NHS
South Central Ambulance Service
NHS Foundation Trust

Agenda

Council of Governors Meeting

Date: Monday 12 May 2025
Time: 18:30 – 21:00
Venue: Shaw House / Microsoft Teams

Item No.	Item	Lead	Action	Time
Opening Business				
1.	**Chair's Welcome & apologies for absence**	Keith Willett	Verbal/ To note	18:30
2.	**Declarations of Interests**	Keith Willett	Verbal/ To note	-
3.	**Minutes from 12 February 2025 meeting**	Keith Willett	Paper To note	-
4.	**Action Log and Matters Arising**	Keith Willett	Paper To note	-
Statutory Duties: Performance and holding to account				
5.	**Governor priorities and areas of interest**	Helen Ramsay	Paper To note	18:40
6.	**Chief Executive's Update** • Anonymous concerns	David Eltringham	Verbal To note	18:45
7.	**Area of assurance for:** Governor priorities and areas of interest and governor questions submitted 48 hours pre the meeting via the Company Secretary mail box. To provide assurance and for information for this section please refer to the Integrated Performance Report; Board Committee Escalation Reports; and other information available in the March 2025 Board in Public meeting papers at: SCAS-Trust-Board-Meeting-in-Public-27.03.25-Updated-Bundle.pdf a) Integrated Performance Report	Non-Executive	Verbal For Assurance	18:55

	b) Board Committee Escalation Reports	Directors Non-Executive Directors		
Council of Governors Operations:				
8.	**Strategy updates:** **a) South East Coast Ambulance (SECAmb) collaboration update** **b) Fit for the Future Strategic Framework** **Followed by Q&A**	David Ruiz-Celada	Verbal To note	19:40
9.	**Membership and Engagement Committee update**	Alan Weir	Paper To note	20:30
10.	**Council of Governors Governance update**	Becky Southall	Verbal To note	20:40
Closing Business				
11.	**Any Other Business**	Keith Willett	To note	20:50
12.	**Questions from Members/Observers** *Questions from Members/Observers should be submitted to the Company.Secretary@scas.nhs.uk mailbox 48 hours before the meeting.*	Keith Willett	To note	-
13.	**Review of meeting effectiveness**	Keith Willett	To note	21:00
14.	**Time, Date, and Venue of next Meeting** 21 July 2025 Shaw House / Teams 18:30 – 21:00			

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Minutes
Council of Governors

Date: 12 February 2025
Time: 18:30 - 20:30
Venue: Microsoft Teams

Governor's present	
Helen Ramsay (HR)	Public Governor, Oxfordshire & Lead Governor
Mike Appleyard (MA)	Public Governor, Buckinghamshire
Rachael Cook (RC)	Staff Governor, Staff Governor, 999 EOC
Anne Crampton (AC)	Appointed Governor
Mark Davis (MD)	Public Governor, Berkshire & Deputy Lead Governor
Lloyd Day (LD)	Staff Governor, 999 Operations South
Grahame Hoskin (GH)	Appointed Governor
Chris Jenner (CJ)	Staff Governor, PTS and Logistics
Tony Jones (TJ)	Public Governor, Berkshire
Paul Kelly (PK)	Public Governor, Buckinghamshire
David Luckett (DL)	Public Governor, Hampshire
Charles McGill (CM)	Public Governor, Hampshire
Tony Nicholson (TN)	Public Governor, Hampshire
Huw Pateman (HW)	Public Governor, Buckinghamshire
Mark Potts (MP)	Public Governor, Berkshire
Alan Weir AW)	Staff Governor, Corporate Services
Cllr Barry Wood (BW)	Appointed Governor
Christoper Wood (CW)	Public Governor, Hampshire
Governor apologies	
Tim Ellison (TE)	CRF Governor
Ian Sayer (IS)	Staff Governor, 999 Operations North
Governors not in attendance	
Hilary Foley (HF)	Public Governor, Hampshire
Tariq Khan (TK)	Staff Governor, NHS 111
David Wesson (DW)	Public Governor, Oxfordshire
Directors/Others in attendance	
Professor Sir Keith Willett CBE (KW)	Non-Executive Director & Chair
Sumit Biswas (SB)	Non-Executive Director
Les Broude (LB)	Non-Executive Director
Nigel Chapman (NC)	Non-Executive Director
Ian Green (IG)	Non-Executive Director
Katie Kapernaros (KK)	Non-Executive Director
Mike McEnaney (MM)	Non-Executive Director
Dhammika Perera (DP)	Non-Executive Director
David Eltringham (DE)	Chief Executive
Becky Southall (BS)	Chief Governance Officer

Kofo Abayomi (KA)	Head of Corporate Governance & Compliance
Margaret Eaglestone (ME)	Stakeholder and Engagement Manager
Susan Wall (SW)	Corporate Governance and Compliance Manager

Item No.	Agenda Item
1.	**Chairs welcome & apologies for absence**
1.1	Keith Willett (KW), Non-Executive Director and Chair welcomed all to the meeting, and apologies for absence were noted.
1.2	KW informed for the item regarding his reappointment he would absent the meeting and Les Broude (LB), Non-Executive Director (NED) would Chair for this item, and similarly for the re-appointment of Helen Ramsay (HR), Public Governor and Lead governor.
2.	**Declarations of Interest**
2.1	HR declared her position as a NED for a company relating to freight that was not considered of interest to items on the agenda nor Trust business.
3.	**Minutes from 17 October 2024 meeting**
3.1	The minutes for the 17 October 2024 Council of Governor (CoG) meeting were approved as a true record of the meeting.
4.	**Action Log and Matters Arising**
4.1	The Action Log was reviewed with both items being agreed to be closed.
4.2	**Actions closed:** Action 13 - Policy and procedures for Governor ride outs. Information had been circulated to governors February 2025. Action 14 – Governor poll to be undertaken to establish the optimal meeting time and type for CoG meetings. Poll was in place.
4.3	There were no open actions.
5.	**Governor priorities and areas of interest**
5.1	HR outlined the 6 Governor priorities and areas of interest questions as detailed in the supporting paper.
5.2	KW stated assurance for the priority areas would be provided via the series of updates from NEDs present and David Eltringham (DE), Chief Executive Officer. Supporting documentation was available from the January 2025 Board in Public paper pack.
5.3	The Council **NOTED** the priorities and areas of interest questions.
6.0	**Chief Executive's (CEO) Update**

6.1	DE highlighted the following from the CEO update previously presented at the January 2025 Board in Public meeting:
	<u>Operational performance</u>
6.2	The system commitment to partnership working and winter planning and preparedness had led to significantly improved operational performance over the challenging winter period, with improvements being sustained into the new year. Category 2 mean was at 27:58, 4 minutes better than the plan agreed with NHS England at the commencement of the financial year. Organisations collaboration and shared endeavours had supported the introduction of Release to Respond (R2R) across the SCAS geography that supported the timely hand over of patients, freeing up ambulances. The opening of the new Urgent Treatment Centre at the Queen Alexandra Hospital, Portsmouth and Single Point of Access also supported improvements.
	<u>Financial position</u>
6.3	The Trust was almost 2 years into the delivery of the 3-year recovery plan and was making headway against the £36 million deficit position, and was on plan to deliver the control total, £10.1 million deficit outturn, agreed at the beginning of that Financial Year (FY). Work was being undertaken for the next FY 2025/26 to close an unmitigated gap of £18.9 million prior to the Trust's annual plan submission to its lead commissioner, Hampshire and Isle of Wight (HIoW) Integrated Care Board (ICB).
	<u>Recovery Support Programme</u>
6.4	The Trust was strriving to exit the Recovery Support Programme (RSP) by September 2025. The Trust was making good progress in meeting the transition criteria agreed with NHS England and the process involved much scrutiny at regional and national meetings.
	<u>Executive Restructure</u>
6.5	A requirement to exit RSP undertakings was for a review of the Trust's leadership structure. The Executive Structure had been reviewed in 2024 to create 5 Directorates. Appropriate internal processes and consultation within the organisation and wider to include joint partnerships had been undertaken and a revised plan to include recommendations had been approved via the Remuneration Committee.
	<u>Corporate Review</u>
6.6	The review and subsequent reshaping of corporate services had been a challenging time for the Trust but was necessary owing to the Trusts financial position and efficiencies.
	<u>Questions from Governors</u>
6.7	Paul Kelly (PK), Public Governor, sought assurance around the corporate review process and those impacted, and impact on the service of the organisation. DE stated the Trust had observed the regulated set of procedures associated with the process, and a Quality Impact Assessment had been undertaken and reviewed by Executive Directors to ensure there was sufficient capacity and capability for areas where posts had been removed. The corporate review was intrinsically linked to the Executive restructure and took into consideration, held vacancies, non-recurrent investment, and was in balance with recommendations from the Care Quality Commission.

6.8	Barry Wood (BW), Appointed Governor enquired about the new role of Deputy CEO (DCEO) from the Executive Structure review. DE explained feedback from the consultation had deemed the DCEO role too big a role to be included under the Chief Finance Officer role, and separating this role out still supported savings and the revised Executive re-structure.
6.9	The Council **noted** the Chief Executive Officer's Report.
7.	**Area of assurance:** **a) Governor priorities and areas of interest** **b) Integrated Performance Report** **c) Board Committee Escalation Reports**
7.1	a) Governor priorities and areas of interest responses: <u>Release to Respond (R2R)</u>
7.2	In relation to the assurance sought by governors Lloyd Day (LD), Staff governor expressed within the Trust's geography he worked there was mixed engagement in receiving hospitals to the implementation of R2R. DE informed a Standing Operating Procedure had been negotiated separately with all hospitals across the SCAS patch with their CEOs and senior leadership teams and all involved were committed. R2R was making good progress with some hospitals taking longer to embed the process. LB assured much work had been undertaken and key was sustainability. Sumit Biswas (SB), NED reported he had seen an improvement in staff morale from visiting Trust sites and engaging with staff, however as mentioned there was still some patchiness in the deployment and working practices with some hospitals. <u>Implementation of new rotas</u>
7.3	Ian Green (IG), NED, and Chair of the People and Culture Committee (PACC) stated that the new rotas had not yet been fully implemented throughout the organisation and a review would be undertaken in the first quarter of the new financial year. The Executive Management Committee (EMC) would be evaluating the review and received regular updates to ensure rotas focused on improving performance whilst balancing the needs of staff with oversight from PACC. IG highlighted there would always be a wide range of views and mixed preferences in rota changes. In relation to short notice to change of shifts this formed part of the Agenda for Change and staff did receive compensations if a change was within 24 hours. LD raised the mismatch of staffing numbers to the variety of shifts with implications for rescheduling and reduced operational time. KW replied this would be looked at as part of the review by Executives at EMC. <u>BBC news article South East Coast Ambulance Service (SECAmb) and SCAS</u>
7.4	KW articulated the collaboration was to explore opportunities around practical and functional operational delivery. At a Board-to-Board meeting, it was agreed to ascertain areas of commonality and shared expertise that could be gained in acting together in exploring opportunities. A strategic lead had been appointed working across both ambulance services. It was an exploratory collaboration with nothing predetermined for an intent for longer term merging. There was also the wider collaboration in place with Southern Ambulance Alliance, across 5 ambulance services in the South. <u>Vehicles off Road (VORs)</u>

7.5	Mike McEnaney (ME), NED gave a brief overview of the background to the current Fleet position. NHS England had agreed a few years ago for ambulance trusts to only use one model of vehicle for Dual Crewed Ambulances (DCAs) and this had impacted by: delayed procurement and delivery; reduction in capacity and delays for conversion and availability of parts; and this model's engines had proved unreliable. The position was putting pressure on the Trusts services with a high utilisation of older fleet vehicles to compensate.
7.6	Work had been in progress for some months to improve matters as the current VOR position was at over 40% (target 23%) was not sustainable from a financial position or optimal in delivery of services. Changes in train included: • NHS England had widened vehicle specification. • Improved delivery of vehicles on order. • Team in place working on the fleet replacement programme. • Workshop enhancements, new ramps, and shift pattern changes had improved capacity. • New digitised data logging of vehicles to optimise utilisation of the fleet.
7.7	ME informed oversight of the fleet was included as part of the operational performance at the Finance and Performance Committee, and South Central Fleet Services of which he was Chair. Katie Kapernaros (KK), NED added she was working with the IT team to establish any improvements for data records.
7.8	LD enquired how the Trust ranked nationally for its VOR rate. DE reported the Trust was the lowest nationally and measures as mentioned were in place in addressing the fleet, its capacity, and more agile maintenance. The pilot around a Hub based model was also in place at North Harbour. LB added it was known that additionally there was some discrepancy across ambulance trust's in how VORs were measured so figures were not a pure comparison.
7.9	Mike Appleyard (ME), Public Governor sought assurance around: if lessons had been learned nationally from NHS England one model instruction for vehicle purchasing; workshops ability in servicing new incoming models; and was there a national move to electric vehicles. KW responded the initiative around one model had been cost driven, however as this had not proved viable NHS England had made different vehicles and options available. DE informed the Trust would be receiving 3 prototype electric vehicles to trial; however, the current site infrastructure was presently unable to accommodate a large number of EVs. A front line EVs trail in London was working reasonably well as the infrastructure and journey time distance was shorter. MM stated training on engineering on new models was important and would be put in place as changes took place.
	<u>Wellbeing Week</u>
7.10	IG acknowledged the reference to the poor take up from staff in the previous wellbeing week, however it was similar to other trusts. The wellbeing week was mid-May and encouraged for governors, in particular staff governors, to get involved.
	<u>Patient Transport Services (PTS)</u>
7.11	LB gave assurance that every effort was being made by the Trust to ensure a smooth transfer of staff impacted by the cessation of PTS contracts, and the evaluation of stranded costs and their implications was being assessed.

	Discussions were in place for the strategic future of the remaining PTS contract in relation to the financial sustainability of the service.
	<u>Governance Team</u>
7.12	Since joining the Trust in December 2024 BS reported that a review of all governance processes was being undertaken in servicing the Board, its Committees and CoG to streamline and set standards and improvements which would been seen over the coming months.
	<u>Public Engagement</u>
7.13	BS updated that in relation to public engagement for Board in Public meetings and CoG meetings a portable solution had been identified to assist in improving meeting experience, and when in place it would be appropriate to open up meetings via a link on the Trust website.
	<u>Fit for the Future</u>
7.14	DE reported Fit for the Future remained a real focus in terms of modernising the organisation in creating an ambulance service that was modern, sustainable, and capable of serving communities in years to come. There were improvement activities in train under each pillar workstream: review of operational processes and structure for service delivery; testing of the Hub model at North Harbour; enhancement of Hear and Treat in Call Centres; review of Estates; Fleet modernisation; review of values and behaviours; digital development and risk assessing; and importantly communication in how to improve staff understanding across the trust in connecting projects and activities to the overarching strategy all were part of.
7.15	The campaign around knife crime and its communication and availability to governors raised by Tony Jones (TJ), Public Governor in advance of the meeting would be taken offline.
	<u>b) &c) Integrated Performance Report & Board Committee Escalation Reports</u>
7.16	No questions had been raised in advance of the meeting and reports had been discussed as part of the Board in Public January 2025 meeting.
7.11	The Council **NOTED** the Area of assurance for: questions and Governor priorities and areas of interest; IPR; and Board Committee Escalation Reports.
8.	**Non-Executive Director update**
8.1	KK, provided an update of her first 6 months to the Council since her commencement with the Trust. KK outlined her earlier executive career had been in IT and that she had 6 years' experience in the role of NED within the NHS. KK stated that her experience would assist in exploring connectivity between systems in the Trust and wider to enhance a patient journey. KK was reaching out wider to other NEDs to raise conversations nationally around improvements in IT and the ethics around the safe and effective use of artificial intelligence.
8.2	The Council **noted** the update.
9.	**Membership and Engagement Committee (MEC) report**
9.1	Alan Weir (AW), Staff Governor reported the last MEC had focused on: public talks and events; key safe campaign survey; and health inequalities

	engagement, for note: • An upcoming public event covering 'out of hospital survival of a cardiac arrest' would be supported by the Trust's Chief Paramedic. • Ways of interacting with members and communities around the key safe campaign was being explored. • The health inequalities working group had achieved its first objectives and would reconvene when next steps were verified.
9.2	AW reported the wider work of the MEC was to establish how governors could increase engagement in their areas in support of health inequalities. KW added understanding health inequalities and diversity was fundamental for the Trust to match its services to the needs of communities.
9.3	Tony Nicholson (TN), Public Governor enquired about SCAS being an 'Anchor Organisation' for health inequalities. KW reported that there had been a gap in the work around this in BOB, however the working group involving the Integrated Care Partnership had met the previous week and matters were moving forward in working with HIoW ICS.
9.4	The Council **noted** the update. *KW left the meeting, and LB took over as Chair.*
10.	**Nominations Committee – Reappointment of Trust Chair**
10.1	LB referred to the supporting paper that detailed the Nominations Committee had formally met and endorsed the proposal for KW to be re-appointed for a further 2-year term. The Council approved the recommendation.
10.2	The Council **APPROVED** for Keith Willett, Non-Executive Director to be re-appointed as Chair of the Trust for a further 2-year term. *KW re-joined the meeting.*
11.	**Council of Governors Development Plan update**
11.1	The Council discussed and agreed that the historical Governor Development Plan/actions required refreshing. AW suggested and it was agreed that the MEC would undertake a review of Governor development needs which could link to governor engagement in support of the Trust's needs in line with the Trust's Fit for the Future and other strategies. **Action: Fit for the Future updated to be provided at the next CoG meeting.** **Action: the MEC to review and refresh the Governors Development Plan.**
11.2	The Council **NOTED** the update and actions. *HR left the meeting.*
12.	**Any Other Business**
12.1	KW reported HR's tenure as Lead Governor was due to cease that March and that governors were voting for HR to remain as Lead Governor for an

	additional year. A unanimous majority quorate vote was made in favour of HR to continue as Lead Governor. The Council expressed their gratitude for the hard work and achievements HR had achieved in her first year as Lead Governor.
12.2	The Council **APPROVED** the re-appoint of Helen Ramsay as Lead Governor for an additional year. *HR rejoined the meeting.*
13.0	**Questions from Members/Observers**
13.1	There were no questions from members.
14.	**Review of meeting effectiveness**
14.1	KW recognised additional time had been spent on responding to the Governor priority questions leaving less time for other items.
14.2	Review from the Governors included: • There had been ample time given to focus on the Governors areas of priority in gaining assurance directly from the NEDs. • The time had been used appropriately with flexibility in spending time on what Governors prioritised. • CoG meetings had improved over the last year with changes to the agenda and the introduction of the Governor areas of interest/priorities which made the meeting more productive. • Good quality of discussion.
14.3	KW summarised it felt CoG meetings were moving in the right direction for Governors for them to be more informed, for engagement activities and overall support in delivering the best service the Trust could offer the public. The question and answer session provided understanding around difficulties and challenges the Trust faced and work was being undertaken to encourage more public to attend.
15.	**Date, Time, and Venue of next Meeting**
15.1	Monday 12 May 2025.

South Central Ambulance Service NHS Foundation Trust

Council of Governors ACTION LOG						Status
Minute Ref:	**Agenda Item**	**Action**	**Owner**	**Due Date**	**Update**	
Meeting date: 12 February 2025						
11.1	**CoG Development Plan**	Fit for the Future updated to be provided at the next CoG meeting.	David Ruiz	12 May 2025	On May CoG agenda	**Propose to Close**
11.1	**CoG Development Plan**	The MEC to review and refresh the Governors Development Plan	Alan Weir	12 May 2025	Verbal update	**Open**

NHS
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NHS Foundation Trust

Council of Governors 12 May 2025

Report title	Governor priorities and areas of interest
Agenda item	5
Report executive owner	Becky Southall, Chief Governance Officer
Report author	Helen Ramsay, Lead Governor
Governance Pathway: Previous consideration	N/A
Governance Pathway: Next steps	N/A

Executive Summary
Following a pre-meeting of the Council of Governors, the Governors would like to seek assurance on the topics in the report.

Alignment with Strategic Objectives
With which strategic theme(s) does the subject matter align? Well Led

Relevant Business Assurance Framework (BAF) Risk
To which BAF risk is the subject matter relevant? SR9 - Delivery of the Trust Improvement Programme

Financial Validation	Capital and/or revenue implications? NONE

Recommendation(s)
What is the Committee/Board asked to do: Respond to the assurance topics raised by the governors.

For Assurance	✓	**For decision**		**For discussion**		**To note**	

1. Background / Introduction

1.1 The purpose of this report is to highlight the current governor priorities and areas of interest and to seek assurance on the topics raised in this report.

2. Detail

2.1 Are the NEDs aware and assured of the implications of changing circumstances around staff and the staff perspective of all these changes happening around them.

2.2 Are NEDs assured of the impact around the loss of flexibility of the workforce through a reduction in bank staff and a reduction in the available vacant roles for staff career development.

2.3 Are the NEDs satisfied that SCAS has an adequate level of flexibility/resilience in the future workforce (fit for the future) during periods of peak demand e.g. Winter conditions given the private providers would no longer be an option for recontracting.

2.4 How are NEDs assured that there is greater value in this year's wellbeing week for call centre / frontline staff to be able to access the opportunities afforded.

2.5 Given the close working relationship of SCAS and SECamb, will the NEDs and executive support the development of closer working between SCAS governors and SECamb governors. If so, would the Trust be happy to support setting up an initial discussion to discuss governance-related topics within both Trusts.

2.6 As a major part of governance can NEDs give assurance on the governance implications of not having governors in place and what the plans are for elections for new governors. Can governors be given a table showing terms of office for governors.

3. Quality Impact

3.1 Does the action [or decision not to act] have an impact on patient safety, patient experience or clinical effectiveness? No quality impact.

4. Financial Impact

4.1 Does the required action [or decision not to act] have a financial impact and can this be quantified? No financial impact.

5. Risk and compliance impact

5.1 The purpose of the report is to seek assurance on the topics raised and that there is no risk and compliance impact.

6. Equality, diversity and inclusion impact

6.1 The purpose of the report is to seek assurance on the topics raised and that there is no impact on particular groups of individuals.

7. Next steps

7.1 The Council of Governors will review the responses to the assurance topics raised.

8. Recommendation(s)

8.1 The Group / Committee / Board is asked to:

8.1.1 Respond to the assurance topics raised by the governors

9. Appendices

9.1 None

South Central Ambulance Service
NHS Foundation Trust

Council of Governors
12 May 2025

Report title	Membership and Engagement Committee (MEC) update
Agenda item	9
Report executive owner	Gillian Hodgetts, Director of Communications, Marketing and Engagement
Report author	Margaret Eaglestone, Stakeholder and Engagement Manager
Governance Pathway: Previous consideration	Not applicable
Governance Pathway: Next steps	Council of Governors to note and approve

Executive Summary

The paper gives an update on the MEC, confirms approval of the membership and engagement recommendation and asks the COG to approve Governor objectives for engagement.

Alignment with Strategic Objectives

With which strategic theme(s) does the subject matter align?

Partnership & Stakeholder Engagement

Relevant Business Assurance Framework (BAF) Risk

To which BAF risk is the subject matter relevant? SR4 - Engagement with Stakeholders

Financial Validation	Not applicable

Recommendation(s)
• The Council of Governors is asked to note confirmation of membership offer • The Council of Governors is asked to approve governor objectives.

For Assurance		**For decision**	✓	**For discussion**		**To note**	✓

1. Background / Introduction

1.1 The MEC has confirmed the membership and engagement recommendation.

1.2 The MEC asks the COG to approve governor objectives for engagement.

2. Detail

2.1 The Membership and Engagement Committee (MEC) was held on 25 March online.

2.2 **Presentation on health inequalities and out of hospital cardiac arrest**

2.3 David Hamer, Operations Manager, presented on out of hospital cardiac arrest and health inequalities, and the work that the community and training teams are delivering to promote defibrillator access in areas of deprivation.

2.4 **Membership and engagement recommendation approved**

2.5 Alan Weir, MEC Chair and Staff Governor, presented on a paper on membership and engagement to seek approval on our membership offer.

2.6 The original expectations on Foundation Trusts were to focus engagement on their registered membership. However, in the Addendum to your statutory duties - reference guide to Foundation Trust governors, (October 2022), NHS England advises that governors need to form a rounded view of the wider public, which takes into consideration the population of the local system of the NHS Foundation Trust, and not a narrow section of the public served by the Foundation Trust, to support collaboration across the integrated care systems. See Appendix 1. Adapting to this guidance and recognising our limited capacity for members and public engagement, the Communications and Engagement team maintains a basic offer of regular information to the official membership.

2.7 The MEC approved the recommendation that the resource within the Communications and Engagement Team continues to focus on delivering the current offer of:

- A monthly e-bulletin – highlighting opportunities for the membership to learn more about the trust and get involved in events/projects.
- Quarterly public talks.
- Ad hoc online surveys – where membership views have a clear opportunity to influence the direction of projects/services.
- Supporting public events and ensuring they are promoted to members.
- Furthermore, the MEC proposed an annual manual cleanse of the customer relationship management system (CRM), in addition to the monthly cleanses which are actioned by Civica, the CRM provider.
- We will continue to focus engagement work in support of the health inequalities agenda and activities that are open to the wider public whether they are registered members or not. This will in turn, support recruitment from underrepresented communities, to improve the diversity and representation of membership.

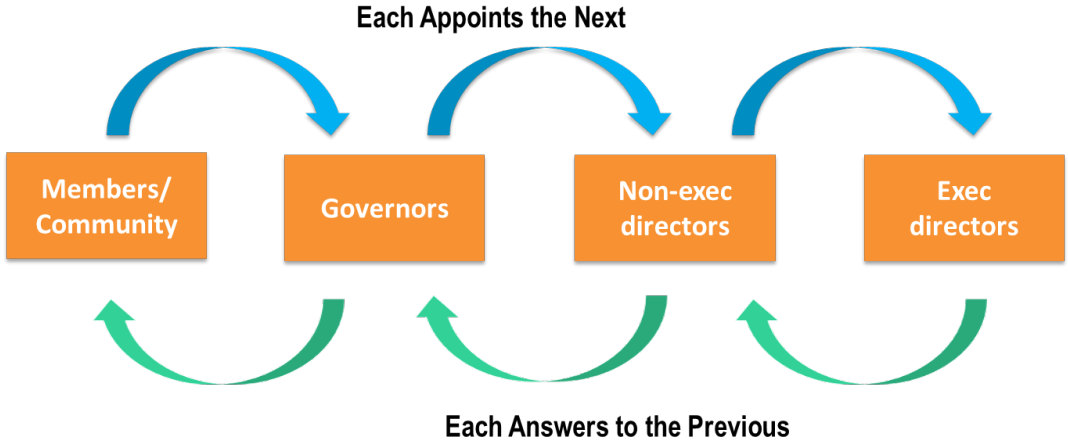
2.8 **MEC seeks approval on Governor engagement objectives**

2.9 Helen Ramsay, Lead Governor, presented on a paper on how the governor engagement model works, what support for public engagement is currently available to Governors to seek approval on a refreshed objectives for governor engagement in 2025 – 2026. The MEC asks the CoG for approval of the objectives.

2.10 The NHS 2006 Act provides councils of governors with their statutory duties. Within those duties, councils of governors are legally responsible for representing the interests of the members of the NHS foundation trust and the public.

2.11 The governance structure that supports engagement with local communities is built on our membership. Our membership elects governors to represent them in several different and important areas which include providing a view on the strategic direction of the trust, gaining assurance about the performance of the Board and performing various statutory functions including the appointment and remuneration of the Chair and non-executive directors.

2.12 Table 1 – engagement model



2.13 Governors are required to represent the interests of the members of the Trust and the wider public. When the NHS moved into working with the Integrated Care Systems (ICS), governors continued to represent the interests of the members of the NHS foundation trust and public. Furthermore, NHS England guidance asks governors to support collaboration between organisations and the delivery of better, joined up care, governors are required to form a rounded view of the interests of the "public at large" and not just the public and members in their own local area.

2.14 The following support is available to Governors:

- Information on membership and public engagement is available.
- 1:1 support offered by stakeholder and engagement manager. Meet online or in person, to scope out areas of interest, and map stakeholders in their local community and networks, including relevant community and voluntary sector organisations.
- Training and education available with NHS Providers and NHS Elect.
- Co-production of resources for online and in person engagement activities, including personalised presentations for key community groups, membership flyers, informative literature in addition to online digital resources to raise awareness of and promote governors on digital platforms, websites and through social media channels.

2.15 Provision of information on community and voluntary sector activity, opportunities for engagement, public relations and strategic partnership events including

emergency service events, dedicated public talks and forums. To improve support available, a poll was sent out to governors on membership and public engagement. The responses have been reviewed and will be presented at the next MEC. They will be taken into consideration to develop the co-production of an engagement strategy, with a clear definition of objectives and outcomes. A refreshed offer of governors membership and public engagement support and evaluation approach using the AMEC framework. Please note that targets are "directional" or "indicative" goals, especially for campaigns rooted in equity, because rigid metrics can sometimes miss the deeper impact.

2.16 The MEC in 2022 agreed that SCAS would expect governors to deliver the following actions to support membership and general engagement. The MEC is asked to approve a refreshed set of objectives for governor engagement in 2025/26.

Objective	**Frequency**
Contact a local community group. Please note, if there is interest, offer to give a presentation or contact Stakeholder and Engagement Manager to arrange an engagement activity with front-line staff	1 per month
Public event or engagement activity	1 per year
Your Health Matters public talk on-line or in person	1 per year

3. Quality Impact

3.1 The work of the MEC has an impact on patient safety, patient experience and clinical effectiveness, in sharing the insights and feedback received, whilst engaging with local populations, with SCAS, to improve the safety and efficacy of SCAS services

4. Financial Impact

4.1 Not applicable.

5. Risk and compliance impact

5.1 The Governors have a statutory duty to engage with the Trust membership and wider public.

5.2 BAF SR4 – engagement with stakeholders.

6. Equality, diversity and inclusion impact

6.1 Governor engagement with underrepresented communities in areas of demand and deprivation is working to improve equity of access to SCAS services.

7. Next steps

7.1 Governor engagement with underrepresented communities in areas of demand and deprivation is working to improve equity of access to SCAS services.

8. Recommendation(s)

8.1 The Council of Governors is asked to note confirmation of membership offer

8.2 The Council of Governors is asked to approve governor objectives.

9. Appendices

9.1 Appendix 1 – Addendum to Your statutory duties – reference guide for NHS foundation trust governors

Classification: Official

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Addendum to Your statutory duties – reference guide for NHS foundation trust governors

System working and collaboration: role of foundation trust councils of governors

27 October 2022

Contents

Equality and health inequalities statement

Promoting equality and addressing health inequalities are at the heart of NHS England's values. Throughout the development of the policies and processes cited in this document, we have:

- Given due regard to the need to eliminate discrimination, harassment and victimisation, to advance equality of opportunity, and to foster good relations between people who share a relevant protected characteristic (as cited under the Equality Act 2010) and those who do not share it; and
- Given regard to the need to reduce inequalities between patients in access to, and outcomes from healthcare services and to ensure services are provided in an integrated way where this might reduce health inequalities.

About this document

This addendum supplements existing guidance for NHS foundation trust governors and explains how the legal duties of foundation trust councils of governors support system working and collaboration.

Key points

- This addendum is based on the existing statutory duties in the 2006 Act, and the principles regarding collaboration and system working in the June 2021 Integrated care systems: design framework.
- To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the 'public at large'.
- Updated considerations are set out in respect to the following legal duties of councils of governors: holding the non-executive directors to account, representing the interests of trust members and the public, and approving significant transactions, mergers, acquisitions, separations or dissolutions.
- This addendum only applies to a council of governors' statutory role within its own foundation trust's governance.

Action required

- NHS England expects councils of governors to act in line with the principles in this addendum.

Other guidance and resources

- Integrated care systems: design framework
- Working together at scale: guidance on provider collaboratives
- The wider suite of Integrated care systems: guidance

1. Introduction

This addendum to NHS England's Your statutory duties: A reference guide for NHS foundation trust governors (the guide for governors), originally published by Monitor, explains how the duties of NHS foundation trust councils of governors support system working and collaboration, and provides examples of good practice. It supplements (rather than replaces) the guide for governors, and the two documents should be used in conjunction.

The guide for governors lays out the statutory duties of NHS foundation trust councils of governors, as provided by the National Health Service Act 2006 (the 2006 Act) and amended by the Health and Social Care Act 2012. It is written for councils of governors (rather than trust boards). The legislation applies to councils of governors as a whole, not individual governors. Councils have no powers of delegation, so they can only take decisions in full council.

There is no change to the statutory duties for councils of governors, as outlined in the 2006 Act. For more details on any of the NHS foundation trust councils of governors' statutory duties and powers, please refer to the legislation or contact your trust secretary.

This addendum is based on the statutory duties in the 2006 Act and the principles regarding collaboration and system working in the June 2021 Integrated care systems: design framework and the Health and Care Act 2022. NHS England expects councils of governors to act in line with the principles in this addendum.

This addendum only applies to a council of governors' role **within its own foundation trust's governance**. It does not relate to the governance of the boards of integrated care boards (ICBs).

1.1 What has changed and why?

Background

A great deal has changed since the guide for governors was last updated in August 2013. With the publication of the NHS Long Term Plan (a 10-year plan outlining the

future of the NHS) in January 2019, the NHS set out its ambition to develop new ways of working based on the principles of co-design and collaboration.[1]

These principles are not new to the NHS, as 'working together for patients' has been a core part of the NHS Constitution since 2012. However, the importance of different parts of the health and care system working together in the best interests of patients and the public has been starkly demonstrated during the COVID-19 pandemic. The immediate and long-term challenges facing the NHS, such as an ageing population, increased demand for services and health inequalities, can only be solved by organisations working together and putting patients, service users and populations at the heart of decision-making.

A key milestone in achieving this was the establishment of integrated care systems (ICSs) across England. ICSs bring local health and care organisations together to deliver the priorities for the health and care system, including complying with the triple aim of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources.[2] They do this over the defined geographical area, and depend on NHS organisations, local authorities and other partners that deliver health and care services working together to plan care that meets the needs of their population. This approach is often called 'system working'.

The Health and Care Act 2022 has removed legal barriers to collaboration and integrated care and put ICSs on a statutory footing by establishing for each ICS:

- An integrated care partnership (ICP), a statutory joint committee of the ICB and the responsible local authorities in the ICS, bringing together organisations and representatives concerned with improving the care, health and wellbeing of the population. Each partnership has been established by the NHS and local government as equal partners and has a duty to develop an integrated care strategy proposing how the NHS and local government should exercise their functions to integrate health and care and address the needs of the population identified in the local joint strategic needs assessment(s).
- An ICB, which brings the NHS together locally, to improve population health and care; its unitary board allocates NHS budget and commissions services, and – having regard to the ICP's integrated care strategy – produces a five-year joint

[1] NHS Long Term Plan, p110, 7.1.
[2] Integration and innovation: working together to improve health and social care for all p23, 3.11.

plan for health services and annual capital plan agreed with its partner NHS trusts and foundation trusts.

The ICP and ICB, together with other key elements of the new arrangements including place-based partnerships and provider collaboratives, will bring together all partners within an ICS.

As ICSs develop, organisations are not only expected to provide high-quality care and manage their own finances, but to take on responsibility for wider objectives relating to NHS resources and population health jointly with other providers. This means that system and place-based partnerships will plan and co-ordinate services in a way that improves population health and reduces inequalities.

The success of individual trusts and foundation trusts will increasingly be judged against their contribution to the objectives of the ICS, in addition to their existing duties to deliver safe, effective care and effective use of resources.[3] Trusts are also expected to avoid making decisions that might benefit their own institution but worsen the position for the system overall.[4]

Forming a rounded view in representing 'the public'

The 2006 Act provides councils of governors with their statutory duties. Within those duties, councils of governors are legally responsible for representing the interests of the members of the NHS foundation trust and the public.[5]

While the meaning of 'the public' is not specified in legislation, councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the public within the vicinity of the trust or those who form governors' own electorates.

To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the 'public at large'. This includes the population of the local system of which the NHS foundation trust is part. No organisation can operate in isolation, and each is dependent on the efforts of others.

[3] Integrated care systems: design framework, p30.
[4] NHS Long Term Plan, p112, 7.9.
[5] Paragraph 10A(b) of Schedule 7 to the NHS Act 2006.

While staff governors and patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public. Therefore, they are required to seek and form a view of the interests of the 'public at large'.

This expectation also extends to appointed governors.[6] The continued expectation of appointed governors is that they will work to further the relationship between their own organisation and the NHS foundation trust, but do so within the context of the system, of which they are part.

There is no requirement for trusts to appoint a governor from an ICB; however, they are free to do so, if they wish.

2. Updated considerations for the statutory duties of councils of governors

The statutory duties of councils of governors have not changed, and governors should not anticipate any material change to their day-to-day role.

However, the NHS' move to a new way of working will affect what councils of governors need to consider when performing their statutory duties. Councils of governors will need to be assured their foundation trust board has considered the consequences of decisions on other partners within their system, and the impact on the public at large.

This section provides clarity on the three statutory duties that will be most affected by the transition to system working, setting out additional considerations for each duty, that reflect the new context trusts are operating in:

a. Holding the non-executive directors individually and collectively to account for the performance of the board of directors.
b. Representing the interests of the members of the NHS foundation trust and the public.

[6] At least one governor is required to be appointed by a qualifying local authority and at least one by a university if the hospitals include a medical or dental school provided by a university. A foundation trust can decide whether to have any further appointing organisations, specifying as such in its constitution.

c. Approving ‘significant transactions’, mergers, acquisitions, separations or dissolutions.[7]

Chapter 3 of the guide for governors gives the complete statutory duties and powers of the council of governors.

2.1 General duties of the council of governors (Chapter 4 of the guide for governors)

a. Holding the non-executive directors to account

What are the legal requirements?

The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors.

General considerations

The guide for governors stipulates: “Holding the non-executive directors to account for the performance of the board does not mean the governors should question every decision or every plan. The role of governors in ‘holding to account’ is one of assurance of the performance of the board.”[8] It suggests that the council of governors should therefore assess what it believes are the key areas of enquiry and provide appropriate challenge. These could be for example:

- due process is not being followed
- the interests of the members and of the public are not being appropriately represented
- the trust is at risk of breaching the conditions of its licence.

Councils of governors may not always agree with the decisions taken by the directors, and directors do not always have to adhere to the council’s preferences. However, the board of directors, as a whole, does have to give due consideration to the views of the council of governors, especially in relation to matters that concern the interests of the members of the NHS foundation trust and the public.[9]

[7] Your statutory duties – a reference guide for governors, p19.
[8] Your statutory duties – a reference guide for governors, p28.
[9] Ibid.

Chapter 4, section 4.1 of the guide for governors gives a complete description of this duty.

What is the role of councils of governors?

Overall responsibility for running an NHS foundation trust lies with the board of directors, and the council of governors is the collective body through which directors explain and justify their actions. Holding to account is therefore not about the performance of individual directors, nor performance management of the board – that is, the council's role is as follows:

1. To consider the board's account of its performance against the criteria that the council has agreed with the board and based on the conditions in the provider licence.
2. To question the board on its account and feedback in a considered manner based on the evidence presented (asking for more evidence if necessary and reasonable).
3. In extreme cases, to raise difficult issues and, after listening to the account of the board, to consider contacting NHS England if it forms a reasonable belief that the trust is in danger of breaching the terms of its licence.

Updated considerations for governors to discuss with their trust's board regarding system working

1. The success of an individual foundation trust will increasingly be judged against its contribution to the objectives of the ICS. This means the board's performance must now be seen in part as the trust's contribution to system-wide plans and their delivery, and its openness to collaboration with other partners, including with other providers through provider collaboratives. In holding non-executive directors to account for the performance of the board, NHS foundation trust councils of governors should consider whether the interests of the public at large have been factored into board decision-making, and be assured of the board's performance in the context of the system as a whole, and as part of the wider provision of health and social care.

   Councils of governors are permitted to demonstrate the interests of the public at large to the board if they feel that the board is not operating in the public's

interests. (For further detail, please see Section 2.1b: Representing the interests of trust members and the public.)

2. Consideration should also be given to how the trust board's decision-making complies with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources, as well as the role the trust is playing in reducing health inequalities in access, experience and outcomes.

3. The statutory duties of councils of governors have not changed, and the relationship of councils of governors remains with their own foundation trust board, the ICB or any other part of the system(s) their trust operates in. It remains the case that if governors are acting outside the context of a council meeting they do so solely as individuals, ie outside their statutory role as governor.

Illustrative scenario 1: A council of governors considers the role the NHS foundation trust has played within the ICS in holding the non-executive directors to account for the performance of the board

To hold the non-executive directors to account, the council of governors may already have a number of approaches in place, including:

1. Observing the contributions of the non-executive directors at board meetings and during meetings with governors.
2. Gathering information on the performance of the board against its strategy and plans.
3. Receiving the trust's quality report and accounts and questioning the non-executive directors on their content.

These allow the council of governors to determine its key areas of concern and provide appropriate challenge.

The council of governors is mindful that NHS England has now set a clear expectation that NHS foundation trusts will collaborate effectively with system partners to co-design and deliver plans, and that the failure of a trust to do so may be treated as a breach of governance licence conditions.

To form a view about the trust's contribution to system performance and development, the council of governors may need to adapt its approaches.

1. Seeking to understand the arrangements for the trust's contribution to shared planning and decision-making forums – eg system and place-based arrangements and provider collaboratives – and how the interests of patients and the public are considered.

2. Requesting information on the ICP's integrated care strategy and the ICB's five-year joint plan from the board to understand how the trust's plans relate to overarching system development.

3. Requesting information on the ICB's performance from the board to understand how the trust's performance relates to that of its system.

4. Receiving assurance from non-executive directors that the board's decisions comply with the triple aim duty – better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources – and have the opportunity to question the non-executive directors about this.

The trust is expected to ensure that the council of governors is provided with appropriate information, and that the governors are given opportunities to meet the board to raise questions about the trust's role within the system, or systems, of which it is part.

b. Representing the interests of trust members and the public

What are the legal requirements?

Under the 2006 Act, councils of governors have a duty to represent the interests of the members of the NHS foundation trust and the public.

General considerations

The general duty to represent the interests of members and the public includes (but is not limited to) all other statutory duties that councils of governors are expected to fulfil, and should underpin all elements of their role as outlined in the guide for governors and the NHS foundation trust's own constitution. The council of governors should therefore interact regularly with the members of the trust and the public to ensure it understands their views, and to clearly communicate information on trust and system performance and planning in return. However, governors should take care to disclose only those matters that the trust considers non-confidential.[10]

Councils of governors must be mindful that a number of different bodies and organisations (such as Healthwatch) represent the interests of the public, and governors should therefore work collaboratively with one another and with other representative bodies, to ensure that the public has been as broadly represented as possible.

It should be noted that while staff, patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public at large.

Chapter 4, section 4.2 of the guide for governors gives a complete description of this duty.

Updated considerations for governors to discuss with their trust's board regarding system working

1. Each ICB will be expected to build a range of engagement approaches into its activities at every level, and to prioritise engaging with groups affected by health inequalities in access, experience and outcomes, in a culturally competent way. This will be supported by a legal duty for each ICB to make arrangements to involve patients, unpaid carers and the public in planning and commissioning arrangements, and by a continuation of existing foundation trust duties relating to patient and public involvement, including the role of foundation trust governors.
2. Councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the

[10] Your statutory duties – a reference guide for governors, p31.

public within the vicinity of the trust or those who form governors' own electorates. To discharge this statutory duty, councils of governors are required to take account of the interests of the 'public at large'. This includes the population of the local system of which the trust is part.

3. **There is no expectation that the way governors undertake this duty should materially change.** However, councils of governors should be assured that their trust is engaging widely, and when engaging with the public themselves, councils of governors need not limit their engagement to the public and patients in their electorate or personal networks. They may also work with their board to consider how best to engage with other bodies and organisations in their system that represent the interests of the public at large (such as voluntary sector organisations and Healthwatch). Governors must also adhere to their trust's communications or media policies when engaging and communicating with the public.

4. In some cases, councils of governors will need to consider the interests of patients and the public in other parts of their system and beyond their own ICS. This can be because the trust:

    a. is located within a large ICS or is geographically distant from other system partners

    b. has a specialist service footprint

    c. is near a geographical boundary and may provide services to members and patients from other ICSs

    Governors should work with their board to consider how to represent the interests of the public across a wide geographical footprint or in other ICSs.

Illustrative scenario 2: An NHS foundation trust and its council of governors work together to strengthen mechanisms by which the council of governors can consider the views of the wider public

The council of governors may already have various ways through which it engages with members and the public. These may include governor drop-in events where members and the public can meet governors, a dedicated page on the foundation trust's website to share information and surveys to gather members' and the public's views. The council of governors may also have agreed routes for feeding views back to the board, such as regular reports or presentations at council meetings.

To strengthen mechanisms to consider the views of the wider public, the council of governors should take additional steps:

1. Working with the trust to use technology to engage with members and the public. This could include adding to face-to-face interactions with virtual engagement via online events, which could improve accessibility for some patient cohorts and the public.

2. Considering how it can engage with other stakeholders that have a role in promoting the interests of patients and the public, eg local branches of Healthwatch and voluntary sector organisations. Governors may also work with their trust to build relationships with organisations that can help gather the views of seldom heard groups.

3. Asking for information on how the trust intends to address health inequalities in both its own plan and contributing to that for the wider system. This could be supplemented as appropriate with the population health data (eg demographics and deprivation data) that underpins the ICB's planning, including the identification of unmet need. This helps the council of governors understand the impact of action taken by the trust to address health inequalities.

4. If the trust's footprint is wide, or even extends beyond its ICS (because it sits in a large ICS, provides specialist services or sits on a geographical boundary), the council of governors might work with its board to consider how best to represent the interests of members and the public; for example, by:

a. being aware of how the trust's services are used and accessed

b. being assured that the trust has considered the impact of any changes or decisions on the public using its services, irrespective of what system they are in

c. being assured that the trust has assessed the impact of its decisions on the care being provided to patients across the ICS.

2.2 Taking decisions on significant transactions, mergers, acquisitions, separations and dissolutions (Chapter 10 of the guide for governors)

c. Approving significant transactions, mergers, acquisitions, separations or dissolutions

Chapter 10 of the guide for governors explains what a 'significant transaction' is.

It may also be helpful to refer to Appendix 10: Legal and regulatory requirements for transactions of the Transactions guidance[11] for a more detailed and operational definition.

What are the legal requirements?

Under the 2012 Act:

- **More than half the members of the full council of governors of the trust voting** need to approve the foundation trust entering into any significant transaction, as specified in the trust's constitution. This means more than half the governors who are in attendance at the meeting and who vote at that meeting.
- **More than half the members of the full council of governors** must approve any application by the foundation trust to merge with or acquire another trust, to separate the trust into two or more new NHS foundation trusts or to dissolve the trust. This means more than half the total number of governors, not just half the number who attend the meeting at which the decision is taken. If the other party

[11] Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

to the proposed transaction is also an NHS foundation trust, more than half the governors of that foundation trust must also approve the transaction.[12]

What are councils of governors asked to take a decision on?

The 2006 Act states that the foundation trust's constitution "must provide for all the powers of the organisation to be exercisable by the board of directors on its behalf".[13] As such it is the board of directors that must decide whether a transaction should proceed.

Councils of governors are responsible for assuring themselves that the board of directors has been thorough and comprehensive in reaching its decision to undertake a transaction (that is, has undertaken due diligence), and that it has appropriately considered the interests of members and the public as part of the decision-making process.[14] As long as they are appropriately assured of this, governors should not unreasonably withhold their consent for a proposal to go ahead.[15] They should consider the implications of withholding consent in terms of the key risks the transaction was designed to address.

Given councils of governors have no power of delegation, they can only make decisions in full council. Hence, they should attempt to reach a consensus based on the broad views of the council members. In common with boards of directors, they should not allow themselves to be unduly influenced by the views of individuals, but instead should attempt to ensure that all voices are heard and considered.

The council of governors must obtain sufficient information from the board of directors on the proposed significant transaction, merger, acquisition, separation or dissolution to make an informed decision.[16]

Chapter 10 of the guide for governors gives a more complete description of this duty.

[12] Your statutory duties – a reference guide for governors, p60.
[13] Paragraph 15(2) of Schedule 7 to the NHS Act 2006.
[14] Your statutory duties – a reference guide for governors, p63–4.
[15] Ibid.
[16] Ibid.

Updated considerations for governors to discuss with their trust's board regarding system working

1. Governors need to be assured that the process undertaken by the board in reaching its decision was appropriate, and that the interests of the 'public at large' were considered. A council can disagree with the merits of a particular decision of the board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the council of governors would need to establish that appropriate due diligence was either not undertaken or properly factored into decision-making.

2. All transaction proposals need to demonstrate a clear case for change to meet NHS England's assurance requirements, including how they will result in material improvements to the quality of services. Benefits arising from the transaction could be for the patients served by the trust or the wider public, eg by impacting patients of other providers or reducing health inequalities across the population. In the context of the NHS' new way of working, this means that councils of governors may well be expected to consent to decisions that benefit the broader public interest while not being of immediate advantage to or creating some level of risk for their NHS foundation trust. Consent should not be given for decisions that benefit the NHS foundation trust without regard to the effect on other NHS organisations, or the overall position of a wider footprint such as an ICS.

Illustrative scenario 3: A council of governors approves a significant transaction that may not immediately benefit the individual trust but overall does benefit the population of the wider ICS

The council of governors provides consent because the board has adequately assured it that the appropriate process has been followed.

This significant transaction may not immediately benefit the individual NHS foundation trust but overall is expected to benefit the population of the wider ICS. Some governors disagreed with the merits of the board's proposed transaction, but the full

council gave consent because all processes have been followed, the interests of the public at large have been considered and assurance has been received.

To reach this decision:

1. The board provided the council of governors with appropriate information on the proposed transaction, including the benefits for patients and the public in the wider ICS, and the impact on quality of services, system performance and the system's financial position.
2. The board was open about any risks and opportunities for the NHS foundation trust and how these would be addressed.
3. The board provided evidence that the interests of the public were appropriately considered, and effective engagement processes were followed. The council of governors was given the opportunity to challenge the processes and to ask the non-executive directors questions around any key areas of concern.

3. Working with the board

This section contains suggested approaches to support better working between the council of governors and the board, along with examples of developmental activities already underway across trusts.

3.1 Building relationships and understanding roles

Key relationships

- Trust secretary/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board and/executive directors
- Foundation trust members

Practical tips

Governors will receive an induction from their organisation. They should familiarise themselves with the following documents, along with any others their trust secretary, membership manager or anyone in a governor liaison role signposts them to:

- trust's constitution
- Code of Conduct
- confidentiality and data protection policies
- conflict of interest policies
- communications policy
- Nolan principles.

These documents help governors understand the principles and processes by which their trust is governed, outline the composition and general duties of the board, and set out expectations of governor conduct.

It is important that trust boards and their governors act in line with the Nolan principles and are open and transparent with one another. Doing so creates a better environment for challenging conversations.

For more information please refer to Chapter 2 of Your statutory duties: A reference guide for NHS foundation trust governors which outlines the governance structure of NHS foundation trusts. Please also see your trust's own constitution for information that is specific to your own organisation.

3.2 Supporting governors to fulfil the duties of a council of governors

Key relationships

- Trust secretaries/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board/executive directors

Expectations: communications and engagement

Governors can expect to attend a variety of meetings organised by the trust, which intend to help inform their decision-making, and to support governors in fulfilling their duties. Formally, this will include council of governor meetings and annual members meetings. Governors should also be encouraged to attend public trust board meetings. The trust may also organise other meetings or forms of engagement such as:

- informal meetings such as Q&As with the chief executive or chair, and workshops with the non-executive directors or board
- regular briefings to members and governors from the chief executive or chair
- ad-hoc briefings or dissemination of information as an issue arises
- non-executive director updates at council of governor meetings.

The board should engage early with the governors about transaction plans. From the outset directors and governors should agree a process for engagement on the transaction, to include:

- the content and timing of information to be provided to governors and any training needs
- how the views of members will be sought and stakeholders kept informed
- how governors can get involved with developing the future governance model, eg by working on the constitution for the post-transaction foundation trust.[17]

3.3 Supporting governors to understand their duties in the context of ICSs and system working

Key relationships

- Trust chair
- Trust chief executive officer
- Trust board secretary/membership manager and governor liaison role

Expectations: communications and engagement

- The trust's chair should facilitate engagement between the ICB, the ICP and the trust's council of governors.

[17] Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

- The trust should also ensure governors are updated in a timely way on system plans, decisions and delivery.
- The trust should ensure governors receive information on the ICP's integrated care strategy and the ICB' five-year forward plan, as decisions and aspects of delivery that directly affect the trust and its patients.
- The council of governors should consider how it can support its board to engage with patients and the community across the geography of the ICS.

There is no agreed way that a trust should do this. Suggestions based on existing examples are:

- Attending public trust board meetings to listen to the discussion on ICS arrangements. This should also indicate whether the board is acting in the wider public interest and provides an opportunity to hear the types of questions non-executive directors are asking in this respect.
- Board members providing ICS updates at council meetings to ensure that governors are well informed and have an opportunity to ask questions.
- Governor engagement sessions arranged by the ICB or ICP to update on progress in the delivery of system plans.
- The chair cascading key messages after an ICP or ICB meeting.

Practical tips

Your trust should work with governors to understand the following:

- What is the foundation trust's ICS footprint?
- Who are the key partners in the system?
- What is the membership of the ICP?
- What is the membership of the board and committees of the ICB?
- How is the trust contributing to the ICS, and what is the impact of the ICS on existing trust plans?
- How is the trust's decision-making complying with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources?
- How can the council of governors support the trust in leading in or contributing to its ICS?

- How can the council of governors best communicate the ICS plans to the trust members and public?

4. Further information

For national context:

- NHS Long Term Plan
- Integration and innovation: working together to improve health and social care for all
- Integrated care systems: design framework

Relevant NHS England guidance:

- Statutory transactions guidance
- Guidance on pay for very senior managers in NHS trusts and foundation trusts
- NHS Oversight Framework 2022/23
- Guidance on good governance and collaboration

Other resources for governors:

- Govern Well – NHS providers' national training programme for governors

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This publication can be made available in a number of alternative formats on request.