

Board Governance

Authors: John MacDonald, Trust Chair

Trust Board paper M

Purpose of report:

This paper is for:	Description	Select (X)
Decision	To formally receive a report and approve its recommendations OR a particular course of action	X
Discussion	To discuss, in depth, a report noting its implications without formally approving a recommendation or action	
Assurance	To assure the Board that systems and processes are in place, or to advise a gap along with treatment plan	
Noting	For noting without the need for discussion	

Previous consideration:

Meeting	Date	Please clarify the purpose of the paper to that meeting using the categories above
CMG Board (specify which CMG)	N/A	
Executive Board	N/A	
Trust Board Committee	N/A	
Trust Board	3.6.21	Discussion and Decision

Executive Summary

- At its meeting on 3rd June 2021 (Minute 183/21/6 refers), the Trust Board approved revised governance arrangements, including a new Board Committee structure and changes to the frequency of Board meetings.
- Discussions have since taken place with Board colleagues and I now attach, for formal approval by the Board:
 - details of the chairmanship and membership of the new Board Committees – appendix 1;
 - a revised Board meeting timetable for the remainder of 2021/22 – appendix 2.
- I also attach at appendix 3 a description for the role of Senior Independent Director for consideration and approval by the Board. As noted in appendix 2, I recommend that Ms V Bailey, Non-Executive Director be appointed to this role.

Input Sought

The Trust Board is recommended to approve:

- the Chairmanship and membership of the Board Committees (appendix 1),
- a revised Board meeting timetable for the remainder of 2021/22 (appendix 2),
- the description for the role of Senior Independent Director (appendix 3), and the appointment of Ms V Bailey, Non-Executive Director to this role.

For Reference:

This report relates to the following UHL quality and supporting priorities:

1. Quality priorities

Safe, surgery and procedures	[Yes]
Improved Cancer pathways	[Yes]
Streamlined emergency care	[Yes]
Better care pathways	[Yes]
Ward accreditation	[Yes]

2. Supporting priorities:

People strategy implementation	[Yes]
Investment in sustainable Estate and reconfiguration	[Yes]
e-Hospital	[Yes]
Embedded research, training and education	[Yes]
Embed innovation in recovery and renewal	[Yes]
Sustainable finances	[Yes]

3. Equality Impact Assessment and Patient and Public Involvement considerations:

- What was the outcome of your Equality Impact Assessment (EIA)? N/A
- Briefly describe the Patient and Public Involvement (PPI) activities undertaken in relation to this report, or confirm that none were required – N/A
- How did the outcome of the EIA influence your Patient and Public Involvement ? N/A
- If an EIA was not carried out, what was the rationale for this decision? On the basis that this is a monthly update report N/A

4. Risk and Assurance**Risk Reference:**

Does this paper reference a risk event?	Select (X)	Risk Description:
Strategic: Does this link to a Principal Risk on the BAF?		
Organisational: Does this link to an Operational/Corporate Risk on Datix Register		
New Risk identified in paper: What type and description ?		
None	X	

5. Scheduled date for the **next paper** on this topic: Updated terms of reference for each of the Board Committees will be submitted to the Trust Board on 2nd September 2021 for consideration and approval.
6. Executive Summaries should not exceed **5 sides** [My paper does comply]

UNIVERSITY HOSPITALS OF LEICESTER NHS TRUST

MEMBERSHIP OF AND ATTENDANCE AT BOARD COMMITTEES

	John MacDonald Chairman	Vicky Bailey NED	Philip Baker NED	Ian Crowe NED	Kathy Gillatt Associate NED	Andy Haynes Adviser to Trust Board	Andrew Johnson NED	Ian Orrell Associate NED	Ballu Patel NED	Mike Williams (Deputy Chair) NED	Rebecca Brown Acting Chief Executive	Andy Carruthers Chief Information Officer	Carolyn Fox Chief Nurse	Moirá Durbridge Director of Quality Transformation and Efficiency Improvement	Andrew Furlong Medical Director	Darryn Kerr Director of Estates and Facilities	Simon Lazarus Chief Financial Officer	Debra Mitchell Acting Chief Operating Officer	Stephen Ward Director of Corporate and Legal Affairs	Mark Wightman Director of Strategy and Communications	Hazel Wyton Chief People Officer
Audit Committee (monthly – normally bi-monthly)		✓		✓			✓	A		Chair							A		A		
Charitable Funds Committee (bi-monthly)			✓				✓		Chair				✓						A	A	
Finance and Investment Committee (monthly)					A	A	Chair	A	✓	✓	✓			A	✓		✓	✓			
People and Culture Committee (bi-monthly)		✓	✓	Chair	A			A	✓			A	✓			A		✓			A
Quality Committee (monthly)		Chair	✓		A	A		A		✓			✓	A	✓			✓			
Reconfiguration and Transformation Committee (bi-monthly)			✓	✓		Chair	✓					A		A	✓	A	✓			A	
Remuneration Committee (quarterly)	Chair	✓		✓					✓	✓	A								A		A

✓ denotes a voting member of the Trust Board serving as a voting member of the Committee

A denotes Director is in attendance at this meeting (non-voting)

The Director of Quality Governance has a standing invitation to attend meetings of the Quality Committee; the Director of Operational Finance has standing invitations to attend meetings of the Audit Committee and Finance and Investment Committee, respectively.

The NHSE/I Financial Improvement Director has standing invitations to attend meetings of the Audit Committee and Finance and Investment Committee, respectively.

A representative of the LLR CCGs, and three UHL Patient Partners, attend the Quality and Outcomes Committee as non-voting, co-opted members.

Stephen Ward
Director of Corporate and Legal Affairs

25.6.21

NEDs' Specific Roles Required by National Guidance and/or Best Practice

In addition, there are specific roles that NEDs should hold as champions or take a special interest. It is proposed that the chairs of each committee determine how these responsibilities should be discharged and have a report at least once a year from the identified NED. It is not envisaged that the lead NED will attend executive meetings but will be required to have quarterly briefings from the Lead Executive as well as on specific reports that are brought by the executive directors to either the Committee or the Board.

	M Williams Chair Audit Committee	Phil Baker	Vicky Bailey Chair Quality Committee	Ian Crowe Chair People & Culture	Andrew Johnson Chair Finance & Investment	Ballu Patel Chair Charitable Funds Committee
Specific Agreed Roles	<ul style="list-style-type: none"> Vice Chair 		<ul style="list-style-type: none"> Senior Independent Director* 			
Roles for Agreement by Committee Chairs	<ul style="list-style-type: none"> Counter Fraud Data Security (including Cyber Security) 		<ul style="list-style-type: none"> Dementia End of Life Falls Prevention Infection Control Learning from Deaths Resuscitation Safeguarding (patients and carers) Children and Young People 	<ul style="list-style-type: none"> Guardian of Safe Working Health and Safety Junior Doctors Safeguarding (staff and volunteers) Communications 	<ul style="list-style-type: none"> Commercial Procurement 	
Roles Reserved for agreement by Trust Board	Senior Independent Director (Vicky Bailey) Emergency Planning (I Crowe) EDI (B Patel) Freedom to Speak Up (B Patel) IM & T/Digital (Ian Crowe, Andy Haynes) Maternity Safety Champion (V Bailey) Wellbeing Guardian (B Patel)					

* A SID is required on FT Boards and is good practice in Boards in other sectors. Whilst not specifically required for non FT Boards, it is proposed to appoint a SID to:

- work closely with the Chair, acting as a sounding board and providing support.
- ensure there is Board member input into the Chair's appraisal which is carried out by NHSI.
- acting as an intermediary for other directors as and when necessary.
- being available to Non-Executives to address any concerns or issues they feel have not been adequately dealt with through the usual channels.

PROVISIONAL SCHEDULE OF TRUST BOARD MEETINGS, BOARD WORKSHOPS AND BOARD DEVELOPMENT SESSIONS FOR JULY 2021 TO MARCH 2022

MONTH/ YEAR	TRUST BOARD MEETINGS	BOARD WORKSHOPS	BOARD DEVELOPMENT SESSIONS
July 2021	Thursday 1 July 2021 from 9am to 12.30pm	Thursday 15 July 2021 from 2pm to 4pm CIP and Financial Planning 2021/22	Thursday 15 July 2021 from 12noon to 2pm Traits of a High Performing Board
August 2021	No meeting	Thursday 12 August 2021 from 12noon to 3pm Longer Term Financial Planning (including LLR System representation)	No Board Development planned
September 2021	Thursday 2 September 2021 from 1.30pm to 4.30pm	No workshop	Friday 17 September 2021 from 9am to 1pm Good Practice in Financial Governance
October 2021	No meeting	Thursday 7 October 2021 from 1.30pm to 4.30pm Winter Plan for Urgent and Emergency Care	Thursday 14 October 2021 from 12noon to 3pm Business Chemistry
November 2021	Thursday 4 November 2021 from 1.30pm to 4.30pm	No workshop	Thursday 11 November 2021 from 12noon to 3pm Organisational Governance
December 2021	Thursday 2 December 2021 Short public meeting at 9am	Thursday 2 December 2021 from 1.30pm to 4.30pm	Thursday 9 December 2021 from 12noon to 3pm ICS Governance
January 2022	No meeting	Thursday 6 January 2022 from 1.30pm to 4.30pm	Thursday 13 January 2022 from 12noon to 3pm (if required)
February 2022	Thursday 3 February 2022 from 1.30pm to 4.30pm	No workshop	Thursday 10 February 2022 from 12noon to 3pm (if required)
March 2022	No meeting	Thursday 3 March 2022 from 1.30pm to 4.30pm	Thursday 10 March 2022 from 12noon to 3pm (if required)

Kate Rayns, Corporate and Committee Services Officer

24 June 2021

Senior Independent Director Role Description

The Senior Independent Director is a Non-Executive Director appointed by the Board of Directors to undertake the role described below.

The Senior Independent Director may be, but does not have to be, the Trust Vice Chair.

The Senior Independent Director will be available to members of the NHS Trust if they have concerns which contact through the usual channels of Trust Chair, Chief Executive, Chief Financial Officer and Director of Corporate and Legal Affairs has failed to resolve, or where it would be inappropriate to use such channels.

In addition to the duties described here, the Senior Independent Director has the same duties as the other Non-Executive Directors.

The Senior Independent Director, the Trust Chair and Non-Executive Directors

The Senior Independent Director has a key role in supporting the Trust Chair in leading the Board of Directors and acting as a sounding board and source of advice for the Trust Chair.

The Senior Independent Director should hold a meeting with the other Non-Executive Directors in the absence of the Trust Chair at least annually as part of the Trust Chair's appraisal process.

There may be other circumstances where such meetings are appropriate. Examples might include informing the appointment/re-appointment process for the Trust Chair, or when the Board of Directors is experiencing a period of stress as described below.

The Senior Independent Director and the Board of Directors

In circumstances where the Board of Directors is undergoing a period of stress the Senior Independent Director has a vital role in intervening to resolve issues of concern. These might include unresolved concerns regarding the Trust Chair's performance; where the relationship between the Trust Chair and Chief Executive is either too close or not sufficiently harmonious; where the Trust's strategy is not supported by the whole Board of Directors; or where key decisions are being made without reference to the Board or where succession planning is being ignored.

In the circumstances outlined above the Senior Independent Director will work with the Trust Chair and other Directors to resolve significant issues.