To:		Trust Board]	
From: CHIEF EXEC			UTIVE			_	
Date: 29 May 2014					-		
CQC regulation	n:	N/A					
Title:	Al	NNUAL GOVE	RNANCE	E STATEMENT 2013/1	4		
Author/	Respo	onsible Directo	or: Direc	ctor of Corporate and L	egal Affa	airs	
		tatement 2013		e Trust Board to adopt t	he attac	hed Annual	
The Rep	ort is	provided to the	he Comr	nittee for:			
	Decision		√	Discussion			
	Assurance			Endorsement	√		
the Trust Board meeting. Recommendations: To invite the Trust Board to adopt the attached Annual Governance Statement 2013/14. Previously considered at another corporate UHL Committee? Audit Committee – 27 May 2014							
,		k Register: N/	A	Performance KPIs y	ear to c	late: N/A	
ou alog.	0 11.0.	K Rogiotor: 14//	, (i oriormanoo iti io j	oui to c	14/7	
Resource Implications (e.g. Financial, HR): N/A							
Assurance Implications: The draft Annual Governance Statement is to be reviewed by the Audit Committee on 27 May 2014, ahead of its consideration by the Board.							
Patient and Public Involvement (PPI) Implications: N/A							
Stakeholder Engagement Implications: N/A							
Equality Impact: N/A							
Information exempt from Disclosure: N/A							
Requirement for further review? N/A							

DRAFT:

UNIVERSITY HOSPITALS OF LEICESTER NHS TRUST ANNUAL GOVERNANCE STATEMENT 2013/14

Scope of Responsibility

As Accountable Officer, I have responsibility for maintaining a sound system of internal control that supports adherence to the Trust's policies and achievement of its aims and objectives, whilst safeguarding the public funds and departmental assets for which I am personally responsible, in accordance with the responsibilities assigned to me. I am also responsible for ensuring that the NHS Trust is administered prudently and economically and that resources are applied efficiently and effectively. I also acknowledge my responsibilities as set out in the NHS Trust Accountable Officer Memorandum.

The Governance Framework of the Organisation

Trust Board Composition and Membership

The Trust Board comprises 13 members: a Chairman, seven Non-Executive Directors and five Executive Directors. There have been a number of changes in the composition of the Board during 2013/14. Mr Martin Hindle stood down as Trust Chairman on 30 September 2013. One of the Trust's Non-Executive Directors, Mr Richard Kilner was appointed by the Trust Board to serve as Acting Chairman pending the appointment of a substantive Chairman by the NHS Trust Development Authority and continues to serve in this capacity. Until such time as the post is filled substantively, a post of Non-Executive Director remains open.

Col. (Retd) Ian Crowe joined the Board as a Non-Executive Director on 1 July 2013 and Dr Sarah Dauncey resumed her position as a Non-Executive Director on 27 January 2014, having earlier served in this capacity between 1 May and 17 June 2013. Messrs Ian Reid and Ian Sadd stood down as Non-Executive Directors on 30 June and 31 December 2013, respectively.

Mr Richard Mitchell joined the Trust as Chief Operating Officer on 1 July 2013 and Ms Rachel Overfield commenced her role as Chief Nurse on 9 September 2013.

Mr P Hollinshead joined the Trust as Interim Director of Financial Strategy in January 2014. The Trust is to make a substantive appointment to the post of Director of Finance following the departure of Mr A Seddon in April 2014.

The Board is supported in its work by the Director of Human Resources, Director of Marketing and Communications, Director of Corporate and Legal Affairs and Director of Strategy. Ms Kate Shields joined the Trust as Director of Strategy on 4 November 2013.

Performance Management Reporting Framework

To ensure that the Board is aware to a sufficient degree of granularity of what is happening in the hospitals, a comprehensive quality and performance report is reviewed at each monthly public Board meeting.

The monthly report:

- is structured across several domains: quality and patient safety; patient experience; operational performance; human resources; facilities management; information management and technology service delivery; and financial performance;
- includes information on the Trust's performance against the NHS Trust Development Authority outcome and quality governance measures;
- includes performance indicators rated red, amber or green;
- includes data quality indicators, measured against six key data quality components to assist the Board in gaining assurance;
- is complemented by commentaries from the accountable Executive Directors identifying key issues to the Board and, where necessary, corrective actions to bring performance back on track.

Importantly, the quality and performance report includes information on 'never events' and the Trust Board receives information on follow-up action.

This formal Board performance management reporting framework is accompanied by a series of measures to achieve a more interactive style of governance, moving beyond paper reporting. Examples include:

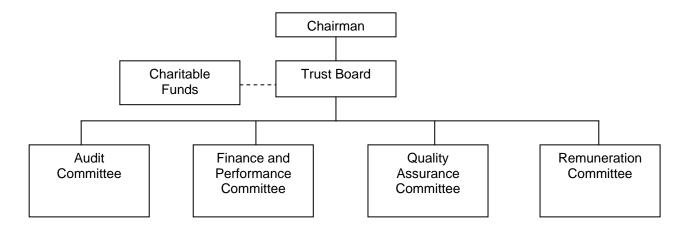
- patient stories, which are presented in public at each Board meeting quarter. These shine a light on individual experiences of care provided by the Trust and act as a catalyst for improvement; and
- Board members undertake patient safety walkabouts regularly.

These arrangements allow Board members to help model the Trust's values through direct engagement, as well as ensuring that Board members take back to the boardroom an enriched understanding of the lived reality for staff, public and patients.

Committee Structure

The Trust has operated a well-established committee structure to strengthen its focus on quality governance. finance and performance, and risk management. The structure has been designed to provide effective governance over, and challenge to,

the Trust's patient care and other business activities. The committees carry out detailed work of assurance on behalf of the Board. A diagram illustrating the Board committee structure is set out below.



All of the Board committees are chaired by a Non-Executive Director and comprise a mixture of both Non-Executive and Executive Directors within their memberships. The exceptions to this are the Audit Committee and the Remuneration Committee, which (in accordance with NHS guidance) comprise Non-Executive Directors exclusively.

The Audit Committee is established under powers delegated by the Trust Board with approved terms of reference that are aligned with the NHS Audit Committee Handbook. The Committee consists of three Non-Executive Directors, has met on five occasions throughout the 2013/14 financial year and has discharged its responsibilities for scrutinising the risks and controls which affect all aspects of the organisation's business. The Audit Committee receives a report at each of its meetings from the External Auditor,Internal Audit and the Local Counter-Fraud Specialist, the latter providing the Committee with an assurance on the Trust's work programme to deter fraud.

The Finance and Performance Committee meets monthly and oversees the effective management of the Trust's financial resources and operational performance across a range of measures. The Quality Assurance Committee also meets monthly and seeks assurances that there are effective arrangements in place for monitoring and continually improving the quality of healthcare provided to patients.

The Minutes of each meeting of the Board's committees are submitted to the next available Board meeting for consideration. Recommendations made by the Committees to the Trust Board are clearly identified in a cover sheet accompanying the submission of the Minutes to the Board; and the Chairman of each Committee personally presents the Minutes at the Board meeting and highlights material issues arising from the work of the Committee to Board members. In particular, the Chairs provide feedback to the Trust Board on their committees' scrutiny of that month's quality and performance report, thereby complementing the commentaries of the Executive Directors.

Each meeting of each Board Committee was quorate during 2013/14.

Attendance at Board and committee Meetings

The attendance of the Chairman, individual Non-Executive Directors, Executive Directors and Corporate Directors at Board and committee meetings during 2013/14 is set out in an appendix to this Statement. The table reflects instances of attendances for either the whole or part of the meeting, and applies to formal members and/or regular attenders as detailed in the terms of reference for each committee.

Board Effectiveness

On joining the Board, Non-Executive Directors are given background information describing the Trust and its activities. A full induction programme is arranged.

The Board recognises the importance of effectively gauging its own performance so that it can draw conclusions about its strengths and weaknesses, and take steps to improve. The Board therefore undergoes regular assessment using third party external advisers to ensure that it is:

- operating at maximum efficiency and effectiveness;
- adding value; and
- providing a yardstick by which it can both prioritise its activities for the future and measure itself.

During 2013/14, the Trust Board commissioned The Foresight Partnership to undertake a review of Board effectiveness. The review will culminate with the Trust Board agreeing an updated Board development programme during quarter 1, 2014/15. Board members have received feedback from Foresight on their individual 360 degree reviews.

Outside of its formal meetings, the Board has held development sessions throughout 2013/14. Amongst the topics considered were quality governance; the development of the Trust's 2 year operational plan 2014/15 – 2015/16; refreshing the Trust's quality and safety commitment; and stakeholder engagement.

The Trust Chairman set objectives for the Chief Executive and Non-Executive Directors for 2013/14. In turn, the Chief Executive set objectives for the Executive Directors and Corporate Directors in relation to the delivery of the Annual Plan for 2013/14. Performance against objectives is reviewed formally on an annual basis by the Chairman and Chief Executive, respectively.

Corporate Governance

In managing the affairs of the Trust, the Trust Board is committed to achieving high standards of integrity, ethics and professionalism across all areas of activity. As a fundamental part of this commitment, the Board supports the highest standards of corporate governance within the statutory framework.

The Trust has in place a suite of corporate governance policies which are reviewed annually and updated as required. These include standing orders, standing financial instructions, a scheme of delegation, policy on fraud and code of business conduct.

The Trust Board subscribes to the HM Treasury/Cabinet Office Corporate Governance Code, the NHS Code of Conduct and Code of Accountability and has adopted the Nolan Principles, 'the seven principles of public life'. The Trust Board has adopted a Code of Conduct: "Standards for NHS Board members and members of Clinical Commissioning Group governing bodies in the NHS in England" (Professional Standards Authority: November 2012).

Risk Assessment

The Trust operates a risk management process which enables the identification and control of risks at both a strategic and operational level. Central to this is the Trust's Risk Assessment Policy which sets out details of the risk assessment methodology used across the Trust. This methodology enables a suitable, trained and competent member of staff to identify and quantify risks in their respective area and to decide what action, if any, needs to be taken to reduce or eliminate risks. All risk assessments must be scored and recorded in line with the procedure set out in the Risk Assessment Policy. Completed risk assessments are held at Clinical Management Group and Corporate Directorate level and when they give rise to a significant residual risk must be linked to the Trust's risk register.

A common risk-scoring matrix is used by the Trust to quantify and prioritise risks identified through the risk assessment procedure. It is based on the frequency or likelihood of the harm combined with the possible severity or impact of that harm. The arrangement determines at what level in the organisation a risk should be managed and who needs to be assured management arrangements are in place.

The Trust recognises the importance of robust information governance. During 2013/14, the Director of Finance and Business Services led on information governance issues as the Trust's Senior Information Risk Owner, supported by a Privacy Manager. The Director of Corporate and Legal Affairs has assumed the role of Senior Information Risk Owner from 24 April 2014. The Medical Director continued as the Trust's Caldicott Guardian during 2013/14.

The Trust took further actions during 2013/14 to secure improvement in its information governance arrangements. A Privacy and Information Governance Board monitors and oversees compliance with information governance requirements. The Trust has fully supported the former NHS Midlands and East Strategic Health Authority's information governance awareness campaign to promote secure handling of personal data ('NHS Confidential').

All NHS Trusts are required annually to undertake an information governance self-assessment using the NHS Information Governance Toolkit. This contains 45 standards of good practice. UHL's overall percentage score for 2013/14 was 83%, compared to 82% in 2012/13. This score is deemed to be a 'satisfactory – minimum level 2' standard across all of the information governance standards.

There were no serious untoward incidents involving lapses of data security which were required to be reported to the Information Commissioner's Office in 2013/14. In respect of other personal data related incidents experienced during 2013/14, the Trust has undertaken investigations to ensure that the root causes are properly understood and addressed; in addition, patients have been contacted to inform them of the lapses and to provide them with assurance about the actions taken by the Trust to prevent recurrence.

The Risk and Control Framework

The Trust's Board-approved Risk Management Strategy describes an organisationwide approach to risk management supported by effective and efficient systems and processes. The Strategy clearly describes the Trust's approach to risk management and the roles and responsibilities of the Trust Board, management and all staff.

Key strategic risks are documented in the Trust's Board Assurance Framework. Each strategic risk is assigned to an Executive Director as the risk owner and the Executive Team and Trust Board review the Framework on a monthly basis to identify and review the Trust's principal objectives, clinical, financial and generic. Key risks to the achievement of these objectives, controls in place and assurance sources, along with any gaps in assurance, are identified and reviewed.

The Trust's Annual Operational Plan 2014/15 responds to and addresses the strategic risks facing the Trust. The current Board Assurance Framework is being updated to reflect risks in the 2014/15 Plan and will continue to be reviewed at regular intervals by both the Executive Team and Trust Board.

During January 2014, the Care Quality Commission (CQC) inspected the Trust's hospitals to judge the quality of care. The overall ratings for the Glenfield Hospital and St Mary's Birth Centre, Melton Mowbray were 'good'; the overall ratings for the Leicester Royal Infirmary and Leicester General Hospital were 'requires improvement'. Overall, the CQC assigned a rating of 'requires improvement' to the Trust, while concluding that the Trust was providing services that were safe, effective, responsive, caring and well-led.

The Trust Board has approved a formal action plan to address the findings of the CQC: progress against this plan will be monitored by the Quality Assurance Committee on behalf of the Trust Board during 2014/15.

Annual Quality Account

The Trust Board is required under the Health Act 2009 and the National Health Service (Quality Accounts) Regulations 2010 (as amended) to prepare Quality Accounts for each financial year. The Department of Health has issued guidance to NHS Trusts on the form and content of annual Quality Accounts which incorporates the above-mentioned legal guidance.

The Director of Clinical Quality, on behalf of the Chief Nurse co-ordinates the preparation of the Trust's Annual Quality Account. This is reviewed in draft form by the Trust's Quality Assurance Committee, ahead of its eventual submission to the Trust Board for final review and adoption. In reviewing the draft Quality Account 2013/14, the Quality Assurance Committee has noted the Trust's internal controls and standards which underpin the Statement of Directors' responsibilities in respect of the Quality Account – which Statement is to be reviewed and signed by the Chairman and Chief Executive on behalf of the Board on 26 June 2014.

Review of the Effectiveness of Risk Management and Internal Control

As Accountable Officer, I have responsibility for reviewing the effectiveness of the system of internal control. My review of the effectiveness of the system of internal control is informed by the work of the Internal Auditors, Clinical Audit and the Executive Managers and clinical leads within the Trust who have responsibility for the development and maintenance of the internal control framework. I have drawn on the content of the draft Quality Account 2013/14 and other performance information available to me. My review is also informed by comments made by the External Auditors in their management letter and other reports. I have been advised on the implications of the results of my review of the effectiveness of the system of internal control by the Board, the Audit Committee, Finance and Performance Committee and Quality Assurance Committee. During 2013/14, each of these bodies has been involved in a series of processes that, individually and collectively, has contributed to the review of the effectiveness of the system of internal control.

In the draft Head of Internal Audit Opinion 2013/14, the Head of Internal Audit notes that Internal Audit's work (to date) has identified low, medium and two high risk rated findings. Based on the work completed, the Head of Internal Audit believes that there is some risk that management's objectives may not be fully achieved and that improvements are required in those areas to enhance the adequacy and/or effectiveness of governance, risk management and control.

As Accountable Officer, I accept this view and note in particular that two of the (eight) reviews carried out by Internal Audit during 2013/14 have resulted in high-risk rated reports, namely, Estates and Facilities Management, and Bank and Agency Usage. In each case, the Trust has agreed action plans to meet Internal Audit's recommendations and to strengthen internal control.

In December 2012, the Trust, together with its Framework Partners, namely, Leicestershire Partnership NHS Trust and NHS Property Services ('the Framework Partners') entered into an agreement with Interserve FM Limited for the delivery of estates and facilities management services to the Leicester, Leicestershire and Rutland Health Community. The Framework is managed by NHS Horizons on behalf of the Framework Partners and is hosted by UHL.

In the case of the Estates and Facilities Management review, the Trust has taken action to address the high risk findings of Internal Audit as follows:

- (a) the Trust has formalised performance monitoring mechanisms with NHS Horizons;
- (b) the Trust has retained appropriate facilities management expertise to provide the appropriate level of independent challenge around the service level agreements with Interserve (the Trust's facilities management provider); and
- (c) the respective roles and responsibilities of the Trust and NHS Horizons in all areas of the contract have been clarified.

In respect of the Bank and Agency review, the Trust has taken action to demonstrate appropriate authorisation for bank and agency usage; to ensure that reasons for requests are documented in sufficient detail; and to report on trends in reasons for requests.

Internal Audit also re-raised one high risk issue relating to a review of Business Continuity on IT Disaster Recovery. In this case, the Chief Information Officer has provided assurance to the Audit Committee (on 15 April 2014) on the planned completion of business impact assessments for all areas of the Trust which are part of critical activities; and the development of business recovery plans for the failure of key third party suppliers.

The Head of Internal Audit's Opinion 2013/14 (which, using the terminology set out in the Department of Health guidance to Heads of Internal Audit, equates to "significant assurance") has taken into account the relative materiality of these areas and management's progress in respect of addressing control weaknesses.

Using its Board Assurance Framework, which it reviews at each of its monthly public meetings, the Trust Board has also identified actions to mitigate other risks in 2014/15 in relation to:

- (a) failure to transform the emergency care system;
- (b) inability to recruit, retain, develop and motivate staff;
- (c) ineffective organisational transformation;
- (d) ineffective strategic planning and response to external influences;
- (e) failure to maintain productive and effective relationships;
- (f) failure to achieve and sustain quality standards;
- (g) failure to achieve and sustain high standards of operational performance;
- (h) inadequate reconfiguration of buildings and services;
- (i) loss of business continuity;

- (j) failure to exploit the potential of information management and technology;
- (k) failure to enhance education and training culture.

It is important to note that, during 2013/14, Internal Audit did not carry out specific work on the matters identified at (a) and (b) above, nor on the subject of patient experience/satisfaction. Instead, the Trust Board received management assurances on each of these matters at each of its monthly public Board meetings via the quality and performance report, a separate report on emergency care performance and the Board Assurance Framework. In addition, during 2013/14 the Quality Assurance Committee received reports at regular intervals from the Chief Nurse and Director of Nursing on patient experience/satisfaction.

Any changes in the current or target risk scores are highlighted to the Trust Board, and the Board also reviews and seeks assurances on the management actions in place to mitigate the identified risks.

Significant Issues

In respect of performance in 2013/14 against the key financial duties, the Trust:

- (a) failed to deliver its planned surplus, did not meet its breakeven duty and incurred a deficit of £39.7M;
- (b) achieved the External Financing Limit (£20.2M against a target of £20.7M), noting that the limit was adjusted in year by the Department of Health at the request of the Trust;
- (c) achieved the (revised) Capital Resource Limit of £36.7M.

At its meeting on 27 March 2014, the Trust Board assessed the 'going concern' position of the Trust in the light of performance in 2013/14. In making this assessment, the Board received advice from the Executive Directors about the future prospects of the Trust (for a minimum of twelve months), driven by the historical financial position of the organisation and knowledge of the challenges faced by the Trust.

The assessment covered:

- (i) an overview of the 2013/14 financial year;
- (ii) the Trust's financial plan for 2014/15;
- (iii) consideration of each of the following issues in order to determine the appropriateness of the Trust preparing its accounts as a going concern:
 - ability to generate an operating surplus
 - statutory break-even duty

- cash flow impact on net current assets and meeting liabilities as they fall due;
- use and/or breach of borrowing facilities;
- adverse operating conditions;
- loss of key management positions;
- · compliance with statutory requirements;
- pending or on-going legal action;
- potential changes in legislation or government policy;
- other liabilities.

The following risks to the ongoing concern assessment were also considered by the Trust Board:

- (1) failure to receive permanent financing;
- (2) failure to deliver the planned deficit in 2014/15;
- (3) failure to manage working capital.

Having undertaken a robust assessment, the Trust Board concluded that the Trust should prepare its financial statements for 2013/14 on a going concern basis and accepted that steps would be taken to ensure that this remained the case for at least 12 months from the date of the preparation of the annual accounts.

In reaching this decision, the Trust Board noted in particular that provisional agreement had been reached with the NHS Trust Development Authority that the Trust would produce a financial recovery plan by the end of quarter 1 2014/15 with the aim of returning to a recurrent balanced financial position within three years. The financial recovery plan will form an integral component of the Trust's five-year plan, due to be submitted to the NHS Trust Development Authority by 20 June 2014. This will in turn be derived from the Leicester, Leicestershire and Rutland health and social care system's five year strategy which is required to be produced to the same timescale.

Emergency Care

The Trust failed to meet the A&E 4 hour standard in 2013/14. As a member of the Leicester, Leicestershire and Rutland Urgent Care Working Group, the Trust is committed to working with its partners to improve performance against this standard in 2014/15, and has approved an action plan which includes components relating to :

- (a) demand management
- (b) patient flow within A&E
- (c) hospital bed flow
- (d) delayed transfers of care.

Referral to Treatment Times (RTT)

The Trust failed to meet the Referral to Treatment (RTT) standards in 2013/14. A RTT recovery plan has been approved by the Trust Board and agreed with Commissioners.

During 2014/15, the Trust Board shall continue to monitor performance against the A&E 4 hour standard and RTT standards at each of its monthly public Board meetings.

In addition to the issues identified above, further work will be undertaken in 2014/15 to review and strengthen the Trust's governance, risk management and internal control systems, policies and procedures. This work will contribute to the Trust's aim of submitting its application for authorisation as an NHS Foundation Trust.

I am of the opinion that the implementation of the actions described above will strengthen the Trust's system of internal control in 2014/15 and beyond.

My review confirms that the Trust has a generally sound system of internal control that supports the achievement of its policies, aims and objectives.

Signed
Chief Executive (on behalf of the Trust Board
Date

Committee attendance 2013-14

Name	Trust Board maximum - 14	Audit Committee maximum - 5	Finance and Performance Committee maximum - 12	Quality Assurance Committee maximum - 11	Remuneration Committee maximum – 9
Martin Hindle – Chairman (1)	7	N/A	N/A	N/A	4
Richard Kilner – Acting Chairman (2)	14	2	12	N/A	8
Ian Crowe – Non- Executive Director (3)	9	1	9	N/A	7
Sarah Dauncey – Non-Executive Director (4)	4		N/A	1	2
Kiran Jenkins – Non- Executive Director	13	5	N/A	1	8
Prakash Panchal – Non-Executive Director (5)	12	2	2	7	8
Ian Reid – Non- Executive Director (6)	4	2	3	N/A	2
Ian Sadd – Non- Executive Director (7)	2	1	1	N/A	1
Jane Wilson – Non- Executive Director	13	N/A	10	10	7
David Wynford- Thomas – Non- Executive Director	8	N/A	N/A	8	4
John Adler – Chief Executive	13	N/A	10	7	N/A
Kate Bradley – Director of Human Resources	13	N/A	N/A	1	N/A
Kevin Harris – Medical Director	13	N/A	4	8	N/A

Suzanne Hinchliffe –	2	N/A	5	N/A	N/A
Chief Nurse/Deputy					
Chief Executive (8)					
Peter Hollinshead –	3	N/A	3	N/A	N/A
Interim Director of					
Financial Strategy (9)					
Richard Mitchell –	10	N/A	8	N/A	N/A
Chief Operating					
Officer (10)					
Rachel Overfield –	7	N/A	N/A	4	N/A
Chief Nurse (11)					
Carole Ribbins –	4	N/A	N/A	3	N/A
Acting Chief Nurse					
(12)					
Andrew Seddon –	11	N/A	9	N/A	N/A
Director of Finance					
and Business Services					
Kate Shields –	5	N/A	N/A	N/A	N/A
Director of Strategy					
(13)					
Jez Tozer – Interim	2	N/A	2	N/A	N/A
Director of Operations					
(14)					
Stephen Ward –	14	N/A	N/A	N/A	N/A
Director of Corporate					
and Legal Affairs					
Mark Wightman –	13	N/A	N/A	N/A	N/A
Director of Marketing					
and Communications					

Notes:-

- (1) Trust Chairman until 30 September 2013
- (2) Acting Trust Chairman from mid-October 2013 (stepped down from Audit Committee at that point)
- (3) Non-Executive Director from 1 July 2013. Audit Committee member from 30 January 2014
- (4) Non-Executive Director from 1 May 2013 17 June 2013 and then from 27 January 2014

- (5) Audit Committee member from September 2013. Finance and Performance Committee member from August 2013 end October 2013
- (6) Non-Executive Director until 30 June 2013
- (7) Non-Executive Director from October 2013 until 31 December 2013
- (8) Left the Trust on 19 May 2013
- (9) Interim Director of Financial Strategy from 20 January 2014
- (10) Chief Operating Officer from 10 July 2013
- (11) Chief Nurse from 9 September 2013
- (12) Acting Chief Nurse May September 2013
- (13) Director of Strategy from November 2013
- (14) Interim Director of Operations from October 2012 7 June 2013