

# COUNCIL OF GOVERNORS MEETING

23 FEBRUARY 2022

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Stockport  
NHS Foundation Trust

## Meeting of the Council of Governors

Wednesday, 23 February 2022

Held at 3.00pm via Webex

(This meeting is recorded on Webex)

### AGENDA

Time		Enc	Presenting
1500	1. Apologies for Absence		
	2. Declarations of Interests		
	3. Minutes of Previous Meeting – 15 December 2021	✓	T Warne
	4. Action Log	✓	T Warne
1510	5. Presentation – Access to Healthcare	✓	J McShane
1540	6. Chair's Report	✓	T Warne
<b>PERFORMANCE</b>			
1550	7. Non-Executive Directors Report including: - Highlights from Board Committees	✓	Committee Chairs
<b>STRATEGY</b>			
1610	8. Stockport Integrated Care System Update	✓	K James
<b>GOVERNANCE</b>			
1620	9. Consultation with Governors: Appointment of Senior Independent Director	✓	T Warne
1625	10. Approval of Appraisal Process for Chair and Non-Executive Directors	✓	T Warne / L Sell
	11. Reports from Nominations Committee:		
1635	11.1 Appointment of Future Non-Executive Directors	✓	T Warne
	11.2 Re-appointment of Non-Executive Director	✓	
	11.3 Remuneration of Non-Executive Directors	✓	
	11.4 Confirmation of Nominations Committee Membership	✓	
1650	12. External Auditor Contract Extension		D Hopewell
<b>CLOSING MATTERS</b>			
	13. Any other business		
<b>14. DATE, TIME &amp; VENUE OF NEXT MEETING</b>			
14.1	Wednesday, 27 April 2022, 3.00pm		
<b>PAPER FOR INFORMATION</b>			
	A. Nominations Committee Draft Minutes – Meeting held 10 <sup>th</sup> February 2022	✓	

**STOCKPORT NHS FOUNDATION TRUST**  
**Minutes of a Council of Governors Meeting**  
**Held on Wednesday 15<sup>th</sup> December 2021,**  
**Held at 3.00pm via Webex**

**Present:**

Professor T Warne	Chair
Mrs K James	Chief Executive
Mrs S Alting	Appointed Governor
Mr H Austin	Public Governor
Mrs J Browning	Public Governor
Dr R Cryer	Public Governor
Cllr L Dowson	Public Governor
Ms L Higginbottom	Public Governor
Mr R King	Public Governor
Mr D Kirk	Appointed Governor
Dr T Kondratowicz	Public Governor
Ms T Leden	Public Governor
Mr T Lowe	Public Governor
Dr S Meadipudi	Staff Governor
Mr J Pantall	Public Governor
Mrs G Roberts	Public Governor
Mr D Rowlands	Public Governor
Mrs M Slater	Public Governor
Prof. C Summerton	Public Governor
Cllr J Wells	Appointed Governor

**In attendance:**

Mrs C Anderson	Senior Independent Director/Non-Executive Director
Mrs C Barber-Brown	Non-Executive Director
Mr A Bell	Non-Executive Director
Mrs A Bromley	Director of People & Organisational Development
Mr J Graham	Director of Finance
Mrs H Howard	Deputy Director of Nursing ( <i>attending on behalf of Chief Nurse</i> )
Dr M Logan-Ward	Non-Executive Director
Dr A Loughney	Medical Director
Mrs R McCarthy	Trust Secretary
Mrs J McShane	Director of Operations
Mrs M Moore	Non-Executive Director
Mrs C Parnell	Director of Communications and Corporate Affairs
Mrs J Wild	Executive Assistant

**Observing**

Mrs L Woodward	Former Public Governor
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**Apologies:**

P Hancock, Staff Governor  
 J Hirst, Public Governor  
 D Huddleston, Public Governor  
 Z Ikram, Public Governor  
 M Rahman, Public Governor  
 K Southwick, Staff Governor  
 J Wragg, Public Governor

Dr L Sell, Non-Executive Director  
 Mrs N Firth, Chief Nurse

	ITEM	ACTION
51/21	<p><b>Welcome &amp; Apologies for Absence</b></p> <p>The Chair welcomed everyone to the meeting and invited Mr Howard Austin, Public Governor, to share comments to enable full participation in the virtual meeting for those governors and observers with hearing impairments.</p> <p>Apologies for absence were received and noted as above.</p>	
52/21	<p><b>Amendments to Declarations of Interests</b></p> <p>There were no declarations of interest.</p>	
53/21	<p><b>Minutes of the previous meeting – 8 November 2021</b></p> <p>The minutes of the previous meeting held on 8 November 2021 were agreed as a true and accurate record of the meeting.</p>	
54/21	<p><b>Action Log</b></p> <p>The action log was reviewed and confirmed.</p>	
55/21	<p><b>Emergency Department Presentation</b></p> <p>The Director of Operations provided a presentation regarding the Emergency Department and Urgent Care services including key facts, performance, overview of OPEL status and drivers of the OPEL Status, key actions to support urgent care services, including key messages for governors to share with their constituencies/organisations and an overview of the new Emergency &amp; Urgent Care campus.</p> <p>In response to a query from Mrs Alting, Lead Governor, regarding patients attending the Emergency Department that may have appropriately received care within the community, the Director of Operations advised that the Trust triaged all patients attending the Emergency Department, with access to an onsite GP where this is determined appropriate. The Director of operations added that patients may be seen out of turn based on the acuity and reinforced the importance of patients utilising provision within based within the community to support urgent care services. The Medical Director further advised on key developments that supported service users in attending the hospital including the increased access to consultants within the community, improved medication and digital health.</p> <p>Acknowledging the impact of delayed discharges on urgent care performance, Mrs Alting, Lead Governor, specifically queried the impact of delays in discharging patients that lived out of the Stockport locality. The Director of Operations highlighted that the percentage of delayed discharges out with the Stockport locality was largely proportionate to the number of patients treated.</p> <p>In response to a query from governors as to whether frequent attendees to the Emergency Department were referred to their GPs, the Deputy Chief Nurse confirmed the Trust worked in partnership with several organisations, including mental health colleagues, police and housing to support patients and ensure the right level of support was available within the community. She added there had been a reduction in repeat attendees had been achieved.</p> <p>The Council of Governors acknowledged the importance of patients and service users accessing the right care at the right time to support urgent care services and acknowledged work taking place at Greater Manchester (GM) to support communications to the general public as part of the GM system.</p>	

	<p>The Director of Operations informed the Council of Governors that a recent CQC Inspection of Urgent &amp; Emergency Care services had been conducted, with the report awaited. She noted that no significant concerns or areas for immediate action raised by the CQC, with acknowledgment of how the Trust was managing current pressures.</p> <p><b>The Council of Governors received and noted the presentation</b></p>	
56/21	<p><b>Chair's Report</b></p> <p>The Chair presented the Chairs' Report highlighting key information regarding the following:</p> <ul style="list-style-type: none"> <li>- Establishment of the Integrated Care Board for Greater Manchester (GM)</li> <li>- Operational Challenges</li> <li>- Care Quality Commission – Urgent Care &amp; Emergency Services.</li> <li>- Health &amp; Safety Executive Inspection</li> <li>- Changes to the Council of Governors</li> </ul> <p><b>The Council of Governors received the Chair's Report.</b></p>	
57/21	<p><b>Non-Executive Directors Report</b></p> <p>The Non-Executive Director Chairs of the Board Committees provided update on a number of high-level metrics and key assurance reports considered at the Finance &amp; Performance, People Performance, Quality and Audit Committee.</p> <p>In response to a query from Mr Pantall, Public Governor, regarding the causal factors of staff leaving the Trust and the potential loss of experience and gaps in the workforce, the Chair of the People Performance Committee highlighted the key reasons for staff turnover. She confirmed that a number of staff leaving were relatively new to the Trust, alongside retirement of staff who had potentially delayed retirement due to the pandemic. The Chair of the People Performance Committee described key actions taking place to support and retain staff in post and mitigate workforce shortages. The Chair further highlighted the challenges staff had faced over recent years and various activities and initiatives taking place to support and thank staff for their commitment. The Chief Executive advised the Council of Governors that staff hampers, and gift vouchers were being circulated to acknowledge the hard work of staff at the Trust.</p> <p>The Chairs of the Board Committees highlighted the improved triangulation taking place across all Board level Committees.</p> <p><b>The Council of Governors received the Non-Executive Directors Report.</b></p>	
58/21	<p><b>National Inpatient Survey Report and Action Plan</b></p> <p>Mrs Moore, Non-Executive Director, presented the outcome of the National Inpatient Survey including next steps, which was undertaken by between January 2020 and May 2020. She provided a comparison to the 2019 survey and areas identified as needing improvement, top scoring questions compared to the other Trusts surveyed, a comparison of the low/intermediate performing questions to other Trusts surveyed, comparison to other Trusts of the Trust's in response to the Covid-19 pandemic, key actions and next steps.</p> <p>Mr Rowlands, Public Governor, referred to the low response of receiving information on medicine side effects (in 2019) sought further comment on this. The Medical Director explained that the side effects of specific drugs were explained, albeit this remained an area for further improvement, alongside ensuring that letters sent to GP, where patients are copied in,</p>	

	<p>required to be written in plain English without the use of medical jargon.</p> <p>Mrs Browning, Public Governor, referred to the low response, compared to other Trusts, of being offered food that met dietary requirements, and sought further information regarding support with nutrition for dementia patients, particularly at the weekend. The Deputy Chief Nurse advised that dining companions were being used to support dementia patients, alongside the Catering team providing food suitable for dementia patients. Mrs Howard offered to take forward any specific concerns in this regard.</p> <p>Mrs Alting commented that nutrition and hydration was a fundamental part of care, with inadequate provision potentially contributing to a longer length of stay for patients. The Deputy Chief Nurse acknowledged this comment and highlighted that the Trust had an established Nutrition &amp; Hydration Committee to oversee this fundamental of care. She added that Nutrition &amp; Hydration standards formed part of the recently introduced ward assessments and accreditation programme (StARs) and was contributing to significant improvements in this area. In response to a query regarding the use of red jugs to support patient's hydration, the Deputy Chief Nurse advised that different coloured lids are used on jugs to highlight when jugs are refilled/replaced.</p> <p>In response to a query from Mr Rowlands, Public Governor, regarding hospital acquired infections and those acquired in the community, Mrs Moore, Non-Executive Director explained that all infections were considered in granular detail to identify how the infections was contracted, including if this was acquired within the community.</p> <p>On behalf of Mr Hirst, Public Governor, the Chair shared comment regarding the presentation specifically noting opportunity to specify the action to be taken to support improvements, particularly in relation to general communications with patients. The Deputy Chief Nurse acknowledged this comment and described work ongoing within divisions to develop action plans.</p> <p>The Council of Governors commended the work being undertaken and improvements made. The Deputy Chief Nurse confirmed that she would convey these comments to the relevant teams.</p> <p><b>The Council of Governors received and noted the presentation and update.</b></p>	
59/21	<p><b>Staff Health &amp; Wellbeing Update</b></p> <p>Mrs Barber-Brown, Non-Executive Director, provided a presentation to update the Council of Governors on initiatives being undertaken to address staff health and wellbeing. She confirmed that the Board of Directors had signed up to the pledge 'for the wellbeing of our NHS people' and established its commitment to shifting our wellbeing focus to presenteeism.</p> <p>In response to comments from governors regarding the importance of staff taking annual leave, the Director of People &amp; Organisational Development (OD) commented that staff wellbeing was the focus of conversations between colleagues, with a particular focus on ensuring staff take sufficient leave. Furthermore, governors sought further update regarding the requirement for compulsory Covid-19 vaccinations for health care workers and queried levels of anxiety regarding this. The Director of People &amp; OD commented that much work was taking place regarding this matter, with conversations taking place with any staff member that had not received the vaccination and was concerned about this. The Medical Director further commented on the importance of the COVID-19 booster drive, whereby all colleagues were</p>	

	<p>encouraged to take the vaccination to provide protection to themselves, colleagues and community.</p> <p><b>The Council of Governors received and noted the presentation and update.</b></p>	
60/21	<p><b>Lead Governor Appointment</b> The Chair announced the outcome of the Lead Governor appointment process, confirming Mrs Alting as the Lead Governor. Mrs Alting thanked the Chair for his support and commented that she looked forward to working with the Chair and all governors in this new role.</p> <p><b>The Council of Governors approved the appointment of Mrs Sue Alting as the Lead Governor for a two-year period with effect from 15 December 2021.</b></p>	
61/21	<p><b>Nominations Committee</b> The Chair presented the Nominations Committee Terms of Reference for review. In addition, in light of the term of office for one of the members of the Nominations Committee expiring on 4 December 2021, governors interested in becoming a member of the Nominations Committee were asked to submit self-nominations to fill this position to the Deputy Company Secretary by 29 December 2021.</p> <p><b>The Council of Governors approved the Nominations Committee Terms of Reference.</b></p>	
62/21	<p><b>Future Meetings of Council of Governors</b> The Chair commented that he would work with both the lead governor and Trust Secretary to develop the Council of Governors meeting agendas and ensure they were interactive and enabled governors to fulfil their statutory duties. He acknowledged Council of Governors meetings were taking place virtually at this time and hoped to return to face to face meetings as soon as it was safe to do so.</p>	
63/21	<p><b>Any Other Business</b></p> <p><u>Cyber Security</u> Mr King, Public Governor, sought further information regarding the level of assurance, guidance and processes in place to address cyber security breaches. A Non-Executive Director highlighted that the Audit Committee had oversight of cyber security via internal audits. She confirmed that the IM&amp;T department were extremely vigilant in this regard, and that all staff are made aware of data protection via annual mandatory training. The Executive Director of Finance highlighted that the Trust's internal auditors (MIAA), reviewed this matter on an annual basis and provided recommendation to support improvements in cyber security arrangements. The Council of Governors were advised that cyber security at the Trust was not compromised during the last national cyber-attack.</p> <p><u>Standards/Behaviours</u> Dr Cryer, Public Governor, commented that he has recently been a patient at the Trust and gave extensive praise on the standards and behaviours he experienced during his stay in the hospital. The Chair thanked Dr Cryer for his comments.</p> <p><u>Use of Jargon</u> Dr Kondratowicz, Public Governor, requested that consideration be given to the use of jargon in reports. It was noted that not all Council of Governor members were familiar with medical terminology and that jargon should be</p>	



	<p>avoided and/or abbreviations provided.</p> <p><u>Learning Disability Support</u></p> <p>Mrs Slater, Public Governor, expressed her view that a learning disability liaison nurse was an invaluable support and enquired if the Trust had such a role. The Deputy Chief Nurse advised that the Trust did not employ learning disability liaison nurse however, the Trust's safeguarding team provided significant support across the organisation in this regard. The Council of Governors were informed that that there was also a blue butterfly scheme in place at the Trust to identify patients with learning disabilities. Mrs Slater suggested that she would be happy to support any work taking place.</p>	
<b>64/21</b>	<p><b>Date, time and venue of next meeting</b></p> <p>The Chair wished the Council of Governors a happy festive period and looked forward to meeting in a more healthy and prosperous new year.</p> <p>The next meeting of the Council of Governors is scheduled to be held on 23 February 2022 at 3.00pm.</p>	

## Council of Governors Action Log

Ref.	Meeting	Minute ref	Subject	Action	Bring Forward	Responsible
04/21	8 Nov 2021	48/21	Annual Report & Accounts	In response to a question from Mr Pantall, the Director of Finance agreed to clarify the estimated backlog maintenance figure outside of the meeting.  <b>Update: February 2022:</b> Director of Finance to provide verbal update at meeting 23/02/2022	On Agenda (Action Tracker)	J Graham
05/21	8 Nov 2021	48/21	Annual Report & Accounts	The Director of Finance agreed to confirm the timescale for the completion of the Charity Annual Report and circulate it to Governors once available.  <b>Update: February 2022:</b> Charitable Funds Annual Report & Accounts submitted to Charity Commission prior to 31st January 2022 deadline – available <a href="#">here</a> . Summary version to be made available on website.	Closed	J Graham
On agenda						
Not due						
Overdue						
Closed						

# Access to Health Services

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Council of Governors

February 2022



**Stockport**  
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## COVID-19 Pandemic Response



Stockport

NHS Foundation Trust

The Trust mobilised to significantly reconfigure services to remain safe:

- Red-Yellow-Green Zones to prevent spread of disease.
- COVID designated wards, social distancing measures and PPE

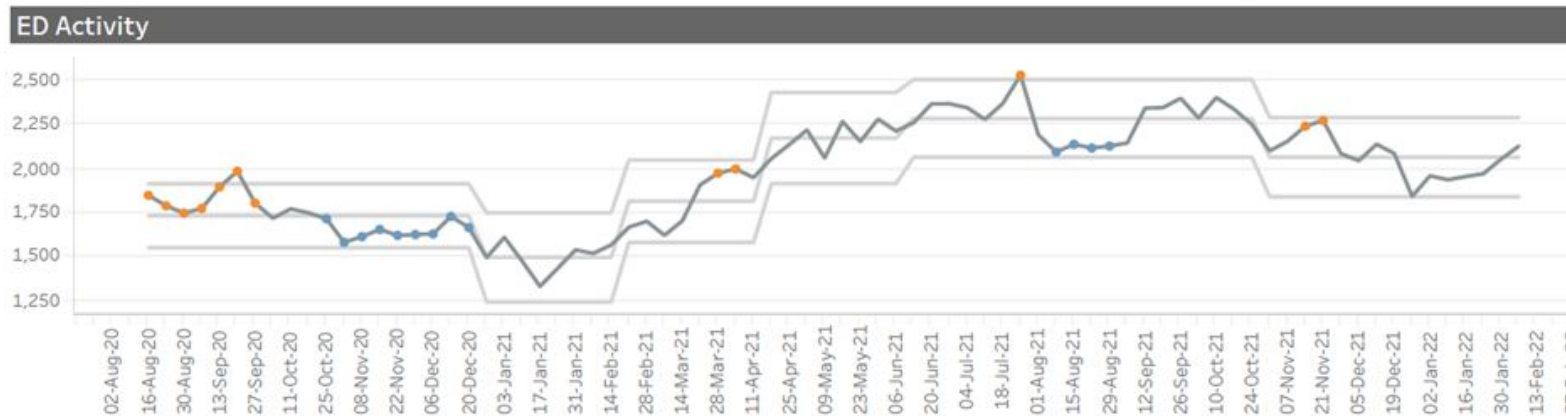
The Trust continued to deliver services, but in different ways, to comply with infection prevention and control procedures and maximise use of capacity:

- Clinical prioritisation of cases & individual risk assessments
- Enhancing Discharge to Assess pathways
- Virtual Outpatient Appointments
- Additional COVID-19 led demand for services:
  - Critical Care
  - Vaccine Roll-out
  - Long-COVID

Emergency Care and Cancer services have continued to be provided throughout the pandemic, albeit differently.

# Emergency & Urgent Care

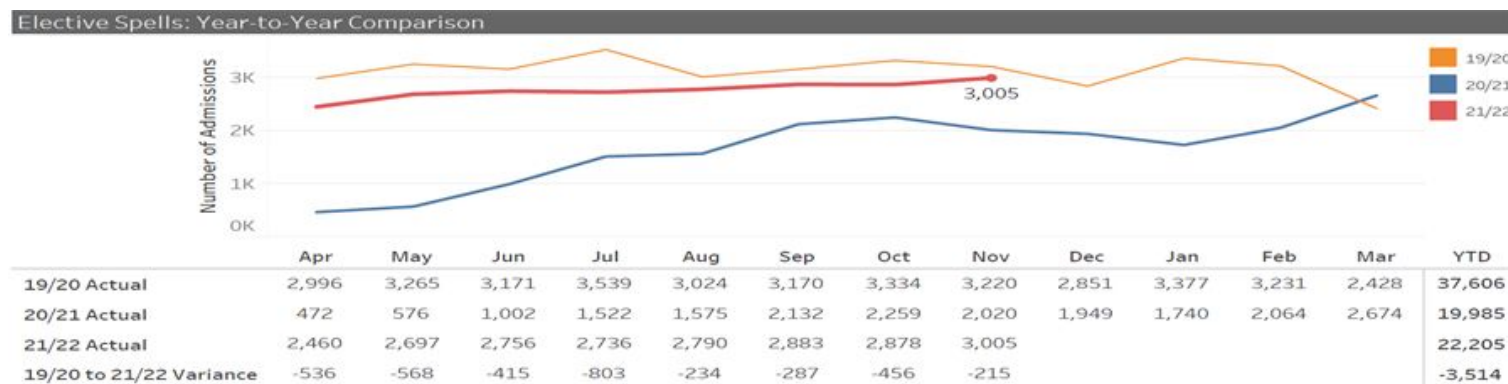
- Reduction in ED attendances during first lockdown
- Activity now over 2019/20 levels - c.13% higher than pre-pandemic levels
- Growing acuity of patient need, including mental health & rising COVID admissions
- Impacting on waits in Emergency Department:
  - Omicron Wave – COVID-19 admissions
  - Higher levels of patients with 'No Criteria to Reside'



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# Elective Care Access

- Elective activity **reduced** at the start of the pandemic, as capacity was reassigned to **COVID-19 response**.
- Elective activity has since returned to **93% of pre-pandemic levels by November 2021**. Continues to be impacted by:
  - Further waves of COVID-19 and continuing IPC compliance
  - Growing demand for emergency & urgent care
  - Staff sickness / self-isolation
  - Additional services provided in response to COVID-19



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## Elective Care - Virtual Appointments & Access



Rapid implementation of virtual outpatients appointments in March 2020



Provided safe, IPC compliant access to care for the population



Takes less time for patients – saves travel,



Ongoing face to face appointments were provided where clinically appropriate



Levels of virtual attendances remain at around 25% of all attendances.



Reduced 'Did Not Attend' (DNA) rates

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## Elective Care – Access & Waiting Times

During the pandemic, levels of elective care reduced due to COVID-19 response and infection prevention and control (IPC), leading to an increase in waiting times for routine procedures.

In December 2021 there were 19,080 patients on the Trust's 18 week referral to treatment waiting list

Approximately 54% of patients were waiting less than 18 weeks for elective care

Key Actions to ensure continuing access:

- Clinical prioritisation & reviews in line with national guidance
- 'While You Wait' Initiative
- Utilisation of NHS 'Green' Elective Hubs
- Utilisation of Independent Sector Capacity
- Ward expansion for 2022/23 to protect elective activity



# Cancer Access

- During the pandemic cancer patients were risk assessed and prioritised
- Cancer services continued to be provided throughout the pandemic period
- The Trust has continued to deliver national cancer access standards with recovery of waiting times in 2021/22
- The number of new cancer referrals from GP practices to the Trust has now increased
- The two week wait performance remains consistent at over 98%

Other Cancer Standards											
Measure	Target	Mar-21	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21
Two Week Wait	93.0%	97.6%	97.5%	98.0%	97.4%	97.1%	96.8%	97.4%	98.7%	98.6%	98.4%
31-day First Treatment	96.0%	92.7%	96.3%	97.6%	98.1%	97.8%	100.0%	95.7%	97.1%	100.0%	100.0%
31-day Subsequent Treatment (Chemo)	98.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%		100.0%	100.0%
31-day Subsequent Treatment (Surgery)	94.0%	77.8%	100.0%	81.8%	100.0%	100.0%	100.0%	75.0%	100.0%	100.0%	100.0%
62-day Upgrades		76.0%	92.9%	80.9%	90.5%	70.0%	84.8%	75.8%	70.4%	72.4%	79.7%
62-day Cancer Screening Programmes		0.0%	50.0%		50.0%	50.0%	66.7%	0.0%	0.0%		
28-day Faster Diagnosis Standard (FDS)	75.0%	67.4%	57.3%	61.7%	58.3%	58.3%	58.3%	55.4%	61.6%	60.0%	64.0%

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# Diagnostic Access

- The NHS aims to provide diagnostic tests within 6 weeks of request
- The percentage of patients waiting over 6 weeks increased to 63.6% at the height of the pandemic
- Performance has been steadily improving to 30.65% at the end of 2021 and is expected to continue to improve in 2022
- Endoscopy has been a main driver long waits, with pressures also in CT and Echocardiography imaging
- To improve diagnostic waits, the Trust has invested in:
  - an additional endoscopy suite - £3.2m
  - in-sourcing of independent sector staff to run additional scopes at the weekend
  - a new endoscopy contract with a local provider
  - a 5<sup>th</sup> CT scanner

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# Assuring Patient Safety



- National guidance developed by the Federation of Surgical Specialities Association at the start of the pandemic.
- Embedded into the Trust waiting list management & governance activities.
- Process completed by clinical teams and overseen by the Medical Director.
- Patients listed in any category are regularly clinically reviewed to ensure their condition is not changing and in need of re-prioritising.
- Thresholds implemented to complete a harm review after 52 and 104 weeks waiting.

Level of clinical harm	Clinical priority				
	Priority 1a: <24 hrs Priority 1b: <72 hrs	Priority 2: <1 month (urgent and cancer)	Priority 3: <3 months (routine expedited)	Priority 4: >3 months (routine)	Adapt or bespoke investigation/ treatment site/follow up
None	n/a	Stay P2 PTL review by 3 months	Stay P3 PTL review by 6 months	Stay P4 PTL review by 12 months	Adapt or bespoke investigation/ treatment site/follow up
Mild	n/a	Stay P2 PTL review by 3 months	Stay P3 PTL review by 6 months	Stay P4 PTL review by 12 months	Adapt or bespoke investigation/ treatment site/follow up
Moderate	Stay P1 PTL review daily or weekly	Stay P2 PTL review by 1 month	NEW P2 PTL review by 1 month	NEW P3 PTL review by 3 months	Adapt or bespoke investigation/ treatment site/follow up
Severe	NEW P1a PTL Review daily	NEW P1 b PTL review daily or weekly	NEW P2 or P1b PTL review by 1 month	NEW P2 or 1b PTL review by 1 month	Adapt or bespoke investigation/ treatment site/follow up

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## Key Messages

- Waiting times have increased as a result of the COVID-19 pandemic – continuing infection prevention & control arrangements limit capacity available at the Trust
- Services have continued to be provided, often in different ways (e.g. virtual appointments, green elective hubs, increased independent sector utilisation)
- Assurance on patient safety through application of the national guidance is continuing with oversight from the Medical Director and the Trust's Quality Committee.
- Good progress has been made locally by the Trust in recovering access standards and waiting times – particularly for cancer and urgent cases
- NHS operational planning for 2022/23 continues to have a major focus on recovery of access standards for patients
- The Trust expects recovery of waiting times to continue throughout 2022/23

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### Stockport NHS Foundation Trust

Meeting date	23 <sup>rd</sup> February 2022	x	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Chair’s Report					
Presented by	Professor Tony Warne, Chair	Author		Professor Tony Warne, Chair		

### Recommendations made / Decisions requested

The Council of Governors is asked to note the content of the report.

### This paper relates to the following Corporate Annual Objectives-

1	Deliver safe accessible and personalised services for those we care for
2	Support the health and wellbeing needs of our communities and staff
3	Co-design and provide Integrated Service Models within our locality and across our acute providers
4	Drive service improvement, through high quality research, innovation and transformation
5	Develop a diverse, capable and motivated workforce to meet future service and user needs
6	Utilise our resources in an efficient and effective manner
7	Develop our Estate and IM&T infrastructure to meet service and user needs

### The paper relates to the following CQC domains-

	Safe		Effective
	Caring		Responsive
x	Well-Led		Use of Resources

This paper is related to these BAF risks-	PR1	Significant deterioration in standards of safety and care
	PR2	Demand that overwhelms capacity to deliver effective care leading to poorer outcomes for patients and staff
	PR3	Working with others does not fully deliver the required benefits
	PR4	Performance recovery plan is not delivered

		<b>PR5</b>	Critical shortage of skilled workforce with capacity and capability to meet service needs
		<b>PR6</b>	Failure to deliver agreed financial recovery plan
		<b>PR7</b>	A major disruptive event leading to operational instability
		<b>PR8</b>	Estate does not meet national standards or provide sustainable patient environment
		<b>PR9</b>	IM&T infrastructure and digital defences do not protect against cyber attack

Where issues are addressed in the paper-

	Section of paper where covered
Equality, diversity and inclusion impacts	NA
Financial impacts if agreed/ not agreed	NA
Regulatory and legal compliance	All objectives
Sustainability (including environmental impacts)	NA

### Executive Summary

This report advises the Council of Governors of the Chair's reflections on recent activities within the Trust and wider health and care system.

## **1. PURPOSE OF THE REPORT**

The purpose of this report is to advise the Council of Governors of the Chair's reflections on his recent activities.

## **2. EXTERNAL PARTNERSHIPS**

Since we last met, I have continued to promote the work of our Trust with our partners in both health and social care. I was privileged to be invited to participate, along with several others, in a conversation with Amanda Pritchard, Chief Executive of the NHS England. Whilst the conversation was held under Chatham House rules, I can say that it was an opportunity to speak of what we were doing as a Trust, our relationship with the emerging Great Manchester ICS, and to also gently challenge some the decisions being taken by NHS England (NHSE). We were asked if might be helpful to have early access to the Planning Guidance for 2022/23. There was agreement that this would be very helpful, and the guidance was published on 24<sup>th</sup> December 2021. Much of the guidance refers to dealing with Covid-19, bringing back the full range of clinical services, addressing inequalities, making best use of digital technology and the emergent approach to integrated care services. Many of the objectives set out in the guidance remain congruent with our own objectives that were set for 2021/22 and which are in the process of being reviewed.

It was also helpful to receive assurance of the support from the centre for the actions being taken at a local level as the impact of the Omicron variant began to increase the pressure on health and social care services.

Our Executive team have worked tirelessly with colleagues across GM, using the Gold Command structure, to ensure we have maintained safe and high-quality services during what has been another extraordinary challenging period since the start of November. I want to formally acknowledge this unrelenting contribution and extend my thanks to both the Executive Directors and the teams they lead for the work they have undertaken in protecting and caring for both our patients and our staff. It has been exemplary.

I have continued to attend the Stockport Health and Wellbeing Board; the North West NHSE regional meetings; Great Manchester Chairs meeting; and the Stockport Leaders meetings. Karen and I hosted a three-way meeting with the Tameside & Glossop ICT Chair and the East Cheshire NHS Trust Chair and CEO as part of the ongoing work around building a closer collaborative relationship across the South East Sector. This is set to become a regular meeting as we continue to explore future opportunities arising from the collaborative partnership.

I took an early opportunity to congratulate Caroline Simpson on her appointment as the new Chief Executive of Stockport Council and have agreed we will meet over the

next few weeks. I believe the strong relationship our Trust has with the Council will continue to flourish under Caroline's leadership.

I was able to meet the Board of Mastercall Healthcare, one of our out of hospital and out of hours primary care providers. It was an interesting discussion. As we continue to develop our placed based, and locality focused approach to health and care services, digital technology will have an increasingly important role in how people are cared for.

I continue to actively use social media to promote and support the work of our Trust, and regularly feature my experiences as Chair of Stockport FT in my weekly blog. I also wrote a guest blog for Jen Connolly, Direct of Public Health, Stockport MBC. I used my journeys on the number 192 bus as a backdrop to reinforcing the need to keep adhering to the Covid-19 restrictions and requirements for effective infection prevention measures.

### **3. TRUST ACTIVITIES**

I continue to meet with our governors both formally and informally. We appointed our new Lead Governor, Sue Alting, and I have already started to work with her and our recently appointed new Governors too.

Just before Christmas I was able to spend the afternoon with colleagues at our Discharge to Assess Unit, Bluebell Ward. I was very impressed by the energy, commitment and creativity of colleagues working to secure the most appropriate care and support for our patients.

I was able to spend some time with colleagues in our Risk and Governance Team to explore how the pandemic has impacted upon our work in dealing complaints and claims. Again, I was impressed by the way in which colleagues were 'going the extra mile' in responding to the concerns of patients and families. The approach demonstrated how our values could be seen in action.

### **4. STRENGTHENING BOARD OVERSIGHT**

Our Board development journey continues. Last month we participated in an internally facilitated session that helped us explore a number of issues regarding our approach to equality, diversity, and inclusion (EDI). This discussion forms the foundation for a refreshed EDI strategy, workplan and approach.



Work has commenced on reviewing the terms of reference for each of the Board assurance committees. This work forms part of our ongoing 'well led' improvement programme.

## **5. RECOMMENDATIONS**

The Council of Governors is asked to note the content of the report.

### Stockport NHS Foundation Trust

Meeting date	23 <sup>rd</sup> February 2022	X	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Non-Executive Directors Report					
Presented by	Chairs of Board Committees		Author		Rebecca McCarthy, Trust Secretary	

### Recommendations made/ Decisions requested

**The Council of Governors is asked to review the Non-Executive Directors Report and seek any further clarification required on key matters.**

### Executive Summary

The work plans of the Board Committees, each chaired by a Non-Executive Director, are aligned to the agreed Corporate Objectives for the year. This includes review of high-level metrics and key assurance reports which enable performance relative the organisational objectives to be monitored and the type of improvement needed to be determined. A Key Issues & Assurance Report from all Board Committee's is routinely provided to the Board of Directors including Finance & Performance Committee, People Performance Committee, Quality Committee and Audit Committee.

This report highlights key matters for the Council of Governors attention following the Board Committees that took place in January/February 2022, considering performance until the end of Month 9 (December 2021).

## 1. Finance

- The Trust reported a break-even financial position at Month 9, after discounting the £0.4m from the sale of assets. The Trust is forecasting a balanced financial position at year-end.
- The balancing of the financial position has largely been achieved through non-recurrent funding release and slippage on schemes due to unavailability of staffing. Delivery of the recurrent CIP (Cost Improvement Programme) remains a challenge.
- Capital expenditure continues to be behind plan at the end of December.
- A number of business cases were approved by Board, including the Emergency Care Campus Outline Business Case for investment in the reconfiguration and extension of the existing Emergency Department, and the outsourcing of endoscopy activity to reduce long waits and improve our recovery trajectory for diagnostics.
- A more robust process for equipment replacement is now in place, therefore the Trust was able to take the opportunity to address some long-standing issues with aging equipment.

## 2. Operational Performance

- Month 9 (December) saw a very challenged urgent care performance. Continued drivers of the position were high levels of demand and a significant increase in patients with delayed discharge due to infection issues in community beds and staffing challenges in social care, alongside an increase in Covid-19 admissions. Multi agency discharge events are planned each month throughout winter.
- Despite the continuing pressures within urgent care, the Trust's performance against the A&E 4hr standard remains the 3rd best in Greater Manchester (year to date) for all attendance types, and 2nd best for Type 1 attendances.
- Performance against the 6-week diagnostic standard has also been challenged. Endoscopy continues to be the key driver, with additional capacity secured with Endocare Diagnostics (independent sector) to address the wait for endoscopy during Q4.
- The Trust did not meet its trajectory for elective activity in month. Elective operating was paused in January across GM in response to the current wave of Covid-19. The Trust continues to secure additional capacity with partner organisations across a range of specialties to expedite treatment for patients on a non-urgent pathway. Long waiting patients are subject to regular clinical review to detect potential harm and assess prioritisation of their care.

## 3. People

- The trend in increasing sickness absence continued in Month 9. As expected, Covid-19 related absences increased due to the Omicron variant and staff continue to be encouraged to take up their vaccines and booster.
- Significant work had taken place across the Trust in response to the legislation requiring Covid-19 vaccination as a condition of deployment, which was due to come in from 1<sup>st</sup> April 2022. As of 31<sup>st</sup> January, the Secretary of State announced that this was being reconsidered and the Trust has paused further individual discussions.
- Much work continues to support colleagues' health and well-being, with a range of activities and services in place. Work also continues to support delivery of the Health and Wellbeing Pledge, shifting focus from sickness absence to a person-centred approach to health and wellbeing. This includes development of a wellbeing and attendance management policy framework that supports flexibility and considers a person centric approach.

- Compliance for non-medical appraisals increased marginally in Month 9 despite unprecedented operational pressures, with targeted support from the HR and Organisational Development teams working closely with Divisions & Directorates, albeit performance is below the 95% target at 86%.
- Staff absence as a consequence of Covid-19 and self-isolation has led to an increased use of bank and agency workers in Month 9 and is expected to return to normal levels.

#### 4. Quality

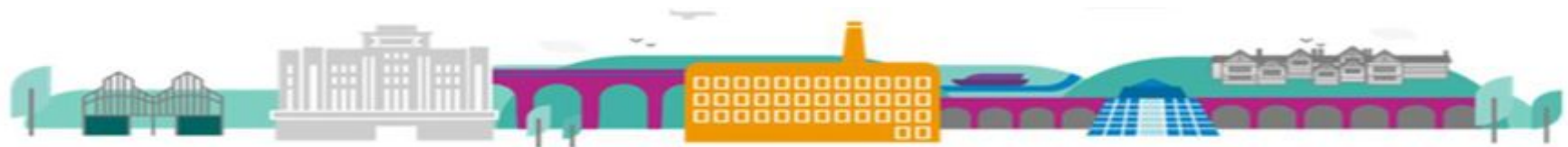
- There is continued positive assurance regarding Hospital Standardised Mortality Rate (HSMR) and Summary Hospital-level Mortality Indicator (SHMI)\*, which are both below expected range.  
*\*HSMR and SHMI provide data in relation to the expected number of deaths in a hospital.*
- Timely recognition of sepsis was 100% against the 95% standard, with the overall combined compliance percentage for timely antibiotic administration just below the 95% target in December 2021. A task and finish group has been set up to support escalation and identification of patients who may have sepsis.
- Performance against the target to reduce the overall number of falls, and those causing moderate and above harm, is still inconsistent and the falls improvement work continues including expansion of the Quality Team and a Quality Matron with overall lead for falls reduction.
- There has been a spike of Covid nosocomial infections in line with the increased prevalence in the locality, this is now starting to reduce. C-Difficile remains just above trajectory for the year to date.
- Following a slight increase in Category 2 pressure ulcers, improvement has been seen and the Trust is back on trajectory to reduce the overall number of hospital acquired pressure ulcers by 10% in year. New pressure relieving mattresses have been successfully rolled out across all inpatient wards with an ongoing training programme on the use of pressure relieving equipment.
- The Friends & Family positive response rate for December 2021 was 90.8%, slightly below the target level of 91.6%. In response to patient feedback, the Trust is rolling out new patient property boxes following a successful pilot.
- The Quality Committee recently reviewed progress of the Results Governance transformation programme progress report and milestone plan. The objective is to improve the systems and processes for requesting tests and ensuring results are viewed in a timely way by the responsible clinician within the Trust. The scope of this project includes Standards and Process, Technology and Governance within the Trust. It does not extend to the timely reviewing of available results outside of the organisation. Despite challenges associated with software systems, the programme remains on track, with no Serious Incidents reported.



# Integrated Care System (ICS) Development Update

Council of Governors: 23<sup>rd</sup> February 2022

**Report of: Karen James OBE  
Chief Executive**



## Introduction

The Government has introduced a bill to Parliament:  
***'Health and Care Bill'***

This presentation provides an update on;

- the development of the Bill,
- key points of the legislation and impact on Governors
- work in **Greater Manchester** and **Stockport** locality to develop a GM system and local T&G model.

## Key points laid out in Bill

- Integrated Care Systems (ICSs) to be established on a **statutory footing** through;
  - NHS ICS Board for each ICS – *responsible for NHS planning & allocation decisions and day to day management of the ICS*
  - ICS Health and Social Care Partnership – *which will bring together the NHS, Local Authority and wider partners including voluntary sector to address health, social care and public health needs within the ICS*
- These together will be referred to as 'the ICS'
- A **Duty to collaborate** will be created to promote collaboration across the health, social care and public health system.

## ICS NHS Body

- Taking on commissioning functions of CCGs (and some NHSE commissioning).
- Directly accountable for the NHS spend and performance within the system.
- ICS NHS Board will as a minimum include a Chair and Chief Executive and representatives from NHS Trusts, General Practice and the Local Authorities as well as appropriate clinical advice when making decisions.
- ICS NHS Body will be responsible for:
  - Strategic Planning
  - Developing a plan to meet the health needs of the ICS population
  - Developing a capital plan for the NHS providers within it
  - Securing the provision of health services to meet the needs of the population
- The ICS Body will not have the power to direct providers and The Providers relationship (and responsibilities) with the CQC will remain unchanged

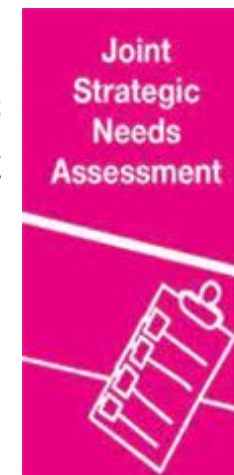


## ICS Health and Care Partnership

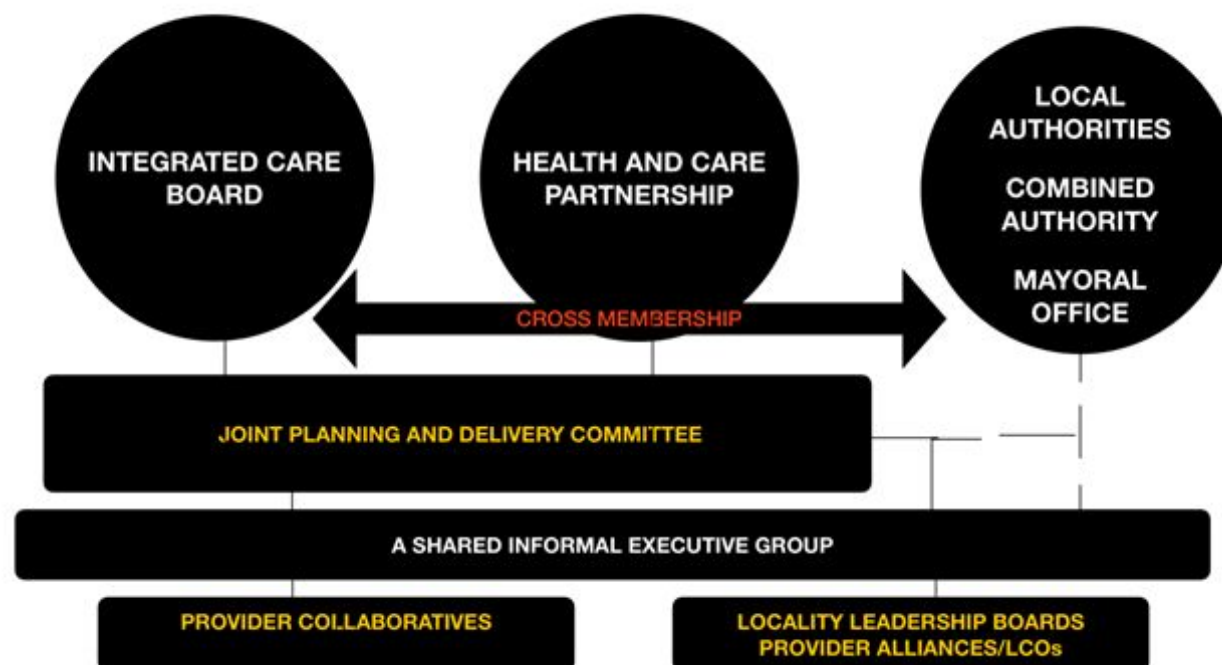
- Through strong place-based partnerships, NHS organisations will continue to forge relationships with local government and communities to join up health and social care and tackle the wider social and economic determinants of health at place.
- Each ICS will be required to establish an ICS Health and Care Partnership which will bring together all parts of the health, care and public services (including wider partners including housing, private care providers etc).
- The ICS Health and Care Partnership will be responsible for developing plans that address **the wider health, public health and social care needs of the system** (so more than just health and care provision).
- The Partnership Board will include representation from voluntary and community partners.
- Alongside this each locality is expected to have a place based provider collaborative which will be responsible for delivery of the Health and Care Partnership plans

## Locality (place)

- Health & Wellbeing Boards within each locality will remain in place with responsibility for developing the **Joint Strategic Needs Assessment** and **Joint Health and Wellbeing Strategies** for that place.
- Place-based arrangements between local authorities, the NHS and providers of health and care services should include a locality ICS (place based) board and a provider group.
- Primary and Community services, and population health management implementation will be led at place level, with **neighbourhoods** as key building blocks of local healthcare integration.
- Every acute and mental health NHS Trust will be part of at least one **Provider Collaborative**. Allowing them to integrate services appropriately with local partners at place and to strengthen the resilience, efficiency and quality of services delivered at-scale.



## Greater Manchester ICS



- GM is working with NHS England North West to develop its plans for the creation of a formal ICS.
- The GM governance model encompasses these key collaborative governance mechanisms with the stated intention of them operating coherently to oversee the planning and delivery of services and programmes.

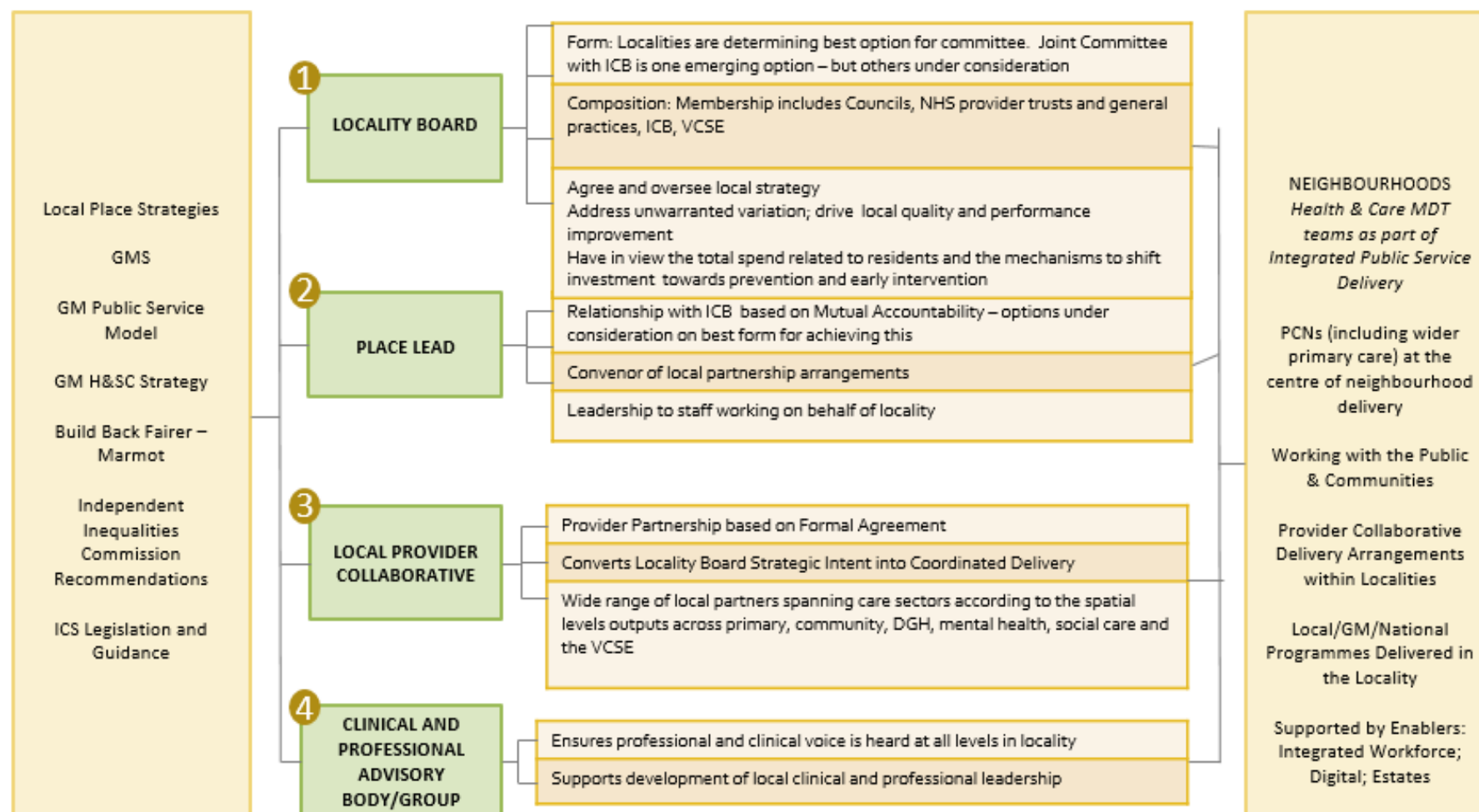
# GM ICS Proposed Locality Model

## STRATEGIC CONTEXT

## CORE FEATURES

## DESCRIPTION

## DELIVERY



# Questions





### Stockport NHS Foundation Trust

Meeting date	23 <sup>rd</sup> February 2022	X	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Consultation with Governors: Appointment of Senior Independent Director					
Presented by	Professor Tony Warne, Chair		Author	Rebecca McCarthy, Trust Secretary		

### Recommendations made / Decisions requested

#### The Council of Governors is asked to:

- **Support the appointment to be made by the Board of Directors of Dr Louise Sell as Senior Independent Director with effect from 7th April 2022.**

### Executive Summary

The Code of Governance (July 2014) states that, in consultation with the council of governors, the board should appoint one of the independent non-executive directors to be the senior independent director.

The Chair has recently reviewed the allocation of lead roles and committee membership for all Non-Executive Directors, specifically within the context of their term of office. As the current senior independent director, Mrs Catherine Anderson, will stand down as a Non-Executive Director in December 2022, it is proposed that another Non-Executive Director fulfils this role to provide continuity beyond the end of the calendar year.

In broad terms, the role of the senior independent director is to provide a sounding board for the chairperson, serve as an intermediary for other directors, when necessary, be available to governors regarding significant concerns and lead the performance evaluation of the chairperson. In recognition of the range of skills and qualities and capacity to undertake the role, the Chair has approached Dr Louise Sell regarding this position. Dr Sell has confirmed her commitment to be appointed as senior independent director.

Further to support by the Council of Governors, the Board of Directors will confirm the appointment of Dr Louise Sell as senior independent director at its meeting on 7<sup>th</sup> April 2022.

## **1. Introduction**

- 1.1 The purpose of this report is to consult and seek support of the Council of Governors with respect to the appointment of a senior independent director to be made by the Board of Directors.

## **2. Background**

- 2.1 NHS Improvement (formally Monitor's) Code of Governance (July 2014) states that:

"A.4.1 In consultation with the council of governors, the board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chairperson and to serve as an intermediary for the other directors when necessary. The senior independent director should be available to governors if they have concerns that contact through the normal channels of chairperson, chief executive, finance director or trust secretary has failed to resolve, or for which such contact is inappropriate. The senior independent director could be the deputy chairperson."

- 2.2 The core elements of the senior independent director role are informed by the Code of Governance (please see Appendix 1). In broad terms the role of the senior independent director is to provide a sounding board for the chairperson, serve as an intermediary for other directors when necessary, be available to governors regarding significant concerns and leading the performance evaluation of the chairperson.

## **3. Process**

- 3.1 The Chair has recently reviewed the allocation of lead roles and committee membership for all Non-Executive Directors, specifically within the context of their term of office.
- 3.2 As the current senior independent director, Mrs Catherine Anderson, will stand down in December 2022, it is proposed that another Non-Executive Director fulfils this role to provide continuity beyond the end of the calendar year.
- 3.3 In recognition of the range of skills, qualities and capacity to undertake the role, the Chair approached Dr Louise Sell regarding this position. The Chair specifically noted that Louise has extensive experience as an Executive Medical Director of an NHS Foundation Trust, and Responsible Officer, therefore accustomed to conducting robust appraisal processes with both clinical and non-clinical colleagues. Louise is comfortable contributing to a wide agenda and has significant experience of partnership working.
- 3.4 Dr Sell has confirmed her commitment to be appointed as senior independent director, with continued support to the Council of Governors via regular attendance at both Council of Governors meetings and informal meetings of Governors and the Chair & Non-Executive Directors.
- 3.5 Further to approval of the recommendation by the Council of Governors, the Board of Directors will confirm the appointment of Dr Louise Sell as senior independent director at its meeting on 7<sup>th</sup> April 2022.

## Appendix 1

**ROLE DESCRIPTION**

**Role Title:** Senior Independent Director

**Responsible to:** Chairman

**Key Relationships:** Board of Directors  
Council of Directors

**Appointment**

The Board of Directors will appoint a Senior Independent Director from among the Non-Executive Directors. The appointment will be made in consultation with the Council of Governors.

**Terms of Office**

The Senior Independent Director will be appointed for a period not exceeding his / her current term as a Non-Executive Director. The appointment will be reviewed on an annual basis.

It is expected that this role will require additional time and commitment above that for other non-executive duties which could equate to a further one day per month. In recognition of this work an additional allowance of £1,000 will be made annually to the Senior Independent Director (subject to approval by the Council of Governors). Satisfactory performance in this role will be reviewed annually with the Chair.

**Principle Duties**

1. Provide a sounding board for the Chair.
2. Serve as an intermediary for other directors when necessary.
3. Be available to governors and members if they have concerns about the performance of the Board of Directors, compliance with the Provider Licence or welfare of the Trust which contact through the normal channels of Chairman, Chief Executive or Director of Finance has failed to resolve or for which such contact is inappropriate
4. To maintain sufficient contact with the Council of Governors, to form a clear and balanced understanding of their issues and concerns.
5. To take action as is necessary to bring any matters raised governors and members to resolution where they are raised specifically for the Senior Independent Director.
6. To lead the appraisal of the chairman having agreed the process for evaluation with the Council of Governors.
7. To meet with the Non-Executive Directors in the absence of the Chairman to evaluate his/her performance and include any points as part of a formal appraisal process.
8. To undertake a formal appraisal of the Chairman and provide a summary evaluation for consideration by the Council of Governors.
9. Such other functions as are compatible with this role and are agreed between the Director and the Chairman from time to time.



### Stockport NHS Foundation Trust

Meeting date	23 February 2022	X	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Process for the Appraisal of the Chair and Non-Executive Directors					
Presented by	Professor Tony Warne, Chair Dr Louise Sell, Incoming Senior Independent Director		Author		Soile Curtis, Deputy Company Secretary	

### Recommendations made / Decisions requested

The Council of Governors is asked to:

- Review and confirm the process for the appraisal of the Trust Chair and Non-Executive Directors
- Note the outcome of the Trust Chair and Non-Executive Director appraisals will be reported to the Nominations Committee in June 2022 and the Council of Governors in July 2022.

### Executive Summary

This paper sets out background and details the proposed actions regarding the performance assessment and appraisal of the Trust Chair and Non-Executive Directors.

The appraisal process for the Chair is aligned with the guidance issued by NHS England / Improvement in November 2019: 'Framework for conducting annual appraisals of NHS provider Chairs'.

## 1. INTRODUCTION

- 1.1 The purpose of this report is to advise, and seek approval from the Council of Governors, regarding the process for the performance assessment and appraisal of the Trust Chair and Non-Executive Directors.

## 2. BACKGROUND

- 2.1 The Nominations Committee has responsibility, as delegated by the Council of Governors, to oversee the process for appraising the performance of the Chair and Non-Executive Directors.
- 2.2 At its meeting on 18 March 2020, the Nominations Committee agreed to adopt the guidance issued by NHS England / Improvement in November 2019: 'Framework for conducting annual appraisals of NHS provider Chairs'.
- 2.3 In relation to Non-Executive Directors, the appraisal process constitutes one to one discussions between the Chair and each Non-Executive Director to reflect on their activities and performance during the year and establish any areas for development over the next 12 months.

## 3. KEY STAGES – CHAIR'S APPRAISAL

- 3.1 In line with the agreed Chair's appraisal framework, the process for the 2021/22 appraisal includes the following stages:

Stage 1: Appraisal preparation	At a pre-appraisal meeting, the Chair and the Senior Independent Director (SID) will review the assessment questionnaire (Appendix 1) and determine any additional areas of focus, consider stakeholders to be invited to complete the assessment and agree final timetable.
Stage 2: Multisource assessment	<p>The SID, via the Trust Secretary, requests agreed stakeholders to complete the online assessment questionnaire on the Chair.</p> <p>The stakeholders will be determined by the SID and the Chair at the pre-appraisal meeting as stated above, and should include the Lead Governor, Non-Executive Directors, the Chief Executive, Executive Directors and identified system partners.</p> <p>Concurrently, the Chair will conduct an online self-assessment using assessment questionnaire. The self-evaluation will include commentary on any identified personal development or support needs.</p>
Stage 3: Evaluation	The Trust Secretary will collate responses from the online assessment questionnaire. The SID will evaluate the collated stakeholder assessment questionnaires and may seek further information from the assessors to gain greater insight and/or to clarify certain areas. The evaluation of stakeholders' views should then be considered alongside the Chair's own self-assessment.
Stage 4: Appraisal output	The Chair and SID will meet to discuss the outcome of the appraisal, identify any development needs and determine key objectives for the next

	<p>12 months.</p> <p>The key points arising from the appraisal discussion should be formally recorded by the SID and agreed by the Chair using the Chairs Appraisal Document (Appendix 2).</p> <p>The outcome of the appraisal will be summarised and presented to the Nominations Committee, and subsequently to the Council of Governors.</p> <p>A copy of the appraisal reporting document will be sent to the NHSE/I for information.</p>
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#### 4. DRAFT TIMESCALE FOR CHAIRMAN'S APPRAISAL

- 4.1 The timetable for the Chair's appraisal will be agreed by the Chair and the SID at the pre-appraisal meeting, with key headline dates as follows:

Activity	By when
Pre-appraisal meeting between the Chairman and SID	<b>March 2022</b>
Assessment questionnaires emailed to relevant stakeholders for completion	<b>April 2022</b>
Assessment questionnaires completed	<b>April 2022</b>
Self-assessment completed by Chairman	<b>April 2022</b>
Summary of assessment questionnaires produced and provided to SID and Chair	<b>May 2022</b>
SID will evaluate all the collated stakeholder assessments and may seek further information from the assessors, to gain greater insight and/or to clarify certain areas	<b>May 2022</b>
The Chair and SID will hold an appraisal/performance review meeting and complete the associated documentation	<b>May/June 2022</b>
Summary report will be presented to the Nominations Committee	<b>21<sup>st</sup> June 2022</b>
Summary report will be presented to the Council of Governors	<b>6<sup>th</sup> July 2022</b>
A copy of the appraisal reporting template will be sent to NHSE/I Chair and Chief Operating Officer and to the NHSE/I Regional Director for information	<b>July 2022</b>

## 5. KEY STAGES – NON-EXECUTIVE DIRECTORS' APPRAISAL

The process proposed for the Non-Executive Directors' appraisal for 2021/22 includes the following key stages:

Stage 1	Each Non-Executive Director will prepare a Non-Executive Director Appraisal Document (Appendix 3) ahead of the one-to-one appraisal with the Chair.
Stage 2	The Chair and each Non-Executive Director discuss performance and professional / personal development on a one-to-one basis, reflecting on their activities and performance in 2021/22 and any areas for development over the next 12 months.
Stage 3:	An agreed set of objectives and a personal development plan are agreed for the coming year.
Stage 4:	The Chair presents the outcome of the Non-Executive Directors' appraisal to the Nominations Committee, and subsequently to the Council of Governors.

## 6. DRAFT TIMESCALE FOR NON-EXECUTIVE DIRECTORS' APPRAISAL

Key headline dates for the Non-Executive Directors' appraisal are as follows:

Activity	By when
Non-Executive Directors complete Non-Executive Director Appraisal Document Part 1 & 2 and send to Chair.	<b>End March 2022</b>
One-to-one appraisal discussions take place between Chair and Non-Executive Directors and complete Non-Executive Director Appraisal Document Part 3 & 4	<b>April/May 2022</b>
Summary report will be presented to the Nominations Committee	<b>21<sup>st</sup> June 2022</b>
Summary report will be presented to the Council of Governors	<b>6<sup>th</sup> July 2022</b>

## 7. RECOMMENDATIONS

7.1 The Council of Governors is asked to:

- Review and confirm the process for the appraisal of the Trust Chair and Non-Executive Directors

## Appendix 1: Chair – Assessment Questionnaire



## NHS provider chair multisource assessment template

Stockport NHS Foundation Trust	
Name of Chair:	Professor Tony Warne
Name and role of appraisal facilitator:	
Assessment period:	2021/22

### Part 1: Responses to statements relating to the NHS provider chair competencies framework

The following themed statements relate to the chair's impact and effectiveness in their role.

Please respond to as many of the statements as possible.

Where you are unable to provide a response, please leave the relevant field(s) blank.

Competency: Strategic	Strongly agree	Agree	Disagree	Strongly disagree
Leads the board in setting an achievable strategy.				
Takes account of internal and external factors to guide decision-making sustainably for the benefit of patients and service users.				
Provokes and acquires new insights and encourages innovation.				
Evaluates evidence, risks and options for improvement objectively.				
Builds organisational and system resilience, for the benefit of the population of the system as a whole.				

Competency: Partnerships	Strongly agree	Agree	Disagree	Strongly disagree
Develops external partnerships with health and social care system stakeholders.				
Demonstrates deep personal commitment to partnership working and integration.				
Promotes collaborative, whole-system working for				

the benefit of all patients and service users.				
Seeks and prioritises opportunities for collaboration and integration for the benefit of the population of the system as a whole.				

Competency: People	Strongly agree	Agree	Disagree	Strongly disagree
Creates a compassionate, caring and inclusive environment, welcoming change and challenge.				
Builds an effective, diverse, representative and sustainable team focused on all staff, patients and service users.				
Ensures all voices are heard and views are respected, using influence to build consensus and manage change effectively.				
Supports, counsels and acts as a critical friend to directors, including the chief executive.				

Competency: Professional acumen	Strongly agree	Agree	Disagree	Strongly disagree
Owens governance, including openness, transparency, probity and accountability.				
Understands and communicates the trust's regulatory and compliance context.				
Leverages knowledge and experience to build a modern, sustainable board for the benefit of patients and service users.				
Applies financial, commercial and technological understanding effectively.				

Competency: Outcomes focus	Strongly agree	Agree	Disagree	Strongly disagree
Creates an environment in which clinical and operational excellence is sustained.				
Embeds a culture of continuous improvement and value for money.				
Prioritises issues to support service improvement for the benefit of the population of the system as a whole, ensuring patient safety, experience and outcomes remain the principal focus.				

Measures performance against constitutional standards, including those relating to equality, diversity and inclusion.				

## Part 2: Strengths and opportunities

Please highlight the chair's particular strengths and suggest any areas in which there are opportunities for increasing their impact and effectiveness.

**Strengths: What does the chair do particularly well?**

**Opportunities: How might the chair increase their impact and effectiveness?**

## Part 3: Additional commentary

Please provide any additional commentary relating to any aspects of the chair's conduct, impact and effectiveness in their role.

**Additional commentary**

Thank you for participating. The completed questionnaire will be collated by the Trust Secretary and provided to the appraisal facilitator. All responses will be treated in the strictest confidence.

## Appendix 2: Chair – Appraisal Document



## NHS provider chair appraisal reporting template

Stockport NHS Foundation Trust	
Name of Chair:	Professor Tony Warne
Name and role of appraisal facilitator:	
Assessment period:	

### Part 1: Multisource stakeholder assessment outcomes (for completion by appraisal facilitator)

#### a. Summary of significant emergent themes from stakeholder assessments:

#### b. Highlighted areas of strength:

#### c. Identified opportunities to increase impact and effectiveness:



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## Part 2: Self-reflection (for completion by chair)

### Summary of self-reflection on multisource stakeholder assessment outcomes:

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## Part 3: Personal development and support (for completion by chair and appraisal facilitator)

### Identification of personal development and/or support needs:

Description	Proposed intervention	Indicative timescale	Anticipated benefit/ measure of success

## Part 4: Principal objectives (for completion by chair and appraisal facilitator)

### Identification of three principal objectives for next 12 months:

Objective	Anticipated benefit/ measure of success	Anticipated constraints/ barriers to achievement

## Part 5: Confirmation

Confirmation of key outcomes of appraisal discussion:		
Confirmed by	Signature	Date
Chair		
Appraisal facilitator		

## Appendix 3: Non-Executive Directors – Appraisal Document

## Annual Performance Review for Non-Executive Directors

<b>Name</b>	
<b>Position</b> inc. additional roles	
<b>Review Year</b>	<b>2021/22</b>
<b>Date of Review</b>	

### Part 1. Objectives for 2021/22 and self-assessment of performance

<b>Role objectives</b>
<b>Personal objectives</b>
<b>Other contributions (e.g. Committee work)</b>
<b>Personal development (e.g. Training attended)</b>

## Part 2. Competency-based self-assessment

*(Provide 1 or 2 specific examples for each competency and highlight areas for improvement or development)*

<b>Strategic Thinking</b>
Specific Examples
<b>Partnerships &amp; Team Working</b>
Specific Examples
<b>People &amp; Communities Focus</b>
Specific Examples
<b>Professional Acumen</b>
Specific Examples
<b>Outcomes Focus</b>
Specific Examples

### Part 3. Proposed objectives for 2022/23

<b>Role objectives</b>
<b>Personal objectives</b>
<b>Personal development</b>

### Part 4. Chair's Overall Comments

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<b>Non-Executive Director signature</b>	<b>Chair's signature</b>	<b>Date</b>
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### Stockport NHS Foundation Trust

Meeting date	23 <sup>rd</sup> February 2022	X	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Nominations Committee Report: Future appointment of Non-Executive Directors					
Presentation by	Professor Tony Warne, Chair	Author		Rebecca McCarthy, Trust Secretary		

### Recommendations made / Decisions requested

#### The Council of Governors is asked to:

- **Review the information provided, including confirmation that the Nominations Committee will oversee the recruitment process and make recommendation regarding appointment of two Non-Executive Directors/s, to the Council of Governors meeting on 6<sup>th</sup> July 2022.**

### Executive Summary

The Council of Governors holds statutory responsibility for the appointment and reappointment of the Chairman and other Non-Executive Directors. A Nominations Committee has been established to consider such matters in detail. In doing so, the Committee is to consider succession planning, taking into account the challenges and opportunities facing the Trust and what skills and expertise might be needed by the Board in future, as identified by the Board's Remuneration & Appointment Committee.

The term of office for two Non-Executive Directors, Mrs Catherine Barber-Brown and Mrs Catherine Anderson, comes to an end in July and December 2022 respectively. At this point Mrs Catherine Barber-Brown will have served six years (two three-year terms) and Mrs Catherine Anderson will have served seven years (two three-year terms and one one-year term). Monitor's Code of Governance (2014) sets out that any term beyond six years for a non-executive director should be subject to particularly rigorous review and should consider the need for progressive refreshing of the board. Furthermore, both Non-Executive Directors have indicated that they intend to stand down at this point and therefore a recruitment process to appoint to two Non-Executive Director positions during 2022 is required.

On 10<sup>th</sup> February 2022, the Nominations Committee met to consider recommendation from the Remuneration & Appointments Committee regarding areas of skills and expertise that may benefit future board composition. The Committee supported the recommendation to recruit two Non-Executive Directors with specific skills/expertise in the field of a) People/Organisational Development and b) Integration (Place Based Care/Population Health).

The Nominations Committee will oversee the recruitment process, which is to include a robust search and selection process internally led by the Trust. The process will commence in early 2022, with the outcome and recommendation regarding appointment/s presented to the Council of Governors meeting in July 2022.

### Stockport NHS Foundation Trust

Meeting date	23 <sup>rd</sup> February 2022	X	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Nominations Committee Report: Reappointment of Non-Executive Director, Dr Marisa Logan-Ward					
Presented by	Professor Tony Warne, Chair		Author		Rebecca McCarthy, Trust Secretary	

### Recommendations made / Decisions requested

#### The Council of Governors is asked to:

**Review and approve the recommendation from the Nominations Committee to reappoint Dr Marisa Logan-Ward as Non-Executive Director of Stockport NHS Foundation Trust for a further term of office of 3 years, commencing on 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2025.**

### Executive Summary

The Council of Governors holds statutory responsibility for the appointment and reappointment of the Chairman and other Non-Executive Directors. A Nominations Committee has been established to consider such matters in detail and to make recommendations to the Council of Governors.

The Nominations Committee met on 10<sup>th</sup> February 2022 to review Dr Marisa Logan-Ward's position as Non-Executive Director of Stockport NHS Foundation Trust in view of her current term of office expiring on 31<sup>st</sup> July 2022.

The Nominations Committee considered the outcome of Dr Logan-Ward's most recent appraisal and additional guidance from NHS Improvement/England's (formerly Monitor) Code of Governance regarding the re-appointment of Non-Executive Directors.

This paper presents a proposal to reappoint Dr Marisa Logan-Ward as Non-Executive Director for a second term of office of three years commencing on 1st August 2022 to 31st July 2025.



## 1. Background

- 1.1 Dr Marisa Logan-Ward was appointed on 1<sup>st</sup> August 2019 for a three-year term of office.
- 1.2 Marisa's appointment was, and is currently, based on her expertise leading transformational change. At the time of her appointment, it was specifically noted that the areas of expertise that Marisa would bring to the Board further included:
  - An understanding of clinical issues and sensitivities
  - Collaborative working and joint ventures with external partners
  - Strategic development and business growth
  - Community engagement / understanding of diverse groups.
- 1.3 From 1 April 2021, Marisa was appointed as the Deputy Chair, in addition to her role as Chair of Quality Committee. As part a recent review of Non-Executive Director roles & responsibilities and Committee membership, Marisa has stepped down as Chair of the Quality Committee, remaining a fully active member. Marisa has also agreed to undertake the Non-Executive Director Well-Being lead role.

## 2. Basis of Recommendation

- 2.1 The basis of the recommendation to reappoint Dr Marisa Logan-Ward, as Non-Executive Director, for a second three-year term of office, is as follows:
  - Marisa's area of expertise in delivering transformational change, alongside her understanding of clinical issues and sensitivities, remains a priority area for the Board of Directors.
  - Marisa continues to make a positive contribution to the Board of Directors, as evidenced via her most recent appraisal.
  - Marisa has developed a detailed understanding of Stockport NHS Foundation Trust and provides a level of continuity and organisational memory, noting potential for two new Non-Executive Directors during 2022.

## 3. Recommendation

The Council of Governors is asked to approve the recommendation from the Nominations Committee to reappoint Dr Marisa Logan-Ward as Non-Executive Director of Stockport NHS Foundation Trust for a further term of office of 3 years, from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2025.

### Stockport NHS Foundation Trust

Meeting date	23 <sup>rd</sup> February 2022	X	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Nominations Committee Report: Non-Executive Director Remuneration					
Presented by	Professor Tony Warne, Chair	Author		Rebecca McCarthy, Trust Secretary		

### Recommendations made / Decisions requested

**The Council of Governors is asked to approve the recommendation from Nominations Committee as follows:**

- **The Trust adopts NHS England/Improvement's approach to aligning non-executive directors' remuneration for newly appointed non-executive directors.**
- **Existing non-executive directors, who are reappointed for a further term of office, remain at the level of remuneration to which they were originally appointed, subject to a robust performance appraisal and confirmation that performance continues to be effective.**
- **The award of supplementary payments of £1,000 per annum to non-executive directors undertaking the duties of Vice-Chair, Senior Independent Director and Chair of Audit Committee.**

### Executive Summary

The Council of Governors holds statutory responsibility for deciding the remuneration and allowances and other terms and conditions of office of the chair and the other non-executive directors. A Nominations Committee has been established to consider such matters in detail and make recommendations to the Council of Governors.

The Nominations Committee met on 10<sup>th</sup> February 2022 to review remuneration for Non-Executive Directors, specifically considering the NHS England/Improvement (NHSE/I) '*Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts*', alongside the current context and position for Stockport NHS Foundation Trust. Consideration of supplementary payments for Non-Executive Directors with designated extra responsibilities was also considered.

This paper presents a proposal to adopts NHSE/I's approach to aligning non-executive directors' remuneration for newly appointed non-executive directors, as it was not anticipated that alignment would pose a significant risk to successfully recruiting to future non-executive director positions. To support the Trust in the next phase of its improvement journey, where a level of leadership stability will be required to further embed improvements and address strategic change, existing non-executive directors who are reappointed for a further term of

office would remain at the level of remuneration to which they were originally appointed, subject to a robust performance appraisal and confirmation that performance continues to be effective.

In addition, an additional supplementary payment of £1000 per annum is proposed for Non-Executive Directors undertaking the roles of Vice-Chair, Senior Independent Director and Chair of Audit Committee in recognition of designated extra responsibilities.

## 1. Introduction

- 1.1 The Council of Governors holds statutory responsibility for deciding the remuneration and allowances and other terms and conditions of office of the chair and the other non-executive directors. A Nominations Committee has been established to consider such matters in detail and to make recommendations to the Council of Governors.

## 2. Background & Context

- 2.1 In November 2019, NHS England/Improvement (NHSE/I) published a '*Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts*'. The purpose was to address some longstanding issues associated with significant disparities between the remuneration of chairs and non-executive directors of NHS trusts and NHS foundation trusts.

- 2.2 The structure proposed the following changes:

**For Non-Executive Directors:** A single uniform rate of £13,000, with local discretion to award supplementary payments of up to £2000 per annum in recognition of designated extra responsibilities, such as chairing principal Board committees and undertaking the duties of senior independent director or vice-chair.

**For Chairs:** Proposed ranges were identified relative to the organisation size and complexity ranging from £40,000 - £63,300k.

- 2.3 The document acknowledges the statutory duties placed upon NHS foundation trust governors, with respect to their role in determining the remuneration, allowances and other terms and conditions for chairs and non-executive directors. However, suggests that it is reasonable to expect that foundation trusts will work within the ranges.
- 2.4 The new structure would have no impact on the remuneration of the current Chair of Stockport NHS Foundation Trust (SFT), which was currently within range for size and complexity of the organisation, however alignment with the structure would reduce the remuneration for non-executive directors by approximately £1,100, with the current remuneration set at £14,164.
- 2.5 The Nominations Committee considered this matter in March 2020 and agreed to recommend to the Council of Governors that the Trust aligned with the NHSE/I approach. Due to the onset of the pandemic, the recommendation was not presented to the Council of Governors.

## 3. Current Considerations

- 3.1 The Nominations Committee met on 10<sup>th</sup> February to consider this matter within the current context. The Committee acknowledged that the Trust had attracted a strong field of candidates and successfully recruited to three non-executive directors' vacancies during 2020-2021. Therefore, alignment with the NHSE/I remuneration structure would not pose a significant risk to successfully recruiting to future non-executive director positions.

- 3.2 The NHSE/I approach proposes that existing non-executive directors would only transition to a reduced remuneration if reappointed at the end of their current term of office. This would potentially apply to up to 5 existing non-executive directors at SFT.
- 3.3 NHSE/I's (formerly Monitor) Code of Governance sets out that ahead of any reappointment, the chairman is to confirm to governors that, following formal performance evaluation, the performance of the individual proposed for re-election continues to be effective and to demonstrate commitment to the role.
- 3.4 In this light, and to support the Trust in the next phase of its improvement journey, where a level of leadership stability will be required to further embed improvements, it was recommended that existing non-executive directors, who are reappointed for a further term of office, should remain at the level of remuneration to which they were originally appointed, subject to a robust performance appraisal and confirmation from the chairman that performance continues to be effective and is making a positive impact on the board.
- 3.5 The NHSE/I remuneration structure allows local discretion to apply supplementary payments of up to £2000 per annum to non-executive directors in recognition of designated extra responsibilities. Based on the size and complexity of SFT, the structure defines that this should be up to a total maximum financial value of £4000.
- 3.6 The Nominations Committee considered benchmarking data from NHS Providers annual remuneration survey regarding this matter and proposed supplementary payments of £1,000 per annum to non-executive directors undertaking the duties of vice-chair, senior independent director, and audit chair.

Meeting date	23 February 2022	x	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Confirmation of Nominations Committee Membership					
Presented by	Professor Tony Warne, Chair		Author	Soile Curtis, Deputy Company Secretary		

### Recommendations made / Decisions requested

The Council of Governors is asked to:

- Note the membership of the Nominations Committee

### Executive Summary

The purpose of this report is to confirm the membership of the Nominations Committee.

As reported to the Council of Governors meeting on 15 December 2021, in light of the term of office for one of the members of the Nominations Committee, Dr Robert Cryer, expiring on 4 December 2021, the Council of Governors was asked to review the membership of the Committee.

Governors interested in becoming a member of the Nominations Committee were asked to submit self-nominations to fill this position to the Deputy Company Secretary by 29 December 2021. One nomination was received by from Professor Chris Summerton, Public Governor.

The Council of Governors is asked to note that Prof Chris Summerton has consequently commenced as a member of the Nominations Committee.

Governor appointments to the Committee are for a period of three years, provided the Committee member remains a Governor of the Foundation Trust. The membership of the Nominations Committee is as follows:

Name	Position	Term Ends
Sue Alting	Lead Governor	End of Lead Governor Term
Tad Kondratowicz	Public Governor	4 December 2022
Richard King	Public Governor	4 December 2022
Michelle Slater	Public Governor	3 January 2024
Chris Summerton	Public Governor	29 December 2024

### Stockport NHS Foundation Trust

Meeting date	23 February 2022	X	Public		Confidential	Agenda item
Meeting	Council of Governors					
Title	Extension of External Audit Contract					
Presented by	David Hopewell, Chair of Audit Committee/Non-Executive Director		Author	Lisa Byers, Acting Associate Director of Finance – Financial Services		

### Recommendations made / Decisions requested

#### The Council of Governors is asked to:

- **Approve the extension of the External Audit Contract with Mazars LLP for a further term of two years to the 31<sup>st</sup> March 2024 i.e. completing the annual audit for 2022/23 and 2023/24.**

### Executive Summary

The Trust's current external audit contract is provided by Mazars LLP and was awarded for a three-year period for the financial years 2019/20, 2020/21 and 2021/22 with an option to extend for two further years to the 31<sup>st</sup> March 2024 i.e. completing the annual audit for 2022/23 and 2023/24. As we approach the end of 2021/22, the option to extend the contract for the additional two years is to be considered.

Audit Committee have considered the performance of the external auditors over the past three years and confirmed that Mazars LLP have fulfilled all their obligations under the contract and that the Trust finance team have a high level of confidence in the current audit team. The Audit Committee also considered current context, noting that the audit market is particularly challenging for the public sector at the moment and the audit service is facing increasing regulatory pressures.

In this light, the Audit Committee recommends the Council of Governors approve the option to extend the external audit contract for a further two years to the 31<sup>st</sup> March 2024.

## **1. Purpose**

- 1.1 The purpose of this report is to seek the approval of the Council of Governors for a two year extension to the external audit contract with Mazars LLP to the 31<sup>st</sup> March 2024.

## **2. Background**

- 2.1 The Trust went out to tender in 2019 for external audit services for a three year period with the option to extend for up a further two multiples of 12 months. This covers the main Trust accounts and the Charitable Fund accounts.
- 2.2 The tender process was undertaken with representatives from the governors, the non-executive directors and the senior finance team. This was a full procurement exercise that included a presentation to the evaluation panel by the shortlisted suppliers. As this is a statutory duty of the governors to appoint the Trust's external auditors, a recommendation was approved by the Council of Governors to award the contract to Mazars LLP for three years to cover financial years 2019/20, 2020/21 and 2021/22.
- 2.3 The contract is now at a review period whereby a decision needs to be taken on whether the Trust wishes to extend the contract for two years or whether to end the contract. As part of this process, this matter was considered by the Audit Committee after feedback from the non-executive and executive directors on the overall external audit regulatory pressures and market conditions. It was agreed to initiate conversation with Mazars LLP on the extension of the current contract that included a review of the price of the existing contract.

## **3. Matters under consideration**

- 3.1 In considering the extension of the current contract it is noted that Mazars LLP have fulfilled their obligations within the contract for auditing the accounts and annual report, presenting at the relevant committees and submitting their reports to the regulators concerned. The Senior Partner and Audit Manager have met with the Director of Finance and Senior Finance team on a regular basis to discuss emergent issues from a technical perspective.
- 3.2 It is also pertinent to highlight that the above performance was carried out alongside the challenges of the Covid 19 pandemic during a first year audit when all work of necessity moved to a virtual audit. This continued for the 2020/21 audit.
- 3.3 In considering the external audit contract, the Audit Committee were asked to consider the additional work of external auditors as a result of changes to The Code of Audit Practice that changed the way in which findings are reported in relation to Value for Money arrangements from 2020/21. This has necessitated increased resources and ultimately an increase to the existing contract price in 2020/21 of £12,000.
- 3.4 At a national level there have been reports and concerns raised on the additional regulatory pressures raised above and issues of staffing resource that are impacting on the market as a whole and has led to difficulties for Trusts going out to tender for



their external audit service. In some cases this has resulted in few or no expressions of interest.

- 3.5 Extending the external audit contract for the two year option under the existing contract will give the Trust additional time to prepare for a full and open procurement exercise.
- 3.6 The fees for the audits under the original contract and the proposed contract extension price are as follows:

Mazars LLP - External Audit Contract	2019/2020 Annual Contract Price Excl.VAT £	2020/2021 Annual Contract Price Excl.VAT £	2021/2022 Annual Contract Price Excl.VAT £	2022/2023 Annual Contract Price Excl.VAT - If contract extended £	2023/2024 Annual Contract Price Excl.VAT - If contract extended £
Contract price for Audit Services	53,900	53,900	71,000	71,000	71,000
Additional Fee 2020-21		12,000			
<b>Total</b>	<b>53,900</b>	<b>65,900</b>	<b>71,000</b>	<b>71,000</b>	<b>71,000</b>
Contract Price for Audit Services - Financial Accounts for Charity Only	3,000	3,000	TBC	TBC	TBC
<b>Total</b>	<b>56,900</b>	<b>68,900</b>	<b>71,000</b>	<b>71,000</b>	<b>71,000</b>

- 3.7 The Charity Fee has reduced from the original contract price as an independent examination was agreed in place of a full audit in line with regulatory limits in 2019/20 and 2020/2021. This is to be reviewed on an annual basis.
- 3.8 Following discussions with Mazars it is considered in the Trust's best interests to extend the contract for two years in line with the option under the existing contract to the 31<sup>st</sup> March 2024. It is also recognised that the current fee should increase and that the price levels negotiated reflect the additional work at a competitive price when considered alongside current market conditions.

#### 4. Recommendations

- 4.1 The Council of Governors is asked to approve the the Audit Committee recommendation to exercise the option to extend the external audit contract for a further two years to the 31<sup>st</sup> March 2024.

**STOCKPORT NHS FOUNDATION TRUST**  
**DRAFT Minutes of the Nominations Committee**  
**Held virtually at 1pm on Thursday 10<sup>th</sup> February 2022**

**Present:**

Professor Tony Warne	Chair
Sue Alting	Lead Governor
Richard King	Public Governor
Tad Kondratowicz	Public Governor
Michelle Slater	Public Governor (From Item 71/21)

**In attendance:**

Amanda Bromley	Director of People & Organisational Development (OD)
Karen James	Chief Executive
Rebecca McCarthy	Trust Secretary

	Item	Action
65/21	<b>Apologies</b> No apologies for absence.	
66/21	<b>Declarations of interest</b> There were no new declarations of interest.	
67/21	<b>Minutes of previous meeting</b> The minutes of the previous meeting held on 23 <sup>rd</sup> September 2021 were reviewed and approved as a true and accurate record.	
68/21	<b>Action Tracker</b> The action tracker was reviewed and annotated accordingly.	
69/21	<p><b>Non-Executive Director: Future Appointments</b></p> <p>The Director of People &amp; OD presented a paper regarding future non-executive director appointments. She confirmed that the term of office for two non-executive directors would come to an end in July and December 2022 and that, following consideration of Monitor's Code of Governance regarding non-executive director reappointments and acknowledging both non-executive directors indicated that they intended to stand down at this point, a recruitment process to appoint to two non-executive directors positions during 2022 would be required.</p> <p>The Director of People &amp; OD highlighted the process undertaken by the Remuneration &amp; Appointments Committee. She presented recommendation with respect to areas of skills and expertise that the Board composition may benefit from to inform future non-executive director recruitment, specifically additional knowledge and skills/expertise in the following areas a) People/Organisational Development and b) Integration (Place Based Care Systems)</p> <p>The Director of People &amp; OD presented a draft role description and person specification for information.</p> <p>In response to Tad Kondratowicz, Public Governor, seeking further detail regarding the skills and expertise the organisation would be</p>	

	<p>seeking in relation to the proposed area, the Director of People &amp; OD commented that in relation to 'people' the Trust would be seeking to attract candidates that had experience in developing and delivering the workforce agenda, a comprehensive understanding of current workforce challenges and transformation/innovation in this field. Additionally, an understanding of organisational culture and change. With respect to 'integration', the Director of People &amp; OD referred to the changing landscape and skills and expertise required in developing partnerships and working collaboratively at a neighbourhood level to support the populations health. The Chief Executive echoed this view, emphasising the wide-ranging partners the Trust worked with, including Local Authorities, Housing, Early Years, Primary Care, therefore seeking a candidate who has operated across multiple partners in place for the benefit of the local population.</p> <p>Mrs Sue Alting, Lead Governor, expressed her view that the Trust's ability to develop partnerships and work collaboratively at both a local and regional level was critical to its future success and therefore this may also be reflected in the key responsibilities of non-executive directors. Furthermore, the Lead Governor expressed her support to the areas of skills/expertise identified. The Chair supported this comment, acknowledging the changing context in which the Trust was operating and the importance of reflecting this within the Board composition. The Director of People &amp; OD acknowledged this comment, confirming her intention to further develop the draft Role Description &amp; Person Specification and share with the Nominations Committee, alongside a detailed timetable.</p> <p>Mr Tad Kondratowicz, Public Governor, queried if an external search agency would be utilised. The Director of People &amp; OD confirmed the proposal for an inhouse search and selection process, based on recent successful experience from Tameside &amp; Glossop ICFT. The Chair expressed his support to this proposal and view that the Trust could attract suitable and high-quality candidates, with the Director of People &amp; OD leading this process. Professor Chris Summerton, Public Governor, supported the internal approach and sought further information regarding the publication of the opportunities. The Director of People &amp; OD described the multiple platforms via which the positions would be advertised, including the NHS England website, GM Health &amp; Social Care Partnership, various leadership organisations and local community organisations to ensure the vacancy was publicised as broadly as possible to the diverse communities served by the Trust, in addition to social media. The Chair commented on the importance of reaching out to different constituencies and encouraging diversity.</p> <p><b>The Nominations Committee reviewed and confirmed the areas of skills/expertise for the forthcoming non-executive director appointments as follows: a) People/Organisational Development and b) Integration (Place Based care), noting the draft Role Description &amp; Person Specification would be shared with the Committee.</b></p> <p><b>The Nominations Committee supported the internal search and selection approach to be undertaken to identify potential</b></p>	<p><b>Director of People &amp; OD</b></p>
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	<b>candidates for the roles.</b>	
<b>70/21</b>	<p><b>Reappointment of Non-Executive Director – Dr Marisa Logan-Ward</b></p> <p>The Chair presented a paper proposing the reappointment of Dr Marisa-Logan Ward as a non-executive director of Stockport NHS Foundation Trust in view of her current term of office expiring on 31<sup>st</sup> July 2022.</p> <p>The Chair highlighted national guidance regarding the reappointment of non-executive directors and provided confirmation that Marisa's area of expertise in delivering transformational change, alongside her understanding of clinical issues and sensitives, remained a priority area for the Board of Directors. Furthermore, he highlighted the positive outcome of Marisa's most recent appraisal.</p> <p>Nominations Committee members expressed their full support to the proposal, noting the excellent contribution and challenge hat Marisa provided to the Board.</p> <p><b>The Nominations Committee approved the following recommendation to be made to the Council of Governors: To reappoint Dr Marisa Logan-Ward as a Non-Executive Director at Stockport NHS Foundation Trust for a further term of office of 3 years, from 1<sup>st</sup> August 2022 to 31<sup>st</sup> July 2025.</b></p>	
<b>71/21</b>	<p><b>Non-Executive Director Remuneration</b></p> <p>The Director of People &amp; OD presented a paper regarding non-executive director remuneration. She provided background and context, specifically highlighting the publication of the NHS England/Improvement (NHSE/I) 'Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts' (November 2019) to address significant disparities between the remuneration of chairs and non-executive directors of NHS, noting the approach would have no impact on the remuneration of the Chair of Stockport NHS Foundation Trust, but would reduce non-executive directors' remuneration by around £1,100.</p> <p>The Director of People &amp; OD highlighted previous considerations by the Nominations Committee and specific detail regarding non-executive directors' remuneration as detailed within the NHSE/I remuneration structure. A proposal with respect to the remuneration for incoming non-executive directors, existing non-existing directors and supplementary payments for non-executive directors undertaking additional designated responsibilities was presented. The Chair reiterated the basis of the recommendation, specifically highlighting the proposal to align with the NHSE/I approach for all future non-executive director appointments, with existing non-executive directors', if reappointed, to remain at the level of remuneration to which they were originally appointed, subject to a robust and positive performance appraisal.</p> <p>Mrs Sue Alting, Lead Governor, queried if the NHSE/I remuneration structure of £13,000 for non-executive directors remained current.</p>	

	<p>The Chair confirmed that there had been no change to the NHSE/I remuneration structure following original publication, therefore remained at £13,000. In response to Mrs Sue Alting, Lead Governor, querying if the national pay award also applied to remuneration for non-executive directors, the Chair confirmed that remuneration for non-executive directors (including the chair) was not included, with separate processes in place. He acknowledged ongoing national debate regarding this matter. In response to Mr Tad Kondratowicz, Public Governor querying if the proposal had been presented to the Board, the Chair and Trust Secretary confirmed that it was the statutory duty of the Council of Governors to determine the remuneration and terms of service for non-executive directors, including the chair, with the Nominations Committee established to consider such matters in detail and make recommendation to the Council of Governors. The Trust Secretary confirmed that Non-Executive Director remuneration (including the Chair) would be considered on an annual basis by the Nomination Committee.</p> <p>Mr Richard King, Public Governor, sought further explanation regarding the award of supplementary payments for non-executive directors in recognition of designated extra responsibilities. The Trust Secretary provided further detail regarding the NHSE/I remuneration structure, which allowed local discretion to apply supplementary payments of up to £2,000 each, to two non-executive directors, based on the size and complexity of the Trust. However, there was flexibility to award supplementary payments to more than two non-executive directors, provided the total amount of the supplementary payments did not exceed £4000.</p> <p><b>The Nominations Committee agreed to recommend the following to the Council of Governors:</b></p> <ul style="list-style-type: none"> <li>- <b>The Trust adopts NHS England/Improvement's approach to aligning non-executive directors' remuneration for newly appointed non-executive directors.</b></li> <li>- <b>Existing non-executive directors, who are reappointed for a further term of office, remain at the level of remuneration to which they were originally appointed, subject to a robust performance appraisal and confirmation that performance continues to be effective.</b></li> <li>- <b>The award of supplementary payments of £1,000 per annum to non-executive directors undertaking the duties of Vice-Chair, Senior Independent Director and Chair of Audit Committee.</b></li> </ul>	
<b>72/21</b>	<p><b>Any other business</b></p> <p>No other business.</p>	
<b>73/21</b>	<p><b>Date and Time of next meeting</b></p> <p>31<sup>st</sup> May 2022, 1pm</p>	