



COUNCIL OF GOVERNORS MEETING

(open to Trust members, members of the public, and the press)

DATE:	9 December 2013
TIME:	18.30pm to 21.00pm (refreshments from 18.00pm)
VENUE:	King Charles Room (1 st Floor) Shaw House Church Road Newbury Berkshire RG14 2DR
CHAIR OF MEETING:	Trevor Jones, Trust Chairman
GOVERNORS:	See Members of the Council of Governors (overleaf)
DIRECTORS:	See Members of the Board of Directors (overleaf)
IN ATTENDANCE:	Steve Garside, Company Secretary Rachel Jeacock, Assistant Company Secretary
APOLOGIES as at 2.12.13:	None

FUTURE MEETING DATES:	Thursday 9 January 2014, Shaw House, Newbury Monday 24 March 2014, Shaw House, Newbury
FUTURE WORKSHOP DATES:	Tuesday 14 January 2014, Regency Park Hotel, Thatcham

Current Members of the Council of Governors

Olukemi Adenubi	Elected Public Governor -Hampshire Constituency
Paul Carnell	Elected Public Governor - Hampshire Constituency
Sabrina Chetcuti	Appointed Partner Governor (CCGs – North)
David Chilvers	Appointed Partner Governor (CCGs – South)
Gary Clark	Elected Public Governor - Berkshire Constituency
Patrick Conafray	Elected Public Governor - Oxfordshire Constituency
Eddie Cottrell	Elected Staff Governor
John Donne	Elected Staff Governor
Bob Duggan	Elected Public Governor - Buckinghamshire Constituency
Christina Fowler	Elected Staff Governor
Allan Glass	Appointed Partner Governor (Local Authority)
Melanie Hampton	Elected Public Governor - Berkshire Constituency (Lead)
Simon Hoare	Appointed Partner Governor (Local Authority)
Keith House	Appointed Partner Governor (Local Authority)
Barry Lipscomb	Appointed Partner Governor (Air Ambulance Charities)
David Palmer	Elected Staff Governor
Benita Playfoot	Elected Public Governor - Berkshire Constituency
Allan Read	Elected Public Governor - Hampshire Constituency
David Ridley	Elected Public Governor - Buckinghamshire Constituency
Richard Ryan	Elected Public Governor - Hampshire Constituency
Alan Tottle	Elected Public Governor - Hampshire Constituency
Carol Watts	Elected Staff Governor
Tim Windsor-Shaw	Elected Public Governor - Oxfordshire Constituency
<i>Vacancy</i>	<i>Elected Public Governor - Buckinghamshire Constituency</i>
<i>Vacancy</i>	<i>Elected Public Governor - Oxfordshire Constituency</i>
<i>Vacancy</i>	<i>Elected Public Governor – Hampshire Constituency</i>

Current Members of the Board of Directors (voting)

Trevor Jones	Chairman
Alastair-Mitchell Baker	Vice-Chair, Senior Independent Director
Ilona Blue	Non-Executive Director
Claire Carless	Non-Executive Director
Keith Nuttall	Non-Executive Director
Eddie Weiss	Non-Executive Director
Professor David Williams	Non-Executive Director
Will Hancock	Chief Executive
John Black	Medical Director
Deirdre Thompson	Director of Quality and Patient Care
Charles Porter	Director of Finance
James Underhay	Director of Strategy, Business Development, Communications and Engagement
Sue Byrne	Chief Operating Officer

Support to the Council of Governors

Steve Garside	Company Secretary
Rachel Jeacock	Assistant Company Secretary

AGENDA – COUNCIL OF GOVERNORS – 9 DECEMBER 2013

18.30pm – 21.00pm, King Charles Room, Shaw House, Church Road, Newbury, RG14 2DR

*****Governors to direct questions / comments through the Chair; please state your name and role before speaking for the benefit of the members and public present*****

No.	Item	Time	Enclosures
1.	OPENING BUSINESS		
1.1	Chairman's Introduction, including apologies for absence (Trevor Jones – Chairman) <ul style="list-style-type: none"> to receive an opening introduction from the Trust Chairman, including apologies received in respect of absence 	18.30	(Verbal)
1.2	Declaration of Governors' Interests (Trevor Jones – Chairman) <ul style="list-style-type: none"> to note any interests from governors as part of their obligation to declare any interest relevant to any item under consideration at the meeting 	18.40	(Verbal)
1.3	Minutes of the Council of Governors' meeting held on 8 October 2013 (Trevor Jones – Chairman) <ul style="list-style-type: none"> to <u>approve</u> the minutes of the meeting held on 8 October 2013 	18.42	Enclosure A
1.4	Matters arising from the Council of Governors' meeting held on 8 October 2013 (Steve Garside – Company Secretary) <ul style="list-style-type: none"> to note progress with the matters arising from the meeting held on 8 October 2013 	18.45	Enclosure B
2.	APPOINTMENT / REAPPOINTMENT OF NON EXECUTIVE DIRECTOR / AUDIT COMMITTEE CHAIR		
2.1	Recommendation from the Nominations Committee (Trevor Jones – Chair of the Nominations Committee; Melanie Hampton – Lead Governor and Member of Nominations Committee) <ul style="list-style-type: none"> to receive a recommendation from the Nominations Committee regarding the proposed appointment of a new NED/Audit Committee Chair 	18.50	Enclosure C
3.	REPRESENTING THE INTERESTS OF TRUST MEMBERS AND MEMBERS OF THE PUBLIC		
3.1	Public and Membership Engagement (David Ridley – Chair of the Membership and Engagement Committee; James Underhay – Director of Strategy, Business Development, Communications and Engagement) <ul style="list-style-type: none"> to receive a presentation on public and membership engagement from the Membership and Engagement Committee 	19.10	Enclosure D
4.	HOLDING THE BOARD OF DIRECTORS TO ACCOUNT FOR THE PERFORMANCE OF THE TRUST, VIA THE NON EXECUTIVE DIRECTORS		
4.1a	An Update on SCAS' Commercial Services (James Underhay – Director of Strategy, Business Development, Communications and Engagement) <ul style="list-style-type: none"> to receive a presentation on SCAS's current commercial services and performance, including the environment in which the Trust is operating 	19.40	Enclosure E

No.	Item	Time	Enclosures
4.1b	An Update on SCAS' Commercial Services – questions from governors <i>(Governors; Trevor Jones, Claire Carless and Alastair Mitchell-Baker - Non Executive Directors)</i> <ul style="list-style-type: none"> questions from the governors to the NEDs regarding issues covered in the commercial strategy presentation 	19.55	(Verbal)
5. REPORTS FROM COUNCIL OF GOVERNORS SUB-COMMITTEES			
5.1	Report from the Membership and Engagement Committee <i>(David Ridley, Chair of the Membership and Engagement Committee)</i> <ul style="list-style-type: none"> to receive the minutes of the 3rd October 2013 and 21st November 2013 meetings of the Membership and Engagement Committee 	20.25	Enclosure F
6. ITEMS FOR INFORMATION			
6.1	Update on the 'Review of the Effectiveness of the CoG' Action Plan <i>(Steve Garside – Company Secretary)</i> <ul style="list-style-type: none"> to receive an update on progress in implementing the recommendations identified following the review of the effectiveness of the CoG 	20.30	Enclosure G
7. CLOSING BUSINESS			
7.1	Any Other Business <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> to note any items of additional business, including those notified by the governors to the Company Secretary no less than two working days prior to the meeting 	20.55	(Verbal)
7.2	Date and Time of Next Meeting <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> to note that the next formal meeting will be held on Thursday 9 January 2014 at Shaw House, Newbury, commencing at 18.30pm 	21.00	(Verbal)

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	9 December 2013
Title of Paper:	Minutes of the Council of Governors meeting held on 8 October 2013
Presented by:	Trevor Jones, Chairman
Paper for Debate, Decision or Information:	Approval
Main Aim:	To ensure good governance practice in confirming that the minutes of the 8 October 2013 meeting represent an accurate record of business undertaken
Summary of key points for consideration:	These minutes, in draft form, were initially circulated to governors on 4 November 2013.
Recommendations or Outcome Required :	Approval
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

Unapproved minutes of the eight meeting of the South Central Ambulance Service NHS Foundation Trust Council of Governors held on Tuesday 8 October 2013 at Shaw House, Newbury, Berkshire, RG14 2DR

Present:	Trevor Jones Paul Carnell Sabrina Chetcuti Bob Duggan Christina Fowler Allan Glass Melanie Hampton Simon Hoare Keith House Barry Lipscomb David Palmer Benita Playfoot Allan Read David Ridley Richard Ryan Al Tottle Tim Windsor-Shaw	Chairman Hampshire Constituency Appointed Partner Governor (Clinical Commissioning Groups) Buckinghamshire Constituency Staff Constituency Appointed Partner Governor Berkshire Constituency / Lead Governor Appointed Partner Governor (Local Authority) Appointed Partner Governor (Local Authority) Appointed Partner Governor (Air Ambulance Charities) Staff Constituency Berkshire Constituency Hampshire Constituency Buckinghamshire Constituency Hampshire Constituency Hampshire Constituency Oxfordshire Constituency
In attendance:	Will Hancock* Ilona Blue* Keith Nuttall* Sue Byrne* Deirdre Thompson* Steve Garside Rachel Jeacock	Chief Executive Non Executive Director Non Executive Director Chief Operating Officer Director of Patient Care Company Secretary Assistant Company Secretary
Apologies rec'd:	David Chilvers Gary Clark Patrick Conafray Eddie Cottrell John Donne	Appointed Partner Governor (Clinical Commissioning Groups) Berkshire Constituency Oxfordshire Constituency Staff Constituency Staff Constituency
Not present:	Olukemi Adenubi Carol Watts	Hampshire Constituency Staff Constituency

*Not in attendance for agenda item 2.1

Opening Business

1.1

Apologies for Absence and Chairman's Welcome

The Chairman welcomed all to the meeting and apologies were noted from five governors. The Chairman explained that the Board members in attendance had been asked to join the meeting following the discussion on Non Executive Director recruitment.

The Chairman introduced Sabrina Chetcuti representing Clinical Commissioning Groups in the North of the SCAS region and Allan Glass representing Local Authorities. He confirmed that, with the appointment of David Chilvers representing Clinical Commissioning Groups in the South, all appointed partner governor vacancies had now been filled.

The Chairman reported that two public Board meetings had taken place since the last Council of Governors meeting with the September meeting being followed by a successful Annual General Meeting and Annual Members Meeting.

The Chairman confirmed that an additional Council of Governors meeting had been arranged for 9 December with the focus of the meeting on the changing environment within which the Trust is operating including competition, integration and the commissioning landscape. It was hoped that the meeting would also bring a recommendation from the Nominations Committee regarding the appointment of a Non Executive Director and Audit Committee Chair.

The Chairman reminded attendees that the next governors workshop on quality and patient safety will be taking place on 24 October at the Regency Park Hotel in Thatcham.

The Chairman advised that the Trust is currently working on dates for both Board and Council of Governors meetings in 2014 / 2015 and to support greater attendance of governors at Board meetings the Trust is looking at holding two of the meetings in the evening.

The Chairman reminded governors that Monitor have issued an updated version of their Guide for Governors, which was circulated electronically on 14 August by the Company Secretariat. He added that this is a key document in terms of supporting governors with their duties.

The Chairman reported that good progress was being made against the actions identified as a result of the review of the effectiveness of the Council of Governors, with a full report due to be presented at the December meeting.

1.2

Declaration of Governors' Interests

There were no new declarations of interest.

1.3

Minutes of the Council of Governors' meeting held on 4 July 2013

The minutes of the previous meeting were **approved** without amendment.

In response to a question regarding the Senior Independent Director, the Company Secretary confirmed that Alastair Mitchell-Baker held this position, and that of Vice Chair, and was therefore the appropriate person to lead on the appraisal of the Chairman.

1.4

Matters arising from the Council of Governors' meeting held on 4 July 2013

The Company Secretary reported that all matters arising had been completed and encouraged governors to continue to forward ideas for subjects to be covered at future workshops.

Reappointment of Non Executive Director / Quality and Safety Committee Chair

2.1

Recommendation from the Nominations Committee

The Chairman explained that the Nominations Committee has a role to oversee the process for appointing or reappointing the Non Executive Directors and making recommendations to the Council of Governors accordingly. The Chairman advised that the Committee had recently considered, in line with the process approved by the Council of Governors, the position of Keith Nuttall whose term of office is due to expire in March 2014 and wished to make a recommendation that his term of office be extended.

Melanie Hampton added that the Committee had discussed the position in detail and felt that in light of the good work and unique skills and experience that Keith brings to the role, reappointment would be the best course of action.

Christina Fowler asked about the number and quality of the applications received for the Non Executive Director and Chair of Audit Committee. Melanie Hampton confirmed that, at this stage, only a small number of applicants had been put forward for interview.

Following discussion the Council of Governors agreed to the reappointment of Keith Nuttall to the position of Non Executive Director and Chair of the Quality and Safety Committee, for an additional three years until 31 March 2017.

Holding the Board of Directors to account for the performance of the Trust

3.1a

Cost Improvement Programmes: Ensuring no adverse impact for patients and

3.1b Questions from Governors

Deirdre Thompson and Sue Byrne presented details of the Trust's current major Cost Improvement Programmes (CIPs) and the process undertaken to identify them and ensure they do not compromise quality and patient safety. The following points were highlighted:

- A quality impact assessment is undertaken for each area identified with a risk score and mitigating actions agreed.
- All CIPs are initially reviewed and signed off by senior management with progress monitored on a monthly basis. Any risks identified are highlighted to the Board.

- All CIPs are also agreed by commissioners with progress reviewed throughout the year.
- Initiatives range from those affecting people (e.g. terms and condition changes) to process changes (e.g. meal breaks).
- Further initiatives are being sought to address the shortfall.
- A recent successful initiative regarding reduction of stock levels at Make Ready teams has resulted in a £20k saving in month one with continued savings anticipated.

A range of questions were asked by the governors including the following:

- Allan Glass questioned how long any agreed changes to the cleaning and servicing process would take to negotiate through the system. Keith Nuttall responded that a range of issues had been identified with some areas already addressed. Sue Byrne added that a reduction in the timescales between deep cleans could have a possible impact on patients so robust clinical evidence would need to be identified before any change was introduced. The aim was for any new system to be introduced as part of the new contract from March 2014.
- Sabrina Chetcuti asked what approach was taken to ensure there were no long term adverse effects. Ilona Blue confirmed that schemes were reviewed monthly via the Integrated Performance Report which collated information on quality and finance. In addition, leadership walkarounds and Emergency Operation Centre visits also provided an opportunity to hear any concerns which would be channelled through the relevant executive member.
- David Ridley asked how much input the Trust had into the type of vehicles used by private providers. Sue Byrne confirmed that the Trust stipulates exactly what is required and has recently started using providers for staff only which is more cost effective. Work to reduce the number of private providers used has also resulted in better quality and governance processes.
- Barry Lipscomb asked if the Trust operated a no blame culture and, if so, how effective it was. Keith Nuttall confirmed that the Trust did have a no blame culture which was tested when undertaking walkarounds. Ilona Blue added that staff are very open and appreciate that the Board is listening and responding to concerns.
- Benita Playfoot asked what steps the Trust was taking to ensure the CIP relating to Patient Transport Services (PTS) was achieved. Keith Nuttall explained that many areas had been identified to deliver cost improvements within the service without compromising quality and patient safety.
- Paul Carnell asked if evaluation for new vehicles was based purely on cost. Keith Nuttall confirmed that all aspects were taken into account including patient experience and feedback from staff.
- Barry Lipscomb asked why hospital handover delays were not included in the list of Cost Improvement Programmes. The Chief Executive confirmed that a cost improvement was met last year on turnaround times with a financial penalty now incurred for every minute over target.

Al Tottle queried the relevance of the new internal audit provider in relation to payroll negotiation. The Company Secretary agreed to review and clarify.

3.1

The Company Secretary to provide clarity on the actions relating to payroll negotiation within the current cost improvement plan.

3.2ab

Chief Executive's Report and 3.2b – Questions from Governors

The Chief Executive highlighted a range of current issues and developments for the Trust:

- Achievement of quarter 2 targets, which has put the Trust in a good position to achieve Quarter 3 targets.
- Migration of the 999 service to NHS Pathways from quarter 4 which will result in the Trust having one system for both 999 and 111 call handling.
- Oxfordshire, Buckinghamshire and SHIP Patient Transport Service contracts are currently out to tender with bids due in early November.
- Negotiations are continuing regarding provision of national winter resilience for NHS 111.
- NHS Direct have decided to exit the NHS 111 market with SCAS taking on the Buckinghamshire contract with effect from 26 November.

Sabrina Chetcuti asked if the Trust had undertaken a risk assessment in relation to the national resilience work. The Chief Executive responded that there was no financial risk to the Trust, but certainly a potential reputational risk if the Trust failed to deliver the service, as it impacted on the performance of existing contracts.

Benita Playfoot asked what governance support had been put into place. The Chief Executive confirmed that a framework for governance is being developed with a GP identified to input into the work from a clinical perspective as well as existing NHS Direct staff who understand the existing governance structure.

Barry Lipscomb asked what benchmarking data was available to allow the Trust to compare performance with other ambulance services. Keith Nuttall confirmed that, for example, clinical benchmarking information was available which was analysed by the Clinical Review Group to identify areas where the Trust is an outlier. Ilona Blue added that stroke is one area of focus currently as the Trust is not benchmarking well against other Trusts with actions being identified to improve.

Barry Lipscomb stated that it would be useful to have a broad idea of where the Trust is compared to other Trusts. The Chairman agreed.

3.2

Relevant benchmarking information to be made available to governors to allow them to compare performance of SCAS against other Trusts.

Reports from Council of Governors Sub Committees

4.1

Report from Membership and Engagement Committee

David Ridley gave an update on the work of the Membership and Engagement Committee, highlighting that the work of the group is moving to effective engagement with members and the public rather than recruitment of members. The following recent developments were highlighted:

- The first Buckinghamshire Patient Forum was held in Wendover on 1 September.
- The first Health Watch meeting will be held on 29 October in Milton Keynes.

- Targeting engagement with young members including attendance at fresher events, the production of a youth emergency film and visits to 6th form centres.

David Ridley reminded governors of the need to undertake engagement events in line with the Charter of Expectations and that the presentation, which was circulated to governors in August, was a useful way to do this.

Paul Carnell reported difficulties accessing the videos within the presentation. Rachel Jeacock agreed to link with Paul Carnell to rectify.

Allan Glass asked if links had been made to the Motoring Action Group in relation to engagement events. David Ridley agreed to take this forward.

4.1a

Rachel Jeacock to link with Paul Carnell to rectify issues being experienced with the governor presentation.

4.1b

David Ridley to investigate the possibility of engagement events linking with the Motoring Action Group.

Governor Activity and Feedback

5.1

Feedback from Governors on Activities Undertaken

Allan Glass reported from his experience of attending the Board of Directors, Annual General Meeting and Annual Members meeting in September and stated that he was impressed by the quality of the Board papers and the candid discussions that took place.

Richard Ryan stated that he had attended two recent engagement events and reported that the presentation, particularly the video clips, had been well received and that members seemed genuinely interested. He added that one member in attendance worked in hospital radio and had offered to include information about SCAS and membership in the programme.

At Tottle reported from his recent engagement activity including Hampshire Fire and Rescue day, 999 day, and Hampshire Patient Forum.

Items for Information

6.1

Update on Public Governor Election Process – Autumn 2013

Rachel Jeacock provided details on the elections to recruit to public governor positions across all public membership constituencies which start on 16 October. Governors who wish to seek re-election were reminded that completed nomination forms need to be returned to the Electoral Reform Service by 5pm on 31 October.

Tim Windsor-Shaw asked what would happen if a governor resigned during the course of their term of office. The Company Secretary confirmed that the candidate with the second highest number of votes would be appointed if the governor resigned within six months of being elected.

Closing Business

7.1

Any Other Business

David Ridley asked what steps would be taken to address poor attendance at Council of Governor and sub-committee meetings. The Company Secretary confirmed that attendance was being recorded and closely monitored, and the Constitution and Code of Conduct would be enforced.

7.2

Date and Time of Next Meeting

The next meeting was noted as being held on Monday 9 December 2013 at Shaw House, Newbury, commencing at 18.30 pm.

DRAFT

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	9 December 2013
Title of Paper:	Matters arising from meeting held on 8 October 2013
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Information
Main Aim:	To ensure good governance practice in confirming that the action points from the 8 October 2013 Council of Governors meeting are in hand / have been delivered.
Summary of key points for consideration:	<p>There were four action points from the Council of Governors meeting on 8 October 2013. Two of these have been completed, and two are being addressed at the time of writing.</p> <p>The issue of benchmarking was raised at the last Council of Governors information. Two key sources of benchmarking in terms of publically available information are the monthly integrated performance report and the national Ambulance Clinical Quality Indicators (please note that competition law has implications in terms of the extent to which organisations can share information)</p>
Recommendations or Outcome Required :	To note progress with the actions from the previous Council of Governors meeting
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

Enclosure B - Matters Arising Schedule – Council of Governors meeting 9 December 2013

ACTIONS AGREED AT 8 OCTOBER 2013 COUNCIL OF GOVERNORS MEETING					
Ref No	Agenda Topic	Summary of Action Required	Lead	Due Date	Status
3.1	Cost Improvement Programmes / Quality	The Company Secretary to provide clarity on the actions relating to payroll negotiation within the current cost improvement plan	SG	9.12.13	<p><u>Complete</u> It is understood that this was an error and that the new internal audit provider is not relevant to the payroll negotiation cost improvement programme.</p>
3.2	Chief Executive's Report	Relevant benchmarking information to be made available to governors to allow them to compare performance of SCAS against other Trusts	SG	9.12.13	<p><u>Complete</u> There is a range of publically available information which enables SCAS' performance to be benchmarked against other Trusts. The key sources are:</p> <ul style="list-style-type: none"> • The Integrated Performance Report http://www.southcentralambulance.nhs.uk/our-services/performanceinformation/monthlyperformanceinformation.ashx • The National Ambulance Clinical Quality Indicators http://www.southcentralambulance.nhs.uk/our-services/performanceinformation/ambulanceclinicalqualityindicators.ashx

4.1a	Membership and Engagement	Rachel Jeacock to link with Paul Carnell to rectify issues being experienced with the governor presentation	RJ	ASAP	<u>Ongoing</u> The Membership Office is working closely with Paul Carnell to address some technical issues associated with the governor engagement toolkit presentation.
4.1b	Membership and Engagement	David Ridley to investigate the possibility of engagement events linking with the Motoring Action Group	DR	ASAP	<u>Ongoing</u> David Ridley is currently looking into whether this could provide some opportunities for engagement events.

KEY to LEADS

- CoG All governors
- SG Steve Garside, Company Secretary
- RJ Rachel Jeacock, Assistant Company Secretary
- DR David Ridley, Chair of Membership and Engagement Committee

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	9 December 2013
Title of Paper:	Recommendation from the Nominations Committee
Presented by:	Trevor Jones, Chairman and Melanie Hampton, Lead Governor and member of the Nominations Committee
Paper for Debate, Decision or Information:	Decision
Main Aim:	To support the delivery of the governor's statutory duties in relation to the appointment/reappointment of Non Executive Directors, through a recommendation from the Nominations Committee
Summary of key points for consideration:	<p>As discussed at previous Council of Governors meetings:</p> <ul style="list-style-type: none"> • the Nominations Committee considered that a competitive recruitment process should be undertaken to fill the position of NED/Audit Committee Chair from 7 June 2014 (when Eddie Weiss' current term of office expires) • the Council of Governors approved the recruitment process that would be followed for this particular position at its meeting on 4 July 2013 • the Nominations Committee now wish to make a recommendation to the full Council of Governors having completed the recruitment process (which has included long listing, short listing, and two interview stages)
Recommendations or Outcome Required :	To consider a recommendation from the Nominations Committee regarding the proposed appointment of a new NED/Audit Committee Chair
Previous Forum:	Council of Governors meetings, July and October 2013
Statutory Requirements Met:	Yes – the appointment/reappointment of Non Executive Directors is a statutory duty of the governors
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



ENCLOSURE C

REPORT TO THE COUNCIL OF GOVERNORS

APPOINTMENT OF NON EXECUTIVE DIRECTOR AND CHAIR OF AUDIT

1.0 Purpose of Paper

In accordance with agreed procedure, the Nominations Committee is required to agree the appointment of a Non Executive Director, and recommend that appointment to the Council of Governors for approval.

This paper details the process undertaken to arrive at a position where a suitable candidate has been agreed by the Nominations Committee.

The Council of Governors are asked to confirm their support for the appointment of a new Non Executive Director and Chair of Audit.

2.0 Introduction

The Nominations Committee reviewed the current term of office of Eddie Weiss, Non Executive Director and Chair of Audit, which was due to expire on 7 June 2013. Mr Weiss had indicated that he would be willing to seek re-appointment., However, whilst recognising the excellent service Mr Weiss had and continues to give, the Nominations Committee agreed that they would extend the current appointment for a one year period only (i.e. to 7 June 2014) and that a competitive recruitment process would take place to appoint a Non Executive Director and Chair of Audit going forward.

A recruitment and selection process was therefore agreed by the Nominations Committee and approved by the Council of Governors in July 2013 to appoint a Non Executive Director and Chair of Audit.

This paper details the process undertaken to recruit to the Non Executive Director and Chair of Audit role, including the selection criteria used. This process was planned to commence in September, with the intention of having appointed to the role in advance of the end of Mr Weiss's term, to ensure a handover period for the new post holder.

It is the recommendation of the Nominations Committee that a candidate be put forward to the Council of Governors for their approval to appoint. This paper describes how the recommended candidate meets the criteria for the role, their relative strengths and experience, and how they will be supported in taking on the role

3.0 Recruitment Process

The Nominations Committee agreed a recruitment process which involved Governors throughout the process. At their meeting in August 2013 it was agreed that the two members of the Nominations Committee who had undertaken the relevant training take the lead in the process.

The Nominations Committee agreed to engage a specialist recruitment agency to assist with this task. Prior to it being disbanded, all previous appointments to Non Executive Director vacancies had been handled for the Trust by the Appointments Commission.

The Lead Governor was included in review of proposals received from agencies with experience in this specialist area, and agreed to appoint GatenbySanderson to provide the Trust with a professional search and selection service, and assist in the sorting and selecting of suitable candidates to interview.

The advertising strategy agreed with the Trust included advertising the role in the Sunday Times, in addition to Gatenby Sanderson's own and other specialist websites. An information pack about the Trust and the role of Non Executive Director and Chair of Audit was developed to support this advertising campaign. The recruitment campaign was launched on 8 September.

A total of 16 CVs were received from genuinely interested candidates following search and selection. A first review of these candidates produced a long list of 8 applicants to be interviewed by Gatenby Sanderson prior to shortlisting.

A shortlisting meeting was held on 4 November and 5 candidates were selected for interview. Shortlisting criteria were agreed by the panel prior to the meeting. (Appendix 1). The shortlisting and interview panel were consistent throughout the process. An interview process and questions to be asked were agreed by the panel. (Appendix 2).

Interviews were held on 11 November resulted in 2 candidates being recommended for a second interview on Wednesday 27 November.

The Nominations Committee reviewed the two candidates on 26 November and were satisfied that both met the criteria and were appointable, and that they could support the final decision of the second interview process.

Charles Porter, Director of Finance also took part in the second stage of interviewing. Due to unforeseen circumstances, Eddie Cottrell, Staff Governor was unable to attend the second interviews, but has been fully involved in the process, and pre-prepared questions were asked on his behalf by Melanie Hampton, Lead Governor. He was fully briefed on and supported the final decision.

4.0 Qualifications and Skills required of Non Executive Director and Chair of Audit

As part of the preparation for selection, the Nominations Committee reviewed the skills and qualifications required of a Non Executive Director.

The role description for the Non Executive Director had been agreed by the Council of Governors at their meeting in April 2013 and it was agreed that this was still relevant. This document also contained detail of the role of Chair of Audit.

In addition, the Nominations Committee agreed that the successful candidate be CCAB qualified, with extensive Board level experience gained in a large complex organisation. Ideally the candidate would have had Non Executive Director experience with the knowledge and experience to chair the Audit Committee. These skills and experience were detailed in the advertisement and used as shortlisting criteria.

These criteria were detailed in the report to the Council of Governors by the Nominations Committee, 4 July 2013.

5.0 Recommendation of Appointment

The Nominations Committee were agreed that an appointment could be made following the second interviews and fully support the recommendation of the preferred candidate to the Council of Governors. The preferred and recommended candidate possesses the following skills, and experience, and meets the requirement of living within the area of South Central Ambulance Service, living in Hampshire.

He is a chartered accountant, experienced as a Chief Executive and a Non Executive Director in the private, public and not-for-profit sectors

He is currently Chair of the Audit Committee of a large and complex government agency with a £4bn budget. He has held a Non Executive role of a publicly quoted company involved in home shopping, educational supplies and healthcare since 2006, being a member of the Audit Committee and Chair of the Remuneration Committee, and was a Non Executive Director and Chair of Audit of other Government agencies from 2007 – 2012. He is currently a Trustee of a not for profit making organisation. .

His executive career brings experience and understanding of logistics, retail and customer service. Qualified as a Chartered Accountant, his career has taken him into general management and he has been a Director and Chief Executive in the retail sector, from 1984 – 2005. Much of his experience has been in home shopping, bringing an understanding of call centres, integration of complex systems and logistics

He has demonstrated a genuine interest in the Trust and in NHS principles throughout the process. He views this role with SCAS as being about clinical as well as operational assurance, balancing financial indicators with operational performance and organisational values

He is confident about meeting the time requirement necessary to fulfil the role of Non-Executive Director and Chair of Audit.

6.0 Recommendation and Next steps

The Council of Governors are asked to support the appointment of the recommended candidate as Non-Executive Director and Chair of Audit.

Following approval of this recommendation, the Board of Directors will be advised of this decision before an announcement is made to Trust members staff and other stakeholders.

Once approved, the candidate will be appointed to ensure a smooth handover takes place with the current Chair of Audit. It is anticipated that the appointment of the new Non Executive Director can take place from 01 January 2014, which will enable an induction period to be undertaken, to include working alongside the current Chair of Audit. He will attend the January Audit Committee meeting, taking over the chair at the April meeting, while Eddie Weiss remains in attendance. The period between January and June, will enable the new Chair of Audit to settle into the role, and receive a detailed a handover from the outgoing chair, to ensure no slippage or detriment to the functioning of the committee.

The Nominations Committee are pleased that the appointment can take place well in advance of the end of Eddie Weiss' term of office. Eddie Weiss has made an excellent contribution to the Board throughout his tenure and under his leadership, the Audit Committee has functioned efficiently and effectively. The Nominations Committee are assured that the handover period will allow his knowledge of the Committee to be passed on to the new appointee and enable an effortless transition.

Sharon Walters
Director of Human Resources
28 November 2013

(on behalf of the Nominations Committee)

Appendix 1 – Shortlisting Criteria

- Evidence of genuine interest in and passion for patients and SCAS
- A senior finance professional, CCAB qualified with evidence of current CPD
- Board experience including serving on Audit Committee. NED experience an advantage
- Significant high level commercial experience with an analytical and strategic approach
- Ability to engage with and influence key stakeholders including staff and Governors
- Ability to understand complex business issues and to probe and challenge effectively & constructively

Appendix 2 – Interview Panel and Questions

Interview Panel

Trevor Jones, Chair (chair of interview panel)

Alastair Mitchell-Baker, Vice Chair and Senior Independent Director

Will Hancock, Chief Executive

Melanie Hampton, Lead Governor, Member of Nominations Committee

Eddie Cottrell, Staff Governor, Member of the Nominations Committee.

Interview Questions

- Why are you interested in this role?
- What do you know about us?
- How does your experience support your application? - Board, NED and chair of audit
- Describe commercial experience.
- How would you evaluate strategy and a large bid as a NED?
- How would you approach NED role?
- How would you play your part in the team?
- What is your understanding of and approach to governance and clinical assurance?
- Example of board disagreement and how resolved
- How would you relate to exec and remain Non-Exec?
- Understanding of IT and complex systems
- How would you approach relationship with governors and other stakeholders?

Additional applicant specific questions were also asked as appropriate.

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	9 December 2013
Title of Paper:	Public Engagement
Presented by:	David Ridley, Chair of the Membership and Engagement Committee James Underhay, Director of Strategy, Business Development, Communications and Public Engagement
Paper for Debate, Decision or Information:	Receive for information and debate
Main Aim:	To present an overview of public and member engagement to date, and to outline future priorities and strategy to the Council of Governors
Summary of key points for consideration:	The attached presentation covers: <ul style="list-style-type: none"> • The role of the Membership and Engagement Committee • The main objectives of membership engagement • Achievements to date • Future plans • Expectations of governors • Support for governors
Recommendations or Outcome Required :	To discuss issues associated with membership and public engagement, including agreement of future priorities / support for governors
Previous Forum:	Updates from the Membership and Engagement Committee are presented at all Council of Governors meetings.
Statutory Requirements Met:	Representing the interests of members is a statutory duty of the governors
Contact in case of query concerning this paper:	Steve Garside, Assistant Company Secretary, 01869 365032



Membership and Engagement committee

Council of Governors meeting -
9 December 2013

Get involved



Role of M&E committee

- Overseeing the recruitment and retention of members
- Making recommendations and report to the Council of Governors about membership recruitment, engagement, communications, involvement and representation



Role of M&E committee (contd)

Main objectives:

- **Membership strategy**
 - To make recommendations on the contents of the Foundation Trust Membership plan
 - Review and make recommendations to Board of Directors and Council of Governors on the effectiveness of the Trust's membership and engagement activities
- **Membership recruitment**
 - To ensure that the membership reflects the community the Trust serves
- **Membership Engagement and Communication**
 - To ensure through engagement that the views of our members are properly reflected to the trust
 - To develop the Annual Members Meeting
 - To ensure members e-newsletter has regular information about governors activities



Achievements to date

- Achieved 13,138 public members
- Held 248 membership and engagement events
- Undertaken first annual membership survey – June 2013
- Developed:
 - Patient forums
 - Constituency meetings
 - Various methods of communications with members:
 - Foundation Times e-newsletter
 - FT website area
 - Social media (via Twitter)
 - Public meetings and events

Get involved



Breakdown of public members (as at 30 November 2013)

	Representation	No.	Achieved (%)	Target
Geography		13,138	109%	12,000
Berkshire	Medium	2,626	109%	2,400
Buckinghamshire	Medium	2,676	112%	2,400
Hampshire	Medium	4,945	103%	4,800
Oxfordshire	High	2,862	119%	2,400
Age				
0-16	Low	112		n/a
17-21	High	977	126%	775
22-29	High	1,795	137%	1,308
30-39	High	2,183	139%	1,568
40-49	High	2,438	137%	1,782
50-59	High	2,074	139%	1,493
60-74	High	2,497	146%	1,705
75+	Medium	1,020	110%	931
Gender				
Male	Below optimal level	5,367	90%	5,939
Female	High	7,740	128%	6,061



Breakdown of public members (as at 30 November 2013) - contd

	Representation	No.	Achieved (%)	Target
Ethnicity				
White	Below optimal level	10,974	97%	11,258
Mixed	High	185	133%	139
Asian or Asian British	High	477	127%	376
Black or Black British	High	251	202%	124
Other	Medium	73	107%	68
Other -Chinese	Quite low	44	76%	58
Not stated		1,306		n/a
Socio-economic				
Wealthy Achievers	Below optimal level	3812	93%	4084
Urban Prosperity	High	1455	121%	1199
Comfortably Off	Medium	3603	103%	3496
Moderate Means	High	2635	190%	1386
Hard Pressed	Below optimal level	1265	81%	1560
Not available		157		n/a



Breakdown of engagement and recruitment events

Year	By type of event		By constituency				RE:ethnicity	Total
	Internal events (organised by SCAS)	External events	Berks events	Bucks events	Hants events	Oxon events	E&D events	Total no. of events attended by SCAS
2011 (Jan to Dec)	30	32	21	9	18	14	7	62
2012 (Jan to Dec)	48	43	20	11	32	28	12	91
2013 (Jan to Nov)	34	61	18	12	56	9	8	95
Total	112	136	59	32	106	51	27	248



Update on the plan for 2013/14

Membership and Engagement plan (As at 30 Nov 13)		
TITLE/ACTIVITY	PROGRESS	RAG
Annual General Meeting and Annual Members Meeting	Annual General Meeting and Annual Members meeting held 25-9	Green
Bespoke support for governors when necessary	Ongoing – three new governors recently appointed	Amber
Constituency meetings (staff and public)	Public constituency meetings held in Bucks (x 2), Berks (x 1) and Hants (x 2)	Amber
Establish Patient panel	Bucks event held. Hampshire to be held on 3 Dec 13	Amber
Expand the network of links with local organisations	Activity ongoing	Amber
Guest speaking at aspiring governors events (at other trusts)	Attended events at Oxford University Hospitals Trust	Green
Governors elections (as part of trust's overall engagement with members)	At near completion	Amber
Keep regular analysis of membership database	Membership is currently representative	Green
Member and patient survey	Survey complete. Results shared with relevant managers	Green
SCAS ambassador scheme	Ongoing	Amber
RAG		
Green	Amber	Red
Achieved	Ongoing or near completion	Not achieved yet

Get involved



From recruitment to engagement

Going forward

- Trust to:
 - concentrate on meeting with members at local venues⁹
 - continue to encourage governors to get more involved with the trust's engagement activities (e.g. 111 Roadshows etc)
 - continue programme of joint events with hospitals and other trusts
 - clarify and understand our members' views of our trust

Get involved



Governors' commitment re: engagement

- **ALL:**
 - Need to attend a minimum of 2 membership engagement/constituency events each year (1 each for staff and appointed partner governors)
 - Need to demonstrate and evidence to the CoG that they have engaged with Trust members and members of the public
 - Can genuinely represent the wider views of the public rather than purely their own or those of a small circle.
- **STAFF GOVERNORS** - Need also to hold at least 1 event each year to feedback to constituents on the work of the CoG
- **APPOINTED PARTNER GOVERNORS** – Need also to ensure appropriate feedback to constituents on the work of the CoG



Membership and engagement support for governors

- Membership and Engagement Officer
- Governors presentation
- Governors toolkit:
 - SCAS Key Messages
 - SCAS Facts And Figures
 - England Ambulance Services – Key figures
 - Screenshots of SCAS contacts
 - *You and your ambulance in a nutshell* booklet
 - Copies of *Foundation Times*
 - Key contact details for Governors
 - SCAS communication with members – **New**
 - Methods of engagement - **New**
 - Guidelines on social media – **New**
- Stakeholder spreadsheet
- Governors portal

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	9 December 2013
Title of Paper:	An Update on SCAS' commercial services
Presented by:	James Underhay, Director of Strategy, Business Development, Communications and Public Engagement
Paper for Debate, Decision or Information:	Receive for information and debate
Main Aim:	To provide an update to the Council of Governors on current issues associated with SCAS' commercial services, as a precursor to the January governors strategy workshop
Summary of key points for consideration:	The presentation covers: <ul style="list-style-type: none"> • Current context for commercial services • Current commercial performance • Patient Transport Services (PTS) retender activity • Future commercial opportunities for SCAS
Recommendations or Outcome Required :	Governors have sufficient background ahead of the January strategy workshop
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Assistant Company Secretary, 01869 365032



SCAS COMMERCIAL SERVICES UPDATE

9 December 2013

James Underhay

Get involved



Overview

- Current Commercial Context
- Commercial Performance
- PTS Retender Activity
- Future Commercial Opportunities for SCAS
- Any Questions



Current Commercial Context

- Growing private sector appetite for NHS services
- Competition environment requires 'new behaviours' within NHS organisations
- The commissioning architecture has changed with new roles for:
 - NHS England
 - Commissioning Support Units
 - Clinical Commissioning Groups
 - Public Health England
- Integrated Transformation Fund may provide both risks and opportunities for SCAS

Get involved



Commercial Performance

- Commercial income £22m for f/y 2013/14
- Commercial restructure completed during 2013 and new structure in place
- Continued financial and performance improvements delivered throughout the year, resulting in increased contribution to SCAS and hitting most contract KPIs
- Cost Improvement Programmes on track for delivery for f/y 2013/14
- New patient surveys launched in 2013 with overwhelming positive feedback on services

Get involved



PTS Retender Activity

- PTS contracts for retender include:
 - Ox/Bucks (currently on hold)
 - SHIP (in progress)
 - Bedfordshire and Hertfordshire (in progress)
- Expectations by commissioners of enhanced services, particularly around patient contact and experience
- Significant work underway with service redesign to meet commissioners' needs
 - GP/Urgent HCP activities



Get involved



Future Commercial Opportunities for SCAS

- Keogh review seeks to put Ambulance Trusts at the heart of urgent and emergency care
 - Paramedic at home
 - Community focus for new services
 - Tele-health opportunities
 - Frail and elderly – new ways of working
 - Telephone and self care opportunities
 - Integration and transformation fund £3.8bn committed to 'new or better' ways of working

Get involved



Get involved

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	9 December 2013
Title of Paper:	Report from the Membership and Engagement Committee
Presented by:	David Ridley, Chair of the Membership and Engagement Committee
Paper for Debate, Decision or Information:	Receive for information
Main Aim:	To present the minutes of the Membership and Engagement Committee meetings held on 3 October 2013 (Appendix A) and 21 November 2013 (Appendix B).
Summary of key points for consideration:	The Council of Governors are asked to <u>note</u> the minutes from the 3 October 2013 and 21 November 2013 meetings of the Membership and Engagement Committee.
Recommendations or Outcome Required :	Note
Previous Forum:	Updates from the Membership and Engagement Committee are presented at all Council of Governors meetings.
Statutory Requirements Met:	Representing the interests of members is a statutory duty of the governors
Contact in case of query concerning this paper:	Steve Garside, Assistant Company Secretary, 01869 365032

APPENDIX A

Minutes of the eighth meeting of the South Central Ambulance Service NHS Foundation Trust Membership and Engagement Committee held on 3 October 2013 at Northern House, Bicester, Oxfordshire

- Present:** David Ridley, Public Governor (Buckinghamshire) and Committee Chair
Bob Duggan, Public Governor (Buckinghamshire)
Barry Lipscomb, Partner Governor
Gary Clark, Public Governor (Berkshire)
Allan Read, Public Governor (Hampshire)
Richard Ryan, Public Governor (Hampshire)
Tim Windsor-Shaw, Public Governor (Oxfordshire)
- In attendance:** James Underhay, Director of Strategy and Business Development; Monica Moro, Membership Officer; Rachel Jeacock, Assistant Company Secretary
- Apologies:** Patrick Conafray, Public Governor (Oxfordshire)
- Not present:** Carol Watts

MEC13/025

Chair's Welcome and Apologies for Absence

The Chair welcomed all present to the meeting and apologies were noted from Patrick Conafray. The Committee welcomed James Underhay who has taken over responsibility for communications and stakeholder engagement following Duncan Burke's departure.

MEC13/026

Declaration of Interests

There were no new declarations of interest.

MEC13/027

Minutes from Meeting of 10 July 2013

The minutes of the meeting held on 10 July 2013 were approved without amendment.

MEC13/028

Matters Arising from Meeting of 10 July 2013

David Ridley presented the matters arising schedule reporting progress against the action points from the July meeting, with the committee discussing the following:

- David Ridley confirmed he had contacted Carol Watts regarding her attendance at committee meetings but had not received a response to date. The Committee agreed to ask the Company Secretariat to take this forward.
- David Ridley confirmed that an email had been circulated to governors seeking representation on the committee with no representative forthcoming at present. It was agreed to try again after the public governor elections.
- Monica Moro reported that arrangements to meet with Radio Awaaz are currently being finalised.

- Rachel Jeacock confirmed that the presentation and checklist had been circulated to all governors during August.
- Monica Moro reported that a Patient Forum Chair had been identified for each constituency with the next meeting booked in Hampshire on 3 December.

MEC13/029

Overview of current membership position

Monica Moro presented details of the latest membership position and reported that membership had increase by 7% since the last meeting with the Chinese community being the only area that is currently under represented.

Monica Moro reported on the work being undertaken to recruit members between 14 and 16 years old including a press release and visiting 6th form schools.

In response to a question about the 10% of the overall Trusts membership who did not disclose their ethnicity, Monica Moro reported that this figure is in line with other Trusts.

MEC13/030

Engagement and Membership Plan

Monica Moro presented progress against the actions identified in the Engagement and Membership Plan reporting that only one area was currently red – SCAS ambassador scheme – which was due to commence in December.

There was a general discussion about the purpose of the action and it was agreed to change the wording to reflect that the members would be recognised as ambassadors of the Trust for their support and commitment to the Trust. It was agreed that the purpose of the action was to help members be more active in their membership and it was acknowledged that any members who were supporting SCAS at events would, in turn, need to be adequately supported.

13/030a

Monica Moro to update the wording included in the objective of the SCAS ambassador scheme to reflect that members will be recognised as ambassadors of the Trust.

Allan Read suggested an article in the Foundation Times highlighting the different ways that members can get involved in the Trust.

13/030b

Monica Moro to include details of membership events in the next edition of Foundation Times.

James Underhay suggested governors were asked to put together a plan detailing how they will achieve the engagement requirements as specified in the Charter of Expectations.

13/030c

A proforma to be created for governors to complete detailing how they will achieve the requirements around engagement with members as specified in the Charter of Expectations.

MEC13/031

Review of Effectiveness of Engagement Events

Monica Moro presented details of the membership and engagement activities that had been undertaken to date. The following themes were highlighted:

- Events held with other organisations fair better than those where the audience needs to be sought by means of advertisement to the public through the Trust's membership.
- Members want to hear about what the service is doing in their constituency and have the opportunity to share their personal experience of using the service, making suggestions to improve it.

David Ridley raised the possibility of using young people to make a video campaign about the Trust and the services it provides. James Underhay agreed to review the costings involved.

13/031

Monica Moro to revisit the costs for the production of a video campaign using young people to highlight the work of the Trust and share with James Underhay.

MEC13/032

Membership Satisfaction and Patient Care Survey

Monica Moro presented the responses to the membership satisfaction and patient care survey that were relevant to governors and highlighted that some areas were already being addressed such as joint working with other Trusts.

MEC13/033

Meeting Dates for 2014 / 2015

The Committee agreed the proposed meeting dates for Membership and Engagement Committee during 2014 / 2015.

MEC13/034

Any Other Business

Allan Read reiterated that the focus of the group now needs to change to effective engagement with members and the public and thanked Monica for the excellent job she has done to date to ensure the Trust reached its membership target.

Gary Clark stated that he felt the Trust's response to the Berkshire constituency meeting was negative towards CFRs being involved.

MEC13/035

Date of Next Meeting

The Committee agreed to schedule an extra meeting to take place before the additional Council of Governor meeting being held in early December. Rachel Jeacock to make arrangements for an additional meeting in mid / late November to be held in Newbury.

13/035

Rachel Jeacock to make arrangements for an additional Membership and Engagement Committee meeting to be held prior to the next meeting of the Council of Governors.

APPENDIX B

Minutes of the ninth meeting of the South Central Ambulance Service NHS Foundation Trust Membership and Engagement Committee held on 21 November 2013 at Newbury Rugby Club

Present: David Ridley, Public Governor (Buckinghamshire) and Committee Chair
Patrick Conafray, Public Governor (Oxfordshire)
Barry Lipscomb, Partner Governor
Allan Read, Public Governor (Hampshire)
Richard Ryan, Public Governor (Hampshire)
Tim Windsor-Shaw, Public Governor (Oxfordshire)

In attendance: James Underhay, Director of Strategy and Business Development, Communications and Engagement
Steve Garside, Company Secretary
Monica Moro, Membership Officer

Apologies: Gary Clark, Public Governor (Berkshire)
Bob Duggan, Public Governor (Buckinghamshire)
Carol Watts, Staff Governor

MEC13/036

Chair's Welcome and Apologies for Absence

The Chair welcomed all present to the meeting, and explained that the main purpose was to prepare for the presentation on membership engagement that would be delivered at the next Council of Governors meeting.

MEC13/037

Declaration of Interests

No new interests were declared.

MEC13/038

Minutes from Meeting of 3 October 2013

The minutes of the meeting held on 3 October 2013 were approved with one amendment in respect of the reference on page 2 to "members representing SCAS at events". It was considered that "representing" was not the most appropriate term, and that this should be replaced by "supporting". Steve Garside agreed to amend the minute prior to them being presented to the Council of Governors on 9 December 2013.

MEC13/039

Matters Arising from Meeting of 3 October 2013

The Committee indicated their content with the progress made against the actions from the previous meeting, and all were considered to have been cleared.

MEC13/040

Preparation for December Council of Governors meeting

Steve Garside presented an overview of what he considered the Membership and Engagement Committee should cover as part of the presentation on its work to the Council of Governors meeting on 9 December:

- an overview of the remit of the Membership and Engagement Committee
- details of the achievements of the Committee to date
- clarification over expectations in terms of all governors having a responsibility to engage with Trust members and members of the public
- details of the future strategy and priorities for membership engagement
- an outline of the support available to governors

The Committee discussed a range of issues relevant to the above, and it was agreed that Monica Moro would work up a draft presentation based on the outputs and circulate to James Underhay and David Ridley for comments.

Action 13/040a

Monica Moro to produce the presentation on membership engagement for the next Council of Governors meeting, agreeing the final version with David Ridley and James Underhay.

The Committee discussed the "Governor Engagement Proforma" which had been circulated with the meeting papers, with a number of governors stating that they did not find it to be particularly helpful or clear.

James Underhay explained the background to the proforma, and how the Trust were keen for each governor to take ownership of their engagement activity. Completion of the proforma would enable each governor to plan their events, as well as provide assurance to the Trust that the individual expectations set around engagement would be delivered.

It was agreed that, once governors had completed the proforma, there would be an option (with the consent of the governor) to publicise the event in advance on the Trust's website.

Action 13/040b

Monica Moro to take forward the completion of the Governor Engagement Proforma so that each governor has a plan in place for future membership engagement.

MEC13/041

Any Other Business

Tim Windsor-Shaw circulated a narrative he had produced following a meeting with a number of Community First Responders in Oxfordshire. This highlighted some issues, particularly in relation to communication between the Trust and CFRs, and Steve Garside confirmed that he would consider the paper and respond accordingly.

Action 13/041

Steve Garside to consider and respond to the issues raised by Tim Windsor-Shaw regarding communication with community first responders.

MEC13/042**Date of Next Meeting**

The next meeting will take place at 6.00pm on 15 January 2014 at Otterbourne.

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	9 December 2013
Title of Paper:	Update on the 'Review of the Effectiveness of the CoG' Action Plan
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Receive for information
Main Aim:	To present an update on progress implementing the recommendations identified through the review of the effectiveness of the Council of Governors earlier in the year
Summary of key points for consideration:	Good progress has been made in implementing the various recommendations that a task and finish group identified as part of undertaking a review of the effectiveness of the Council of Governors
Recommendations or Outcome Required :	Note
Previous Forum:	The action plan was agreed at the July 2013 meeting
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Assistant Company Secretary, 01869 365032

Enclosure G

Review of the Effectiveness of the Council of Governors

=

Action Plan Progress Report

1. BACKGROUND

- 1.1 A Task and Finish Group (TFG) considered a range of issues relating to the effectiveness of the SCAS FT Council of Governors (CoG):
- the overall functioning of the CoG
 - processes and information to communicate with governors
 - representing the interests of members and the public
 - holding the NEDs individually and collectively to account for the performance of the Board
- 1.2 The TFG, taking into account the views of governors, concluded that the overall direction of travel in terms of the functioning of the CoG is positive and improving over time. However, it was recognised that some further improvements could be made, enabling the range of statutory duties to be delivered as effectively and efficiently as possible.
- 1.3 The TFG identified thirteen recommendations, covering a range of issues, and these were all fully accepted by the CoG at their formal meeting on 4 July 2013. The purpose of this paper is to therefore provide an update on progress with the implementation of the thirteen recommendations.

2. PROGRESS REPORT

- 2.1 Appendix A shows the current status of the thirteen recommendations.
- 2.2 Ten of the thirteen (77%) recommendations are considered to have been completed and/or cleared. A short summary on these is as follows:
- R1 – a governor charter of expectations has been produced and was agreed with the CoG at the 4 July 2013 meeting (Appendix B). The Company Secretariat monitors the progress being made by each governor against the expectations, and a status update will be provided at the January meeting.
 - R2 – a short policy for governor training and development has been produced, and feedback from governors is now sought (Appendix C)
 - R3 – meeting arrangements have been reviewed and the most important agenda items have been prioritised. Additionally, meeting protocols, such as directing questions through the Chair, have been reinforced

- R5 – the governor Code of Conduct has been reviewed and updated, and subject to the agreement of the governors, will be implemented to coincide with the outcomes of the governor elections (Appendix D)
- R6 – the roles, responsibilities and reporting arrangements of the Nominations Committee and Membership and Engagement Committees have been reinforced and updated terms of reference were presented at the 4 July meeting
- R7 – the governors portal has undergone further development and now contains an extensive range of information which governors are encouraged to access
- R10 – governors are aware that they can participate in a buddying arrangement with a NED, and there are examples of where this is working well
- R11 – there are a range of mechanisms in place for governors and NEDs to network on a more informal basis
- R12 – the Trust has considered its arrangements for Board meetings in public and plans to hold two evening meetings in 2014/15 to help support greater governor attendance
- R13 – the Trust has produced a guide for governors, including a feedback template, to be used when attending Board meetings in public (Appendix E)

2.3 Three recommendations (23%) are still in progress with implementation ongoing:

- R4 – a short protocol outlining the process for governors to raise issues is being developed, and will be launched following completion of the election process
- R8 – expectations have been set around the number of membership engagement events governors will participate in each year (see governor charter of expectations); this will be supported by the work of the Membership and Engagement Committee
- R9 – the Director of Strategy, Business Development, Communications and Engagement will be working closely with the Membership and Engagement Committee to identify more effective and innovative ways of engaging with members

3. CONCLUSIONS AND NEXT STEPS

3.1 Good progress has been made in implementing the recommendations from the review of the effectiveness of the CoG. Progress reports will continue to be presented, and it is recommended that an annual review is undertaken as a matter of good practice.

Steve Garside
Company Secretary
25 November 2013

APPENDIX A – CoG REVIEW OF EFFECTIVENESS ACTION PLAN – STATUS REPORT AS AT 20 NOVEMBER 2013

Recommendation	Lead	Accepted	Actions	Timescale	Update as at 20.11.2013
R1 The Company Secretary to produce a governor charter of expectations setting out the types of activities that it is suggested governors undertake each year in order to deliver their roles.	Company Secretary	Y	Draft to be presented to the CoG on 4 July 2013 for comment.	Draft July 2013; final version August 2013	Action completed. A governor charter of expectations was agreed at the July 2013 meeting (see Appendix B). A status report showing the position of each governor against the expectations will be presented at the January 2104 meeting.
R2 The Company Secretary to develop a training and development strategy for governors, taking into account statutory duties, individual needs, and cost.	Company Secretary	Y	Details of governor training and development strategy to be presented at the October CoG meeting.	October 2013	Action completed. A short training and development policy for governors has been produced (see Appendix C).
R3 Arrangements surrounding the format of formal CoG meetings to be reviewed to ensure that the most important agenda items are suitably prioritised and that protocols regarding general conduct are reinforced.	Chairman/Company Secretary	Y	To be implemented from 4 July 2013 meeting onwards.	July 2013	Action completed. This was undertaken with effect from the 4 July meeting.
R4 A short protocol to be developed outlining the process for governors to raise issues, including details of expected timescales for response.	Assistant Company Secretary	Y	Protocol to be developed and shared.	August 2013	Action outstanding. A protocol to be developed and presented at a future meeting of the CoG. It will also form part of the induction for new governors.

Recommendation	Lead	Accepted	Actions	Timescale	Update as at 20.11.2013
R5 The code of conduct to be refreshed (including to take account of the new statutory duties) and re-presented at a future CoG meeting.	Company Secretary	Y	Code of Conduct to be reviewed and updated. To be presented at the October CoG meeting.	October 2013	Action completed. The Task and Finish Group have reviewed and updated the governor code of conduct. (see Appendix D.
R6 The roles of and the reporting arrangements for, the Nominations Committee and Membership and Engagement Committee to be reinforced at a future CoG meeting.	Company Secretary	Y	The reports to the CoG on 4 July will include the terms of reference for both committees as well as their respective Annual Reports.	July 2013	Action completed. Addressed by virtue of the reports presented to the CoG on 4 July.
R7 The TFG recommend that governors make greater use of the governor's portal, which includes a comprehensive range of information relating to the Trust and the role of the governor (this also includes contact email and telephone details for all governors who have given consent).	Governors	Y	Ongoing use of the portal by governors.	Immediate	Action completed. The portal continues to be developed and promoted, although levels of governor access are low.
R8 Governors should be more active in terms of participating in membership engagement events, in line with the suggestions laid out in the governor's charter of expectations.	Governors	Y	Governors to deliver the requirements in terms of membership engagement events.	Immediate	Action ongoing. Expectations have been set around the number of engagement events that governors should participate in each year. The Membership and Engagement Committee will continue to direct this area of work.

Recommendation	Lead	Accepted	Actions	Timescale	Update as at 20.11.2013
R9 The Trust to consider more innovative ways of engaging with members and the public (to include: links with patient and community groups, and local Healthwatch; joint events with commissioners and acute hospitals; and constituency meetings)	Director of Communications and Public Engagement	Y	Covered by the Foundation Trust Membership Plan for 2013/14 which will be issued following the 4 July CoG meeting.	August 2013	Action ongoing. Details of this will be discussed at today's meeting. The Membership and Engagement Committee will continue to direct this area of work.
R10 Governors to contact the Company Secretariat if they wish to participate in an informal NED:Governor buddying arrangement.	Governors	Y	As per recommendation	Ongoing	Action completed. This is an ongoing invitation that governors can accept at any point (and will be referenced in the new governor induction pack).
R11 Consideration to be given to arranging some less formal sessions where the governors can meet with NEDs to network and discuss key issues affecting the Trust, including future strategy.	Chairman/Company Secretary	Y	Chairman and Company Secretary to review and update the CoG at the October 2013 meeting.	October 2013	Action completed. Opportunities for less formal networking include: governors workshops, bi-monthly Board/governor lunches, and buddying meetings.
R12 The Trust to review its arrangements for Board meetings in public with a view to facilitating greater governor attendance.	Chairman/Company Secretary	Y	Chairman and Company Secretary to review and update the CoG at the October 2013 meeting.	October 2013	Action completed. Two of the six annual Board meetings in public in 2014/15 will be held in the evenings to facilitate greater governor attendance. Further details will follow in due course.

Recommendation	Lead	Accepted	Actions	Timescale	Update as at 20.11.2013
<p>R13 The Company Secretariat to develop a template for governor feedback on observations made at Board meetings in public; feedback to be shared periodically at formal CoG meetings.</p>	<p>Company Secretary</p>	<p>Y</p>	<p>A template to enable the governors to give structured feedback on their observations at Trust Board meetings in public will be produced and circulated ahead of the September 2013 meeting.</p>	<p>September 2013</p>	<p>Action completed. A guide for governors was issued on 25 July (see Appendix E).</p>

APPENDIX B – GOVERNOR CHARTER OF EXPECTATIONS (as approved at 4/7/2013 meeting) – status report to be presented Jan 14

	ESSENTIAL								HIGHLY DESIRABLE		End of Year status
	A	B	C	D	E	F	G	H	I	J	
	Formal CoG (4 of 5)	Public Board (1 of 6)	Noms Comm. (75%)	M&E Comm. (75%)	Strategy Event (attend)	Engage. Events (Min of 2)	Engage. Events (Min of 1)	Staff feedback (Min of 1)	Training sessions (1 of 2)	AGM / AMM (attend)	
K Adenubi											
P Carnell											
G Clark											
P Conafray											
B Duggan											
M Hampton											
B Playfoot											
A Read											
D Ridley											
R Ryan											
A Tottle											
T W-Shaw											
E Cottrell											
J Donne											
C Fowler											
D Palmer											
C Watts											
S Chetcuti											
D Chilvers											
A Glass											
S Hoare											
K House											
B Lipscomb											

NOTES

ESSENTIAL

- A) Attend at least 4 of the 5 formal CoG meetings held each year (unless there are exceptional circumstances), or 80% of the meetings held, having prepared and read the papers in advance
 - B) Attend at least 1 of the 6 Board meetings in public held each year, and ideally 2 (unless there are exceptional circumstances), in order to observe first-hand the NEDs holding the executives to account for the performance of the Trust
 - C) Nominations Committee members only – attend at least 75% of committee meetings held each year
 - D) Membership & Engagement Committee members only – at least 75% of committee meetings held each year
 - E) Attend the strategy workshop that is held each year so that governors can bring forward the views of their constituents and help develop the Trust's Annual Forward plan
 - F) Attend at least 2 membership engagement / constituency events each year – public governors only
 - G) Attend at least 1 membership engagement / constituency events each year – staff and appointed governors only
 - H) Staff governors only - hold at least 1 event each year to feedback to constituents on the work of the CoG
- Also: ALL GOVERNORS - undertake sufficient activity to ensure an appropriate understanding of the NHS and SCAS, and the governor role, and to keep abreast of new developments
- Also: ALL GOVERNORS - each governor should be able to demonstrate and evidence to the Council of Governors that they have engaged with Trust members and members of the public, and can genuinely represent the wider views of the public rather than purely their own or those of a small circle.
- Also: APPOINTED PARTNER GOVERNORS ONLY - ensure appropriate feedback to constituents on the work of the CoG

HIGHLY DESIRABLE

- I) Attend at least 1 of every 2 governor workshops that are held each year for the purposes of ensuring that governors are equipped with the skills and knowledge they need to discharge their duties appropriately (e.g. finance, quality and safety workshops)
- J) Attend the Annual General / Members Meeting



APPENDIX C

GOVERNOR TRAINING AND DEVELOPMENT POLICY

Produced by: Steve Garside, Company Secretary

Date: November 2013

Review: November 2013



GOVERNOR TRAINING AND DEVELOPMENT POLICY

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1. BACKGROUND

Each Foundation Trust has a duty to take steps to ensure that “*governors are equipped with the skills and knowledge they need to discharge their duties appropriately*”. As a reminder, the general duties of governors are to:

- hold the non-executive directors, individually and collectively, to account for the performance of the Board of Directors
- represent the interests of the members of the Trust as a whole, and the interests of the public.

Since achieving FT status in March 2012 SCAS has ensured that its governors have the necessary skills and knowledge to perform their duties effectively, and this was confirmed by the 2012/13 end of year Review of the Effectiveness of the Council of Governors.

2. PURPOSE OF THE POLICY

The purpose of this policy is to set out the approach the Trust will adopt to ensuring that there are appropriate training arrangements in place for both new and existing governors, and that these are regularly reviewed and refreshed.

3. PRINCIPLES OF THE TRAINING AND DEVELOPMENT POLICY

There are a number of key principles that will underpin SCAS’ approach to the training and development of governors:

- generally governors will develop their ability to carry out the governor duties on a self-taught, evolving basis, helped by the practical experience of delivering the various aspects of the role
- however, from time-to-time, governors may need additional, tailored support. Where this is the case, the provision of training and development will be exclusively for the purposes of supporting the governors in delivering their general and specific statutory duties, and must be appropriate, proportionate and affordable
- all new governors will receive a tailored induction programme, linked to their existing knowledge and expertise, to help develop their understanding of the governor role, the Trust, and the ambulance sector / wider NHS
- post induction, priority for any supplementary training and development will be given to those governors who are members of committees of the Council of Governors (e.g. Membership and Engagement, and

Nominations), or those who are making a significant contribution to the Trust beyond what would be regarded as the minimum expected level of commitment (for example, those individuals who are participating extensively in membership engagement events, or attending Board meetings on a regular basis as part of the 'holding to account' element of the role)

- the provision of training and development may be through either internal or external sources, but priority will be given to 'free-of-charge' training provision, reflecting the financial circumstances in which SCAS is operating
- training sessions will be scheduled / arranged to be as easy as possible for governors to attend; equally, governors should make every effort to attend any training that has been arranged for them by the Trust, particularly where there are financial implications for the Trust
- the Trust will consider any reasonable request by a governor(s) to access specific expertise, so that governors have appropriate and objectives guidance (for example, expert HR advice associated with the statutory duty of appointing/removing a Chair/Non Executive Directors
- the Trust will take all reasonable measures to ensure that governors are abreast of key developments in relation to their role (e.g. legislative changes) and SCAS, and training workshops may be arranged accordingly
- wherever possible, a governor(s) attending a training and development event will share and disseminate the learning with the wider group of governors.

4. APPROACH TO TRAINING AND DEVELOPMENT

There are two aspects to the SCAS' training and development policy for governors, and these are described in more detail below:

- induction training for newly elected or appointed governors (typically covering the first six months of the governor's term of office)
- ongoing training and development for governors following completion of their induction period

5. INDUCTION TRAINING FOR NEW GOVERNORS

All newly elected and appointed governors will have an introductory meeting with the Trust Chairman.

The Company Secretary and governor will then plan an appropriately tailored induction programme, reflecting the individual's existing understanding of the

governor role, SCAS as an organisation, and the ambulance sector / wider NHS.

The induction programme will include provision of information, briefings, presentations, and one-to-one meetings with key staff and other members of the Council of Governors and members of the Board of Directors. It may also include a visit to one of the Emergency Operations Centres if appropriate.

Governors will have the opportunity to participate in a buddying arrangement; for example, with a Non Executive Director or a governor in another Trust.

At the end of the first six months of the governor's term of office, the governor and Company Secretary will review the induction programme and determine whether any additional support is required.

6. ONGOING TRAINING FOR GOVERNORS

As noted in section 3, governors will generally develop their ability to carry out their duties on a self-taught basis, which will be assisted by the practical experience of delivering the role over the lifespan of the governor's period of office. This approach is supported by a range of activities, including:

- preparing for, and attending, formal Council of Governors meetings
- attending training and development workshops organised and delivered by the Trust
- reading the papers for, and attending, Board of Directors meetings in public
- reading briefings and guidance documents issued both internally (e.g. through the Company Secretary) and externally (e.g. Monitor)
- participating in engagement activities.

Governors are expected to maintain a relevant and up-to-date knowledge of the governor role, SCAS, and the ambulance sector / wider NHS each year as part of a 'self-managed' approach to their role.

Where additional training and development support is required, the principles outlined in section 3 will apply, and such support will be co-ordinated through the Company Secretariat.

Steve Garside
Company Secretary
November 2013



APPENDIX D

CODE OF CONDUCT FOR SOUTH CENTRAL AMBULANCE SERVICE NHS FOUNDATION TRUST GOVERNORS

Produced by: Steve Garside, Company Secretary

Date: August 2013

Review: August 2014



CODE OF CONDUCT FOR SCAS FT GOVERNORS

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1. INTRODUCTION

The purpose of this Code of Conduct ('the Code') is to provide clear guidance on the standards of conduct and behaviour expected of all South Central Ambulance Service NHS Foundation Trust (SCAS FT) Governors, whether elected or appointed.

Governors must recognise the Trust is an apolitical public benefit organisation that seeks to promote social inclusion. The promotion of any personal or political view that is at odds with this principle will be grounds for dismissal from the Council of Governors. Given the confidential, and often sensitive nature, of the issues considered by the Council of Governors, Governors both individually and collectively must always act with total discretion and integrity, and in the interests of the greater good of the Trust and the people who use its services.

Elected Governors who are members or affiliates of any trade union body, political party, or other organisation that seeks to influence public opinion, must recognise that they will not be representing the views of such organisations: rather, they are elected to represent the views of their constituency's members.

The Code, together with the Code of Conduct for Directors and employees, and the NHS Constitution, forms part of the framework designed to promote the highest standards of conduct and behaviour within SCAS. The Code is intended to operate in conjunction with the Monitor Code of Governance, Monitor's Guide for Governors, and the Trust's Constitution (and the standing orders contained within).

The Code applies at all times when Governors are (or might seem to be) carrying out the business of SCAS or representing SCAS, and will include all circumstances in which Governors are directly engaging with members of the public, Trust employees, and other key stakeholders.

2. SEVEN PRINCIPLES OF PUBLIC LIFE

SCAS strongly promotes the Seven Nolan Principles of Public Life, and expects that its Governors, in keeping with Board members and officers, will apply the principles at all times. The Seven Nolan Principles are:

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 obligation to outside individuals or organisations 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. CORPORATE VALUES

In addition to the Seven Nolan Principles, SCAS has four values that underpin everything it does – teamwork, innovation, professionalism and caring for others. SCAS FT Governors should exhibit these values in delivering their statutory duties and when representing the Trust.

4. COUNCIL OF GOVERNORS' STATUTORY DUTIES

The role of the Council of Governors is to:

- represent the interests of the members of the Trust as a whole and the interests of the public
- hold the Non Executive Directors individually and collectively to account for the performance of the Board of Directors.

In representing the interests of the members of the Trust as a whole and the interests of the public, Governors will actively engage with their constituents, and will not seek to promote or pursue issues of personal interest.

The role of the Council of Governors, included their statutory duties, is set out in detail in the Trust Constitution (including standing orders), the Monitor Code of Governance, and Monitor's Guide for Governors.

In carrying out its work, the Council of Governors needs to take account of and respect the statutory duties and liabilities of the Board of Directors and individual Directors. This means recognising that the Executive Directors are responsible for the day-to-day running of the Trust, and that they are held to account by the Non Executive Directors. The role of the Governors is to then hold the Non Executive Directors individually and collectively to account for the performance of the Board of Directors.

5. CONFIDENTIALITY

Governors must comply with the Trust's confidentiality policy and procedures.

Governors must not disclose any confidential information, except in specified lawful circumstances, and must not seek to prevent a person from gaining access to information to which they are legally entitled.

In turn, the Trust will highlight whether any information provided to Governors is of a confidential nature, and issue any specific instructions in terms of safe retention and disposal (linked to the Data Protection Act).

6. DECLARATION OF INTERESTS, AND CONFLICTS OF INTEREST

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 ('interests' are defined in the Trust Constitution).

It is also important from a Governor's perspective that they are not seen to be conflicted or in a situation where, in delivering their statutory duties, their judgement is perceived as being impaired or inappropriately affected.

The requirements for Governors include the following:

- Governors are required to register, via the Company Secretariat, all relevant interests on the Trust's register of interests in accordance with the Trust Constitution. It is the responsibility of each Governor to update the Trust if their interests change at the earliest opportunity.
- if a Governor has a pecuniary, personal or family interest, whether that is actual or potential, direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he/she becomes aware of it.

- Governors are expected to be fully mindful of any interests they have during meetings and in the delivery of their statutory duties. Governors must absent themselves from any meeting, or part of a meeting, where an interest occurs, and this will be recorded in the minutes.
- Governors should not use their Governor position, and the information afforded to them in the delivery of their statutory duties, to derive a financial or other pecuniary benefit or advantage. Governors should generally not be involved, either on an employed or self-employed basis, in any contractual arrangements with the Trust, linked to the supply of goods and services. Where there is potential for this situation to arise, the Governor will discuss the issue with the Trust Chair to determine whether it is likely to conflict the governor in carrying out their role

Linked to the Bribery Act 2010, Governors must neither accept/offer a benefit from/to a third party by reason of being a Governor for doing/not doing anything in that capacity.

Failure to comply with the arrangements for disclosing details of interests is likely to constitute a breach of this Code.

7. MEETINGS

Governors have a responsibility to attend formal meetings of the Council of Governors, and any meetings of sub-committees of which that Governor is a member, and be appropriately engaged.

When it is not possible to attend a particular meeting, apologies should be submitted to the Company Secretariat in advance of the meeting.

A Governor's term of office shall be terminated by the Council of Governors if he/she has failed to attend three consecutive meetings of the Council of Governors unless the Council of Governors is satisfied the absence was due to a reasonable cause and that the governor will resume attendance at meetings of the Council of Governors within such period as it considers reasonable.

8. PERSONAL CONDUCT

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.

Specifically Governors must:

- treat fellow Governors, staff, members, and all those with whom Governors interact, with respect

- adhere to good practice in respect of conduct at meetings, respecting the views of fellow Governors and channelling questions through the Chair so that business can be conducted in an orderly fashion
- be mindful of conduct which could be deemed to be unfair or discriminatory (the Trust seeks to promote social inclusion and therefore Governors will not discriminate against any part of the communities they serve, on any grounds)
- recognise the respective roles of the Board of Directors and the Council of Governors, and that both parties have a common interest in the success of the Trust
- demonstrate and evidence to the Council of Governors that they have engaged with Trust members and members of the public, and, in the case of elected public Governors, can genuinely represent the wider views of the public rather than purely their own or those of a small circle (it is important in this respect that Governors do not have, and are not seen to have, a personal interest that conflicts them or inappropriately influences their judgement)
- seek to ensure that the membership of the public constituency, staff constituency, or partner organisation that they represent are properly informed and that their views are fed back to the Trust
- deliver the requirements, on an annual basis, set out in the Governor Charter of Expectation including in relation to duties, attendance at meetings (see also section 7 – meetings – above) and training. Governors must attend training which is defined as mandatory, including in relation to induction
- demonstrate active commitment by attending and participating at meetings, or providing input to meetings by submitting views where a Governor is unable to attend the meeting
- 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.
- comply with Trust policies which are applicable to the Governor role and duties
- have due regard to advice provided by the Chair and Company Secretary pursuant to their statutory duties.

In the event that a Governor fails to comply with one or more of these requirements, then the Trust Chair reserves the right to discuss the issue(s) with the individual concerned.

Should the Trust Chair consider that the governor has brought their office or the Trust into disrepute, for example through a serious breach of the Code or repeated breaches of a less serious nature, then he/she will also have the right to escalate the issue(s) to the full Council of Governors where the continuance of the Governor's role will be determined with reference to Annex 5 of the Trust Constitution.

9. TRAINING AND DEVELOPMENT

SCAS is committed to providing appropriate training and development opportunities for Governors to enable them to carry out their role effectively. Governors are expected to participate in training and development opportunities that have been identified as appropriate for them. Governors are required to participate in any review processes both in terms of their own contribution and the wider effectiveness of the Council of Governors.

10. DEALING WITH THE MEDIA

Governors should not engage with the media, or make any comments, over matters relating to SCAS, and any Governor approached by the media for comment should immediately notify the Trust's Company Secretariat.

11. LIAISON WITH MONITOR

Monitor have stated that in exceptional circumstances (for example, where they have concerns over the functioning of the Board of Directors) they may wish to make contact with the Council of Governors. The Governors have nominated a Lead Governor to take on the role of having any direct contact with Monitor, and this will be co-ordinated through the Company Secretary.

A Governor may refer a question to Monitor's *Independent Panel for Advising Governors* if it is concerned that the Trust has failed, or is failing, to act in accordance with its Constitution. This can be utilised by Governors as a last resort where internal processes have failed and with the approval of a majority of voting Governors. Any proposed referral should be discussed first with the Company Secretary who can advise on due process.

12. INTERPRETATION AND CONCERNS

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

13. REVIEW AND REVISION OF THE CODE

This Code has been agreed by the Council of Governors. The Company Secretary will ensure that the Code is reviewed periodically, although it is for the Governors to agree to any amendments or revisions.

14. UNDERTAKING AND COMPLIANCE

Governors are required to give an understanding that they will carry comply with the provisions of this Code. Failure to comply with the Code may result in action being taken in accordance with Annex 5 of the Trust Constitution, including a written warning as to future conduct or potential termination of office.

15. PERSONAL DECLARATION

I..... (please print full name) have read, understood, and agree to abide by the Code of Conduct for the Council of Governors of SCAS FT

Signature.....

Date.....



Attending and observing Trust Board meetings

-

A guide for SCAS FT governors

Produced by: Steve Garside, Company Secretary

Date: July 2013

Review: July 2014



Attending and observing Trust Board meetings – A Guide for SCAS FT governors

BACKGROUND

The governors of an NHS Foundation Trust have a statutory duty to “*hold the non-executive directors (NEDs) individually and collectively to account for the performance of the Board of Directors*”.

To deliver this duty effectively, governors need to understand the role of the Board and how its performance can be measured, and attend Board meetings in order to be assured that the Board is performing effectively.

This guide aims to support SCAS FT governors with their attendance at Board meetings, helping them to understand the role of the Board, and also the characteristics that are generally associated with an effective Board.

The guide includes prompts that governors can use when observing a Board meeting, and a template is provided for governors to feedback their views in a structured manner to the Trust.

THE ROLE OF THE BOARD AND NON EXECUTIVE DIRECTORS IN AN FT

Monitor’s Code of Governance states that “*every NHS Foundation Trust (FT) should be headed by an effective Board of Directors, since the Board is collectively responsible for the exercise of the powers and the performance of the Foundation Trust*”. It adds that the role of the Board includes to:

- provide effective and proactive leadership of the FT
- ensure compliance with the provider licence, Trust Constitution, guidance issued by Monitor, and relevant statutory obligations
- set the FT’s strategic aims at least annually, taking into consideration the views of the governors, ensuring that the necessary resources are in place to meet the Trust’s main priorities and objectives
- ensure the quality and safety of services for patients, applying the relevant principles and standards of clinical governance
- ensure that the FT exercises its functions effectively, efficiently and economically, including in relation to service delivery

- set the FTs visions, values and standards of conduct and ensure that its obligations to patients and other key stakeholders are delivered

NEDs – the primary focus of the governors for this particular statutory duty - are members of the Board. They are not involved in the day to day running of the business, but are instead independent guardians of the governance process and monitor the executive activity as well as contributing to the development of strategy.

All Board members (executive and non-executive) have joint responsibility for decisions of the Board and share the same liability. All members also have responsibility to constructively challenge the decisions of the Board and help develop proposals on priorities, risk mitigation, values, standards and strategy.

Governors wishing to understand in more detail the particular roles and duties of the Chair and NEDs should refer to the formal role descriptions which were presented at the Council of Governors meeting in April 2013.

MEASURING THE PERFORMANCE OF THE SCAS FT BOARD

The most recent guide for the NHS on what constitutes an effective Board is “*The Healthy NHS Board 2013 – Principles for Good Governance*” issued by the NHS Leadership Academy in June 2013.

<http://www.foresight-partnership.co.uk/resources/policy-documents?task=document.viewdoc&id=8>

This guide states that an NHS Board has three main purposes, all of which will be delivered by an effective Board:

- **formulating strategy**
- **ensuring accountability**
- **shaping a healthy culture**

SCAS encourages its governors to attend its bi-monthly Board meetings in public, and it is suggested that governors use the three elements listed above as a basis for assessing the Board. An additional measure - **effective Board processes** – is also suggested.

Each element is described below, together with details of the evidence governors could look for in making an assessment of the Board.

KEY ELEMENT 1 - FORMULATING STRATEGY

The SCAS Board should lead the organisation in terms of setting the Trust’s strategy and longer-term future strategic direction. It needs to consider the external environment in which the Trust operates, as well as have an awareness of the needs of its key stakeholders and their influence on the Trust’s strategy.

Governors observing Board meetings should look for evidence that:

- the Board is spending a reasonable amount of time considering matters associated with strategy and quality – probably around 50-60% of the agenda – as opposed to purely short-term operational issues (it should be noted, however, that for SCAS operational performance targets such as national response time standards are legitimate measures of quality)
- the Board routinely considers the strategic objectives contained in the Annual Forward Plan, and there is a clear link between these objectives and the Board agenda (e.g. all Board items should relate to one of the Trust's strategic priorities)
- the Board takes a medium to longer term view in the decisions that it makes, including considering the impact of decisions on patients and staff, as well as long-term financial sustainability and value for money
- when setting strategy, the Board takes into account the external environment (e.g. political, economic, social and technological) in which the Trust operates, and engages appropriately with key stakeholders (e.g. patients, staff, governors, regulators, partners)
- the Board considers risk as part of making strategic decisions, and seeks assurance that any risks are being appropriately managed
- the Board identifies any legal implications associated with its strategy setting, including in terms of compliance with its provider license and relevant legislation.

KEY ELEMENT 2 - ENSURING ACCOUNTABILITY

The SCAS Board should hold the organisation to account for the delivery of Trust strategy, be accountable for ensuring SCAS operates effectively and with openness, transparency and candour, and seek assurance that robust governance arrangements are in place.

Governors observing Board meetings should look for evidence that:

- the NEDs provide appropriate, constructive and proportionate challenge of the executives, as part of their holding to account role
- Executive Directors act corporately and collegiately, contributing to the broader discussions of the Board and constructively challenging their own executive colleagues in the interests of effective decisions being made
- quality and patient safety are a core part of Board discussions, featuring both as a standing agenda item and an integrated element of all major discussions and decisions

- the Board draws on, and triangulates, timely intelligence to monitor all aspects of the performance of the Trust (e.g. clinical, financial, operational)
- the Board is committed to agreeing, and monitoring, action plans to address poor performance or to drive further sustainable improvements in performance
- the Board demonstrates a commitment to operate with openness, transparency and candour (governors will particularly want confirmation that the quality of data is rigorously tested to confirm its accuracy, and the Board takes into account complaints, concerns and suggestions from patients and staff, and acts upon them fairly)
- the Board considers information that will allow it to seek assurance that effective governance arrangements are in place within the Trust. This information should include:
 - quality, covering effectiveness and outcomes, patient safety, and patient experience
 - financial management
 - risk management (e.g. Board Assurance Framework)
 - legal

KEY ELEMENT 3 - SHAPING A HEALTHY CULTURE

The SCAS Board should be shaping a culture for both the Board and the Trust, taking a lead in establishing, modelling and promoting values and standards of conduct for its staff. This culture should have openness, transparency and candour as key features.

Whilst culture takes years to build, and cannot be judged through observations of Board meetings alone, governors should look for evidence that:

- as part of developing the Annual Forward Plan, the Board are considering the values and behaviours it wishes to adopt and promote to staff
- the Board, during its discussions, demonstrates that it cares, and has compassion, for its patients and staff
- Board members act professionally and set the highest standards for the Trust, demonstrating a commitment to continuous improvement
- the Trust is mindful of its duty to promote equality and diversity, and equity of access to its services

- the Board engages with key stakeholders where appropriate (e.g. strategy development) and shows an ability to listen, learn and respond to feedback.

KEY ELEMENT 4 - EFFECTIVE BOARD PROCESSES

This fourth element relates to the processes that support the functioning of the Board and the three elements described above.

Governors observing Board meetings should look for evidence that:

- the quality of information presented to the Board is robust (e.g. complete, concise, timely and understandable) and supports decision-making processes
- meetings agendas are not excessively long, and there are clear expectations about what is expected from the Board on each item
- comprehensive Board meeting minutes are produced to record the discussions and decisions of the Board, and action points are identified and addressed
- meetings are professionally organised and run, and are conducive to public attendance and engagement.

CONCLUSION

Appendix A represents a template which it is hoped governors will complete in order to provide structured feedback to the Chairman and Company Secretary.

Whilst it is recognised that a complete assessment of the performance of a Board cannot be made solely through observing a public Board meeting, it does provide a good guide, being the only real mechanism the local public, patients and taxpayers get to see how key health decisions are being made.

Governors, however, need to be mindful that attending Board meetings is only one aspect of the NED role, and that in delivering the statutory duty of holding the NEDs to account for the performance of the Board of Directors, governors should look for evidence across the range of other activities NEDs undertake. These, of course, include the NEDs attending formal Council of Governor meetings.

Steve Garside
Company Secretary
July 2013

APPENDIX A – TEMPLATE FOR GOVERNOR FEEDBACK ON BOARD MEETING IN PUBLIC OBSERVATIONS

Name: X
Meeting observed: X
Date of feedback: X

Element	Positive observations	Areas for improvement
Formulating strategy		
Ensuring accountability		
Shaping a healthy culture		
Effective Board processes		
Overall Conclusions		