behalf of the Lead Governor, but there are no changes to the role itself.
- 3.4. Both the Lead and Deputy Lead Governors will meet with the Chair and Company Secretary on a monthly basis as part of their role, acting as an informal conduit between the Council and the Trust where required and appropriate.
- 3.5. The proposed process for the appointment of the Lead Governor would be:

- Expressions of interest invited to be submitted to the Company Secretary during the period 16 February to 1 March (should the proposed approach outlined in this paper be approved at the Council meeting on 14 February). This will consist of a short statement of no more than 200 words on why the nominee wishes to be Lead Governor.
- If there is a single nomination, Governors will be asked to endorse (or not) that nomination by voting for that person or abstaining. If there is more than one nomination the Company Secretary shall circulate all statements to members of the Council of Governors (except those who have self-nominated as Lead Governor) together with a ballot nomination paper bearing the names of all candidates which is to be completed electronically and returned to the Corporate Services Assistant by the date set out on the ballot paper (anticipated to be 15 March).
- The results will be counted and the appointment announced via email, which will then enable the process for the appointment of the Deputy Lead Governor to commence.

3.6. The Deputy Lead Governor appointment process will follow immediately after the announcement of the Lead Governor and adopt the same approach. The nomination period will last 2 weeks, with a further 2 weeks for return of ballot papers. This means the appointment will be confirmed by mid to late April.

3.7. The results will be formally presented to the Council of Governors at its meeting on 13 May in preparation for the commencement of the new terms of office on 19 May 2024.

4. Solutions / recommendations

4.1. The Council of Governors is requested to review and approve the planned approach for the election of the Lead and Deputy Lead Governor positions.

Lead Governor – Role Description

Background

Appendix B Section 4 of the *Code of Governance for NHS Provider Trusts* includes a full section on the role of the nominated Lead Governor.

This has been replicated here to outline the formal role the Lead Governor is expected to play in respect of the regulator, NHS England.

- 4.1 The lead governor has a role in facilitating direct communication between NHS England and the NHS foundation trust's council of governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the chair or the trust secretary, if one is appointed.*
- 4.2 It is not anticipated that there will be regular direct contact between NHS England and the council of governors in the ordinary course of business. Where this is necessary, it is important that it happens quickly and in an effective manner. To this end, a lead governor should be nominated and contact details provided to NHS England, and then updated as required. Any of the governors may be the lead governor.*
- 4.3 The main circumstances where NHS England will contact a lead governor are where we have concerns about the board leadership provided to an NHS foundation trust, and those concerns may in time lead to our use of our formal powers to remove the chair or non-executive directors. The council of governors appoints the chair and non-executive directors, and it will usually be the case that we will wish to understand the views of the governors as to the capacity and capability of these individuals to lead the trust, and to rectify successfully any issues, and also for the governors to understand our concerns.*
- 4.4 NHS England does not, however, envisage direct communication with the governors until such time as there is a real risk that an NHS foundation trust may be in breach of its licence. Once there is a risk that this may be the case, and the likely issue is one of board leadership, we will often wish to have direct contact with the NHS foundation trust's governors, but quickly and through one established point of contact, the trust's nominated lead governor. The lead governor should take steps to understand our role, the available guidance and the basis on which we may take regulatory action. The lead governor will then be able to communicate more widely with other governors. Similarly, where individual governors wish to contact us, this would be expected to be through the lead governor.*
- 4.5 The other circumstance where NHS England may wish to contact a lead governor is where, as the regulator, we have been made aware that the process for the appointment of the chair or other members of the board, or elections for governors or*

other material decisions, may not have complied with the NHS foundation trust's constitution, or alternatively, while complying with the trust's constitution, may be inappropriate. In such circumstances, where the chair, other members of the board of directors or the trust secretary may have been involved in the process by which these appointments or other decisions were made, a lead governor may provide us with a point of contact.

NHS England recognise that in practice many trusts choose to broaden the Lead Governor's role. In the *Your Statutory Duty* reference guide NHS England recommend that Directors and the Council of Governors should agree what it should and should not include. The guide also notes that this should be a Council of Governors appointment and Directors should not be involved in the process.

Eligibility and Appointment

The following eligibility and appointment criteria are outlined in the Trust's Constitution:

- They will be appointed from those in the **public, patient or out of area membership category, with at least one years' experience as a Governor.**
- The Lead Governor will be appointed by the Council of Governors for a period of **one year** but **may be re-appointed annually up to a maximum of three years.**
- The Lead Governor will, via the Company Secretary, pass on to Governors within five days any communication received directly from NHS England and, where the Chair of the Board of Directors / Council of Governors is conflicted, shall via the Deputy Chair, convene a meeting of the Council of Governors at the earliest opportunity – but only in respect of communications received from NHS England.
- Where any Governor – including the Lead Governor – wishes to contact NHS England, they will first discuss this with the Senior Independent Director (SID). Contact thereafter with NHS England, will be via the Lead Governor. This presupposes that matters have not been resolved locally, either through the Chair or the Council of Governors.
- Removal of the Lead Governor will require the approval of three-quarters of the members of the whole membership of the Council of Governors

Additional Duties of the Lead Governor

At Gateshead Health NHS Foundation Trust the Lead Governor will:

- Meet with the Chair and Company Secretary on a regular basis (usually monthly);
- Chair the Governance and Development Committee, a Governor sub-committee which meets quarterly and reports to the Council of Governors;

- Be a member of the Governor Remuneration Committee; and
- Chair any pre-meetings held between Governors prior to the Council of Governors.

Person specification

To be able to fulfil this role effectively the Lead Governor will:

- Have integrity in accordance with the Nolan Principles;
- Work in the best interest of patients and of the Foundation Trust in accordance with the Code of Conduct for Governors;
- Have an understanding of the Trust's Constitution;
- Be committed to the values of the Foundation Trust;
- Be able to present well-reasoned argument; and
- Have the confidence of Governor colleagues and of members of the Board of Directors.

Deputy Lead Governor – Role Description

Eligibility and Appointment

The eligibility and appointment criteria for the Deputy Lead Governor are aligned with those in place for the Lead Governor:

- As it is intended that the Deputy Lead Governor will be a form of support to and potentially succession planning for the Lead Governor, they will be appointed from those in the **public, patient or out of area membership category, with at least one years' experience as a Governor.**
- The Deputy Lead Governor will be appointed by the Council of Governors for a period of **one year, but may be re-appointed annually up to a maximum of three years.**
- Where any Governor – including the Lead Governor and Deputy Lead Governor – wishes to contact NHS England, he/she will first discuss this with the Senior Independent Director (SID). Contact thereafter with NHS England, will be via the Lead Governor or the Deputy Lead Governor if the Lead Governor is not available. This presupposes that matters have not been resolved locally, either through the Chair or the Council of Governors.
- The Deputy Lead Governor will not have an automatic right to succeed to the role of the Lead Governor. If the Deputy Lead Governor does wish to apply for the Lead Governor Role then he/she will need to apply during the usual Lead Governor appointment process.

Duties of the Deputy Lead Governor

The Deputy Lead Governor will:

- Deputise for the Lead Governor when they are unavailable, including: facilitating communications with NHS England if required; chairing the Governance and Development Committee; attending the Governor Remuneration Committee; and chairing pre-meetings; and
- Accompany the Lead Governor to regular meetings with the Chair and Company Secretary.

Person specification

To be able to fulfil this role effectively the Deputy Lead Governor will:

- Have integrity in accordance with the Nolan Principles;
- Work in the best interest of patients and of the Foundation Trust in accordance with the Code of Conduct for Governors;
- Have an understanding of the Trust's Constitution;
- Be committed to the values of the Foundation Trust;
- Be able to present well-reasoned argument; and
- Have the confidence of Governor colleagues and of members of the Board of Directors.



Report Cover Sheet

Agenda Item: 15

Report Title:	Governance and Development Committee Update			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Diane Waites, Corporate Services Assistant			
Sponsor:	Steve Connolly, Deputy Lead Governor and Vice Chair of the Committee			
Report presented by:	Steve Connolly, Deputy Lead Governor and Vice Chair of the Committee			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
To provide the Council with an overview of the assurance, decisions and key issues discussed as part of recent Governance and Development Committee meetings.				
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input checked="" type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	-			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • The Committee has met once since the last Council of Governors' meeting in November 2023. • The Committee's role is to undertake a detailed review of governance-related items on behalf of the Council. • At the last meeting in January 2024 the Committee <ul style="list-style-type: none"> • Reviewed and endorsed the amendments to modernise the Council of Governors' Standing Orders • Reviewed and endorsed the new draft Code of Conduct • Endorsed the proposed changes to the Constitution in relation to Appointed Governors. This includes replacing the Gateshead Diversity Forum with Healthwatch Gateshead; and removing the CCG seat from the composition of the Council. • Commenced the development and review of the new Governor Handbook 			

	<ul style="list-style-type: none"> Reviewed and approved the draft question set for the Council of Governors Effectiveness Survey Received the first iteration of the report to review the attendance rates for the Council of Governor meetings as highlighted in the updated Terms of Reference and cycle of business 				
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council is requested to note the update from the Governance and Development Committee and be assured that the Committee is supporting the Council through a detailed review of governance-related items that fall within its remit.				
Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	Not linked to a specific objective but ensuring effective governance is in place will in turn ensure appropriate controls and assurance processes are in place to support objective delivery.				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	No direct link				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	

Governor Governance and Development Committee Report

1. Introduction

- 1.1. This paper aims to provide assurance to the wider Council over the work of the Governance and Development Committee by outlining the key discussions from the last meeting held on 11 January 2024.

2. Key issues discussed

- 2.1. The following key issues were discussed at meeting in January 2024:
- 2.2. **Council of Governors' Standing Orders** – the Committee reviewed the amendments to modernise the Council of Governors' Standing Orders and ensure that they support the Council to adhere to the highest standards of governance. This included minor amendments including job titles, removal of gender pronouns and updated references to regulators and legislation.
- 2.3. It was noted that the Standing Orders currently sit as an appendix to the Constitution however it was proposed that they become a standalone document, particularly given that they have their own process for amendment, which differs from that of the Constitution.
- 2.4. Discussion took place in relation to Section 19 – Variation and Amendment of Standing Orders, in particular the requirement that an attendance of two-thirds of the Governors are present to approve any amendment. It was agreed that this would be reviewed by the Company Secretary and options would be discussed at the next Council meeting.
- 2.5. The Council of Governors Standing Orders are presented to the Council of Governors for approval as Agenda Item 16ii – Ratification of the Governor Standing Orders. This provides further detail on the proposed amendments.
- 2.6. **Governor Code of Conduct** – following discussion at the last Committee meeting in October 2023, a new draft Code of Conduct was developed and presented for review by the Committee.
- 2.7. Discussion took place in relation to Governor attendance at meetings which is referenced within the Code of Conduct and highlights the process of non-compliance.
- 2.8. The Governor Code of Conduct is presented to the Council of Governors for approval as Agenda Item 16iii – Ratification of the Governor Code of Conduct.
- 2.9. **Appointed Governor Composition** – following discussion at the Committee meeting in August 2023 it was proposed that a change to the make-up of the appointed Governor positions on the Council was required due to a number of long-standing vacant appointed Governor positions on the Council.
- 2.10. The Committee agreed the proposals to replace the Gateshead Diversity Forum with Healthwatch Gateshead; and remove the CCG seat from the composition of the Council.
- 2.11. It was noted that a discussion has taken place between the Chair and the Leader and Chief Executive of Gateshead Council, who were both supportive of

identifying a local authority representative to fill the seat. This will continue to be pursued until an individual to represent the Council is secured.

- 2.12. A change to the Constitution is therefore proposed to the Council as Agenda Item 16i Constitution Review of Appointed Governor Composition. This will also require approval by the Board of Directors.
- 2.13. **Governor Handbook** – it was noted that the Trust does not have a current Governor Handbook therefore was presented to the Committee to gather feedback and share views in its development.
- 2.14. Some minor amendments were suggested including additional definitions of terms and acronyms which have been included at the end of the document.
- 2.15. The Governor Handbook is presented to the Council of Governors for approval as Agenda Item 16iv – Ratification of the Governor Handbook
- 2.16. **Review of draft Council of Governors Effectiveness Survey questions** – the Committee reviewed the questions for the survey to ensure that members remain assured that they are understandable and clear. A review of the questions is completed on an annual basis.
- 2.17. It was noted that the same questions used in the previous year were retained to enable a year-on-year comparison to take place.
- 2.18. The survey was issued following the Committee meeting to enable responses to be submitted and analysed prior to the Council of Governors meeting.
- 2.19. The results of the Council of Governors' Annual Effectiveness Survey are presented to the Council as Agenda Item 13.
- 2.20. **Governor Attendance Report** – as part of the review of effectiveness of the Committee it was agreed that it would be beneficial for the Committee to routinely monitor attendance rates for the Council of Governors.
- 2.21. The Committee received the first report which was structured on a financial year basis in line with how attendance information must be recorded in the Trust's Annual Report. Extraordinary meetings are not included due to the short notice required.
- 2.22. It was noted that the expected attendance rate is 75% per annum and the report indicates that 7 Governors have not met the attendance standard. This excludes leavers and new starters.
- 2.23. It was suggested that consideration should be made as to when formal apologies are received and whether there are reasonable reasons for non-attendance. This will therefore be incorporated into future reports.
- 2.24. The Committee noted that the approach reflected within the Governor Code of Conduct will be introduced following ratification of the new Code of Conduct.

3. Solutions / recommendations

- 3.1. The Council is requested to note the update from the Committee and be assured that the Committee is supporting the Council through detailed review of governance-related items that fall within its remit.



Report Cover Sheet

Agenda Item: 16i

Report Title:	Constitution Review – Appointed Governors			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Jennifer Boyle, Company Secretary			
Sponsor:	Alison Marshall, Chair			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision: <input type="checkbox"/>	Discussion: <input checked="" type="checkbox"/>	Assurance: <input type="checkbox"/>	Information: <input type="checkbox"/>
	To seek approval for a proposed change to the Constitution.			
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input checked="" type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Governance and Development Committee – August 2023 and January 2024			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • There are a number of vacant appointed Governor positions on the Council. • This paper reflects discussions held at the Governance and Development Committee meetings in August 2023 and January 2024. • It proposes a change to the make-up of the appointed Governor positions on the Council. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	<p>The Council is requested approve the proposal to amend the Constitution as follows:</p> <ul style="list-style-type: none"> • Replace the Gateshead Diversity Forum with Healthwatch Gateshead; and • Remove the CCG seat from the composition of the Council. 			

	It is noted that these recommendations were endorsed by the Governance and Development Committee.				
Trust Strategic Aims that the report relates to:	Aim 1 <input type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	Representing the views of key partners at the Council should support the achievement of objectives aligned to Aim 4 and 5.				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	-				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Not applicable <input checked="" type="checkbox"/>		

Constitution Review – Appointed Governors

1. Introduction

1.1. Paragraphs 6.3, 6.6 and 6.7 of the Constitution define the following appointed / partnership Governor positions on the Council of Governors:

6.3 The specified partnership organisations below may appoint one Member of the Council of Governors:

- (a) Newcastle University
- (b) Northumbria University
- (c) Gateshead College
- (e) Gateshead Jewish Community Council
- (f) Gateshead Diversity Forum
- (g) Gateshead Youth Assembly

In addition one member of the Council of Governors will be appointed from a voluntary organisation working within the community.

6.6 Clinical Commissioning Group Governors

6.6.1 Newcastle Gateshead Clinical Commissioning Group is authorised to appoint one Clinical Commissioning Group Governor pursuant to a process agreed by the Clinical Commissioning Group and the Trust. Where a Clinical Commissioning Group Governor post falls vacant, the CCG will appoint another Governor within three months of the Trust Secretary having received notification that the post is vacant.

6.7 Local Authority Governors

6.7.1 Gateshead Council are authorised to appoint one Local Authority Governor pursuant to a process agreed by that Local Authority and the Trust. Where a Local Authority Governor post falls vacant, the Local Authority will appoint another Governor within three months of the Trust Secretary having received notification that the post is vacant.

1.2. A paper was presented to the Governance and Development Committee in August 2023 to commence discussions on the composition of the appointed Governor element of the Council, particularly given there are a number of long-standing vacancies.

1.3. The views of the Committee were considered to develop a follow-up paper in January 2024, which set out a proposal for the future composition of the appointed Governor element of the Council. The proposal was supported by the Committee and is presented to the Council for formal approval.

2. Key issues

2.1. There are a number of longstanding vacancies amongst our appointed Governors as shown in the below table:

Appointing organisation / group	Appointee
Newcastle University	New appointee identified by Newcastle University and will commence in post shortly
Northumbria University	Dr Gemma Francis Spiers
Gateshead College	Chris Toon

Gateshead Jewish Community Council	Aron Sandler
Voluntary Organisation in the Community / Gateshead Voluntary Organisation Council	New vacancy which arose in January 2024 following the resignation of Douglas Hunter from Equal Arts
Gateshead Diversity Forum	Longstanding vacancy
Gateshead Youth Assembly	Longstanding vacancy
CCG Governors	Longstanding vacancy
Local Authority Governor	Longstanding vacancy

2.2. In August 2023 the Committee focussed attention on the following longstanding vacant positions:

- Gateshead Youth Assembly – who approached the Company Secretary a year ago but have not yet provided a representative;
- CCG – which no longer exists, so this will require a change;
- Gateshead Diversity Forum – which has also been disbanded; and
- Local authority.

2.3. The Committee felt that the seat for Gateshead Youth Assembly should be maintained and the Company Secretary has contacted the Chief Executive of Gateshead Youth Council (of which the Assembly is part of) to discuss whether they have any interested young people who would like to take up the vacant seat.

2.4. The Gateshead Diversity Forum no longer exists and a constitutional change would be required to amend this to another named organisation. Research has not identified an alternative umbrella diversity group which represents equality and diversity in the community in the widest sense (i.e. across multiple protected characteristics).

2.5. When this was discussed at the Committee in August, a suggestion was made regarding seeking representation from Gateshead Healthwatch. As Healthwatch represents the interests of all members of the community in having a voice and input into health and social care services, this would be good alternative to a dedicated diversity group (recognising that aspects of diversity are represented by other appointed Governors – through the Jewish Community Council for example). It is also noted that other local Councils include Healthwatch representation, so this would not be unusual.

2.6. At the meeting in January 2024 the views of the Committee were sought on the proposal to replace the Gateshead Diversity Forum seat with Gateshead Healthwatch. The Committee was supportive of this, and the Company Secretary has reached out to Healthwatch to ensure that should the constitutional change be approved they would be able and willing to put forward a representative. At the time of writing a response hadn't been received.

2.7. As previously discussed the CCG no longer exists and therefore the seat should be removed or replaced. At present no other trust in the region has replaced their CCG seat with a seat for the ICB. As the Trust has many contact points with the ICB, it is not proposed that this would add anything additional to the representation and accountability structures already in place.

- 2.8. The benchmarking shared with the Committee in August 2023 demonstrated that our Trust has comparatively more appointed Governors than our peers when compared to the total size of the Council. As such, it is proposed to remove the CCG seat entirely and not seek a replacement. It is noted that South Tyneside and Sunderland NHS FT recently implemented the same constitutional change. The Governance and Development Committee supported this proposal at the meeting in January 2024.
- 2.9. With regards to the local authority seat, the Chair has raised this at a meeting with the Leader and the Chief Executive of Gateshead Council, who were both supportive of identifying a local authority representative to fill the seat. This will continue to be pursued until we can secure an individual to represent the Council.

3. Solutions / recommendations

- 3.1. In summary, the Council is requested to approve Constitutional amendments to:
- Replace the Gateshead Diversity Forum with Healthwatch Gateshead (subject to confirmation that they wish to take up the appointed Governor seat – see para 3.5); and
 - Remove the CCG seat from the composition of the Council.
- 3.2. The Governance and Development Committee support this proposal and recommend it to the Council.
- 3.3. The actual proposed changes to the text of the Constitution can be seen in Appendix 1.
- 3.4. Constitutional amendments can only be passed as follows:

<p>18. Amendment of the Constitution</p> <p>18.1 (1) The Trust may make amendments to this Constitution only if –</p> <p style="padding-left: 40px;">(a) more than half of the members of the council of governors of the Trust voting approve the amendments, and</p> <p style="padding-left: 40px;">(b) more than half of the members of the Board of Directors of the Trust voting approve the amendments.</p> <p>(2) Amendments made under this section take effect as soon as the conditions in subsection 18.1 (1) (a) and (b) are satisfied</p>

- 3.5. Should the Council of Governors approve the changes to the Constitution, it will then be presented to the next Board of Directors in March 2024 for approval. Only after this point can changes be enacted.
- 3.6. Prior to the Board meeting, every effort will be made to seek confirmation from Gateshead Healthwatch and should they decline the opportunity to take up the seat, then this aspect of the constitutional change will not be put forward to the Board for approval. This would be brought back to the Governors for further consideration.
- 3.7. As the changes relate to the powers of Governors, it will also be presented to the next Annual Members' Meeting in September 2024. The amendment can be

enacted before this time, but would cease to have effect should it be rejected by Members at this time.

Appendix 1 – Proposed Changes to the Constitution

Removal and amendments of the definitions as follows:

“other partnership Governor”	means a Member of the Council of Governors appointed by a partnership organisation other than a Clinical Commissioning Group of university providing a medical or dental school to the Trust specified in paragraph 6.3;
“CCG Governor”	means a Member of the Council of Governors appointed by a Clinical Commissioning Group for which the Trust provides goods or services;

Other amendments to the main body of the Constitution:

6. Council of Governors

- 6.1 The Trust is to have a Council of Governors. It is to consist of Public Governors, Staff Governors, ~~Clinical Commissioning Group Governors~~, Local Authority Governors, Patient & Out of Area Governors, and other Partnership Governors.
- 6.2 The Council of Governors of the Trust is to include:
- (a) 17 Public Governors
 - (b) 6 Staff Governors
 - ~~(c) 1 Clinical Commissioning Group Governor~~
 - (~~cd~~) 1 Local Authority Governor
 - (~~de~~) 7 Partnership Governors

The number of Public Governors comprise more than half the total Membership of the Council.

Partnership Governors

- 6.3 The specified partnership organisations below may appoint one Member of the Council of Governors:
- (a) Newcastle University
 - (b) Northumbria University
 - (c) Gateshead College
 - (e) Gateshead Jewish Community Council
 - (f) ~~Gateshead Diversity Forum~~ Gateshead Healthwatch
 - (g) Gateshead Youth Assembly

In addition one member of the Council of Governors will be appointed from a voluntary organisation working within the community.

~~6.6 Clinical Commissioning Group Governors~~

~~6.6.1 Newcastle Gateshead Clinical Commissioning Group is authorised to appoint one Clinical Commissioning Group Governor pursuant to a process agreed by the Clinical Commissioning Group and the Trust. Where a Clinical Commissioning Group Governor post falls vacant, the CCG will appoint another Governor within three months of the Trust Secretary having received notification that the post is vacant.~~

6.67 Local Authority Governors

6.67.1 Gateshead Council are authorised to appoint one Local Authority Governor pursuant to a process agreed by that Local Authority and the Trust. Where a Local Authority Governor post falls vacant, the Local Authority will appoint another Governor within three months of the Trust Secretary having received notification that the post is vacant.

6.78 Other Partnership Governors:

6.78.1 Newcastle University, Northumbria University, Gateshead College and Gateshead Voluntary Organisation Council, Gateshead Jewish Community Council, Gateshead ~~Diversity Council~~ Healthwatch, and Gateshead Youth Assembly are authorised to appoint one Governor each pursuant to a process agreed by those organisations and the Trust. Where a Partnership Governor post falls vacant, the relevant organisation will appoint another Governor within three months of the Trust Secretary having received notification that the post is vacant.

~~6.9.3 Clinical Commissioning Group Governors:~~

- ~~(a) may hold office for a period of three years;~~
- ~~(b) are eligible for reappointment at the end of that period;~~
- ~~(c) cease to hold office if the sponsoring Clinical Commissioning Group withdraws its sponsorship of them.~~

6.13 Vacancies:

6.13.1 Where membership of the Council of Governors ceases for one of the reasons set out in paragraphs 6.10 or 6.11 or through death in service:

- (a) public and staff Governors shall be replaced at the next annual election in accordance with the relevant Electoral Scheme set out in Annex 3.
- (b) should the vacancy affect the quorum or representation of a constituency for a period exceeding six months, a by-election shall be held in accordance with the relevant Electoral Scheme set out in Annex 3.
- (c) ~~Clinical Commissioning Group~~, Local Authority and Partnership Governors shall be replaced in accordance with the processes agreed pursuant to paragraphs 6.6 to 6.78.



Report Cover Sheet

Agenda Item: 16ii

Report Title:	Council of Governors Standing Orders			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Jennifer Boyle, Company Secretary			
Executive Sponsor:	Alison Marshall, Chair			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To seek approval to amended the Council of Governors' Standing Orders following a full review.				
Proposed level of assurance <i>– to be completed by paper sponsor:</i>	Fully assured	Partially assured	Not assured	Not applicable
	<input type="checkbox"/> <i>No gaps in assurance</i>	<input type="checkbox"/> <i>Some gaps identified</i>	<input type="checkbox"/> <i>Significant assurance gaps</i>	<input checked="" type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Governance and Development Committee – 11 January 2024			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • The paper proposes amendments to modernise the Council of Governors' Standing Orders and ensure that they support the Council to adhere to the highest standards of governance. • The main changes, additions and deletions are outlined in this supporting report with material changes clearly marked on the document. • The Governance and Development Committee reviewed the changes and recommend the revised Standing Orders to the Council, subject to some additional discussion on the options for future variation, as outlined in this paper. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	<p>The Council is requested to review and approve the proposed changes to the Council of Governors' Standing Orders, including agreement on the mechanics of variation based on the options provided.</p> <p>The Council is requested to be assured that the</p>			

	Governance and Development Committee has reviewed the changes in detail and recommends the revisions to the Council for approval.				
Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust <u>strategic objectives</u> that the report relates to:	Indirectly supports objective achievement through the setting of a strong governance environment.				
Links to CQC Key Lines of Enquiry (KLOE):	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks – new risks, or those already recognised on our risk management system with risk reference number):	-				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Not applicable <input checked="" type="checkbox"/>		

Council of Governors' Standing Orders

1. Introduction

- 1.1. It is good practice to review the Council of Governors' Standing Orders periodically to ensure that they remain fit for purpose and support the Council in applying the highest standards of governance.
- 1.2. A full review of the Standing Orders has not been undertaken for a number of years and therefore this review proposes a number of changes and updates to modernise the document.
- 1.3. This supporting paper summarises the proposed changes for approval by the Council. These changes were reviewed and supported by the Governance and Development Committee, subject to additional options being provided to inform a decision over the future thresholds set for approving variations to the Standing Orders.

2. Key issues / findings

- 2.1. The Standing Orders have been transferred into the Trust's branded report template, which provides a more modern look to the document. The new proposed Standing Orders are included at Appendix 1.
- 2.2. As the changes made include the addition of some new sections it is not possible to easily map the changes through as the paragraph references have been altered. New clauses are shown in blue text, with any major amendments shown in purple.
- 2.3. Other minor amendments have been made to update job titles, remove gender pronouns and update the references to regulators and legislation. These changes are not individually highlighted in Appendix 1.
- 2.4. The Standing Orders currently sit as an appendix to the Constitution. It is proposed that they become a standalone document, particularly given that they have their own process for amendment, which differs from that of the Constitution itself.
- 2.5. The changes are summarised by section in the below table and a copy of the current Standing Orders are included at Appendix 2 for reference.

Section	Changes Proposed
Purpose	This is a new section to provide a clear explanation as to the importance of the Standing Orders. This was not previously described anywhere.
Composition and Role of the Council of Governors	New section to cross-reference readers to the Constitution. This helps the Standing Orders to sit as a standalone document with a logical order.
Calling Meetings of the Council of Governors	Previously there was a separate section on the AGM, which referred to regulations on public meetings dated from 1991. A new AGM paragraph is now included in this section (3.2) and references

Section	Changes Proposed
	the latest regulations which must be followed.
Notice of Meetings	References to the need for the Chair to physically sign a notice of the meeting has been removed.
Virtual Meetings	This new section has been added to formally document that virtual meetings are permitted and operate under the same rules as in-person meetings.
Setting the Agenda	Adjusted paragraph 6.2 which referred to timescales of 10 and 5 days for inclusion of a Governor requested item on the agenda. This has been clarified as 10 days to remove the discrepancy (as papers would have been issued 5 days before the meeting).
Chair of the Meeting	This previously stated that a Non-Executive Director would chair the meeting in the absence of the Chair. This has been updated to state that the Deputy Chair would undertake this role.
Minutes	<p>Reference to the need for the Chair to sign the minutes has been removed (para 12.1).</p> <p>A new paragraph (12.4) is included to state that the minutes will formally record attendance and set the expectation that Governors should strive to attend meetings of the Council.</p>
Committees	<p>References to Monitor and the Secretary of State have been removed from this section (para 13.1).</p> <p>Para 13.2 has been adjusted to clarify that only Governors are voting members of Governor committees.</p> <p>A new paragraph has been added to clarify that committees are not required to be held in public (13.6).</p>
Declarations of Interest	<p>Para 15.1 has been adjusted to make reference to the need to comply with the Trust's Managing Conflicts of Interest policy.</p> <p>Some new examples of interests are included to support Governors in understanding what is declarable.</p> <p>An additional paragraph has been added (15.6) to clarify that the interests of spouses and co-habiting partners should also be disclosed where relevant.</p>
Resolution of Disputes with the Board of Directors	This is a new section that has been added for completeness and cross-references back to the dispute resolution process in the Constitution.
Variation and Amendment of the Standing Orders	The Standing Orders can currently only be amended if two thirds of the Council are present. The wording has been clarified to state this refers to those currently in post (i.e. discounting the

Section	Changes Proposed
	<p data-bbox="715 174 919 212">vacant seats).</p> <p data-bbox="715 248 1437 427">There is also a proposed new paragraph (19.2) which provides a pragmatic approach to amending the Standing Orders should the two thirds threshold not be achieved on two consecutive occasions. Please see separate section below.</p>

- 2.6. Note the section entitled 'Disability of Governors in Proceedings on Account of Pecuniary Interest' has been removed in its entirety as the key principles are already covered within the Declaration of Interest section.

3. Variation and Amendment of the Standing Orders

- 3.1. The draft copy of the Standing Orders reviewed by the Governance and Development Committee included a proposed new paragraph to provide a more pragmatic approach to reaching sufficient numbers of Governors present in a meeting to be able to approve an amendment to the Standing Orders.
- 3.2. The current requirement is that two thirds of Governors must be present, with no fewer than half of the public Governors voting in favour of amendment.
- 3.3. Given historic challenges in achieving two thirds of the Council being present at meetings, it is likely that the Council may end up in a position where the Standing Orders are unable to be amended for a significant period of time. This is a scenario which has happened in other local trusts in recent years.
- 3.4. To be pragmatic it was proposed in the draft reviewed at the Committee to lower the two-thirds threshold to half of the sitting Council if the threshold was not able to be achieved for two consecutive meetings.
- 3.5. Members of the Governance and Development Committee discussed this proposal and whilst supporting the need to be pragmatic queried whether there were different options available which may enable more timely decision-making in this regard. The Company Secretary committed to undertake some benchmarking and include an options appraisal within the paper to the Council of Governors.
- 3.6. In addition Committee members raised a query on whether the wording should stipulate a majority vote, as it is currently unclear what the voting threshold is (except for public Governors). This is a helpful suggestion and it is recommended that those voting in favour should be a majority.
- 3.7. A sample of 15 trusts with publicly accessible Council of Governors' Standing Orders were reviewed, with the following trends noted:
- 6 trusts had retained the two-thirds threshold (with some stipulating that this should include one Public Governor / Staff Governor / Nominated Governor, with most then requiring half of those present to vote in favour. For most there is no requirement for the majority of those present to be Public Governors.

- 2 trusts required half the Council to be present and of those present half to vote in favour of amendment. The composition of those Governors present and voting is not referenced.
- 4 trusts stipulated no minimum attendance requirement, and therefore it is assumed it would be in line with the normal quorum requirements for the Council (which is most commonly one third). 2 of these trusts then require half to vote in favour, 1 requires two-thirds and 1 requires three-quarters.
- 3 trusts required some form of Board approval for changes to the Council of Governors Standing Orders, with 2 following the normal constitutional amendment process and 1 requiring Board approval and only consultation with the Council.

3.8. This benchmarking exercise provides a number of different options for consideration by the Council:

- a) Maintaining the two-thirds threshold and permitting a reduction to half of the sitting Council after two unsuccessful attempts to reach two-thirds. It is recommended that a majority vote (i.e. more than half in attendance) would be required to pass an amendment (noting that the majority of members in attendance must be Public Governors).
- b) Removing the two-thirds threshold entirely and replacing this with half the sitting Council being required to attend, with more than half in attendance being required to vote in favour in order for an amendment to be passed (noting that the majority of members in attendance must be Public Governors).
- c) Aligning the threshold to our quorum requirements (one third of Governors in office are present, the majority of which must be Public Governors) and then setting a higher bar than 51%, for example that two-thirds of those present must vote in favour (noting that the majority of members in attendance must be Public Governors)..

3.9. It is recommended that the approval of variations remains a Council decision, rather than a Board decision.

3.10. To support timely decision-making, whilst recognising the importance of robust decision-making in respect of changes to key governance documents, it is recommended that Option b) is approved by the Council.

3.11. All options retain the link back to public accountability by requiring more than half of those in attendance to be Public Governors. It does remove the former requirement of more than half of all Public Governors needing to be present and for at least half of all Public Governors to vote for an amendment. This added an additional layer of complexity and implied that a change could in theory be approved or rejected based on the votes of Public Governors only including in scenarios where less than half of Governors present supported a particular proposal.

4. Solutions / recommendations

4.1. The Council is requested to review and approve the proposed changes to the Council of Governors' Standing Orders, including agreement on the mechanics of variation based on the options provided.

- 4.2. The Council is requested to be assured that the Governance and Development Committee has reviewed the changes in detail and recommends the revisions to the Council for approval.
- 4.3. It is noted that there will need to be two-thirds of the Council present, i.e. 16 Governors (two thirds of the current seated Council of 23 Governors, rounded up), including at least half of the public Governors. The amendment can only be passed if at least half of the public Governors vote in favour. In summary there needs to be 16 Governors present, of which there should be at least 7 public Governors. At least 7 public Governors must vote in favour for the amendment to be passed.



Gateshead Health
NHS Foundation Trust

Council of Governors' Standing Orders

February 2024

Corporate Services
Published: TBC

Review date: 2027

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Change Control

Version	Date	Main changes
1.0	January 2024 - draft	<ul style="list-style-type: none"> • Previously an appendix to the Constitution so this is V1 as a separate document. • Full review with modernisation of terminology and new sections added: Purpose, Composition of the Council, Virtual Meetings, Resolution of Disputes. • A number of other adjustments made, for example to provide greater clarity around the declaration of interests.

1. Purpose

- 1.1. The purpose of the Council of Governors' Standing Orders is to ensure that the highest standard of corporate governance and conduct are applied to all Council meetings and associated deliberations. The Council shall at all times seek to comply with the Code of Governance for NHS Provider Trusts.

2. Composition and Role of the Council of Governors

- 2.1. The composition and role of the Council of Governors is set out within Section 6 of the Constitution.

3. Calling Meetings of the Council of Governors

- 3.1. Meetings of the Council of Governors shall be held at least four times each year, inclusive of an Annual General Meeting, at times and places that the Council of Governors may determine. Ordinary meetings of the Council of Governors shall be held at such times and places as the Council may determine.
- 3.2. The Trust will publicise and hold an Annual General Meeting of the Council of Governors where the annual report and accounts and the auditor's report on the accounts must be presented (in accordance with paragraph 28, Schedule 7 of the NHS Act 2006). This meeting will be convened within a reasonable timescale after the end of the financial year but must not be before the annual report and accounts have been laid before Parliament.
- 3.3. The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them, the Governors who signed the request may convene a meeting of the Council of Governors in default of the Chair.
- 3.4. It is proposed that all meetings will be held in public unless the Council of Governors decides otherwise in relation to part of a meeting for reasons of confidentiality. The Chair may exclude any member of the public from a meeting if they are interfering with or preventing the proper conduct of the meeting.

- 3.5. The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted.
- 3.6. Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Council of Governors.

4. Notice of Meetings

- 4.1. Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted shall be delivered to every Governor (electronically), in order to be available to them at least five clear days before the meeting. Lack of service of the notice on any Governor shall not affect the validity of a meeting.
- 4.2. In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice. Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.
- 4.3. Before each meeting of the Council of Governors, a public notice of the time and place of the meeting, and the public part of the agenda, will be displayed on the Trust's website.

5. Virtual Meetings

- 5.1. [The Council of Governors reserves the right to conduct its meetings using virtual technology, enabling members to attend meetings using virtual platforms \(via video or teleconference\). This extends to all groups within the Council's governance structure. The same principles regarding voting rights and quorum will apply to virtual meetings.](#)

6. Setting the Agenda

- 6.1. The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.
- 6.2. A Governor desiring a matter to be included on an agenda shall make his request in writing to the Chair at least ten clear working days before the meeting. Requests made less than **ten clear days** before a meeting may be included on the agenda at the discretion of the Chair. The matter shall be included in the agenda for the next meeting of the Council unless otherwise stated in the request.

7. Chair of the Meeting

- 7.1. [At any meeting of the Council of Governors, the Chair, shall preside. If the Chair is absent from the meeting \(including absence due to a declared conflict of interest\), the Deputy Chair shall preside. Otherwise, the Council will select a member of the Council to preside.](#)

8. Notices and Motions

- 8.1. A Governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Section 4 of these Standing Orders.
- 8.2. A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 8.3. Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governor who gives it and also the signature of three other Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chair to propose a motion to the same effect within three months; however the Chair may do so they consider it appropriate.
- 8.4. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 8.5. When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- an amendment to the motion
 - the adjournment of the discussion or the meeting
 - that the meeting proceed to the next business (*)
 - the appointment of an ad hoc committee to deal with a specific item of business
 - that the motion be now put (*)
 - in the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate

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

9. Chair's Ruling

- 9.1. Statements of Governors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

10. Quorum

- 10.1. No business shall be transacted at a meeting of the Council of Governors unless one third of the Governors in office (ie not counting vacant posts) are present and entitled to vote, the majority of which must be Public Governors.
- 10.2. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting and the decision to that effect shall be recorded.

11. Voting

- 11.1. Save where all public Governors present are unanimous in opposing a motion, every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote. In the event that a motion is opposed by all public Governors present, that motion shall not be passed.
- 11.2. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 11.3. If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 11.4. If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 11.5. In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

12. Minutes

- 12.1. The Chair will ensure that all matters of significance in the meeting are recorded and maintained as a public record. They will be submitted for agreement at the next meeting.
- 12.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 12.3. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded in accordance with section 3 of these Standing Orders.
- 12.4. The names of the members of the Council of Governors present at the meeting shall be recorded in the minutes. Governors should make every effort to attend meetings of the Council where appropriate and practicable.

13. Committees

- 13.1. The Council of Governors may agree, from time to time, to ask its committees, sub-committees or joint committees which it has formally constituted in accordance with the Constitution, terms of the Licence issued by the regulator and statutory provisions, and individual Governors, to support the Council of Governors by undertaking tasks to assist the Council in performing its statutory role. Committees of the Council may make recommendations to the Council but there is no provision for the delegation of decision-making.
- 13.2. Save as stipulated in this Constitution, terms of the Licence or statutory provisions, the Council of Governors may and, if directed, shall appoint committees of the Council, consisting wholly of persons who are members of the Council of Governors. Non-members of the Council of Governors may attend such committees if appropriate under the committee's Terms of Reference but they shall have no vote.
- 13.3. The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Council of Governors.
- 13.4. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 13.5. Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Council of Governors.
- 13.6. There is no requirement to hold meetings of committees established by the Council of Governors in public.

14. Confidentiality

- 14.1. A member of the Council of Governors or an attendee on a committee of the Council shall not disclose a matter dealt with by, or brought before the committee, without its permission or until the committee shall have reported to the Council or shall otherwise have concluded the matter.
- 14.2. A member of the Council of Governors or a non-member of the Council of Governors, in attendance at a committee shall not disclose any matter dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee resolves that it is confidential.

15. Declarations of Interest

- 15.1. Members of the Council of Governors are required to comply with the Trust's Managing Conflicts of Interest Policy and to declare interests that are relevant and material to the Council. All members of the Council of Governors should declare such interests on appointment and annually thereafter and on any subsequent occasion when a conflict arises.

- 15.2. For the avoidance of doubt, interests that should be disclosed include, but are not limited to:
- Directorships, including Non-Executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
 - Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
 - Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
 - A position of authority in a charity or voluntary organisation in the field of health and social care.
 - Any connection with a voluntary or other organisation contracting for NHS services.
 - [Any other commercial interest in an issue raised in a meeting.](#)
 - [Ministerial appointments made by or on behalf of Ministers.](#)
 - [Positions in elected public office, for example as a District or County Councillor or MP.](#)
 - [Public appointments, for example as a Non-Executive Director of a Police Authority.](#)
 - to the extent not covered above, any connections with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.
- 15.3. If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair or Company Secretary.
- 15.4. At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes of the relevant meeting and entered onto a Register of Interests for Governors. Any changes in interests should be declared at the next Council of Governors' meeting following the change occurring.
- 15.5. During the course of a Council of Governors' meeting, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 15.6. [The interests of Governors' spouses and cohabiting partners should also be regarded as relevant and should also be disclosed in line with the Managing Conflicts of Interest policy.](#)

16. Register of Interests

- 16.1. The Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Governors. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by Governors.
- 16.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- 16.3. The Register will be available to the public and the Company Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

17. Resolution of Disputes with the Board of Directors

- 17.1. The Council of Governors and the Board of Directors must be committed to develop and maintain a constructive and positive relationship. The aim at all times should be to resolve any potential or actual differences of opinion quickly, through discussion and negotiation.
- 17.2. If, through informal efforts, the Chair cannot achieve resolution of a disagreement or conflict, the Chair will follow the dispute resolution procedure described in the Constitution. The aim is to resolve the matter at the first available opportunity and only to follow this procedure if initial action fails to achieve resolution.

18. Suspension of the Standing Orders

- 18.1. Except where this would contravene any statutory provision or any direction made by the regulator, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present, including one staff Governor and one public Governor, and that a majority of those present vote in favour of suspension.
- 18.2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 18.3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.
- 18.4. No formal business may be transacted while Standing Orders are suspended.
- 18.5. The Audit Committee shall review every decision to suspend Standing Orders.

19. Variation and Amendment of the Standing Orders

- 19.1. These Standing Orders shall be amended only if:
 - a notice of motion has been given;
 - at least two-thirds of the Governors **currently in post** are present, **the majority of which must be Public Governors**;
 - **the variation is approved by over half of the Governors present; and**
 - the variation proposed does not contravene a statutory provision or direction made by the Secretary of State.
- 19.2. Should the Council be unable to achieve an attendance of two-thirds of the Governors being present on two consecutive occasions (and hence unable to consider the proposed amendments), at the discretion of the Chair the attendance requirements should be lowered to half the sitting Council being present on the third occasion.

COUNCIL OF GOVERNORS' STANDING ORDERS

1. Meetings of the Council of Governors

1.1 Admission of the Public and the Press:

It is proposed that all meetings will be held in public unless the Council of Governors decides otherwise in relation to part of a meeting for reasons of confidentiality. The Chair may exclude any member of the public from a meeting if they are interfering with or preventing the proper conduct of the meeting.

The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted.

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

1.3 Calling meetings:

Meetings of the Council of Governors shall be held at least four times each year, inclusive of an Annual General Meeting, at times and places that the Council of Governors may determine.

Ordinary meetings of the Council of Governors shall be held at such times and places as the Council may determine.

1.4 The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him, at the Trust's Headquarters, such one third or more Governors may forthwith call a meeting.

1.5 Notice of meetings:

Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on their behalf shall be issued to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least five clear working days before the meeting.

1.6 Lack of service of the notice on any Governor shall not affect the validity of a meeting.

1.7 In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.

1.8 Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

1.9 **Setting the agenda:**

The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders).

1.10 A Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten clear days before the meeting, subject to Standing Order 1.5. Requests made less than five days before a meeting may be included on the agenda at the discretion of the Chair.

1.11 **Chair of meeting:**

At any meeting of the Trust, the Chair, if present, shall preside. If the Chair is absent from the meeting either in whole or temporarily on the grounds of a declared conflict of interest, the Non-Executive Director, shall preside

1.12 **Annual public meeting:**

The Trust will publicise and hold an annual public meeting in accordance with the NHS Trusts (Public Meetings) Regulations 1991 (SI(1991)482).

1.13 **Notices of motion:**

A Governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 1.7.

1.14 **Withdrawal of motion or amendments:**

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

1.15 **Motion to rescind a resolution:**

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governors who gives it and also the signature of three other Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chair to propose a motion to the same

effect within three months; however the Chair may do so if he/she considers it appropriate.

1.16 Motions:

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

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

- an amendment to the motion
- the adjournment of the discussion or the meeting
- that the meeting proceed to the next business (*)
- the appointment of an ad hoc committee to deal with a specific item of business
- that the motion be now put (*)
- in the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate

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

1.18 Chair's ruling:

Statements of Governors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

1.19 Voting:

Save where all public Governors present are unanimous in opposing a motion, every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote. In the event that a motion is opposed by all public Governors present, that motion shall not be passed.

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

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

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

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

1.24 **Minutes:**

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

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

1.26 Minutes shall be circulated in accordance with Governors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public (required by the Code of Practice on Openness in the NHS).

1.27 **Suspension of Standing Orders:**

Except where this would contravene any statutory provision or any direction made by the Secretary of State and/or Monitor, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present, including one staff Governor and one public Governor, and that a majority of those present vote in favour of suspension.

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

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

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

1.31 The Audit Committee shall review every decision to suspend Standing Orders.

1.32 **Variation and amendment of Standing Orders:**

These Standing Orders shall be amended only if:

- a notice of motion under Standing Order 1.14 has been given; and
- no fewer than half the total of the Trust's public Governors vote in favour of amendment; and
- at least two-thirds of the Governors are present; and
- the variation proposed does not contravene a statutory provision or direction made by the Secretary of State.

1.33 **Record of attendance:**

The names of the Governors present at the meeting shall be recorded in the minutes.

1.34 **Quorum:**

No business shall be transacted at a meeting of the Council of Governors unless one third of the Governors in office (ie not counting vacant posts) are present and entitled to vote, the majority of which must be Public Governors.

1.35 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting and the decision to that effect shall be recorded.

2. **Committees**

2.1 **Appointment of committees:**

Subject to such directions as may be given by the Secretary of State and/or any requirements of Monitor, the Council of Governors may and, if directed by them, shall appoint committees of the Council of Governors, consisting wholly or partly of Governors.

2.2 A committee appointed may, subject to such directions as may be given by the Secretary of State or the Council of Governors appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Governors).

2.3 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Council of Governors.

2.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.

2.5 Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Council of Governors.

2.6 **Confidentiality:**

A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.

- 2.7 A Governor or a member of a committee shall not disclose any matter reported to the Council of Governors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee shall resolve that it is confidential.

3. **Declarations of interests and register of interests**

3.1 **Declaration of interests:**

The Trust's constitution requires Governors to declare interests which are relevant and material to the Council of Governors of which they are a member. All existing Governors should declare such interests. Any Governors appointed subsequently should do so on appointment.

- 3.2 For avoidance of doubt, interests that should be disclosed include, but are not limited to 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 of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- d) A position of authority in a charity or voluntary organisation in the field of health and social care.
- e) Any connection with a voluntary or other organisation contracting for NHS services.
- f) to the extent not covered above, any connections with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.

- 3.3 If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair.

- 3.4 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes of the relevant meeting. Any changes in interests should be declared at the next Council of Governors' meeting following the change occurring.

- 3.5 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Council of Governors' annual report. The information should be kept up to date for inclusion in succeeding annual reports.

3.6 During the course of a Council of Governors' meeting, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

3.7 **Register of interests:**

The Trust Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Governors. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by Governors.

3.8 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

3.9 The Register will be available to the public and the Trust Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

4. **Disability of Governors in proceedings on account of pecuniary interest**

4.1 Subject to the following provisions of this Standing Order, if a Governor has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Council of Governors at which the contract or other matter is the subject of consideration, he/ she shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

4.2 Monitor may, subject to such conditions as that organisation may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to Monitor in the interests of the National Health Service that the disability shall be removed.

4.3 The Council of Governors shall exclude a Governor from a meeting of the Trust while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.

4.4 Any expenses payable to a Governor shall not be treated as a pecuniary interest for the purpose of this Standing Order.

4.5 For the purpose of this Standing Order the Chair or a Governor shall be treated, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- (a) he/she, or a nominee of his/her, 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) he/she is a partner of, or is 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;

and in the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

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

- (a) of his membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;
- (b) of an interest in any company, body or person with which he/she is connected 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.

4.7 Where a Governor:

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

this Standing Order shall not prohibit them 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 his/her duty to disclose his/her interest.



Report Cover Sheet

Agenda Item: 16iii

Report Title:	Code of Conduct for Governors			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Jennifer Boyle, Company Secretary			
Executive Sponsor:	Alison Marshall, Chair of the Board and Council of Governors			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision: <input checked="" type="checkbox"/>	Discussion: <input checked="" type="checkbox"/>	Assurance: <input type="checkbox"/>	Information: <input type="checkbox"/>
	To approve the revised Governor Code of Conduct following review and recommendation by the Governance and Development Committee			
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input checked="" type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Governance and Development Committee 11 January 2024			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • The Code of Conduct is an important document which all Governors review and sign upon appointment. • The Code of Conduct is included as an appendix to the Trust's Constitution (which is unusual and and it is recommended that this should be removed for clarity) and should be reviewed periodically to ensure it remains fit for purpose. • Co-design and production is an important principle and therefore the update of this document should be a collaborative approach. • The plan to update the Code of Conduct was discussed at the Governance and Development Committee meeting in October 2023. This was accompanied by some examples from other trusts, as well as some good practice guidance from NHS Providers. • At this meeting members shared the view that a succinct Code of Conduct would be preferable to some of the lengthier examples shared at the time. 			

	<ul style="list-style-type: none"> • A new draft Code of Conduct was developed for review by the Committee on 11 January 2024 and the Committee recommended it for approval by the Council with two further amendments requested by members (which are enacted in the latest copy): <ul style="list-style-type: none"> • To correct an erroneous reference to Trust Secretary instead of Company Secretary; and • To make explicit that the declaration applies for the duration of a Governor's term of office. • The new Code of Conduct is included at Appendix 1. 				
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	<p>To approve the revised Governor Code of Conduct following review and recommendation by the Governance and Development Committee.</p> <p>To approve the formal separation of the Governor Code of Conduct from the Constitution (note the Board will be formally required to approve this as technically it could be perceived as a constitutional change).</p>				
Trust Strategic Aims that the report relates to:	Aim 1 <input type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust strategic objectives that the report relates to:	SA2.3 – developing our culture				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	None identified.				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	



Gateshead Health
NHS Foundation Trust

Governor Code of Conduct

February 2024

Corporate Services

Published: February 2024

Review date: February 2027

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Change Control

Version	Date	Main changes
1.0	February 2024	<ul style="list-style-type: none"> Full rewrite of the current Code of Conduct following extensive benchmarking and feedback from Governors.

1. Purpose and scope of the Governor Code of Conduct

- 1.1. The Governor Code of Conduct is an important document which supports Governors in understanding the standards and behaviours expected of them in their role, both on appointment and throughout the duration of their term.
- 1.2. Governors have a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of business and wherever possible, following a policy of openness and transparency in the dissemination of the collective decisions of the Council of Governors.
- 1.3. Detailed descriptions of the roles, responsibilities and qualifications required to hold office are set out in the Constitution and Standing Orders of the Council of Governors. The Company Secretary must be advised of any changes in circumstances that may disqualify a Governor from continuing in office.
- 1.4. The Governor Code of Conduct should be read in conjunction with:
 - The Trust's values and behaviours framework;
 - The Trust's Constitution and licence;
 - The Trust's policy on conflicts of interest;
 - The Trust's Standing Orders for the Council of Governors; and
 - NHS England's Code of Governance and reference material for Governors, including Your Statutory Duties: A Reference Guide for NHS Foundation Trust Governors and its Addendum.
- 1.5. The Code of Conduct applies to all Governors at all times on appointment and throughout the duration of their term.

2. Guiding Principles

- 2.1. The principles underpinning this Code of Conduct are drawn from the 'Seven Principles of Public Life', as defined by The Nolan Committee Report and are as follows:
 - **Selflessness:** Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.
 - **Integrity:** Holders of public office should not place themselves under any financial or other obligations to outside individuals or organisation that might seek to influence them in the performance of their official duties.
 - **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
 - **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
 - **Openness:** Holders of public office should be as open as possible about all the decisions and actions they take - they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership:** Holders of public office should promote and support these principles by leadership and example.

3. Personal Conduct

- 3.1. Governors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Trust into disrepute.
- 3.2. In performing their roles and responsibilities, Governors are expected to:
 - Value and respect their fellow Governors, Board Members and all members of staff, even where there are differences in opinion. This recognises that the relationship between the Council of Governors, Board of Directors and members of staff should be collegiate and based on mutual respect;
 - Be mindful of conduct that could be deemed to be unfair or discriminatory and adopt an inclusive approach;
 - Act impartially, respecting that the Trust is an apolitical organisation and Governors must also be apolitical when conducting their role; and
 - Conduct themselves in a manner which is in line with the Trust's values when attending external meetings or any other events.
- 3.3. All Governors are expected to understand, agree and promote the Trust's commitment to equality, diversity and inclusion in every area of their work. The Council's activities should not prejudice any part of the community on the grounds of age, disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex or sexual orientation.
- 3.4. Any actual or perceived prejudicial action, views or comments shall be investigated and addressed to determine whether the Code of Conduct has been breached.
- 3.5. Governors must not seek to use their position improperly to confer an advantage or disadvantage on any person and must comply with the Trust's rules on the use of its resources.
- 3.6. Governors must have regard to advice provided by the Chair and Company Secretary pursuant to their duties.

4. Confidentiality

- 4.1. All Governors must recognise and respect the confidentiality of the information they are privy to, by way of their office. Governors shall not disclose outside of the Council of Governors meetings the contents of the papers, discussions or minutes of any items discussed in a meeting that is not held in public.
- 4.2. If Governors are unsure whether information is confidential, then advice should be sought from the Company Secretary. Any unauthorised disclosure or attempts to access confidential information without authority will be treated as a serious breach of confidentiality, which will constitute a breach of the Code of Conduct.

- 4.3. Nothing said in this Code precludes Governors from making a protected disclosure within the meaning of the Public Disclosure Act 1998. Further information on this can be found in the Trust's Freedom to Speak Up policy.

5. Conflicts of Interest

- 5.1. Governors have a duty to avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Trust. Governors have a further duty not to accept a benefit from a third party by reason of being a Governor or for doing (or not doing) anything in that capacity.
- 5.2. Governors must declare the nature and extent of any interest at the earliest opportunity and remove themselves from Trust discussions where the conflict may apply. If such a declaration proves to be or becomes, inaccurate or incomplete, a further declaration must be made.
- 5.3. The Chair will determine whether the declared interest prevents particular Governors from participating in discussions on specific items at Council of Governors' meetings.
- 5.4. Failure to comply is likely to constitute a breach of this Code.
- 5.5. Governors are required to register all relevant interests in the Trust's register of interests. It is the responsibility of each Governor to provide an up-to-date register entry if their interests change, as well as an annual declaration (even if there are no interests to declare).
- 5.6. Further information on what interests are regarded as relevant and material is included in the Council of Governors' Standing Orders and the Trust's Conflicts of Interest policy. Governors are required to comply with the requirements of these documents at all times.

6. Communications

- 6.1. Governors are expected to ensure that the constituencies or partner organisations they represent are properly informed concerning the Trust and that their views are fed back to the Trust.
- 6.2. Governors may receive approaches from the media. Governors must decline requests to comment and redirect all enquiries to the Communications Team (who can also be contacted via the Company Secretary) who will take responsibility for providing and delivering a response. This ensures that messages reflect the opinion of the whole Council and are consistent with other statements made by the Trust.
- 6.3. Governors are not permitted to make contact with the media to pass on information or to express opinions in relation to any patient or other matter related to the Trust.
- 6.4. The Trust recognises that social media can be a valuable way of sharing key information with members and the public and of promoting the Trust and its reputation. Governors are required to comply with the Trust's Social Media Policy and ensure that no confidential information is shared on social media platforms.

7. Meetings and Decision Making

- 7.1. To ensure accountability and discharge the Governor role, Governors are expected to attend meetings of the Council of Governors. The Council of Governors meets at least four times per year and Governors should make every possible effort to attend these meetings, with a minimum expected attendance of 75% each financial year. Where a Governor is unable to attend, apologies should be submitted in advance to the Company Secretary's team.
- 7.2. A record of individual Governor attendance at Council of Governors meetings is maintained and published as part of the Trust's Annual Report each year, in line with regulatory requirements. Attendance is also reported to a Governor committee for monitoring during the year.
- 7.3. The Council of Governors is the core governance meeting for Governors, although Governors are actively encouraged to attend Governor committees, workshops and events where possible during the year to support them to discharge their duties. Attendance is not formally monitored and reported (except through the minutes of meetings), recognising that Governors are volunteers and will therefore have differing amounts of time available to attend these meetings and events. The only exception is the Governor Remuneration Committee, where attendance is required and formally reported in the Annual Report in line with regulatory requirements.
- 7.4. In line with the Constitution if a Governor fails to attend three consecutive meetings of the Council of Governors, their tenure of office is to be immediately terminated unless the other Governors are satisfied that:
- the absence was due to a reasonable cause; and
 - they will be able to start attending meetings of the Trust again within such a period, as they consider reasonable.
- 7.5. The Council of Governors should exercise its responsibilities in a corporate manner. This means that decisions should be taken collectively by Governors acting as a body. Governors must not act individually, or in informal groupings, to take decisions on Council of Governors business on an ad hoc basis outside of the constitutional framework of the meetings of the Council of Governors and its committees.
- 7.6. When making decisions Governors must:
- Abide by the Trust's Constitution, Standing Orders and Standing Financial Instructions, policies and procedures and the rulings of the Chair; and
 - Have regard to any relevant advice from the Chair, Chief Executive, Executive Directors or the Company Secretary;
 - Give reasons for making those decisions; and
 - Not take a firm and absolute position on an issue before receiving any relevant information or advice that might be presented at the meeting.

8. Development and Training

- 8.1. The Trust recognises that the provision of appropriate training and development is essential to allow Governors to maximise their roles and to make a full contribution to the work of the Trust. Governors are expected to participate in any such training and development activity that has been identified as appropriate to them.

9. Non Compliance with the Code of Conduct

- 9.1. It is recognised that the Governor of the role can be challenging and mistakes or errors of judgement can occur. As volunteers rather than employees, decisions about Governor conduct will always be based on a reasonableness test – not employment law – and therefore will always involve a degree of judgment.
- 9.2. Complaints or concerns about potential breaches of the Code of Conduct should be reported to the Chair or the Company Secretary. The anonymity of the complainant and respondent (i.e. the Governor who is alleged to have breached the Code) will be maintained where possible, recognising that this may not be feasible in all circumstances. Emotional support needs will be considered throughout any process to ensure that both parties are treated with compassion and care.
- 9.3. Where appropriate early **informal resolution** will be attempted first, prior to commencing any formal action. It is recognised that all processes must be proportionate to the potential breach and the removal of a Governor from the Council should be the final sanction.
- 9.4. Informal resolution is not appropriate where allegations are potentially criminal or in breach of statutory requirements (i.e. those requirements outlined in the Constitution such as specific convictions, bankruptcy and failure to meet the eligibility criteria for Governors).
- 9.5. Informal resolution will consist of an initial conversation between the Chair and the Governor, where they may explain reasonable mitigating factors or accept liability. This may lead to an informal warning, mediation, training or other minor sanctions. A summary of the agreed outcome will be shared with the Governor in writing.
- 9.6. Where informal resolution is not appropriate or has not resulted in an agreed outcome, then the matter will proceed to **formal resolution**.
- 9.7. Where a clear case of misconduct occurs, the Chair is authorised to take such action as may be immediately required, including the exclusion of a Governor from a meeting or suspension from the Council. Where a breach is extremely serious (such as in criminal cases), the Chair is authorised to take unilateral action¹. The Chair should report to the full Council in private regarding the evidence, decision and action taken.
- 9.8. Except in cases where the Chair has taken unilateral action, the Governor in question shall be notified in writing of the allegation, detailing the specific behaviour which is considered to be detrimental to the Trust and inviting their response within a defined and reasonable timescale.
- 9.9. Where it is clear that an investigation will be required to determine whether misconduct has occurred, the Chair will appoint an individual to undertake this. The investigator shall report to the Chair on the outcome. If there is no case to answer then the complainant and the Governor subject to the complaint will be informed, offering the complainant the right to appeal.

1. Examples of such cases include but are not limited to: fraud, corruption, stealing, slander, false declarations, breaches of confidentiality, sexual misconduct, violent or abusive behaviour, discrimination or harassment on the grounds of protected characteristics and failure to comply with fit and proper person requirements.

- 9.10. Where the investigation has concluded that there is a case to answer this will be reported to the full Council of Governors at a meeting in private. The Council will make a decision on the proposed sanction, considering the recommendations from the investigation.
- 9.11. A Governor may be removed from office by a resolution of the Council of Governors approved by not less than three-quarters of the remaining Governors present and voting.
- 9.12. A Governor removed from office by resolution of the Council of Governors may appeal against removal in writing to the Company Secretary within 14 days of the date upon which notice of the Council of Governors' decision is given to the Governor concerned.
- 9.13. In the event of the receipt of an appeal from a complainant or respondent the Company Secretary shall convene an appeal panel comprising the Chair and not less than two Non-Executive Directors (one of which should be the Senior Independent Director) to make a determination on the point at issue, and the decision of the appeal panel shall be final. The outcome of the review will be presented to the full Council.
- 9.14. Upon resignation or disqualification or removal of a Governor, the Company Secretary shall cause their name to be removed immediately from the Register of Governors. A Governor removed from office shall not be eligible to stand for re-election.

10. Interpretation of the Code

- 10.1. Questions and concerns about the application of this Code should be raised with the Company Secretary. At meetings, the Chair will be the final arbiter of interpretation of the Code.

11. Review and Revision of the Code

- 11.1. The Code has been developed in conjunction with the Governance and Development Committee and approved by the Council of Governors.
- 11.2. The Code shall be reviewed every three years.

12. Acceptance of the Code of Conduct

- 12.1. Each Governor must sign the following declaration of acceptance of this Code of Conduct within one calendar month of being elected or appointed. Failure to return a signed acceptance of the Code of Conduct could lead to a Governor being disqualified from their position.
- 12.2. In addition all current Governors must re-sign the Code of Conduct following each revision and upon re-appointment.

Declaration

I (full name) have read, understood, and agree to abide by the Code of Conduct for the Council of Governors of Gateshead Health NHS Foundation Trust for the duration of my term as a Governor

Signature:

Date:



Report Cover Sheet

Agenda Item: 16iv

Report Title:	Gateshead Health Governor Handbook			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Diane Waites, Corporate Services Assistant Jennifer Boyle, Company Secretary			
Sponsor:	Alison Marshall, Chair of the Board and Council of Governors			
Report presented by:	Diane Waites, Corporate Services Assistant			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To approve the new Governor Handbook following review by the Governance and Development Committee				
Proposed level of assurance – to be completed by paper sponsor:	Fully assured	Partially assured	Not assured	Not applicable
	<input checked="" type="checkbox"/> <i>No gaps in assurance</i>	<input type="checkbox"/> <i>Some gaps identified</i>	<input type="checkbox"/> <i>Significant assurance gaps</i>	<input checked="" type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Governance and Development Committee 11 January 2024			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • The Trust does not have a current Governor Handbook therefore was presented to the Governance and Development Committee to gather feedback and share views in its development. • Co-design and production is an important principle and therefore the update of this document should be a collaborative approach. • The draft Governor Handbook was reviewed and discussed at the last Governance and Development Committee and following some recommended amendments is presented to the Council of Governors for approval. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council are requested to approve the Governor Handbook following recommendation from the Governance and Development Committee.			
Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients		

	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	SA2.1, SA2.2				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	-				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	



Gateshead Health
NHS Foundation Trust

GOVERNOR HANDBOOK

Information for Governors

February 2024

Corporate Services

Published: February 2024

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Foreword from the Chair

Congratulations on your election / appointment to Gateshead Health NHS Foundation Trust's Council of Governors!

On behalf of the Board of Directors and your Governor colleagues I am delighted to welcome you to your new role.

The Council of Governors is a really important part of our governance, providing a great opportunity for the voice of the people we serve, our staff colleagues and valued partners to influence and shape the strategic direction of our Trust.

We are committed to supporting and developing you in your role, which in turn will help us to provide the best possible care to our patients and communities.

This handbook is designed as a reference guide to support you in understanding more about the Trust and your important role as a Governor. It should be used in conjunction with your induction material and other supporting documents referenced within this handbook.

We hope you find your term as a Governor to be rewarding and we look forward to working with you.



Alison Marshall
Chair of the Board of Directors and Council of Governors

About us – our history, purpose and services

Gateshead Health NHS Foundation Trust was authorised as a Foundation Trust in January 2005. We provide secondary care, community services and older persons' mental health services to a local population of approximately 200,000. We also provide specialist screening services, gynaecology-oncology, pathology and breast services across a wider population, including other parts of the North East, Humberside, Cumbria and Lancashire.



Our services are primarily delivered from three locations in the Gateshead area – the Queen Elizabeth Hospital site, Bensham Hospital and Blaydon Urgent Treatment Centre. As a group we employ over 5,100 staff and are also supported by many valued volunteers from our local communities.

The Trust also wholly owns its subsidiary QE Facilities Limited (QEF), which was established in 2014. QEF provides estates, facilities, procurement, materials and supply chain management, equipment maintenance and transport services to the Trust. QEF also provides services to other NHS organisations as well as the private sector, with profits reinvested into patient care. QEF's vision is *'to work together with all of our partners to always provide the best non-clinical support services for the benefit of every patient across the NHS and within the communities we serve'*.

We are a member of the North East and North Cumbria Integrated Care System (NENC ICS). This is a partnership of organisations including local government, health, voluntary and community services that provide health and care across our region. We work collectively with our partners to deliver the best health and care for local communities across the North East and North Cumbria region.

Our corporate strategy for 2022/23 to 2024/25 was developed following extensive consultation and engagement with our people and partners. Our corporate strategy puts our patients, people and partners at the heart of everything we do and sets out our vision, which is:

#GatesheadHealth, proud to deliver outstanding and compassionate care to our patients and communities.

Following the development of the strategy we have set out our strategic intent to be a Northern Centre of Excellence for Women's Health.

Our values are the golden thread that runs through everything we do and we know through engagement with our people that they feel a strong sense of connection with these ICORE values, as outlined below.



Our strategic aims

The corporate strategy includes five strategic aims:

- 1) We will continuously improve the quality and safety of our services for our patients
- 2) We will be a great organisation with a highly engaged workforce
- 3) We will enhance our productivity and efficiency to make the best use of our resources
- 4) We will be an effective partner and be ambitious in our commitment to improving health outcomes
- 5) We will develop and expand our services within and beyond Gateshead

You will see the strategic aims appearing frequently as part of the paperwork for formal meetings. They feature as part of the covering papers for our reports, as well as in the Chief Executive's update to the Council of Governors.

Everything we do should link back to our strategic aims to help to us to deliver the best possible services for our patients and be a great place to work for our colleagues.

The Governance of Foundation Trusts

NHS foundation trusts are different from NHS trusts - they have a unique legal form as 'public benefit corporations'.

NHS foundation trusts provide healthcare services for patients and service users in England. Compared with NHS trusts, they have greater freedoms to manage their own affairs and make their own decisions, although some of these differences have eroded over time.

They are accountable to NHS England, the regulator for foundation trusts, which has the role of protecting and promoting the interests of patients by ensuring that the health sector works for their benefit.

Through their Councils of Governors, they also have greater accountability to staff, patients and the wider public and key stakeholders.

Each NHS foundation trust sets out its governance structure in its Constitution. There are legislative requirements concerning the governance of all NHS foundation trusts. All NHS foundation trusts have:

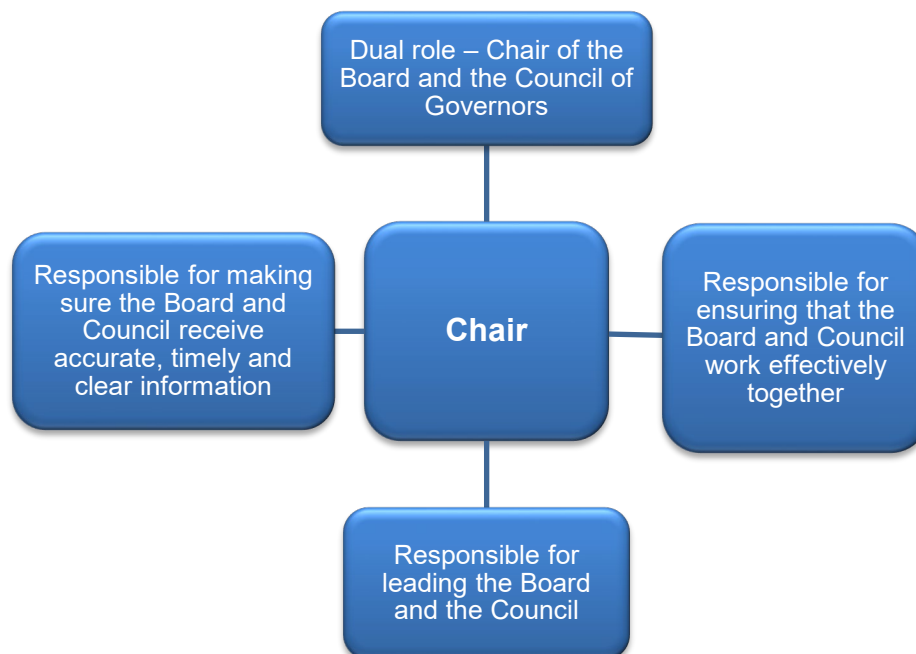
- A Board of Directors;
- A Council of Governors; and
- Foundation Trust Members.

The Board of Directors

The Board of Directors is comprised of Executive and Non-Executive Directors (NEDs). The Executive Directors, including the Chief Executive, are employees and are responsible for the day-to-day management of the Trust. The Executive Directors are appointed by the NEDs.

The NEDs are not employees. They bring an independent perspective to Board meetings and have a particular duty to scrutinise decisions and proposals made by the Executive Directors. NEDs are appointed by the Council of Governors.

The Board is led by a **Chair** who is also a Non-Executive Director. The Chair of the Board of Directors is also the chair of the Council of Governors and, in this respect, occupies a unique position. The dual role of the Chair enables clear communication between the Board and the Council of Governors.



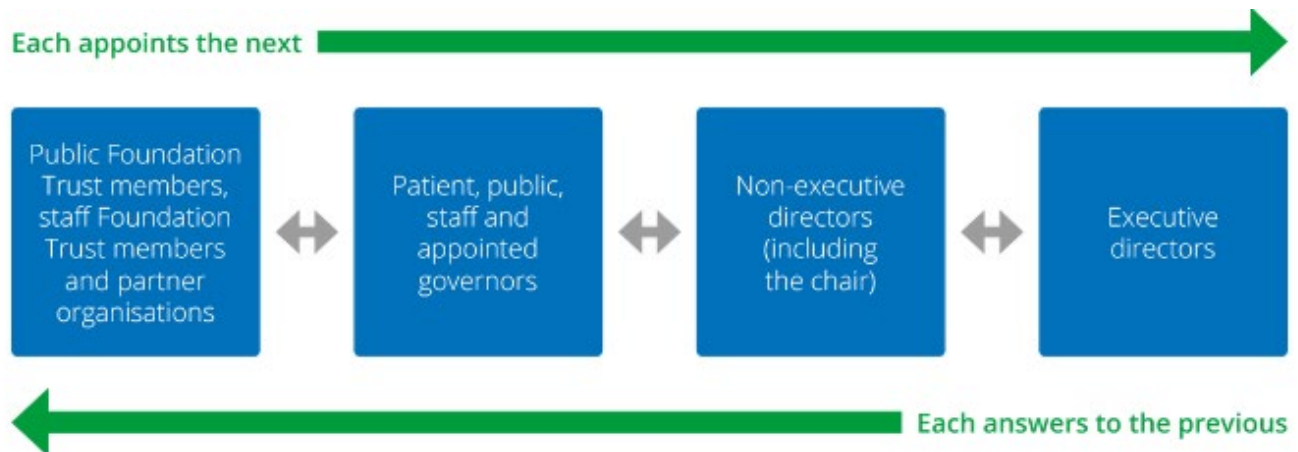
One of the Non-Executive Directors is appointed as the **Senior Independent Director (SID)** by the Board of Directors, in consultation with the Council of Governors.

The SID should function as the point of contact with the Board of Directors if Governors (individually or collectively) have concerns which approaches through normal channels have failed to resolve or for which such normal approaches are inappropriate.

The SID may also function as the point of contact with the Board of Directors for Governors when they discuss, for example the Chair's performance appraisal and their remuneration and other allowances.

The Board of Directors is accountable for the running of the Trust. It is responsible for delivering the strategy, aims and objectives and for ensuring that management systems and staff are in place to achieve the Trust's aims. The Council of Governors holds the NEDs to account individually and collectively for the performance of the Board of Directors.

NEDs scrutinise the work of the Executive Directors through the Trust's Committee structure and should provide the Council of Governors with assurance that the Trust is making decisions based on the best information available and in the best interests of patients and the wider public. This structure is designed to ensure clear accountability between the Executive Directors of the Trust and the Trust's key stakeholders.



You can find out more about the current composition of our Board on our website at this [link](#).

Governors and the Council of Governors

The Council of Governors is the accountability forum between the Board of Directors and the Trust's stakeholders. It represents local interests and holds NEDs to account as well as exercising its statutory powers, as outlined in the Roles and Responsibilities section.

The Council is comprised of elected Governors and appointed Governors, who are all volunteers. Elected Governors (public and staff constituencies) may hold office for a period of up to three years, and may stand for re-election twice. After nine years in the role, elected Governors must leave the Council of Governors.

There are 32 members of the Council of Governors, plus the Chair. The composition of the Council is as follows:



The current composition of the Council of Governors can be seen on our website at the following [link](#).

Public Governors are elected by people who have registered as members of the Trust. Governors must be Foundation Trust Members and must stand for election in accordance with the constituency they live in. Further information on our constituencies can be found in the next section.

Staff Governors are elected by staff members to represent their collective views, themes and trends.

Appointed Governors are representatives of key partner organisations of the Trust, as defined in the Constitution (the core governance document of the Trust). They represent the views of these organisations at Council meetings.

The **Lead Governor** is an existing public Governor with at least one year's experience in the role who is appointed by the Council of Governors for a period of one year, but may be re-appointed annually up to a maximum of three years. All Foundation Trusts are required to have a Lead Governor. The Lead Governor acts as the liaison between the Council and NHS England (the regulator) in the rare circumstances where it would be inappropriate for NHS England to contact the Chair, or vice versa.

The Lead Governor is supported by a **Deputy Lead Governor**, using the same eligibility and appointment criteria. The Deputy Lead Governor supports the Lead Governor in their role and deputises for them when required.

At Gateshead Health and in most other trusts the role of the Lead Governor has expanded beyond the prescribed statutory role and the Lead Governor also:

- Acts as an alternative point of contact for Governors who wish to raise issues or queries;
- Alongside the Deputy Lead Governor, meets with the Chair and Company Secretary on a monthly basis. This provides an opportunity to discuss any concerns or issues raised by Governors;
- Chairs informal Governor-only meetings;
- Chairs the Governance and Development Committee; and
- Is a member of the Governor Remuneration Committee.

Governors can volunteer to observe the work of some of the Board committees, which supports the Governors in observing the input and scrutiny exercised by Non-Executive Directors in these meetings. This aligns to the role of Governors in holding Non-Executive Directors to account. There are two places for **Governor observers** at the following Board committees:

- Quality Governance Committee
- Digital Committee
- People and Organisational Development Committee
- Charitable Funds Committee

Governor observers are existing public, staff or appointed Governors and are appointed for terms of two years (or until the end of their term of office as a Governor, whichever is soonest).

Foundation Trust Members

Members of the public and staff who work at a NHS Foundation Trust can be members of the Trust.

Foundation Trust membership seeks to give local people and staff a greater influence on how our services are provided and developed.

There are several different constituencies to which our members belong. Those eligible to become public members are people over the age of 16 who live in Gateshead and the immediate surrounding area which is divided into three constituencies: Western; Central; and Eastern Gateshead.

We also have an Out-of-Area constituency, which is coterminous with the geographical boundaries of the North East and North Cumbria Integrated Care System (NENC ICS). Patient membership is available to individuals who live outside constituency areas but who have used any of the Trust's services within the seven years immediately preceding the date of their application for membership. Patient members are included in the Out of Area constituency.

People over 16 years of age, living in these areas who wish to become a public member of Gateshead Health NHS Foundation Trust, must complete and have accepted a membership application form.

The Council of Governors represents the views of members and helps to shape the way our services are delivered.

The Governor Membership Strategy Group is a sub-committee of the Council of Governors which helps to ensure that our membership represents the communities we serve and that we seek and represent their views effectively through engagement programmes.

The Trust is committed to supporting communication between Foundation Trust Members and Governors. Any member can get in touch to share their views with any Governor through the Governor email address - ghnt.governors@nhs.net. The mailbox is managed by the Corporate Services team, who pass any incoming correspondence to the appropriate Governor.

Governors use a variety of ways to communicate with members, including quarterly newsletters, engagement events in the Trust and community and Medicine for Members events (where members can learn more about specific services of the Trust).

Governor Roles and Responsibilities

Governors have certain statutory duties that they are expected to perform as part of their role. The statutory responsibilities of the Council of Governors as a collective body, as defined by both the NHS Act 2006 and the Health and Social Care Act 2012, are:

- Appoint and, if necessary, remove the Chair and Non-Executive Directors;
- Set the pay levels and conditions of employment for the Chair and Non-Executive Directors;
- Approve the appointment of the Chief Executive (the Council does not appoint the Chief Executive);
- Receive the Trust's Annual Report and Accounts and the Auditor's Report;
- Appoint and, if appropriate, remove the Trust's Auditors;
- Governors must decide whether the Trust's private patient work would significantly interfere with the Trust's principal purpose, which is to provide goods and services for the health service in England, or performing the Trust's other functions;
- The Council of Governors must also approve any proposed increase in non-NHS income of 5% or more in any financial year;
- To hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors;
- To represent the interests of members of the Trust as a whole and the interests of the public;
- The Council of Governors may require one or more of the directors to attend a Governors' meeting to obtain information about the Trust's performance of its functions of the Directors' performance of their duties, and to help the Council of Governors to decide whether to propose a vote on the Trust's or director's performance;
- 'Significant transactions' must be approved by the Governors. The Trust has defined 'significant transactions' within its Constitution;

- The Council of Governors must also approve an application by the Trust to enter a merger, acquisition or dissolution; and
- Amendments to the Trust's Constitution must be approved by the Council of Governors and the Board of Directors.

When preparing the Trust's Business Plan that sets out our plans for the coming years, legislation states that the Trust's Board of Directors must have regard to the views of the Council of Governors. In practice, this means that the Council will have a role to play in influencing and shaping the development of the Business Plan.

Governors act as critical ambassadors to the Trust and in doing so represent the interests of stakeholders (public, patients, staff and organisations that work closely with or have an interest in the Trust). In addition to performing statutory duties, all Governors have advisory, guardianship and ambassadorial roles, these elements are set out below. It is the Trust's responsibility to ensure that Governors have the information, training and access to the Trust Board that they need to fulfil the role.

Guardianship	Ambassadorial	Advisory
<ul style="list-style-type: none"> • Holding the Non-Executive Directors to account for performance of the Board. • Ensuring the Trust speaks in a way that fits with statement of purpose. • Guarding the public interest through constructive challenge and acting as a critical friend. 	<ul style="list-style-type: none"> • Recruiting and engaging with members of the Trust. • Ensuring the Trust feeds back to members on its vision, strategy and plans. 	<ul style="list-style-type: none"> • Supporting the Board of Directors of terms of strategic guidance by giving feedback on: <ul style="list-style-type: none"> • corporate objectives • annual plan • quality report

Council of Governors Meetings

The Council of Governors meets at least four times each year.

To ensure accountability and discharge the Governor role, Governors are expected to attend meetings of the Council of Governors. The Council of Governors meets at least four times per year and Governors should make every possible effort to attend these meetings, with a minimum expected attendance of 75% each financial year. Where a Governor is unable to attend, apologies should be submitted in advance to the Company Secretary's team.

The Council of Governors is the core governance meeting for Governors, although Governors are actively encouraged to attend Governor committees, workshops and events where possible during the year to support them to discharge their duties.

Governor Committees

Governor committees support Governors to discharge their duties and provide appropriate assurance to the Council of Governors.

Governor Remuneration Committee

This Committee is responsible for making recommendations to the Council of Governors on the appointment of the Chair and Non-Executive Directors, having satisfied itself that its recommendations fulfil the Trust's needs in terms of skills and experience. It also sets the remuneration, allowances and terms of appointments of the Chair and Non-Executive Directors. The Committee works with the Senior Independent Director and the Chair to agree the process for the evaluation of the Chair and Non-Executive Directors and then subsequently reviews the outcomes of the performance appraisals, which inform remuneration and benefits decisions.

The Committee has a defined membership of 1 appointed Governor (who chairs the Committee), 3 public Governors and 2 staff Governors. The meetings are held at least annually and as required by the expiry of the terms of appointment of the Chair and Non-Executive Directors.

Membership Strategy Group

The Membership Strategy Group is a formal group with delegated responsibility from the Council of Governors to lead on membership engagement and recruitment. This enables Governors to work closely with the Company Secretary and Corporate Services Assistant to develop and deliver membership engagement and recruitment strategies and plans.

The Group meets quarterly and all Governors are considered to be members and therefore receive invitations to attend. There is no obligation for Governors to attend all meetings of the Group, recognising the voluntary nature of the role.

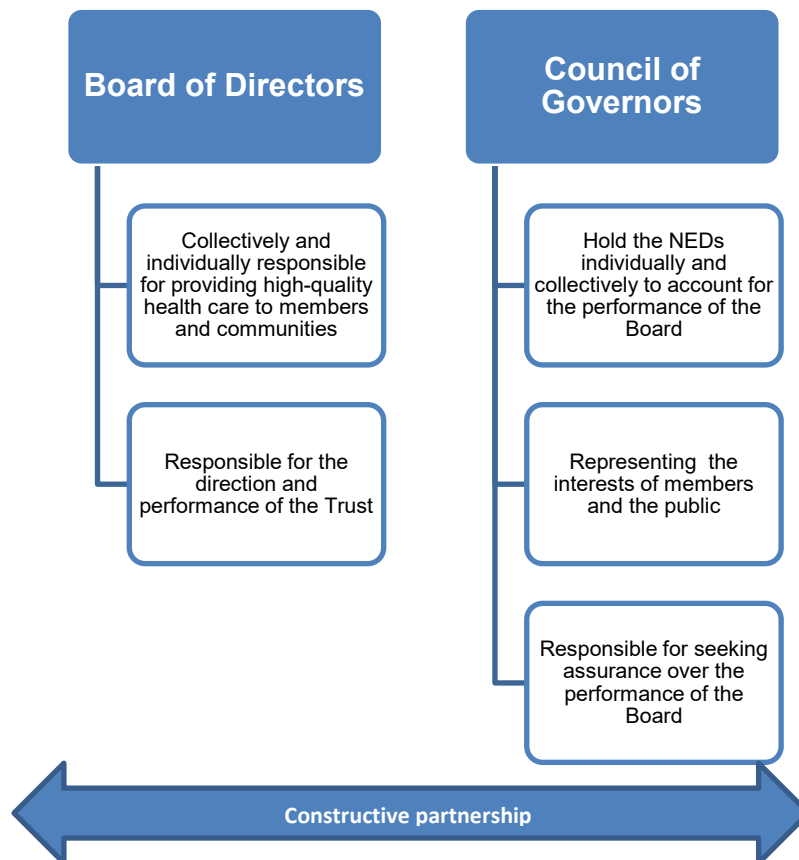
Governance and Development Committee

This Committee was set up in June 2022 and is responsible for reviewing a range of key governance matters on behalf of the Council of Governors. This enables Governors to develop an understanding of governance arrangements specifically affecting the Council, as well as broader governance matters affecting the Trust. The Committee is also responsible for working with the Company Secretary to develop a training programme for Governors.

The Group meets quarterly and all Governors are considered to be members and therefore receive invitations to attend. There is no obligation for Governors to attend all meetings of the Group, recognising the voluntary nature of the role.

The Relationship Between the Board of Directors and the Council of Governors

There are distinct differences between the role of the Board of Directors and the role of the Council of Governors, despite the dual role of the Chair. The Board of Directors is responsible and accountable for the strategic direction and performance of the Trust, whereas the Council of Governors is responsible for seeking assurance over the performance of the Board of Directors and representing the interests of members and the public.



Governor training and development

All Governors are expected to attend an induction programme which supports Governors in carrying out their roles. The induction programme includes:

- Governors' induction presentation (based on the national model induction);
- Disclosure and Barring Service (DBS) check and completion of mandatory paperwork; and
- Any specific training relevant to individual Governor needs, as appropriate.

All Governors are expected to adhere to the Trust's policies and procedures and will be bound by the Trust's Code of Conduct for Governors. Specific issues relating to behaviour, conduct and confidentiality must be adhered to.

On appointment and re-appointment all Governors must complete a DBS check. Should a Governor decline to submit a DBS check then their tenure of office may be terminated in line with the Constitution.

On a quarterly basis the Trust holds workshops to support Governors to continue to develop in their role. This enables Governors to spend more time understanding and discussing particular topics or issues and develop their knowledge on aspects of their role. The topics for the workshops are developed in partnership with the Governance and Development Committee to ensure that they are relevant and meaningful for Governors.

Time Commitment

The minimum time commitment Governors are expected to make for the role is attending the Council of Governors meetings, with an expected minimum attendance rate of 75% per year. Any Governors who have volunteered as members of the Governor Remuneration Committee are also expected to attend 75% of these meetings.

We recognise the voluntary nature of the role and therefore appreciate that each Governor will have a different amount of time they can dedicate to the role.

Where Governors have more time to dedicate to the role they can undertake the following:

- Attendance at Governor committees, as outlined earlier;
- Volunteering for Governor observer roles at Board committees (if there are vacant positions at the time);
- Attending the quarterly Governor workshops, as outlined earlier;
- Observing the public Board meetings, which occur every two months. This is a good opportunity to see the scrutiny and debate at the Board, supporting Governors in the role of holding Non-Executive Directors to account;
- Participating in membership events, such as Medicine for Members sessions, open days and meetings in the community; and
- Participating in PLACE and 15 Moments visits in the Trust, as well as other organised site visits.

Payment and expenses

Governors of NHS Foundation Trusts are voluntary positions and cannot by law be remunerated for their input but they will however be eligible for out of pocket expenses such as travelling costs – this will be at the level incurred rather than by a schedule of standard expense payments. Please contact the Corporate Services office for more information.

Governor Code of Conduct and Eligibility

Governors must always act in the best interests of the Trust and adhere to the Council of Governors' Code of Conduct which helps to set out the standards and behaviours which Governors should abide by in their role.

Members of the Council of Governors are required to sign a declaration to confirm that they will comply with the Code of Conduct at the beginning of their term of office or upon re-appointment.

Please refer to the Code of Conduct for more detailed information.

Information on the eligibility criteria for Governors is contained with the Trust's Constitution. Governors should familiarise themselves with this information and inform the Company Secretary immediately of any changes which impact on their eligibility to remain as a Governor.



Help and Support

The Company Secretary and Corporate Services Assistant can provide advice and support in your role as a Governor. The contact details are set out below:

	Company Secretary	Corporate Services Assistant
Name:	Jennifer Boyle	Diane Waites
Email:	Jennifer.boyle4@nhs.net	diane.waites@nhs.net
Telephone:	0191 445 3712 / 07929725990	0191 445 6043

Appendix 1 – External Governance and the Local Health Economy

The Trust forms an integral part of the health service across the North East and North Cumbria and works closely with many partners to ensure services for patients are joined-up and as effective as possible.

The Secretary of State for Health

The Secretary of State for Health has ultimate responsibility for the provision of a comprehensive health service in England and ensuring the whole system works together to respond to the priorities of communities and meet the needs of patients.

The Department of Health and Social Care

The Department of Health and Social Care (DHSC) is responsible for strategic leadership and funding for both health and social care in England. The DHSC is a ministerial department, responsible for the provision of a comprehensive health service in England and ensuring the whole system works together to respond to the priorities of communities and meet the needs of patients.

Integrated Care System

There is one Integrated Care System (ICS) for the North East and North Cumbria (NENC). In an ICS, NHS organisations, in partnership with local councils and others, take collective responsibility for managing resources, delivering NHS standards, and improving the health of the population they serve.

Health and Wellbeing Boards

Most local authorities have established a health and wellbeing board to act as a forum for local commissioners across the NHS, social care, public health and other services. The boards are intended to:

- Increase democratic input into strategic decisions about health and wellbeing services;
- Strengthen working relationships between health and social care; and
- Encourage integrated commissioning of health and social care services.

Health Overview and Scrutiny Committees

Each local council has a health overview and scrutiny committee dedicated to scrutinising local NHS policy, planning, and impact against local needs and inequalities. The health overview and scrutiny committee devises a work programme which may call for reports on any aspect of local NHS activity so that it can hold both commissioners and providers to account. The health overview and scrutiny committee also must be consulted on any proposed substantial service changes.

Healthwatch

The health and social care reforms of 2012 set a powerful ambition of putting people at the centre of health and social care. To help realise that ambition, the reforms created a Healthwatch in every local authority area across England and Healthwatch England, the national body.

Local Healthwatch is commissioned by the council, and by statute is a full and equal member of the health and wellbeing board. The local Healthwatch representative will therefore be involved in all the board's processes: evidence for the joint strategic needs assessment, priorities for the health and wellbeing strategy, and ensuring that people's views on health and social care services are heard. The local Healthwatch can refer any issues of concern to the health overview and scrutiny committee and is then kept informed of progress and outcomes. The local Healthwatch may deal with complaints if commissioned to do so by the council.

NHS England

NHS England (NHSE) is the regulator for NHS provider health services in England. Its job is to protect and promote the interests of patients by ensuring that the whole sector works for their benefit.

For example, NHSE aims to ensure that trusts running hospitals, ambulance trusts and mental health and community care services are well led and are run efficiently, so they can continue delivering good quality services for patients in the future. To do this, it works particularly closely with the Care Quality Commission (CQC), the quality and safety regulator. If the CQC establishes that an NHS foundation trust is failing to provide good quality care, NHSE take part in identifying action to ensure the problem is fixed.

Since July 2022, NHSE has held NHS organisations to account along with Integrated Care Systems and Integrated Care Boards.

Care Quality Commission (CQC)

The CQC is the independent regulator of health and adult social care in England. Its purpose is to make sure health and social care services provide people with safe, effective, compassionate, high-quality care and to encourage care services to improve.

The CQC's role is to monitor, inspect and regulate services to make sure they meet fundamental standards of quality and safety and to publish what it finds, including performance ratings to help people choose care. The CQC will ask the following questions when it inspects services:

- Are they safe?
- Are they effective?
- Are they caring?
- Are they well led?
- Are they responsive to people's needs?

The CQC will regularly inspect services and organisations with the inspection reports and ratings being made publicly available.

When CQC inspect trusts they typically hold a focus group with Governors to seek views on the governance of the trust.

Appendix 2: List of Useful Contacts and Websites

NHS England

Website: <https://www.england.nhs.uk/>

North East and North Cumbria Integrated Care System (ICS)

Website: <https://northeastnorthcumbria.nhs.uk/>

North East and North Cumbria Integrated Care Board (ICB)

Website: <https://nenc-newcastlegateshead.icb.nhs.uk/>

Department of Health and Social Care (DHSC)

Website: <https://www.gov.uk/government/organisations/department-of-health-and-social-care>

Care Quality Commission (CQC)

Website: www.cqc.org.uk

NHS Providers (NHSP)

Website: www.nhsproviders.org

Appendix 3: Glossary and acronyms

Below are some key terms and definitions which you may hear during your time as a Governor.

Term	Definition
Acute services	The services we provide from our hospitals for people who are said to have an 'acute' illness. Most of the Trust's services are geared towards people with an acute illness, although screening and maternity services do not fall into this category.
Assets	General assets include land, buildings, equipment, cash and other property.
Benchmarking	A measure or standard to which an activity, performance, service or result can be compared. For example a comparison of our waiting times for treatment with those of other Trusts.
Board of Directors	The Board of Directors of the Trust. It is made up of executive and non-executive directors and its responsibilities include determining the Trust's strategy and managing the Trust on a day-to-day basis.
Care Quality Commission (CQC)	The independent regulator of all health and social-care services in England. The commission makes sure that the care provided by hospitals, dentists, ambulances, care homes and services in people's own homes and elsewhere meets government standards of quality and safety.
Clinical	Refers to any professional care of service provided by a healthcare professional including doctors, nurses, physiotherapists, pharmacists etc.
Council of Governors	Is made up of people elected by the Trust's members and appointed by its local partner organisations. Responsibilities include approving the Trust's business plan and key Board appointments.
DHSC	Department of Health and Social Care
Disclosure and Barring Service (DBS)	The Disclosure and Barring Service (DBS) helps employers make safer recruitment decisions and prevent unsuitable people from working with vulnerable groups, including children. It replaces the Criminal Records Bureau (CRB) and Independent Safeguarding Authority (ISA)
Elective Services	Planned services provided to patients at an agreed time and location, sometimes also called non-emergency services.
Emergency Services	Services provided to people who need immediate care and treatment. These can be in community or hospital settings.
Executive Directors	Senior employees of the NHS Foundation Trust who sit on the Board of Directors and include the Chief Executive and Finance Director. Executive Directors have decision-making powers and a defined set of responsibilities thus playing a key role in the day to day running of the organisation.
FT	Foundation Trust
Governance	Means the systems and processes that are in place to run the hospital safely and effectively in line with legislative requirements.
ICORE	Innovation, Caring, Openness, Respect, Engagement (Trust values)

Integrated Care System (ICS)	There is one Integrated Care System for the North East and North Cumbria. In an integrated care system, NHS organisations, in partnership with local councils and others, take collective responsibility for managing resources, delivering NHS standards, and improving the health of the population they serve.
Patient Advice and Liaison Service (PALS)	The Patient Advice and Liaison Service (PALS) offers confidential advice, support and information on health-related matters. They provide a point of contact for patients, their families and their carers.
Member of the NHS Foundation Trust	A member of the public who may be a patient that has agreed to become a member of the Trust, or a member of staff, who is automatically a member of the Trust.
NENC ICS	North East and North Cumbria Integrated Care System
NHSE	National Health Service England
NHSP	National Health Service Providers
Non-Executive Director (NEDs)	A director who does not hold executive office (i.e. is part time). Non-Executive Directors have decision making powers and a defined set of responsibilities thus playing a key role in the day to day running of the organisation. They are members of the Trust Board of Directors.
QEF	QE Facilities Limited
Quorum	The number of members or officers of a body that when duly assembled is legally sufficient to transact business
Remuneration	The act of paying for goods or services or to recompense for loss.
SID	Senior Independent Director



Report Cover Sheet

Agenda Item: 18i

Report Title:	Membership Strategy Group Terms of Reference and Annual Review of Effectiveness			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Diane Waites, Corporate Services Assistant			
Sponsor:	Alison Marshall, Chair of the Board and Council of Governors Steve Connolly, Chair of the Membership Strategy Group			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The terms of reference are presented for ratification alongside a summary of the review of effectiveness of the Group.				
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input checked="" type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Membership Strategy Group – 21 November 2023			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • It is good practice to review the terms of reference and functioning of the Group on an annual basis. • This paper reflects on the work of the Group since its inception in July 2022 and proposes some minor amendments to the terms of reference. • Good assurance is provided that the Group has made progress against a number of core duties included in its scope. • Plans are in place to progress those areas which are not yet fully delivered, such as the development of the membership strategy. • The Membership Strategy Group concurred with the conclusions drawn and the recommended changes. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council is requested to review the summary of work undertaken by the Group since its inception and ratify the minor amendments proposed to the terms of reference.			

Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	Ensuring that the Governor committees have clear roles and responsibilities will contribute towards the ability of the Board to deliver the Trust's strategy.				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	No risks directly linked to this paper, although effective committees with robust terms of reference should support the timely identification and management of risks.				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	

Review of Effectiveness and Terms of Reference

1. Introduction

- 1.1. It is good practice for formal groups and committees to review their effectiveness on an annual basis to ensure that terms of reference are being met and any adjustments to scope or operating practice can be enacted on a timely basis.
- 1.2. The Membership Strategy Group restarted in July 2022 after membership activity was paused during the pandemic.
- 1.3. This paper provides an overview of the work of the Group since it recommenced and proposes some minor amendments to the terms of reference of the Group. The report was presented to the Membership Strategy Group in November 2023 and the Group recommend this report to the Council.

2. Attendance

- 2.1. Since May 2023 the Group has been chaired by the Deputy Lead Governor, who expressed an interest in taking up the chair role. Prior to the appointment of the Deputy Lead Governor, the meeting was on pragmatically chaired by the Company Secretary as a temporary measure until a Governor volunteer could be found. As the Group is a Governor-led Group, the appointment of the Deputy Lead Governor strengthens the governance arrangements in place here and supports compliance with the terms of reference.
- 2.2. All Governors are invited to attend the Group (so effectively all Governors are members) and a minimum of 5 Governors must be present to be quorate.
- 2.3. The Group has met 5 times since its inception. On all occasions the meeting has been quorate with the number of members attending ranging between 5 and 9.

3. Work of the Committee

- 3.1. In accordance with the terms of reference the work of the Group can be divided into three key themes. A summary of the work undertaken is mapped against each theme below:

Theme	Work undertaken
Membership Strategy	<ul style="list-style-type: none"> • Commenced discussions on redevelopment of the membership strategy, although the strategy has not yet been developed.
Membership / Public Engagement and Communication	<ul style="list-style-type: none"> • Discussed pros and cons of membership engagement methods

Theme	Work undertaken
	<p>to support the restart of engagement activities.</p> <ul style="list-style-type: none"> • Worked collaboratively with the Corporate Services team on the design and content of the first new-format Membership Newsletter. • Worked collaboratively with the Corporate Services team to identify promotional material that would help to attract new members. • Encouraged Governor involvement in initiatives such as PLACE, the forthcoming 15 Steps and Surgery Centre stall. • Led on the Governor involvement in the membership and volunteering stall for the Open Day.
Membership profile	<ul style="list-style-type: none"> • Information on the membership profile hasn't been reviewed at the Group, although this will be used to inform the membership strategy development.

3.2. This demonstrates some progress has been made against the core items contained within the terms of reference, noting that a number of areas remain in development and should be a focus for the Group over the next year:

- **Membership strategy** – initial discussions commenced on the re-development of the strategy when the Group first reformed. This has been included on the agenda again for November 2023 to progress this further with a view to bringing a draft strategy to the meeting in February 2024; and
- **Membership profile** – no specific reports have been reviewed at the Group to analyse the membership profile. A report will be shared to inform the development of the membership strategy and engagement activities in order to identify areas of under-representation.

3.3. The pace of progress has increased over the last six months and there are a number of ongoing initiatives which the Group is leading on, including the recommencement of Medicine for Members and opportunities for Governors to meet members / prospective members.

3.4. The Group receives regular reports on the election process and outcomes. There is a clear link here with the membership role of the Group and it is

therefore appropriate that these reports continue to be presented to the Group for assurance. This should be reflected in the terms of reference (see section 4).

4. Terms of reference

4.1. The terms of reference are included within this report for review. Only minor amendments are proposed, namely:

- Explicitly stating that all Governors are considered to be members of the Group. This was enacted in practice, but the terms of reference still referred to the Committee consisting of 6-10 Governors;
- To remove the expectation that Governor members attend 75% of meetings – given that all Governors are considered to be members (rather than seeking interested volunteers) this is no longer an appropriate or fair measure; and
- To add in a role around seeking assurance over the effective running of the nomination and election processes.

5. Conclusions and recommendations

5.1. Members are recommended to be assured that the Group has made progress against a number of core duties during its first eighteen months of operation. Key areas such as the development of the membership strategy and the relaunch of Medicine for Members are currently in progress.

5.2. The Group has been quorate on each occasion and the appointment of the Deputy Lead Governor as the chair strengthens the governance and Governor-ownership of this Group.

5.3. The Council is requested to review and ratify the minor wording changes to the terms of reference outlined in paragraph 4.1, on the recommendation of the Membership Strategy Group.

Sub-Group

Terms of Reference



Membership Strategy Group

Constitution and Purpose – The Membership Strategy Group is a formal group with delegated responsibility from the Council of Governors to lead on membership engagement and recruitment.

The Group is authorised by the Council of Governors to investigate any activity within its Terms of Reference. Any decisions of the Group shall be taken on a majority basis. All members of the Group have an equal vote. In the event of a tied vote, the Chair of the meeting will hold the casting vote.

Date Adopted / Reviewed	November 2023 – Membership Strategy Group
Review Frequency	Annually
Review and approval	Membership Strategy Group
Adoption and ratification	Council of Governors – February 2024

Membership	<p>The Group shall consist of:</p> <ul style="list-style-type: none"> All Governors, one of whom shall act as Group Chair. <p>All Governors have an open invitation to attend meetings of the Membership Strategy Group.</p>
Attendance	<p>The following will be expected to attend the Group on a routine basis:</p> <ul style="list-style-type: none"> Company Secretary Corporate Services Assistant <p>The Chair and Non-Executive Directors have an open invitation to attend the Membership Strategy Group.</p>
Meeting frequency and quorum	<p>Meetings shall be held quarterly and as required by any relevant regulatory requirements.</p> <p>To be quorate there should be at least 5 Governors present at the meeting.</p>
Meeting organisation	<p>The Group shall be supported administratively by the Trust's Corporate Services team.</p> <p>In accordance with the Trust's Standing Orders, papers will be circulated to members and attendees six days before the meeting wherever possible, and no later than three clear days before the meeting, save in emergency.</p>

	Minutes of the meetings are circulated (alongside the agenda for the following meeting), to members and attendees.
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Duties and responsibilities	
Membership Strategy	<p>To work collaboratively with the Corporate Services team on the development of the Trust's Membership and Engagement Strategy, making recommendations to the Council of Governors.</p> <p>To develop and monitor an action plan to support the delivery of the Membership and Engagement Strategy.</p>
Membership / Public Engagement and Communication	<p>To explore and propose methods to communicate with, engage and recruit members and the public at large in the activities of the Trust.</p> <p>To work with the Corporate Services team to develop plans for membership engagement activities and campaigns and actively support membership engagement and recruitment activities.</p> <p>Work in partnership with the Corporate Services team to develop communication methods that enable the views and opinions of members and the wider public to be heard and to communicate how such feedback has been used.</p> <p>Work in partnership with the Trust's Corporate Services Team to ensure that the Trust's members are kept informed and updated on developments within the Trust.</p> <p>Work in partnership with the Trust's Corporate Services Team to inform the wider membership and public of how Governors have represented their views.</p>
Membership Profile	To receive and discuss information on the Trust's membership profile to ensure that it is representative of the population served.
Elections	To receive information for assurance over the annual nomination and election process.

Reporting and monitoring	
Reporting	An assurance report from this Group will be presented by the Chair to the next meeting of the Council of Governors.
Monitoring	Compliance with the terms of reference will be reviewed via an annual self-assessment. This will inform any proposed revisions to the terms of reference and the cycle of business.

	<p>The outcome of the effectiveness and terms of reference review is presented to Council of Governors following consideration by this Group.</p>
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Report Cover Sheet

Agenda Item: 18ii

Report Title:	Governor Remuneration Committee Terms of Reference and Annual Review of Effectiveness			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Jennifer Boyle, Company Secretary			
Sponsor:	Alison Marshall, Chair of the Board and Council of Governors			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	The terms of reference are presented for ratification and approval alongside with a summary of the review of effectiveness of the Committee.			
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input checked="" type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Governor Remuneration Committee – 23 January 2024			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • It is good practice to review the terms of reference and functioning of the Committee on an annual basis. • This paper reflects on the work of the Committee in 2023/24. • Good assurance is provided that in all material respects the Committee has fulfilled its terms of reference. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council is requested to ratify the terms of reference and be assured over the work of the Governor Remuneration Committee.			

Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	Ensuring that the Governor committees have clear roles and responsibilities will contribute towards the ability of the Board to deliver the Trust's strategy.				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	No risks directly linked to this paper, although effective committees with robust terms of reference should support the timely identification and management of risks.				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Not applicable <input checked="" type="checkbox"/>		

Review of Effectiveness and Terms of Reference

1. Introduction

- 1.1. It is good practice for formal groups and committees to review their effectiveness on an annual basis to ensure that terms of reference are being met and any adjustments to scope or operating practice can be enacted on a timely basis.
- 1.2. The Governor Remuneration Committee has met twice in 2023/24, inclusive of the January 2024 meeting.
- 1.3. This paper provides an overview of the work of the Committee and proposes one minor clarification change to the terms of reference to explicitly state that the Lead Governor must be one of the public Governor members. This is in line with the Lead Governor role description.
- 1.4. The Governor Remuneration Committee reviewed this report at its meeting in January 2024 and recommends it to the Council of Governors.

2. Attendance

- 2.1. The Committee is chaired by Chris Toon, Appointed Governor for Gateshead College. This is in line with the terms of reference.
- 2.2. The terms of reference state that there should be 3 Public Governors and 2 Staff Governors in addition to the Chair. It is noted that one of the Public Governor positions must be filled by the Lead Governor - although this has been enacted in practice it is not clear in the terms of reference (see section 4).
- 2.3. All Public Governor positions have been filled and the 2 Staff Governor vacancies were also filled during this financial year, one of which had been a long-standing vacancy.
- 2.4. As the Committee meets less frequently than others, the review of attendance is more limited, but there were minimal apologies made at the meeting in May 2023 and the meeting which took place on 23 January 2024 was quorate.

3. Work of the Committee

- 3.1. In accordance with the terms of reference the work of the Committee can be divided into two key themes. A summary of the work undertaken is mapped against each theme below:

Theme	Work undertaken
Nomination role	<ul style="list-style-type: none"> • Considered succession planning at the end of 2022/23 (at the January 2023 meeting), which informed the

Theme	Work undertaken
	<p>recruitment during 2023/24.</p> <ul style="list-style-type: none"> • In January 2024 the Committee will broadly consider succession planning when reviewing proposals for re-appointment of Non-Executive Directors. • The Committee took a lead role in the appointment of 2 Non-Executive Directors during 2023/24, with the members of the Committee working with the Chair to lead the recruitment process. • In January 2024 the Committee will consider the proposals to re-appoint 3 Non-Executive Directors.
Remuneration role	<ul style="list-style-type: none"> • The Committee has reviewed remuneration on an annual basis with reference to national guidance and benchmarking. This is scheduled for January 2024 to inform the forthcoming financial year. • Fit and proper person considerations are made as part of appraisal and re-appointment processes and can be evidenced during the year. • It is noted that as per the terms of reference there is a role for the Committee to agree with the Council of Governors a process for the appraisals of the Chair and Non-Executive Directors and receive assurance over the outcome. These items were presented directly to the Part 2 Council of Governors in 2023/24, rather than via the Committee.

- 3.2. This demonstrates good coverage of the core items contained within the terms of reference. As outlined above, the appraisal process and outcomes were presented and agreed directly with the Council of Governors in 2023/24, but going forwards it will be ensured that they are first presented to the Committee, which can then make a recommendation to the Council.

4. Terms of reference

- 4.1. The terms of reference are included at the end of this report for review. There is one proposed amendment – to explicitly state that the Lead Governor must be one of the Public Governor members of the Committee.

5. Conclusions and recommendations

- 5.1. Members are recommended to be assured that the Governor Remuneration Committee has undertaken its core duties during the 2023/24 financial year.
- 5.2. The Committee has been quorate on each occasion and all vacancies have now been filled.
- 5.3. It is recommended that the Council of Governors ratify the terms of reference, which were approved by the Governor Remuneration Committee in January 2024.

Committee

Terms of Reference



Governor Remuneration Committee

Constitution and Purpose – The Governor Remuneration Committee is a formal committee of the Council of Governors with delegated responsibility to monitor, review and make recommendations to the Council of Governors with regards to the appointment and remuneration of the Chair and Non-Executive Directors.

The Committee is authorised by the Council of Governors to investigate any activity within its terms of reference. Any decisions of the Committee shall be taken on a majority basis.

The committee is authorised by the Council of Governors, subject to funding approval by the Trust, to request professional advice and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.

Date Adopted / Reviewed	February 2024
Review Frequency	Annually
Review and approval	Governor Remuneration Committee (January 2024)
Adoption and ratification	Council of Governors

Membership	<p>The Committee shall be appointed by the Council of Governors and shall consist of:</p> <ul style="list-style-type: none"> • 1 Appointed Governor (who shall chair the Committee) • 3 Public Governors (one of whom must be the Lead Governor) • 2 Staff Governors
Attendance	<p>The Chair of the Council of Governors will be expected to be in attendance.</p> <p>Where the Committee is considering the Chair's re-appointment or remuneration, the Senior Independent Director will attend the Committee.</p> <p>Other Trust staff may be invited to attend meetings depending upon the issues under discussion.</p>
Meeting frequency and quorum	<p>Meetings shall be held as required (for example in line with the expiry of terms for the Chair and Non-Executive Directors), but there will be at least one meeting annually. Meetings shall be held prior to the Council of Governors to support the timely flow of assurance and items for escalation.</p>

	<p>To be quorate there should be at least 3 members present.</p> <p>Members and regular attendees are expected to achieve 75% attendance annually.</p>
Meeting organisation	<p>The Committee shall be supported administratively by the Company Secretary.</p> <p>In accordance with the Trust's Standing Orders, papers will be circulated to members and attendees six days before the meeting wherever possible, and no later than three clear days before the meeting, save in emergency.</p> <p>Minutes of the Committee's meetings are held by the Company Secretary and are circulated (alongside the agenda for the following meeting), to members and attendees.</p>

Committee duties and responsibilities	
Nomination role	<ul style="list-style-type: none"> • Give consideration to succession planning for Non-Executive Directors and the Chair (including reviewing the balance of skills, knowledge, experience and diversity), taking into account the challenges and opportunities facing the Trust, and its plans to address them, and consulting with the Board of Directors as to the skills and expertise needed on the Board of Directors in the future. • Agree with the Council of Governors a clear process for the nomination of Non-Executive Directors and the Chair. • For each appointment: <ul style="list-style-type: none"> • Take account of the views of the Board on the qualifications, skills and experience required for each position; • Review the role description and expected time commitment; • Through a recruitment process identify suitable candidates to fill vacant posts and make recommendations to the Council of Governors on their appointment; • Seek assurance that proposed Non-Executive Directors / Chair are 'fit and proper'; and • Seek assurance that proposed appointees have disclosed significant commitments and potential conflicts of interest prior to appointment. • On behalf of the Council, review proposed re-appointments of Non-Executive Directors / the Chair and make a recommendation to the Council of Governors. • Advise the Council of Governors with regards to any matters relating to the removal from office of a Non-Executive Director.
Remuneration	<ul style="list-style-type: none"> • In accordance with all relevant laws and regulations, review the remuneration, allowances and other terms and conditions of office of the Non-Executive Directors and the Chair, making a

	<p>recommendation on policy to the Council (taking into account the views of the Chair and Senior Independent Director except in respect of their own remuneration and terms of service).</p> <ul style="list-style-type: none"> • Agree the process for and receive assurance over the outcome of the annual performance appraisals of the Chair and Non-Executive Directors. • In adhering to all relevant laws and regulations establish levels of remuneration which: <ul style="list-style-type: none"> • Are sufficient to attract, retain and motivate Non-Executive Directors of the quality and with the skills and experience required to lead the Trust successfully, at a level that is proportionate and affordable for the Trust; • Reflect the time commitment and responsibilities of the roles; • Take into account appropriate benchmarking and market-testing; and • Are sensitive to pay and employment conditions elsewhere in the Trust. • Monitor procedures to ensure that existing directors remain fit and proper persons.
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Reporting and monitoring	
Reporting	The Committee will report to the Council of Governors (in Part 2) and make recommendations with regards to appointment, re-appointment and remuneration of Non-Executive Directors and the Chair.
Monitoring	<p>Compliance with the terms of reference will be reviewed via an annual self-assessment. This will inform any proposed revisions to the terms of reference and the cycle of business.</p> <p>The outcome of the effectiveness and terms of reference review is to be presented to the Council of Governors following consideration by the Committee.</p>



Report Cover Sheet

Agenda Item: 18iii

Report Title:	Trust's Membership Strategy			
Name of Meeting:	Council of Governors			
Date of Meeting:	14 February 2024			
Author:	Diane Waites, Corporate Services Assistant			
Executive Sponsor:	Alison Marshall, Chair of the Board and Council of Governors			
Report presented by:	Diane Waites, Corporate Services Assistant			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision: <input checked="" type="checkbox"/>	Discussion: <input type="checkbox"/>	Assurance: <input type="checkbox"/>	Information: <input type="checkbox"/>
	To approve the updated Trust's Membership Strategy following review and recommendation by the Membership Strategy Group			
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input checked="" type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Membership Strategy Group – 7 February 2024			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • The Membership Strategy describes the Trust's aim to maintain and develop an active membership • An outline strategy was shared with the Membership Working Group on 11th January 2024 for review and discussion and presented back to the Group on 6th February 2024. • The Group recommend the strategy for approval by the Council of Governors. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	To approve the revised Trust Membership Strategy following review and recommendation by the Membership Strategy Group.			
Trust Strategic Aims that the report relates to:	Aim 1 <input type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients		

	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust strategic objectives that the report relates to:	SA2.3 – developing our culture				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	None identified.				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Not applicable <input checked="" type="checkbox"/>		



Gateshead Health
NHS Foundation Trust

Membership Strategy 2024-27

February 2024

CORPORATE SERVICES

Published: February 2024

Review date: February 2027

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Introduction

The Membership Strategy describes our plans to maintain and develop an active membership. It defines the membership community and sets out a series of actions to help us achieve our objectives.

Members are a key link with our community and constituencies, and we would like our members to be involved in the Trust, and to be kept up to date about our services, our staff and any key developments.

Our Trust

Gateshead Health NHS Foundation Trust was authorised as a Foundation Trust in January 2005. We provide secondary care, community services and older persons' mental health services to a local population of approximately 200,000. We also provide specialist screening services, gynaecology-oncology, pathology and breast services across a wider population, including other parts of the North East, Humberside, Cumbria and Lancashire.

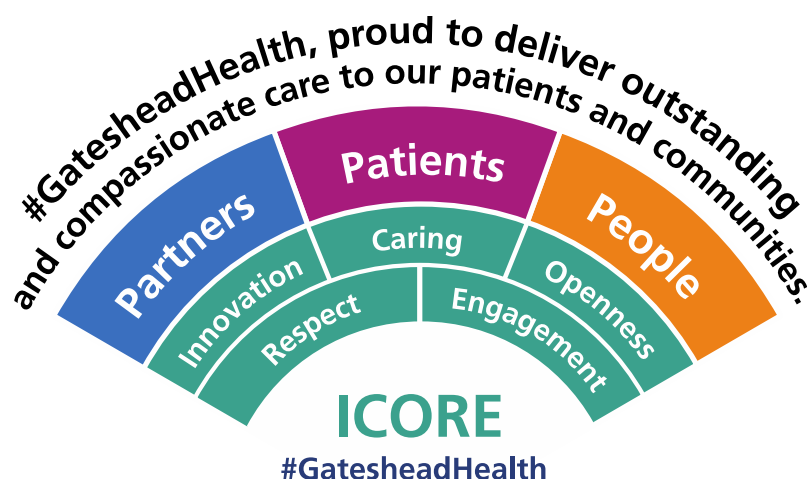
Our services are primarily delivered from three locations in the Gateshead area – the Queen Elizabeth Hospital site, Bensham Hospital and Blaydon Urgent Treatment Centre.

We employ over 4,800 staff and are also supported by many valued volunteers from our local communities.

Our values are grouped to form the acronym ICORE – Innovation, Care Openness, Respect and Engagement. Our values are the core of who we are and everything we do – we strive to live our values every day to provide the best care to our patients and the best working environment for our staff.



Our patients, people and partners are at the heart of our strategy and underpin everything we strive to deliver and achieve.



What Membership means to the Trust

Becoming a member of the Trust provides ways in which people, and in particular local people from Gateshead and the surrounding area, can contribute to the Trust's success through a form of social ownership. We seek to achieve this through an active public and staff membership and a Council of Governors that builds and sustains a wide consensus about the services provided at the Trust.

Not all members will be able to or wish to serve on the Trust's Council of Governors but many more will expect to have some tangible involvement in the affairs of the Trust. Our strategy seeks to ensure that members are enabled to participate at the level they feel is more appropriate.

We hope to be able to show members how being involved has an effect on the hospital, our decisions, resources and services. Members will receive mailings of the membership newsletter "Gateshead Health members' news" via email.

Membership means participation and responsibility – where local people, carers, staff and patients get involved in their local hospital, not for personal gain but for the benefit of the local community.

Experience in other areas of public service shows that local people want to be listened to and that they want their views to be taken into account. Our users do not necessarily want to make decisions or manage their own services but they do want to have a say and expect us to act in response to what they have said.

Public and staff members will have a role in the way the hospital is governed.

This means they can:

- Have a say by sharing views at events, via their Governor representatives or through contact with the Corporate Services team
- Vote in the elections for the Council of Governors
- Stand for election to the Council of Governors
- Influence proposed changes to services and future plans for the development of the hospital through consultation exercises
- Involve themselves in membership events and activities

Our membership structure

The membership of the NHS Foundation Trust is divided into three kinds of members – Public, Out of Area / Patient and Staff.

Public Membership

Those eligible to become public members are people over the age of 16 who live in Gateshead and the immediate surrounding area which is divided into three constituencies; Western, Central and Eastern Gateshead, and the Out of Area constituency which covers the geographical area of the North East and North Cumbria Integrated Care System (other than areas within the Gateshead constituency). The Out of Area constituency also encapsulates service users of the Trust who live outside of the geographical area but have at any time during the seven years immediately preceding the date of their application been a

patient of the Trust. Carers of patients who meet these criteria are also eligible to become members of the Out of Area constituency.

The map below shows the boundaries for the public membership

People over 16 years of age, living in these areas who wish to become a public member of Gateshead Health NHS Foundation Trust, must complete and have accepted a membership application form. Members can vote to elect Governors for their constituency and can choose to be nominated to stand for election as a Governor.



Staff members

Staff directly employed by the Trust are automatically members for the duration of their employment, unless they choose to 'opt out'.

Staff whose services are contracted for by the Trust, staff not employed by the Trust but who in effect work in and with the Trust for most of their time are given the same status as staff, if they wish, provided they have worked with the Trust for a minimum of one year.

Employees of the Trust cannot be public members.

The Council of Governors

The Council of Governors is responsible for ensuring that the views of members are given to the Trust. The majority of Governors are elected by the public membership of Gateshead Health NHS Foundation Trust. The remaining Governors are elected by the patient membership or staff membership and some are nominated by partner organisations.

The number of Governors in each category is:

Public – Elected

The number for each constituency is based on the population of each constituency:

16 Governors

- 6 – Western
- 3 – Eastern
- 7 – Central

Out of Area – Elected

1 Governor

Staff – Elected

6 Governors

Appointed Governors

8 Governors:

- 1 x Gateshead Council Governor
- 1 x Voluntary Organisation Governor
- 1 x Newcastle University Governor
- 1 x Northumbria University Governor
- 1 x Gateshead College Governor
- 1 x Gateshead Jewish Community Council Governor
- 1 x Gateshead Healthwatch Governor
- 1 x Gateshead Youth Assembly Governor

The make-up of our appointed Governors is currently under review to ensure it is reflective of the Trust's key stakeholders following the establishment of the North East and North Cumbria Integrated Care System (ICS) and the changes to NHS regional commissioning and governance.

The main statutory duties of the Council of Governors are:

- Represent the interests of members and the public
- Appoint the Chair and other Non-Executive Directors
- To hold the Chair and Non-Executive Directors to account for performance of the Board

- Approve the appointment of the Chief Executive
- Receive the Trust's Annual Report and Accounts
- Appoint the Trust's external auditors

Building an Active Membership Base

Gateshead Health NHS Foundation Trust is a public benefit corporation and membership is open to all local people willing to accept the responsibilities of membership. We have a responsibility to develop the membership in order to:

- Ensure the culture of membership is attractive to new members
- Increase the number of active, informed members who are representative of our patients and local communities
- Increase the quality and level of participation in the Trust to ensure good governance
- Enable elected representatives to fulfil their roles and responsibilities so they may help develop strategy and policy
- Create a culture whereby members feel ownership of the Trust
- Ensure the composition of membership reflects the diversity of local communities
- To represent the interests of the public across a wide geographical footprint or in other Integrated Care Systems

Membership Register

The Health and Social Care Act 2003 requires NHS Foundation Trusts to have a register of members which is available to the public on request. The register must show, in respect of each member, their name and the constituency to which they belong. Any member may request that their details are not made available in the register of members.

As a Foundation Trust there is a legal basis for having a representative public membership. Membership information will not be used for any other purpose other than keeping members informed about the work of the Foundation Trust, including elections to the Council of Governors. Members details will be held until such time as a request is made to be removed from the register. Members details are stored on an external electronic database managed under contract by the Foundation Trust. Our contractor, Civica Engagement Solutions, complies with all data protection requirements within the General Data Protection Regulation Act and those set by the Trust. If any member is dissatisfied they have the right to discuss the use of their personal data with the Trust's Data Protection Officer or have the right to lodge a complaint with the Information Commissioner's Officer.

Our objectives:

Objective 1 – to build and maintain a membership that is representative of the constituencies we serve reflecting the age and diversity of our population

Objective 2 – effectively communicate with our members by providing appropriate, accurate and timely information to our members to assist them in making informed contributions

Objective 3 – build an involved membership who are actively engaged in the development of the Trust and its activities

Objective 4 – promote and raise awareness of the role of a member and Governors

Objective 1:

Build and maintain a membership that is representative of the constituencies we serve, reflecting the age and diversity of our population:

The Trust will use a range of recruitment and engagement methods to help achieve the aims set out below:

Key Aims	How will we achieve our aims?
To recruit members from the Trust constituencies and encourage member retention	<ul style="list-style-type: none"> • Eg. Targeted membership recruitment and engagement • Medicine for Members/discussion forums • Governor activities eg. Stalls in the hospital • Targeted communications eg. Gateshead Health members news • Social media and Trust website
Ensure our membership is representative of the diverse population we serve	<ul style="list-style-type: none"> • Develop and maintain networks and links to the community including under-represented groups • Work closely with the Trust's Equality, Diversity, Inclusion & Engagement Manger
To maintain an accurate membership database	<ul style="list-style-type: none"> • Update and maintain the membership database to reflect changes • Analyse membership on a regular basis and review at Membership Strategy Group

Objective 2 – effectively communicate with our members by providing appropriate, accurate and timely information to our members to assist them in making informed contributions

Key Aims	How will we achieve our aims?
To develop and maintain the connection between the Trust and its members through effective communication	<ul style="list-style-type: none"> • Production of member communication including emails, surveys and regular newsletter • Promote benefits of membership in local community • Medicine for Members events • Social media and Trust website

Objective 3 – build an involved membership who are actively engaged in the development of the Trust and its activities:

Key Aims	How will we achieve our aims?
To obtain feedback from members and encourage members to become active by involvement in local health related activities	<ul style="list-style-type: none"> • Regular surveys to ask for views and input • To promote the benefits of membership in the local community
To inform members of the plans and performance of the Trust	<ul style="list-style-type: none"> • Annual Members Meeting • Encourage attendance of staff members • Promotion via social media, newsletter

Objective 4 – promote and raise awareness of the role of a member and Governors

Key Aims	How will we achieve our aims?
To promote the work of the Trust and Governors	<ul style="list-style-type: none"> • Annual Members Meeting • Opportunities to meet Governors via discussion forum, etc • Develop promotion for Staff Governors, ie. tea and chat session • Promotion via posters, social media and newsletter • Establish links with community centres, GP practices, pharmacies, schools and other public venues • Information stands to raise awareness and planned engagement events

Evaluating Success

This membership strategy is the property of the membership, operated on their behalf by their elected representatives. Everybody has a contribution to make but it is the governors who have a key role in monitoring the effectiveness of the strategy and ensuring that it remains meaningful and relevant as the membership of the Trust grows and matures.

The Membership Strategy Group is established as Committee of the Council of Governors. Its purpose is to lead the development and implementation of the Trust's Membership Strategy. The success of the strategy is through delivery of the aims and objectives.

A progress report will be provided to the Council of Governors on an annual basis.

Looking Ahead

Membership development is an ongoing, evolving activity that needs to be responsive to new local conditions. As such, the plan will change to meet new circumstances and challenges. This strategy will be reviewed annually by the Membership Development Group and the Council of Governors of the Foundation Trust to ensure it properly targets and accurately reflects the needs and wishes of both the Trust and the wider community.

The success of the strategy will ultimately be gauged by the membership: whether it is an active and engaged membership that feels a sense of pride and belonging in the Trust and whether that membership has grown in strength and size and acts as a support and partner to the hospitals while feeling valued and respected in return.

All Governors, the Corporate Services Assistant and the Company Secretary can be contacted via the Trust: [Governors - Gateshead Health](#).

Committee:	Council of Governors
Chair:	Alison Marshall
Financial year:	2024/25

Denotes an item for Part 2 of the meeting

	Lead	Purpose of item	May-24	Sep-24	Nov-24	Feb-25
Standing Items						
Apologies	Chair	For Information	√	√	√	√
Declaration of interests	Chair	For Information	√	√	√	√
Chair's business	Chair	For Information	√	√	√	√
Minutes	Chair	For Decision	√	√	√	√
Action log & matters arising	Chair	For Assurance	√	√	√	√
Cycle of business	Chair	For Information	√	√	√	√
Meeting review / reflections	Chair	For Discussion	√	√	√	√
Board and Committee Updates						
Chief Executive's Update* including ICS / ICB updates	Chief Executive	For Assurance	√	√	√	√
People and OD Committee Report	Committee Chair	For Assurance			√	
Quality Governance Committee Report	Committee Chair	For Assurance		√		
Finance & Performance	Committee Chair	For Assurance			√	
Audit Co (including Audit Committee Annual Report and Terms of Reference)	Committee Chair	For Assurance		√		
Digital Committee	Committee Chair	For Assurance	√			√
Charitable Funds	Committee Chair	For Assurance	√			√
Trust Updates Including Strategy						
Patient / staff story / service showcase	Various	For Assurance	√	√	√	√
QE Facilities	QEF Board Chair / QEF Managing Director	For Assurance		√		√
NHS Staff Survey results	Director of People & OD / Chair of the HR Committee	For Assurance	√			
Developing the Quality Priorities	Chief Nurse	For Decision	√			
Annual planning update	Interim Director of Strategy, Planning and Performance	For Assurance	√			√
Equality, diversity and inclusion update	Group Executive Director of People and OD	For Assurance			√	
Governance						
Review of Constitution	Company Secretary	For Decision	√			
Non-Executive Director appointments	Chair	For Decision		√		
Performance appraisal and assessment outcomes - Chair and Non-Executive Directors	Chair (for NEDs) Senior Independent Director (For Chair)	For Assurance		√		
Council of Governors' Register of Interests	Company Secretary	For Decision				√
Council of Governors' Annual Effectiveness Survey - Results	Company Secretary	For Discussion				√
Ratification of the terms of reference for Governor groups	Company Secretary	For Decision				√
Lead Governor & Deputy Lead Governor Appointments	Company Secretary	For Decision	√			√
Appointments to Governor committees (every two years) - not due in 2024/25	Company Secretary	For Information				
Annual report, accounts and auditor's report. NOTE this is addressed via the AGM	Executive Directors (co-ordinated by Company Secretary)	For Information		√		
Appointment of external auditors (note not due to consider until 2025/26)		For Decision				
Elections and Members						
Election update	Company Secretary	For Information		√		
Election results / new Governor welcome	Chair	For Information			√	
Updates from Governor Committees and Groups						
Membership Strategy Group	Chair of the Group	For Assurance	√	√	√	√
Governor Governance and Development Committee	Chair of the Group	For Assurance	√	√	√	√