

# Council of Governors

Wed 28 February 2024, 15:30 - 17:10

Lecture Theatres, Pinewood House Education Centre



## Agenda

15:30 - 15:35 **1. Welcome & Opening Remarks**  
5 min  
*Marisa Logan-Ward*

15:35 - 15:35 **2. Apologies for Absence**  
0 min  
*Marisa Logan-Ward*

15:35 - 15:35 **3. Declarations of Interests**  
0 min  
*All*

15:35 - 15:40 **4. Minutes of Previous Meeting - 21 December 2023 (Paper)**  
5 min  
*Decision* *Marisa Logan-Ward*  
 04 - CoG Meeting Minutes - December 2023.pdf (9 pages)

15:40 - 15:40 **5. Action Log (Paper)**  
0 min  
*Information* *Marisa Logan-Ward*  
 05 - CoG Action Log - February 2024.pdf (1 pages)

15:40 - 15:55 **6. Chair's Report (Paper)**  
15 min  
*Discussion* *Marisa Logan-Ward*  
 06 - Chairs Report - February 2024.pdf (4 pages)

15:55 - 16:20 **7. Non-Executive Directors Report (Paper)**  
25 min  
*Discussion* *Non-Executive Directors - Board Committee Chairs*  
 07 - Non-Executive Directors Highlight Report - February 2024.pdf (5 pages)

16:20 - 16:35 **8. Operational Planning 2024/25 Discussion (Verbal)**  
15 min  
*Discussion* *Jackie McShane / John Graham*

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## MEMBERSHIP & ENGAGEMENT

### 16:35 - 16:45 9. Membership Development Group Report (Paper)

10 min

*Decision*

*Howard Austin*

 09 - Membership Development Group Report.pdf (4 pages)

## GOVERNANCE

### 16:45 - 17:00 10. Nominations Committee Reports

15 min

#### 10.1. Confirmation of Nominations Committee Membership (Paper)

*Information*

*Marisa Logan-Ward*

 10.1 - Nominations Committee Membership.pdf (3 pages)

#### 10.2. Reappointment of Non-Executive Directors (Paper)

*Decision*

*Marisa Logan-Ward*

 10.2 - Reappointment of Non-Executive Directors - February 2024.pdf (5 pages)

#### 10.3. Remuneration of Non-Executive Directors and Interim Chair (Paper)

*Decision*

*Amanda Bromley*

 10.3 - Remuneration Review - Non-Executive Director and Interim Chair - February 2024.pdf (5 pages)

### 17:00 - 17:10 11. Process for Appraisal of Interim Chair and Non-Executive Directors (Paper)

10 min

*Decision*

*Louise Sell / Marisa Logan-Ward*

 11 - Appraisal Process for Non-Executive Directors and Chair.pdf (11 pages)

### 17:10 - 17:10 12. DATE, TIME & VENUE OF NEXT MEETING

0 min

#### 12.1. 26 June 2024, 4pm, Pinewood Education Centre, Stepping Hill Hospital

## PAPERS FOR INFORMATION


### 17:10 - 17:10 13. Council of Governors:

0 min

*Information*

#### 13.1. Calendar 2023/24 & 2024/25

 13a - Corporate Calendar 2023-24 - CoG.pdf (1 pages)

 13b - Corporate Calendar 2024-25 - CoG.pdf (1 pages)

#### 13.2. Attendance 2023/24

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**STOCKPORT NHS FOUNDATION TRUST**  
**Minutes of a Council of Governors Meeting**  
**Held on Thursday 21<sup>st</sup> December 2023, 10.00am**  
**in Pinewood Education Centre, Stepping Hill Hospital**

**Present:**

Professor Tony Warne	Chair
Mrs Sue Alting	Appointed Governor
Mrs Janet Browning	Public Governor
Mrs Val Cottam	Public Governor
Mr Alan Gibson	Public Governor
Mrs Carol Greene	Public Governor
Mrs Paula Hancock	Staff Governor
Cllr Keith Holloway	Appointed Governor
Mr Richard King	Public Governor
Mr David Kirk	Appointed Governor
Mr David McAllister	Staff Governor
Mr John Morris	Public Governor
Mr Adrian Nottingham	Public Governor
Mr Adam Pinder	Staff Governor
Mrs Michelle Slater	Public Governor
Prof. Chris Summerton	Public Governor
Mrs Sarah Thompson	Public Governor
Mr Steve Williams	Public Governor

**In attendance:**

Dr Samira Anane	Non-Executive Director
Mr Anthony Bell	Non-Executive Director
Mrs Nic Firth	Chief Nurse
Mrs Karen James	Chief Executive
Dr M Logan-Ward	Non-Executive Director/Deputy Chair
Mrs R McCarthy	Trust Secretary
Mrs J McShane	Director of Operations
Dr Louise Sell	Non-Executive Director/Senior Independent Director

**Apologies:**

Mr Howard Austin	Public Governor
Mr Lance Dowson	Public Governor
Dr Tad Kondratowicz	Public Governor
Mr Thomas Lowe	Public Governor
Mrs Victoria Macmillan	Public Governor
Mr Tony Moore	Public Governor
Mr Muhammad Rahman	Public Governor
Mrs Gillian Roberts	Public Governor
Mrs Karen Southwick	Staff Governor

Ref	Item	Action
44/23	<b>Welcome &amp; Apologies for Absence</b> The Chair welcomed everyone to the meeting.  Apologies for absence from governors were noted as above.  Apologies were also received from: A Bromley, Director of People and Organisational Development B Fraenkel, Non-Executive Director	

	<p>J Graham, Chief Finance Officer  D Hopewell, Non-Executive Director  Dr A Loughney, Medical Director  M Moore, Non-Executive Director  C Parnell, Director of Communications and Corporate Affairs  M Vadiya, Associate Non-Executive Director</p>	
<b>45/23</b>	<p><b>Amendments to Declaration of Interests</b>  There were no declarations of interest.</p>	
<b>46/23</b>	<p><b>Minutes of Previous Meeting</b>  The minutes of the previous meeting held on 7 September 2023 were agreed as a true and accurate record of the meeting subject to the below update:</p> <p>Cllr Keith Holloway, Appointed Governor, confirmed that, further to additional inspection, RAAC had been found in two schools in Stockport, with work taking place to address this.</p>	
<b>47/23</b>	<p><b>Action Log</b>  There were no outstanding actions.</p>	
<b>48/23</b>	<p><b>Chair's Report</b>  The Chair presented the Chair's Report providing reflections on recent activities within the Trust and wider health and care system including:</p> <ul style="list-style-type: none"> <li>• External partnerships</li> <li>• Trust activities</li> <li>• Strengthening board oversight.</li> </ul> <p>Cllr Keith Holloway, Appointed Governor, welcomed reference to the recent Health &amp; Well Being Board, specifically consideration of the comprehensive reports that looked back (Covid 19 – Stockport Experience) and looked forward (the Stockport Food Plan).</p> <p>The Chair acknowledged the loss of John Pantall, who had passed away after a brief illness and stay in the hospital. He commented that John had been both a committed and engaging governor for many years and would be sadly missed by colleagues.</p> <p><b>The Council of Governors received and confirmed the Chairs' Report.</b></p>	
<b>49/23</b>	<p><b>Non-Executive Directors Report</b>  The Non-Executive Director Chairs of the Board Committees provided updates on high-level metrics and key assurance reports considered at Finance &amp; Performance, People Performance, Quality, and Audit Committees.</p> <p><u>Finance</u>  The Council of Governors acknowledged the Trust's position as a deficit of £20.7m at the end of Month 7 2023/24, which was £2m adverse to plan. Key drivers of the position were noted, including the significant risk to achievement of the financial plan, and the turnaround process in place for the Greater Manchester Integrated Care System (GM ICS).</p> <p>Mrs Sue Alting, Lead Governor, referred to the Trust's request for</p>	

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additional cash, and sought further information regarding this process. Mr Anthony Bell, Non-Executive Director, confirmed there was a formal process in place with NHS England to draw down cash at the point the Trust's cash balance reached a certain amount. He confirmed that the Board of Directors had approved the submission for additional cash, which would be repayable, including 3.5% interest.

Operational Performance

The Council of Governors were informed that the Trust continued to perform below the national core operating standards. The Council of Governors noted drivers of the performance continued to be the challenges around patient flow and no criteria to reside (NCTR) alongside increasing demand and industrial action having a significant adverse impact on elective restoration.

Mrs Sarah Thompson, Public Governor, acknowledged the difficulties in accessing mutual aid to support elective restoration, and sought assurance that this continued to be explored. Mr Anthony Bell, Non-Executive, confirmed that discussions were ongoing with providers in GM, albeit due to capacity challenges across the piece, accessing mutual aid still remained difficult. The Director of Operations supported this comment, adding that, where capacity was available and offered to patients, many patients were choosing to wait. In response to Dr Samira Anane, Non-Executive Director, commenting that availability of transport may be factor in this, the Director of Operations confirmed that patient transport had also been offered. The Director of Operations confirmed discussions took place daily within GM regarding this matter, cautioning that it was unlikely the year end target for elective restoration would be achieved. In response to Mr Adam Pinder, Staff Governor, querying if this affected specific specialties, the Director of Operations highlighted the most challenged specialties, notably urology, and confirmed that an increase in demand to these services had also been seen in year.

People

The Council of Governors acknowledged sickness absence was above target for October, with continued focus on supporting complex cases and additional mental health support available, as part of the Trust's wide health and wellbeing offer.

The Council of Governors noted that there had been a sustained reduction in agency costs, whilst both workforce turnover and mandatory training had also shown significant improvement for consecutive months.

Mr David McAllister, Staff Governor, noted that sickness absence had increased in month, whilst agency costs had reduced. In this light, he queried if substantive staff were under additional pressure, and if there were sufficient staff to support wellbeing. The Chief Nurse confirmed that there had been a reduction in off-framework and high-cost external agency expenditure, however the Trust had increased use of NHS Professionals, making better use of staff bank workers, to support safe staffing. The Director of Operations confirmed that there had also been an improvement in filling vacancies, supporting a reduction in agency usage. Mrs Sue Alting, Lead Governor, referred to the Safer Care Reports provided to the Board of Directors, providing further assurance on this matter.

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Mr David McAllister, Staff Governor, reported that several colleagues were leaving to take up roles in Australia, providing example from a ward where several staff had left the Trust. The Director of Operations commented that this had not been highlighted through divisional performance reviews to date and welcomed insight to follow up.

Mr David Kirk, Appointed Governor, sought further information regarding staff vaccination take up. Dr Marisa Logan-Ward, Non-Executive Director, commented that colleagues could get vaccinations in multiple ways at the Trust, and that these were well communicated, however the rate of vaccinations in the Trust was lower than the previous year for both covid and flu, reflecting the national position. The Chief Nurse added that the staff vaccination rate was approximately 40% at present, noting colleagues may also choose to receive their vaccinations in a community setting. Cllr Keith Holloway, Appointed Governor, highlighted that Stockport had one of the highest flu vaccination uptakes in the North West, with the uptake for children and young people significantly higher than other areas. The Chief Nurse acknowledged lower vaccination uptake was a national concern and noted the recent increase in admissions of patients with flu.

#### Quality

The Council of Governors acknowledged the Trust was performing well against the timely recognition of sepsis, however antibiotic administration continued to be a challenge with benchmarking and learning from other organisations now being pursued.

The Council of Governors noted HSMR (Hospital Standardised Mortality Rate) was showing an improving position, with Quality Committee continuing to have oversight. In addition, confirmation was received that the deep dive of Ward E3 mortality risk had concluded, with no evidence of excess mortality.

The Council of Governors noted the infection rates for C.diff and E.coli continued to be significantly higher than the thresholds, with improvement programmes in place.

In addition, the Council of Governors noted a piece of work to establish cause and required action in response to lower than expected referral of children to audiology services. In response to Mrs Michelle Slater, Public Governor, querying if children still received hearing tests, Dr Louise Sell, Non-Executive Director, confirmed this was correct. The Chief Nurse highlighted the current piece of work was primarily reviewing the baby and early years' service, as part of a national programme of work regarding paediatric audiology. She confirmed this included a self-assessment against national standards and a peer review.

In response to Mr David Kirk, Appointed Governor, querying where further detail on sepsis metrics could be obtained, it was confirmed that sepsis metrics were included in the Board Integrated Performance Report. Furthermore, Mr David Kirk, Appointed Governor, queried if all deaths from sepsis were investigated. Dr Louise Sell, Non-Executive Director, confirmed that each episode of delayed antibiotic administration was reviewed for harm, with data confirming that delays related to a small number of patients, and were, in the main, a short period of time beyond the agreed timescale, with no harm reported. Notwithstanding this, she

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	<p>highlighted the continued focus from Quality Committee and additional improvement programme underway. Dr Louise Sell, Non-Executive Director, highlighted that the learning from deaths and serious incident processes would identify if there was a lapse in care that had contributed to sepsis causing death. She added that there would also be deaths from sepsis where no lapses in care were identified, and therefore would not be investigated. The Chief Nurse supported these comments, highlighting, in addition, the morbidity &amp; mortality review process and the Medical Examiner Team, that may commission an investigation should there be a concern. In response to Mr David Kirk, Appointed Governor, querying if an investigation should be routine, due to the Trust underperformance on this matter, the Chief Nurse expressed her view that the previously mentioned processes were appropriate, however would seek view of the Medical Director <b>(ACTION)</b>. Mrs Sue Alting, Appointed Governor, noted that reference to timely administration of antibiotics had been highlighted in the Learning from Deaths Report. Dr Louise Sell, Non-Executive Director, acknowledged this and confirmed that, although delayed antibiotic administration had not led to any harm or in-hospital deaths, further detail had been requested to understand the number of deaths with each outcome (no failings in care to serious failings in care) to better understand themes.</p> <p>In response to Mrs Sue Alting, Lead Governor, querying if the clinicians that had raised the Ward E3 mortality risk, were satisfied with the outcome of the review, the Chief Executive confirmed the clinicians had been fully engaged in the deep dive, working alongside Business Intelligence colleagues, and were satisfied with all aspects of the review and the outcome.</p> <p><u>Audit Committee</u> The Council of Governors received an update on key matters and reports considered by the Audit Committee. The Chair of the Audit Committee specifically highlighted the outcome of recent internal audit reports and the triangulation of risk undertaken by Chairs of the Board Committees and the Chief Executive in her role as Chair of Risk Management Committee.</p> <p><b>The Council of Governors received and noted the Non-Executive Directors Report.</b></p>	Chief Nurse / Medical Director
50/23	<p><b>Membership Development Group Report: Membership Action Plan 2023/34</b></p> <p>The Council of Governors received a report detailing key discussions from the meeting on 5<sup>th</sup> December 2023 and key initiatives to support implementation of the Membership Strategy 2022-2025. Mrs Sue Alting, Lead Governor, confirmed discussion would take place at the next meeting regarding the challenge in maintaining membership numbers and potential for focus on developing a more representative membership.</p> <p>Dr Marisa Logan-Ward, Non-Executive Director, confirmed that she had attended the workshop with cadets, and welcomed the initiative in supporting wider and more representative membership.</p> <p>In response to Cllr Keith Holloway, Appointed Governor, querying if there would be opportunities to speak with students from Stockport Colleges, the Trust Secretary confirmed dates were being arranged for the new year,</p>	

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	<p>and encouraged governors to take part.</p> <p><b>The Council of Governors received and noted the Membership Development Group Report.</b></p>	
51/23	<p><b>Operational Challenges Update</b></p> <p>The Director of Operations provided a presentation regarding key operational challenges, including information with respect to:</p> <ul style="list-style-type: none"> <li>– Reminder of Operational Priorities 2023/24</li> <li>– Urgent &amp; Emergency Care</li> <li>– Referral to Treatment &amp; Cancer</li> <li>– Infection Prevention Control</li> <li>– Impact of industrial action on elective activity</li> <li>– Closure of Outpatients B</li> <li>– Key messages and actions for governors to support operational challenges.</li> </ul> <p>The Chief Nurse specifically highlighted key messages/actions for governors to share with their friends/families and communities regarding infection prevention control, noting a recent increase in flu and norovirus infections in the local population. She stressed the importance of handwashing and not visiting friends/family in hospital if unwell.</p> <p>Mrs Michelle Slater, Public Governor, shared personal experience, commenting that she had received a phone call regarding an outpatient appointment, however the appointment letter was not received until after the appointment date. She highlighted potential impact on 'Do Not Attends' where patients do not receive a phone call and the letter is not timely. The Director of Operations confirmed that a text reminder service was in place for appointments, with calls to patients where text was not available. She acknowledged that there was, at times, issues that arose due to the movement of a clinic or delay in appointment letters; a matter that remained under review.</p> <p>Cllr Keith Holloway, Appointed Governor, referred to the lack of funding for patients that attended Stockport NHS Foundation Trust from Derbyshire. The Director of Operations confirmed the Trust received funding based on the number of attendances in 2019/20, albeit this number had increased. Cllr Keith Holloway, Appointed Governor, referred to the 29% increase in admissions, and highlighted the importance of further prevention and neighbourhood working to support people safely in their own homes where possible. He highlighted the development of the 'Academy of Living Well' focussed on supporting older people to live independently and remain in own homes, with training for colleagues to enable this. Furthermore, he commended the work that had taken place to reduce length of stay and improve patient and family experience, noting the full benefit of this work would only be seen if able to reduce the number of admissions to the hospital also.</p> <p>Mrs Sue Alting, Lead Governor, commended the reduction in length of stay, and queried if this would be sustainable. The Director of Operations highlighted key elements of the 'programme of flow', led by the Deputy Medical Director, with multi-disciplinary team engagement, to support discharge planning from admission. She highlighted the intention for this</p>	

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	<p>approach to be embedded as business-as-usual.</p> <p>Prof. Chris Summerton, Public Governor, noted the increase in cancer referrals, and queried if cancer diagnosis had increased proportionately. The Director of Operations informed the Council of Governors that conversion rates were reviewed weekly, with a small increase across the Trust, albeit disproportionate to the increase in referrals. She provided further detail, highlighting differential between services, with a significant increase in gynaecology referrals, linked to menopause but not converting to cancer, however specialties such as colorectal and lung, increased referrals and cancer diagnosis were being seen. Cllr Keith Holloway, Appointed Governor, highlighted the additional mobile unit to support people with mobility difficulties in accessing testing, and two colleagues working specifically with communities where there was lower uptake of testing to support early diagnosis.</p> <p><b>The Council of Governors received the operational challenges update and the key supporting actions/messages for governors to share with their communities.</b></p>	
52/23	<p><b>Stockport Locality Update</b></p> <p>The Director of Transformation provided a presentation regarding work taking place to deliver the locality plan for health and care in Stockport, as part of the Greater Manchester Integrated Care System (GM ICS). She described an overview of the neighbourhood model and pillars of neighbourhood working. The Director of Transformation confirmed that, as part of this, the Stockport Provider Partnership, led by Stockport NHS Foundation Trust, had agreed 4 priorities for the locality for the next 12 months: Diabetes, Cardiovascular, Alcohol Related Harm and Frailty. She confirmed each workstream was at different stages of maturity and implementation and provided an example of work taking place to support frailty.</p> <p>Mrs Sue Alting, Lead Governor, referred to the importance, and challenge, of engaging the voluntary sector due to the large number of different voluntary sector and community organisations within the community. She queried how this was being taken forward. The Director of Transformation commented that this was taking place at programme level, with different partners engaging with voluntary services to support both hospital services and social care.</p> <p>Mrs Sarah Thompson, Public Governor, referred to the frailty service model, and queried if there were issues with any element of the service, if this should be raised via PALS in the first instance, noting concern with the Continence Service. The Director of Transformation confirmed this would be the appropriate route.</p> <p>Mrs Michelle Slater, Public Governor, expressed disappointment that community dental services were not featured within the neighbourhood model, as integral to several other services. The Director of Operations acknowledged that Bridgewater Community Healthcare NHS foundation Trust were responsible for community dental services.</p> <p>Cllr Keith Holloway, Appointed Governor, acknowledged the recent presentation to the Board of Directors regarding the One Stockport Health</p>	

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	<p>&amp; Care Plan. He noted that programmes were still developing, and expressed view that there was room for improvement in use of technology to support people in their own homes. He confirmed a virtual house, providing examples of supportive technology, would be available in Stockport Support Hubs.</p> <p><b>The Council of Governors received and the Stockport Locality Update.</b></p>	
<b>53/23</b>	<p><b>Nominations Committee Membership</b></p> <p>The Chair confirmed that the term of office for one member of the Nominations Committee (Mrs Michelle Slater, Public Governor), would expire on 3 January 2024. He asked that governors interested in becoming a member of the Nominations Committee submit a self-nomination to the Deputy Company Secretary by 5 January 2024. He added that, should more governors than required wish to become a member of the Nominations Committee, discussion would take place with the Trust Secretary, Chair (Acting) and Lead Governor to determine membership.</p> <p><b>The Council of Governors:</b></p> <ul style="list-style-type: none"> <li>• <b>Reviewed the membership of the Nominations Committee</b></li> <li>• <b>Noted the request to submit self-nominations to fill the vacant member position to the Deputy Company Secretary by 5 January 2024, with confirmation to be provided to the next meeting of the Council of Governors on 28 February 2024.</b></li> </ul>	
<b>54/23</b>	<p><b>Confirmation of Lead Governor Appointment</b></p> <p>The Chair presented a paper confirming the outcome of the process for appointment of a Lead Governor. He confirmed that a single expression of interest had been received from Mrs Sue Alting, Appointed Governor, Age UK Stockport, and in line with the approved process, where a single nomination was submitted, that nominee would be elected unopposed.</p> <p><b>The Council of Governors approved the re-appointment of Mrs Sue Alting as Lead Governor for a two-year period with effect from 21 December 2023.</b></p>	
<b>55/23</b>	<p><b>Arrangements – Chair of Stockport NHS Foundation Trust</b></p> <p>The Chair updated the Council of Governors on his decision to stand down as Chair of Stockport NHS Foundation Trust on 31<sup>st</sup> December 2023, to take up the post of Chair with Greater Manchester Mental Health NHS Foundation Trust. He acknowledged the excellent work of colleagues and progress during his time at the Trust, including the development and interactions of the Council of Governors, and thanked all for their support.</p> <p>The Chair confirmed Dr Marisa Logan-Ward, Deputy Chair, would be the acting Chair of the Trust, in line with the Trust's Constitution, whilst arrangements for the appointment of a Chair were undertaken, to be led by the Nominations Committee of the Council of Governors.</p> <p><b>The Council of Governors received confirmation of arrangements for the Chair of Stockport NHS Foundation Trust, further to Prof. Tony Warne, Chair, standing down as Chair on 31<sup>st</sup> December 2023.</b></p>	

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<b>56/23</b>	<b>Papers for Information</b> <ul style="list-style-type: none"><li>– Draft Annual Members’ Meeting Minutes 2023</li><li>– Council of Governors’ Calendar 2023/24 / 2024/25 &amp; Attendance</li></ul> <b>The above papers were received by the Council of Governors.</b>	
<b>57/23</b>	<b>Any Other Business</b> <p>On behalf of the Council of Governors, Mrs Sue Alting, Lead Governor, expressed thanks to Prof. Tony Warne for his vision and leadership, his commitment to quality improvement, a caring culture and positive relationships with colleagues and partners. She thanked Prof. Tony Warne, for his chairmanship of the Council of Governors, enabling the council to flourish in their role and personally for his support to the Lead Governor.</p> <p>The Council of Governors expressed their best wishes to Prof. Tony Warne for the future and in his new role.</p>	
<b>58/23</b>	<b>Date, time, and venue of next meeting</b> <p>28<sup>th</sup> February 2024, 3.30pm Pinewood Education Centre, Stockport NHS Foundation Trust</p>	

Signed

Date

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Council of Governors Action Log

Ref.	Meeting	Minute ref	Subject	Action	Bring Forward	Responsible
01/23	21 Dec 2023	49/23	Non-Executive Directors Highlight Report	<p>Consider if all deaths from sepsis required investigation in light of under-performance against timely administration of antibiotics.</p> <p>Update February 2024 – Considered via Quality Committee – See Non-Executive Directors Highlight Report – No further action required at this time, systems for identification of harms and learning from deaths fit for purpose.</p>	Closed	Chief Nurse / Medical Director

On agenda
Not due
Overdue
Closed

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<b>Meeting date</b>	28 <sup>th</sup> February 2024	<b>Public</b>	X	<b>Agenda No.</b>	6
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Interim Chair's Report				
<b>Presented by</b>	Dr Marisa Logan-Ward, Interim Chair	<b>Author</b>	Dr Marisa Logan-Ward, Interim Chair		

<b>Paper For:</b>	<b>Information</b>	X	<b>Assurance</b>		<b>Decision</b>	
<b>Recommendation:</b>	The Council of Governors asked to note the content of the report.					

**This paper relates to the following Annual Corporate Objectives**

X	1	Deliver personalised, safe and caring services
X	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
X	5	Drive service improvement through high quality research, innovation and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital 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 relates to the following Board Assurance Framework risks**

X	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
	PR1.2	There is a risk that patient flow across the locality is not effective
	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
X	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
X	PR2.2	There is a risk that the Trust's services do not fully support neighbourhood working
X	PR3.1	There is a risk in implementing the new provider collaborative model to support delivery of Stockport ONE Health & Care (Locality) Board priorities
	PR3.2	There is a risk that the Trust does not deliver a joint clinical strategy with East Cheshire NHS Trust

X	PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values
	PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
	PR5.1	There is a risk that the Trust does not implement high quality transformation programmes
	PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
	PR6.1	There is a risk that the Trust does not deliver the annual financial plan
	PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial recovery plan
	PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
	PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
	PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
	PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

Where issues are addressed in the paper

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

Executive Summary

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

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## 1. Introduction

This is my first report to the Council of Governors since I commenced in the role of Interim Chair of Stockport NHS Foundation Trust on 1st January 2024. Having been a Non-Executive Director since 2019, this is an exciting opportunity. It is a privilege to serve the Trust as Interim Chair.

I wish to echo the comments made by our Lead Governor at our previous meeting and express thanks and appreciation to Professor Tony Warne who left the organisation at the end of December to take up his new role as Chair of Greater Manchester Mental Health NHS Foundation Trust. I want to reflect on and acknowledge Tony's positive contribution to the Trust's achievements over the last three years.

## 2. External Partnerships

I attended the Stockport Health and Wellbeing Board where the latest draft of the One Stockport Plan was presented, and Stockport Council's new Director of Public Health presented the latest figures on Healthy Life Expectancy (HLE) a key outcome measure in assessing the extent to which health is improving and disparities are narrowing.

I met with the Chairs from Sector 3, Mastercall, Viaduct, Pennine Care, and HealthWatch. These are bi-monthly meetings and an opportunity to share issues and challenges faced by these Stockport focused organisations. At this meeting we explored several interrelated issues including workforce pressures, flow and discharges, Child and Young People's Mental Health.

I attended the Greater Manchester Trust Chairs meeting in February where we had fantastic presentations from Manchester Cancer and the NIHR<sup>1</sup> Clinical Research Network Greater Manchester I have met separately with Chairs of Pennine Care, East Cheshire and Tameside & Glossop.

As a Non-Executive Director of the Health Service Safety Investigation Body (HSSIB) I continue to gain important insight into healthcare safety investigations from a national perspective and work with colleagues at Stockport to share learnings.

## 3. Trust Activities

As part of the financial turnaround programme of NHS Greater Manchester ICB, supported by PwC, I have attended three Stockport's Finance and Recovery Meetings. These meetings are formal and challenging but I found them to be supportive and action orientated towards improvement.

The informal meeting of Non-Executive and Governors in January was very well attended. Governors shared topics that had been raised by members, including communication, outpatient appointments and discharges. These are important sessions that keep non-execs and governors connected and further strengthen triangulation.

I was delighted to visit the Digital Health Hub at Tameside Hospital, part of the integrated community service tier. Using digital health and supportive technologies to support residential homes, virtual wards, community crisis response and NHS 111 to patients across Tameside and Glossop and Stockport. An impressive model led by a passionate team and with huge potential for the future.

The Chair has responsibility for ensuring all directors are 'fit and proper persons' in accordance with Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and the recently published NHS England Fit & Proper Persons



Framework. I completed the annual review of evidence and concluded all directors continue to be 'fit and proper persons'; this will be confirmed in the NHS England Annual Review 2023/24 submission.

#### **4. Strengthening Board Oversight**

The next Board Development Session is scheduled for 7<sup>th</sup> March. The topic of this session is Stockport Locality working and population health. The Walkabout Wednesday programme continues.

#### **5. Other activities:**

I have continued to undertake a range of other activities, including: -

- Interview panel member – Consultant Urologist recruitment.
- Regular discussions with Non-Executive Directors, Executive Directors, Chief Executive, and the Deputy Chief Executive
- Meeting with the Lead Governor
- Meeting with Stockport Council Cabinet Member for Health & Social Care
- Meeting with Freedom to Speak Up Guardian
- Board sub-committee member: Quality, People Performance and Charitable Funds.

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<sup>i</sup> National Institute of Health Research

<b>Meeting date</b>	28 <sup>th</sup> February 2024	<b>Public</b>	X	<b>Agenda Number</b>	7
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Non-Executive Directors Highlight Report				
<b>Director Lead</b>	Non-Executive Directors	<b>Author</b>	Rebecca McCarthy, Trust Secretary		

<b>Paper For:</b>	<b>Information</b>		<b>Assurance</b>	X	<b>Decision</b>	
<b>Recommendation:</b>	The Council of Governors are asked to review the Non-Executive Directors Highlight Report and request any further clarification.					

**This paper relates to the following Annual Corporate Objectives**

X	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation, and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital 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 relates to the following Board Assurance Framework risks**

X	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
X	PR1.2	There is a risk that patient flow across the locality is not effective
X	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
X	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
X	PR2.2	There is a risk that the Trust's services do not fully support neighbourhood working
	PR3.1	There is a risk in implementing the new provider collaborative model to support delivery of Stockport ONE Health & Care (Locality) Board priorities
	PR3.2	There is a risk that the Trust does not deliver a joint clinical strategy with East Cheshire NHS Trust
X	PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to

		recruit and retain the optimal number of staff, with appropriate skills and values
X	PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
	PR5.1	There is a risk that the Trust does not implement high quality transformation programmes
	PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
X	PR6.1	There is a risk that the Trust does not deliver the annual financial plan
X	PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial recovery plan
X	PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
X	PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
X	PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
X	PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

## 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 to the organisational objectives to be monitored, and the type of improvement needed to be determined. A Key Issues 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 most recent Board of Directors meeting and Board Committee meetings that took place between January – February 2024.

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## 1. Finance

- A balanced financial plan for the Greater Manchester Integrated Care System (GM ICS) has been submitted for 2023/24. The Trust's financial plan, as part of this, is a deficit of £31.5m, with cost improvements (CIP) of £26.2m. For the GM ICS financial plan to be delivered there are further system efficiencies of £130m required.
- Overall, the Trust position at month 10 is a deficit of £28.1m which is £1.6m adverse to plan, with a forecast year-end deficit of £33.9m, which is £2.4m adverse to the 2023-24 plan. Reasons for this continue to be shortfall in funding, the cost of industrial action, and the additional staffing needed for open escalation beds and to support the high level of attendances in the emergency department and patients requiring additional support. The CIP plan for month has been delivered, non-recurrently.
- The Board of Directors does not yet have full assurance regarding the financial outturn, with continued scrutiny as part of the GM ICS turnaround review, including the development of cost improvement plans for 2024/25 – 2025/26.

## 2. Operational Performance

- The Trust continues to perform below the national core operating standards for A&E 4-hour standard, Cancer 62-day standard, 18-week Referral to Treatment (RTT) standard, and Diagnostic 6-week wait standard. The Trust is still benchmarking comparatively well within Greater Manchester for the A&E 4-hour standard and diagnostics and cancer performance has showed significant improvement in December across all standards.
- Since the beginning of the year, there has been an even greater challenge in elective restoration, with the number of patients waiting 78+ & 65+ weeks to commence treatment increasing in January due to a combination of BMA industrial action, the closure of Outpatients B, and bed pressures. However, the Trust has seen a reduction in 52+ week waiters and overall waiting list size due to the utilisation of the independent sector & waiting list validation text messages. The Trust is receiving national support to help improve the position.
- The Board of Directors does not have full assurance regarding the achievement of national operating standards for 2023/24, acknowledging that achievement of these standards was based on a number of assumptions, including a reduction in No Criteria to Reside (NCTR) and bed occupancy, and availability of independent sector capacity and mutual aid, that has not fully materialised.

## 3. People

- Although still above the target, workforce turnover is showing a steady decline and heading towards the target of 12.5%.
- As highlighted in Operational Performance section, we continue to experience significant, operational challenges, with increased demand for both elective and non-elective care and escalation beds remaining open. Processes and systems are in place to review and maintain safe and effective staffing on a daily basis, responding to patient demand and acuity. The People Performance Committee receive a quarterly Safer Care Report describing the processes in place to support safe staffing across the nursing & midwifery and medical workforce.
- Operational pressures do impact on the number of temporary workers required to safely staff our services. As part of the GM turnaround process, there has been much focus on reduction of bank and agency costs. Despite the above challenges, over recent months the Trust has continued to see a reduction in agency expenditure whilst mitigating the risks to patient safety. Actions taken

include supporting our staff to grow our own registered roles (Nursing and AHP), recruitment to turnover, conversion of agency to bank workers, and an executive led Staffing Approval Group.

- In addition, in January 2024, the People Performance Committee also received the annual Strategic Staffing Report. This is an annual review of nursing and midwifery establishments, to determine safe staffing establishments. Positive assurance was received that, the current nursing and midwifery establishments are correct, with a small number of areas identified as requiring further review.
- Sickness absence remains above target, with our highest reason for absence remaining mental health & anxiety. We continue to support divisions with complex cases, ensuring staff are receiving appropriate support and working with departmental managers to focus on preventive measures such as team risk stress assessments.

#### 4. Quality

- The Trust is performing well against the timely recognition of sepsis metric and achieving above target levels. Antibiotic administration within timescales continues to be challenging and improvement work is underway with AQUA with initial data gathering in train.

Further to a query at the Council of Governors in December 2023, Quality Committee received confirmation that each episode of delayed antibiotic administration was reviewed for harm, with current data confirming delays related to a small number of patients, and were, in the main, only a short period of time beyond the agreed timescale, with no harm reported. Quality Committee confirmed that the harm review processes, including the systems and processes for reviewing and learning from deaths, were fit for purpose at this time.

- There is continued attention to HSMR in addition to SHMI, with improving positions.
- Reported infection rates for C.diff and E.coli continue to be significantly higher than the thresholds set. C.diff themes from the avoidable cases are linked with antibiotic appropriateness – as previously reported the Trust is part of a GM ICS collaborative to improve shared learning and ensure a joined-up system approach, particularly around antibiotics and community prescribing. With respect to E.coli, work is focussing on UTI's and appropriate catheterisation.
- The Trust is seeing an increase in the number of reported incidents, albeit with a low proportion of incidents resulting in harm. This is indicative of an open and transparent reporting culture. Moving forward Quality Committee will be exploring rate based data, alongside the absolute number of incidents, to support its assurance processes.
- The Board of Directors approved the Board declaration form for the Clinical Negligence Scheme for Trusts (CNST) - Maternity Incentive Scheme (MIS), confirming compliance with ten out of ten safety actions. This included two safety actions that required action plans as part of the submission.

#### 5. Audit Committee

At its meetings in February 2024, Audit Committee reviewed the following matters:

- Internal Audit Plan 2023/24 – The below internal audits were finalised and reported:
  - Well Led Supporting Position – Substantial Assurance
  - Key Financial Transactional Processing Controls – Substantial Assurance
  - IT: Medical Devices Review – Limited Assurance
- Internal Audit Follow Up Actions – Reviewed and confirmed.
- Draft Internal Audit Plan 2024/25 – Reviewed and approved subject to agreement of fees.

- Anti-Fraud Progress Report 2023/24 – Reviewed and confirmed.
- Draft Anti-Fraud Progress Report 2024/25 – Reviewed and confirmed.
- Risk Management Committee Key Issues Report – Reviewed and confirmed, including alignment with key risks considered via the respective Board Committees.
- External Audit Strategy Memorandum 2023/24 – Reviewed and confirmed the plan for the external audit to be conducted for 2023/24.
- Review of Draft Accounting Policies – Reviewed and approved the accounting policies to be applied to and included in the notes to the financial statements of the Annual Accounts of the Trust for 2023/24.
- Conflict of Interests Policy – Reviewed and approved.
- Review of Scheme of Reservation & Delegation and Standing Financial Instructions – Reviewed and recommended to the Board of Directors for approval, subject to clarity/confirmation of Waiting List Approval delegations. These documents collectively cover all aspects of financial management and control, setting the business rules which directors and employees must follow when acting on behalf of the Board.

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<b>Meeting date</b>	28 February 2024	<b>Public</b>	X	<b>Agenda Number</b>	9
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Membership Development Group Report				
<b>Presented by</b>	Howard Austin, Public Governor & Chair of Membership Development Group	<b>Author</b>	Soile Curtis, Deputy Company Secretary		

<b>Paper For:</b>	<b>Information</b>		<b>Assurance</b>	X	<b>Decision</b>	X
<b>Recommendation:</b>	<p>The Council of Governors are asked to:</p> <ul style="list-style-type: none"> <li>Review and confirm the current position against the Membership Action Plan 2023/24.</li> <li>Endorse the recommendation from the Membership Development Group that primary focus for 2023/24 onwards will be the development of a representative and engaged membership.</li> </ul>					

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

	1	Deliver personalised, safe and caring services
X	2	Support the health and wellbeing needs of our community and colleagues
X	3	Develop effective partnerships to address health and wellbeing inequalities
	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation, and transformation
X	6	Use our resources efficiently and effectively
	7	Develop our estate and digital infrastructure to meet service and user needs

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

	Safe	X	Effective
	Caring	X	Responsive
X	Well-Led	X	Use of Resources

#### This paper relates to the following Board Assurance Framework risks

	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
	PR1.2	There is a risk that patient flow across the locality is not effective
	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
X	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing

PR2.2	There is a risk that the Trust's services do not fully support neighbourhood working
PR3.1	There is a risk in implementing the new provider collaborative model to support delivery of Stockport ONE Health & Care (Locality) Board priorities
PR3.2	There is a risk that the Trust does not deliver a joint clinical strategy with East Cheshire NHS Trust
PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values
PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
PR5.1	There is a risk that the Trust does not implement high quality transformation programmes
PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
PR6.1	There is a risk that the Trust does not deliver the annual financial plan
PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial recovery plan
PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

## Executive Summary

The Membership Development Group (MDG) meets quarterly, with the most recent meeting held on 13 February 2024. The following governors were in attendance:

- Howard Austin, Public Governor (Chair of Membership Development Group)
- Sue Alting, Appointed Governor
- Tony Moore, Public Governor
- Steve Williams, Public Governor

The meeting was supported by the Trust Secretary and Deputy Trust Secretary.

The MDG considered the following items at the meeting:

- Membership Action Plan – Progress Report 2023/24
- Consideration of Membership Numbers

### Membership Recruitment

The membership action plan 2023/24 set an aim to maintain an overall membership number and increase the number of members in the 16-21 age group by +100% in 2023/24.

	March 2023	February 2024
Overall Membership Number	10,398	10,286
Age 16-21	15	50

Since the previous report, the number of members in the 16-21 age group has increased by 25, above the target set for the year. This has predominantly been as a consequence of new cadets signing up as members following a presentation by the Interim Chair, Trust Secretary and Chair of Membership



Development Group. Furthermore, the Practice Education Team have continued to sign up young people as members through engagement with local colleges and future cadet cohorts.

The Corporate Affairs Team have continued to engage with the Organisational Development Team establishing additional opportunities to recruit and engage with young people, including:

- Membership recruitment information has been incorporated within the Volunteers Induction.
- The Corporate Affairs Team have continued to meet with the Student Experience Manager at the Trafford College Group to discuss membership promotion opportunities across the three Stockport college sites. Dates awaited.

### **Members Seminars and Volunteers**

We held a successful members' seminar with a focus on Cardiology on 31 January 2024. The seminar was well attended, with approximately 40 members and governors in attendance, and included an opportunity for members to meet with governors to provide feedback.

It was agreed with the MDG that an additional Members' Seminar and Meet the Volunteers would take place in 2024/25 to ensure balance of membership engagement opportunities throughout the year.

### **Overall Progress - Membership Action Plan**

The MDG confirmed that, overall, positive progress had been made, particularly in improving representation of young people within the membership. The challenges of maintaining overall membership numbers were acknowledged and considered (as detailed below).

In addition, the MDG agreed that further encouragement was required to ensure governors used their own networks to seek feedback to support identification of themes from members and the community at large.

### **Consideration of Membership Numbers**

The guiding aims of the Membership & Engagement Strategy are:

- To maintain a sizeable membership that is representative of the communities the Trust serves
- To develop an active and engaged membership.

The Membership Action Plan 2023/24 set an aim to maintain an overall membership number and increase the number of members in the 16-21 age group by +100% in 2023/24.

The MDG considered a report on membership numbers, which detailed associated statutory requirements and benchmarking information for all Foundation Trusts within the Greater Manchester region, alongside an overview of the effectiveness of different recruitment methods. The MDG acknowledged that maintaining overall membership numbers would be challenging, with attrition of 20-30 members each month, predominately due to deceased members. Maintaining numbers would require concerted efforts of governors and additional avenues of recruitment.

In conclusion of a comprehensive discussion, the MDG:

- Supported a recommendation to the Council of Governors that development of a representative membership should be the primary focus, with an acknowledgement that there may be a reduction in overall numbers. It was suggested that consideration should be given to determining a minimum membership number.
- Agreed to explore demographic analysis of membership at the next MDG meeting, with a view to identifying under-represented target group/s for 2024/25. It was agreed that consideration would be given to the viability of engagement with the specific group/s that may be available within governors' own networks, constituencies and throughout the Stockport locality.

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- Agreed to explore if information about membership could be included as part of Friends & Family Test and/or inpatient surveys.

*There are currently six governors on the MDG, if any more governors wish to join, please contact Soile Curtis, Deputy Trust Secretary – [soile.curtis@stockport.nhs.uk](mailto:soile.curtis@stockport.nhs.uk) / 0161 419 5166.*

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<b>Meeting date</b>	28 February 2024	<b>Public</b>	X	<b>Agenda Number</b>	10.1
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Confirmation of Nominations Committee Membership				
<b>Lead Director</b>	Dr Marisa Logan-Ward, Interim Chair	<b>Author</b>	Soile Curtis, Deputy Company Secretary		

<b>Paper For:</b>	<b>Information</b>	X	<b>Assurance</b>		<b>Decision</b>	
<b>Recommendation:</b>	The Council of Governors is asked to note the membership of the Nominations Committee.					

**This paper relates to the following Annual Corporate Objectives**

	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
X	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation, and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital 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 relates to the following Board Assurance Framework risks**

	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
	PR1.2	There is a risk that patient flow across the locality is not effective
	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
	PR2.2	There is a risk that the Trust's services do not fully support neighbourhood working
	PR3.1	There is a risk in implementing the new provider collaborative model to support delivery of Stockport ONE Health & Care (Locality) Board priorities
	PR3.2	There is a risk that the Trust does not deliver a joint clinical strategy with East Cheshire NHS Trust
	PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values

X	PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
	PR5.1	There is a risk that the Trust does not implement high quality transformation programmes
	PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
	PR6.1	There is a risk that the Trust does not deliver the annual financial plan
	PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial recovery plan
	PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
	PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
	PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
	PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

## 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 21 December 2023, the term of office for one member of the Nominations Committee (Mrs Michelle Slater, Public Governor), expired on 3 January 2024.

The Council of Governors was asked to review the membership of the committee and governors interested in becoming a member of the Nominations Committee were asked to submit self-nominations to fill the position to the Deputy Company Secretary by 5 January 2024.

Two nominations were received from Mrs Michelle Slater, Public Governor, and Mrs Val Cottam, Public Governor. As more than the required number of governors submitted nominations, discussion took place with the Trust Secretary, Interim Chair and Lead Governor to determine membership. Acknowledging there had been refresh to the Nominations Committee of the Council of Governors in recent years, it was determined that Mrs Michelle Slater would be asked to remain as a member of the Committee at this time, due to her being an experienced governor.

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 currently as follows:

Name	Position	Term Ends
Sue Alting	Lead Governor	End of Lead Governor Term
Sarah Thompson	Public Governor	4 December 2025
Richard King	Public Governor	4 December 2025
Michelle Slater	Public Governor	3 January 2027
Chris Summerton	Public Governor	29 December 2024

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<b>Meeting date</b>	28 <sup>th</sup> February 2024	<b>Public</b>	X	<b>Agenda No</b>	10.2
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	<b>Reappointment of Non-Executive Directors:</b> <ul style="list-style-type: none"> <li>- <b>Mr Anthony Bell</b></li> <li>- <b>Mr David Hopewell</b></li> </ul>				
<b>Director Lead</b>	Amanda Bromley, Director of People & Organisational Development	<b>Author</b>	Rebecca McCarthy, Trust Secretary		

<b>Paper For:</b>	<b>Information</b>		<b>Assurance</b>		<b>Decision</b>	X
<b>Recommendation:</b>	<b>The Council of Governors is asked to approve the following recommendation from the Nominations Committee:</b> <ul style="list-style-type: none"> <li>- <b>To reappoint Mr Anthony Bell as Non-Executive Director at Stockport NHS Foundation Trust for a further term of office of 3 years, from 1<sup>st</sup> May 2024 to 30<sup>th</sup> April 2027.</b></li> <li>- <b>To reappoint Mr David Hopewell as Non-Executive Director at Stockport NHS Foundation Trust for a further term of office of 1 year, from 1 July 2024 to 30<sup>th</sup> June 2025.</b></li> </ul>					

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

	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
X	3	Develop effective partnerships to address health and wellbeing inequalities
X	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital 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

### 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. In doing so,

the committee is to consider succession planning, taking recommendation from the Board's Remuneration & Appointments Committee regarding the structure, size, and composition (including the skills, knowledge, experience and diversity) of the Board, required to address the challenges and opportunities facing the Trust.

The Nominations Committee met on 13<sup>th</sup> February 2024 to consider the reappointment of two Non-Executive Directors, Mr Anthony Bell and Mr David Hopewell.

Mr Anthony Bell's position as Non-Executive Director at Stockport NHS Foundation Trust comes to an end on 30<sup>th</sup> April 2024. At this point he will have served three years.

Having considered national guidance regarding the reappointment of Non-Executive Directors, the positive outcome of Mr Bell's most recent appraisal and the area of expertise on which he was appointed remaining pertinent to the Trust, Nominations Committee supported the recommendation to reappoint Mr Anthony Bell as a Non-Executive Director for a second three-year term of office, commencing on 1<sup>st</sup> May 2024.

Mr David Hopewell's position as Non-Executive Director at Stockport NHS Foundation Trust comes to an end on 30<sup>th</sup> June 2024. At this point he will have served six years. NHS England's Code of Governance (2023) sets out that 'any decision to extend a term beyond six years should be subject to rigorous review'.

Nominations Committee received the outcome of the Remuneration Committees review of a Non-Executive Director skills audit (conducted in January 2024), alongside consideration of the Trust's future challenges and opportunities, which suggested the Board composition would benefit, at this time, from additional knowledge and skills/experience in the same field as Mr Hopewell's original appointment - finance experience within a large and complex organisation. This would be in addition to the reappointment of Mr Anthony Bell.

Nominations Committee determined there were exceptional circumstances to recommend to the Council of Governors that Mr Hopewell was reappointed for a one-year term of office, namely providing a period of stability whilst a new chair is appointed, and key skills and experience to support the financial turnaround process underway in Greater Manchester Integrated Care System.

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## 1. Background

### 1.1 Information & Guidance regarding Non-Executive Directors Appointments & Re-Appointments

#### 1.1.1 NHS England's Code of Governance (2023) sets out:

"2.12 The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chair and other non-executive directors.

"2.13 Non-executive directors, including the chair, should be appointed by the council of governors for the specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to removal of a director."

"4.3 Chairs or Non-Executive Directors should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHS England\*. A Non-Executive Director becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as chair."

NB. Approval of extension by NHS England is required only for Foundation Trust & NHS Trust Chairs and NHS Trust Non-Executive Directors.

#### 1.1.2 In addition, the Trust's Constitution states that:

#### **"Annex 5 – Additional Provisions – Board of Directors**

##### **Appointment of Chairman and other Non-Executive Directors**

Any re-appointment of a Non-Executive Director by the Council of Governors shall be subject to a satisfactory appraisal carried out in accordance with procedures which the Board of Directors has approved.

A Non-Executive Director (including the Chair) may serve on the Board of Directors for longer than six (6) consecutive years, subject to annual appointment. Non-Executive Directors (including the Chair) shall not hold office for longer than nine (9) years unless agreed with NHS England.

## 2. Nominations Committee Considerations

### 2.1 A Nominations Committee of the Council of Governors has been established with responsibility for the consideration of appropriate succession planning for Non-Executive Directors, including reappointments.



2.1 The Nominations Committee met on 13<sup>th</sup> February 2024 to consider the reappointment of two Non-Executive Directors, Mr Anthony Bell and Mr David Hopewell.

- 2.2 The meeting was attended by:
- Dr Marisa Logan-Ward, Interim Chair
  - Mrs Sue Alting, Lead Governor
  - Mr Richard King, Public Governor
  - Prof. Chris Summerton, Public Governor
  - Mrs Sarah Thompson, Public Governor

The meeting was supported by the Director of People & Organisational Development and the Trust Secretary.

### **3 Mr Anthony Bell**

3.1 Mr Anthony Bell (Tony) was appointed as a Non-Executive Director on 1<sup>st</sup> May 2021, for a three-year term of office, concluding on 30<sup>th</sup> April 2024.

3.2 His appointment was, and is currently, based on financial experience.

3.3 Tony is the Chair of the Finance & Performance Committee of the Board of Directors. Tony is also a member of Audit Committee.

3.4 The outcome of Tony's most recent appraisal confirmed that Tony makes an effective contribution to the work of the Board and continues to ensure the Board is focussed on both meeting the current cost improvement programme (CIP) targets as well as tackling the longer-term deficit reduction.

3.5 Nominations Committee supported the recommendation that Mr Tony Bell be reappointed for a further three-year term on the basis that:

- The area of expertise on which he was appointed remains a priority area for the Board of Directors.
- He continues to make a positive contribution to the Board of Directors, as evidenced via most recent appraisal.
- Tony has confirmed that he continues to have sufficient time to commit to the role as a Non-Executive Director at Stockport NHS Foundation Trust.

### **4 Mr David Hopewell**

4.1 The term of office for Mr David Hopewell, Non-Executive Director, comes to an end on 30<sup>th</sup> June 2024. At this point he will have served six years (two, three-year terms).

4.2 The Code of Governance (2023) 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.

4.3 A Non-Executive Director skills audit was conducted and reviewed by the Remuneration Committee in January 2024, to help in identifying the skills currently available to support

the Board and inform future Non-Executive Director development and appointment/reappointment.

- 4.4 The outcome of the skills audit, alongside consideration of the Trust's significant financial and operational challenges, suggested the Board composition would benefit, at this time, from additional knowledge and skills/experience in the same field as Mr Hopewell's original appointment - finance experience within a large and complex organisation. This would be in addition to the reappointment of Mr Anthony Bell.
- 4.5 Considering the above, Nominations Committee determined there were exceptional circumstances to recommend reappointment of Mr Hopewell for a one-year term of office as follows:
- Prof. Tony Warne stood down as Chair on 31st December 2023 following a short notice period. The Deputy Chair will be the Interim Chair of the Trust whilst an appointment process for a new Chair is undertaken. A one year extension would provide a period of stability whilst arrangements for the selection of new chair are underway. Furthermore, the Board has continued to refresh its composition, with two new Non-Executive Directors joining the Trust during 2022/23.
  - The Trust and Greater Manchester Integrated Care System (GM ICS) are experiencing significant financial challenges, with a turnaround process underway. Specifically, the Trust has a financial deficit and must develop, with partners, a multi-year financial recovery plan to address organisational financial sustainability. Mr David Hopewell has a comprehensive understanding of the drivers of the deficit, and the challenges that must be met in 2024/25 – 2025/26.
  - As part of the GM turnaround process, it is recommended that Audit Committee consider any developments to financial reporting. Again, a one year extension would provide continuity and stability to this process, with Audit Committee recognised as a strong performing committee under Mr Hopewell's stewardship.
  - Mr Hopewell continues to make a sustained and effective contribution to the Board, as evidenced by most recent appraisal. He brings wider experience from other Trusts, enabling an informed context to discussions and decision making, and continues to develop further his relationship building with external agencies, both in Stockport and across the Greater Manchester ICS.

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<b>Meeting date</b>	28 <sup>th</sup> February 2024	<b>Public</b>	X	<b>Agenda No</b>	10.3
<b>Meeting</b>	Nominations Committee				
<b>Report Title</b>	Annual Review of Non-Executive Director Remuneration including Interim Chair Remuneration				
<b>Director Lead</b>	Amanda Bromley, Director of People & Organisational Development	<b>Author</b>	Rebecca McCarthy, Trust Secretary		

<b>Paper For:</b>	<b>Information</b>	<b>Assurance</b>	<b>Decision</b>	X
<b>Recommendation:</b>	<p><b>The Council of Governors is asked to approve the recommendation from the Nominations Committee as follows:</b></p> <ul style="list-style-type: none"> <li>- <b>There is no change to Non-Executive Director remuneration structure for 2024/25.</b></li> <li>- <b>The remuneration for the Interim Chair is set at £44,100k, backdated to 1<sup>st</sup> January 2024.</b></li> <li>- <b>Should further guidance be issued by NHS England during 2024/25, the Nominations Committee will review and make further recommendation to the Council of Governors regarding the Non-Executive, including the Chair, remuneration.</b></li> </ul>			

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

	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
X	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital infrastructure to meet service and user needs

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

	Safe		Effective
	Caring		Responsive
X	Well-Led	X	Use of Resources

#### Executive Summary

<p>The Nominations Committee has responsibility, as delegated by the Council of Governors, to make recommendations with respect to the remuneration of non-executive directors, including the chair.</p> <p>In November 2019, NHS England (NHSE) published a '<i>Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts</i>' to address significant disparities between the remuneration of chairs and non-executive directors of NHS trusts and NHS foundation trusts.</p>
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Notwithstanding the statutory duty of the Council of Governors to determine the remuneration for chairs and non-executive directors, NHS foundation trusts were required to consider the structure and adopt an alignment approach or explain why it would be inappropriate to do so.

As recommended by Nominations Committee, the Council of Governors determined the following:

- The Trust to adopt NHSE'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, will 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 and is making a positive impact on the Board.
- 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.

Following alignment with the NHSE remuneration structure for newly appointed non-executive directors, the Trust has continued to attract a strong field of candidates and recruited to two non-executive director vacancies during 2022/23. In addition, the Trust's financial position, and that of the Greater Manchester Integrated Care System, remains significantly challenged, and therefore a compelling reason for determining additional remuneration above that of the national structure would be warranted at this time.

### **Annual Review of Non-Executive Directors Remuneration**

The Nominations Committee met on 13<sup>th</sup> February 2024 to conduct an annual review of remuneration for Non-Executive Directors. In light of no further guidance regarding non-executive director remuneration being issued by NHSE, and the rationale on which the current remuneration is based remaining applicable, the Nominations Committee supported a recommendation that no increase is applied to the remuneration levels for the year 2024/25, and that terms and conditions of Non-Executive Directors remain unchanged. However, should further guidance be issued during 2024/25, the Nominations Committee would review and make further recommendation to the Council of Governors.

### **Remuneration of Interim Chair**

Prof. Tony Warne stood down as Chair of Stockport NHS Foundation Trust on 31st December 2023. From 1st January 2024, Dr Marisa Logan-Ward, the Deputy Chair, assumed the position of Interim Chair in line with the Trust's Constitution.

The Nominations Committee reviewed the remuneration for the Interim Chair at its meeting on 13<sup>th</sup> February 2024. In line with NHSE structure, the Nominations Committee supported the recommendation for the Interim Chair remuneration to be set at £44,100k. Subject to approval, this would be backdated to 1<sup>st</sup> January 2024.

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## 1. Background

- 1.1 The Council of Governors of foundation trusts are required to decide, among other matters, the remuneration paid to chairs and non-executive directors.
- 1.2 The Council of Governors has established a Nominations Committee with a key responsibility, to consider and make recommendation with respect to the remuneration of the chair and non-executive directors.
- 1.3 In November 2019, NHS England (NHSE) published a '*Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts.*' The purpose was to address longstanding issues associated with significant disparities between the remuneration of chairs and non-executive directors of NHS Trusts and NHS Foundation Trusts.
- 1.4 The structure proposed a single uniform rate of £13,000 for non-executive directors, 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.

- 1.5 Whilst accepting the discretion afforded to Foundation Trusts, it was anticipated that NHS Foundation Trusts would adopt an alignment approach with the new remuneration structure or explain why it would be inappropriate to do so.

## 2. Stockport NHS Foundation Trust: Review

- 2.1 Further to review and recommendation by Nominations Committee the following approach to remuneration of Non-Executive Directors, including the Chair, was adopted by the Council of Governors:

- The Trust adopts NHSE'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 will 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.
- 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.

- 2.4 The basis for the recommendation was:

- The Trust had been successful in attracting and appointing a high calibre of candidates for recent non-executive director positions; it was not anticipated that alignment with the NHSE remuneration structure would pose a significant risk to successfully recruiting to future non-executive director positions.
- The Trust was financially challenged and would require a compelling reason for determining remuneration and supplementary payments above that of the national structure.

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- Benchmarking information confirmed remuneration would be largely comparable with other provider Trusts.

### 3. Current Remuneration

3.1 The current remuneration (2023/24) for Non-Executive Directors is as follows:

Non-Executive Directors (Appointed post-March 2022)	Non-Executive Directors (Appointed pre-March 2022)
£13,000	£14,164

3.2 Supplementary payments of £1000 in place for non-executive directors undertaking the duties of Vice-Chair, Senior Independent Director and Chair of Audit Committee.

3.3 Further guidance from NHSE on this matter has been anticipated for some time, albeit there have been no new publications to date. NHSE invited NHS Providers to share evidence and insight from members on this matter. Feedback from NHS Providers (November 2023) highlighted:

- NHSE should support NHS Trusts and Foundation Trusts to uplift Non-Executive Director & Chair remuneration as a matter of priority.
- The current remuneration structure has achieved its stated intention of bringing NHS Trusts and Foundation Trusts into broad alignment, and long passed its staged implementation date of April 2022.
- Fair and timely uplifts are important and recognise the value of the critical, strategic contribution made by Non-Executive Directors & Chairs, and the skills and experience required to fulfil these roles.

### 4. Nominations Committee Considerations

4.1 The Nominations Committee met on 13<sup>th</sup> February 2024 to undertake an annual review of remuneration for non-executive directors, and review the remuneration for the Interim Chair.

4.2 The meeting was attended by:

- Dr Marisa Logan-Ward, Interim Chair
- Mrs Sue Alting, Lead Governor
- Mr Richard King, Public Governor
- Prof. Chris Summerton, Public Governor
- Mrs Sarah Thompson, Public Governor

The meeting was supported by the Chief Executive, Director of People & Organisational Development and the Trust Secretary.

### 4.3 Non-Executive Director Remuneration

4.3.1 The Nominations Committee determined that the rationale on which the current remuneration is based remains applicable, therefore it is recommended that no increase is applied to the remuneration levels or terms and conditions for the year 2024/25. However, should further guidance be issued during 2024/25, the Nominations Committee will review and make further recommendation to the Council of Governors.

#### **4.4 Interim Chair Remuneration**

- 4.4.1 Prof. Tony Warne stood down as Chair of Stockport NHS Foundation Trust on 31st December 2023. From 1st January 2024, Dr Marisa Logan-Ward, Deputy Chair, assumed the position of Interim Chair.
- 4.4.2 Nominations Committee determined that the remuneration for the Interim Chair was set in line with the NHSE remuneration structure, at the first level of the range for a 'Medium' size Trust, £44,100k. Subject to approval, this would be backdated to 1st January 2024.
- 4.4.3 As above, should further guidance be issued, the Nominations Committee may wish to review and make further recommendation to the Council of Governors.

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<b>Meeting date</b>	28 <sup>th</sup> February 2024	<b>Public</b>	X	<b>Agenda No.</b>	11
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Process for the Appraisal of the Interim Chair and Non-Executive Directors				
<b>Director Lead</b>	Dr Marisa Logan-Ward, Interim Chair Dr Louise Sell, Senior Independent Director	<b>Author</b>	Rebecca McCarthy, Company Secretary		

<b>Paper For:</b>	<b>Information</b>	<b>Assurance</b>	<b>Decision</b>	X
<b>Recommendation:</b>	<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none"> <li>Review and confirm the process for the appraisal of the Interim Chair and Non-Executive Directors, noting that should further information be published prior to the commencement of appraisals, this will be reviewed, and any update required to the appraisal process will be communicated to the Council of Governors.</li> <li>Note the outcome of the Interim Chair and Non-Executive Director appraisals will be reported to the Nominations Committee, and subsequently the Council of Governors, in June 2024.</li> </ul>			

**This paper relates to the following Annual Corporate Objectives**

	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
X	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital 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 relates to the following Board Assurance Framework risks**

	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
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	PR1.2	There is a risk that patient flow across the locality is not effective
	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
	PR2.2	There is a risk that the Trust's services do not fully support neighbourhood working
	PR3.1	There is a risk in implementing the new provider collaborative model to support delivery of Stockport ONE Health & Care (Locality) Board priorities
	PR3.2	There is a risk that the Trust does not deliver a joint clinical strategy with East Cheshire NHS Trust
	PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values
	PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
	PR5.1	There is a risk that the Trust does not implement high quality transformation programmes
	PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
	PR6.1	There is a risk that the Trust does not deliver the annual financial plan
	PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial recovery plan
	PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
	PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
	PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
	PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

#### Where issues are addressed in the paper

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

#### Executive Summary

This paper sets out background and details the proposed process and actions to be undertaken for the appraisal of the Interim Chair and Non-Executive Directors of Stockport NHS Foundation Trust.

Since March 2020, the NHS England '*Framework for conducting annual appraisals of NHS provider Chairs*' has been adopted by the Council of Governors. This included seeking feedback from a range of internal and external stakeholders via a peer assessment questionnaire, alongside completion of a self-assessment questionnaire by the Chair. The process concluded with an appraisal discussion to determine

the performance of the Chair during the year and identify any development needs and determine key objectives for the next 12 months.

In conducting the 2023/24 appraisal, Dr Logan-Ward will have been the Interim Chair for 3 months; a short tenure for stakeholders to form a view on the multiple questions asked within the previous peer assessment questionnaire. However, the Interim Chair has commenced meetings with internal stakeholders and external stakeholders within Stockport locality and GM Integrated Care System (GM ICS), and therefore it is proposed that feedback is gathered through a structured feedback conversation with stakeholders, based on key lines of enquiry from the assessment questionnaire i.e. strategy, partnerships, people, professional acumen, outcomes focus. An appraisal discussion will subsequently take place.

As in previous years, it is proposed the appraisal process for Non-Executive Directors comprises one to one discussion 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.

Following approval, the appraisal processes will commence in line with the timetable outlined and the outcome of both the Chair and Non-Executive Directors appraisals presented to the Nominations Committee, and subsequently to the Council of Governors in June 2024.

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## 1. INTRODUCTION

- 1.1 The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors. This duty can be exercised in many ways, including receipt of performance information for the chair and other non-executive directors as part of a robust appraisal process.
- 1.2 The purpose of this report is to advise, and seek approval from the Council of Governors, regarding the process for the annual appraisal of the Interim Chair and Non-Executive Directors.

## 2. BACKGROUND

- 2.1 Since March 2020, the NHS England '*Framework for conducting annual appraisals of NHS provider Chairs*' has been adopted by the Council of Governors. This has provided a standardised framework for the annual appraisal of the chair, based on competencies required in the chair role (strategy, partnerships, people, professional acumen, outcomes focus) and includes internal and external stakeholder feedback.
- 2.3 For Non-Executive Directors, an appraisal process has been established comprising one to one discussion 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.
- 2.4 In August 2023, NHS England issued the Fit and Proper Person Test (FPPT) Framework for board members. The FPPT Framework stated that, in assessing competence, skills and experience for the purposes of the FPPT, the NHS organisation should use the outcome of the appraisal for board members. The FPPT Framework confirmed a board member appraisal framework would be published ahead of the 2023/2024 appraisal process for this purpose; however, this has not yet been published.
- 2.5 In the absence of the new board member appraisal framework, an appraisal process for the Interim Chair and the Non-Executive Directors is proposed, to support the Council of Governors in undertaking its statutory duty to hold the non-executive directors individually and collectively to account. Should further information be published prior to the commencement of appraisals, this will be reviewed, and any update required to the appraisal process will be communicated to the Council of Governors.

## 3. INTERIM CHAIR'S APPRAISAL 2023/24 - PROCESS

- 3.1 As described above, since March 2020, the Trust has adopted the NHS England '*Framework for conducting annual appraisals of NHS provider Chairs*.'

The appraisal process includes collation of internal and external stakeholders views, through completion of a peer-assessment questionnaire, considered alongside the Chair's own self-assessment. The assessment questionnaires are based on a series of questions within competency 'clusters': strategy, partnerships, people, professional acumen, outcomes focus.

The process concludes with an appraisal discussion to determine the performance of the Chair during the year and identify any development needs and determine key objectives for the next 12 months.

- 3.2 Professor Tony Warne stood down as the Chair of Stockport NHS Foundation Trust in December 2023. From 1st January 2024, Dr Marisa Logan-Ward (Deputy Chair), has been the Interim Chair in line with the Trust's Constitution.

- 3.3 In conducting the 2023/24 appraisal, Dr Logan-Ward will have been the Interim Chair for 3 months, a short tenure on which to form a view on multiple questions asked within the assessment questionnaire.

However, the Interim Chair has met with both internal stakeholders and external stakeholders within Stockport locality and GM Integrated Care System (GM ICS), since in post, and therefore it is proposed that feedback is gathered through a structured feedback conversation with stakeholders, based on key lines of enquiry from the questionnaire i.e. strategy, partnerships, people, professional acumen, outcomes focus.

- 3.4 The process would also focus on identifying any support needs for the Interim Chair, whilst arrangements for the selection of a substantive Chair are progressed.

- 3.5 Stages of the process are proposed as follows:

Stage 1: Appraisal preparation	<p>At a pre-appraisal meeting, the Chair and the Senior Independent Director (SID) will consider and agree internal and external stakeholders to be invited to engage in structured feedback conversations and agree a final timetable.</p> <p>Internal stakeholders will include:</p> <ul style="list-style-type: none"><li>- Lead Governor (Seeking the view of governors)</li><li>- Chief Executive (Seeking views of Executive Directors)</li><li>- Non-Executive Directors</li></ul>
Stage 2: Structured Feedback Conversations	<p>The SID holds structured feedback conversations with stakeholders.</p> <p>The Corporate Affairs team will support the Lead Governor to obtain the wider views of the Council of Governors in advance of the conversation.</p>
Stage 3: Evaluation	<p>The SID will evaluate the collated conversations and share with the Interim Chair using the Appraisal Document – Part 1 (Appendix 1).</p> <p>The Interim Chair will complete the Appraisal Document – Part 2, reflecting on summary of the stakeholder conversations.</p>
Stage 4: Appraisal output	<p>The Interim Chair and SID will meet to discuss the outcome of the conversations, identify any support needs and determine high-level key objectives for the Interim Chair whilst in post.</p> <p>The key points arising from the appraisal discussion will be formally recorded by the SID and agreed by the Interim Chair using the Appraisal Document – Part 3 and 4.</p> <p>The outcome of the appraisal will be summarised and presented to the Nominations Committee, and subsequently to the Council of Governors by the SID.</p> <p>A copy of the Council of Governors report will be sent to NHS England.</p>

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### 3.7 TIMESCALE FOR CHAIRMAN'S APPRAISAL

Activity	Date
Identification of stakeholders for structured feedback conversations.	<b>March 2024</b>
Structured feedback conversations take place with stakeholders.	<b>April 2024</b>
SID evaluation of the collated conversations.	<b>May 2024</b>
The Chair and SID hold an appraisal discussion meeting and complete the associated documentation	<b>May 2024</b>
Summary report presented to the Nominations Committee by SID	<b>4<sup>th</sup> June 2024</b>
Summary report presented to the Council of Governors by SID	<b>26<sup>th</sup> June 2024</b>

## 4. NON-EXECUTIVE DIRECTORS' APPRAISAL PROCESS

- 4.1 The process proposed for the Non-Executive Directors' appraisal for 2023/24 includes the following key stages:

Stage 1	Each Non-Executive Director will prepare a Non-Executive Director Appraisal Document (Appendix 2) ahead of the one-to-one appraisal discussion with the Interim Chair.
Stage 2	The Chair and each Non-Executive Director discuss performance and professional / personal development at appraisal discussion meeting, reflecting on their activities and performance in 2023/24 and any areas for development over the next 12 months.
Stage 3:	An agreed set of objectives and a personal development plan are identified for the year ahead.
Stage 4:	The Interim Chair presents the outcome of each Non-Executive Directors' appraisal to the Nominations Committee, and subsequently to the Council of Governors.

### 4.2 DRAFT TIMESCALE FOR NON-EXECUTIVE DIRECTORS' APPRAISAL

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

Activity	Date
Non-Executive Directors complete Non-Executive Director Appraisal Document Part 1 & 2 and send to Chair	<b>April 2024</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 2024</b>
Summary report presented to the Nominations Committee by the Chair	<b>4<sup>th</sup> June 2024</b>
Summary report presented to the Council of Governors by the Chair	<b>26<sup>th</sup> June 2024</b>

# Chair Appraisal Document

Stockport NHS Foundation Trust	
Name of Interim Chair:	
Name and role of appraisal facilitator:	
Assessment period:	

## Part 1: Stakeholder conversation outcomes (for completion by appraisal facilitator)

a. Summary of significant emergent themes from stakeholder conversations:

b. Highlighted areas of strength:

c. Identified opportunities to increase impact and effectiveness:

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Part 2: Self-reflection (for completion by Interim Chair)

Summary of self-reflection on stakeholder conversations:

Part 3: Personal development and support (for completion by Interim 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 Interim Chair and appraisal facilitator)

Identification of principal objectives for next 12 months:		
Objective	Anticipated benefit/measure of success	Anticipated constraints/ barriers to achievement

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Part 5: Confirmation

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

Confirmation of Fit & Proper Person Requirements for Interim Chair:		
Confirmed by	Signature	Date
Dr Louise Sell, Senior Independent Director		

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Non-Executive Directors Annual Appraisal

Name	
Position inc. additional roles	
Review Year	
Date of Review	

Part 1. Self-assessment of performance against objectives for 2023/24

Role objectives

Personal objectives

Other contributions (e.g. Committee work)

Personal development (e.g. Training attended)

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Part 2. Proposed objectives for 2024/25

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

Part 3. Chair’s Overall Comments

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<b>Non-Executive Director signature</b>	<b>Interim Chair’s signature</b>	<b>Date</b>

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	Apr-23	May-23	Jun-23	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23	Jan-24	Feb-24	Mar-24
Board of Directors (Public)	6th 9.30-3.30		1st 9.30-3.30		3rd 9.30-3.30		5th 9.30-3.30		7th 9.30-3.30		1st 9.30-3.30	
Council of Governors (meetings held in Pinewood House)			7th 4.00-6.00  <i>Pre-meeting for governors 3. 15- 3.45</i>			7th 2.30-4.30  <i>Pre-meeting for governors 1.45-2.15</i>			21st 10-12  <i>Pre-meeting for governors 9.15-9.45</i>		28th 3.30-5.30  <i>Pre-meeting for governors 2.45-3.15</i>	
Informal Council of Governors / Non-Executive Directors Meeting	26th 3.00-4.00 (virtual)			26th 4.00-5.00 (virtual)			9th 4.00-5.00 (virtual)			15th 11.00-12.00 (virtual)		
Nominations Committee (Nominations Committee members only)		30th 1.30-2.30 (virtual)										13th 1.00-2.00 (virtual)
Membership Development Group		16th 12.00-1.00 (virtual)			21st 12.00-1.00 (virtual)				5th 12.00-1.00 (virtual)		13th 12.00-1.00 (virtual)	
Governor Training & Development (All Governors)												
Core Skills								6th 9.30-12.15 (Fred Perry House)				
Effective Questioning and Challenge / Holding to Account								6th 1.00-3.30 (Fred Perry House)				
Integrated Care Systems (ICS) Update						5th 10.00-12.00 (virtual)						
NHS Finance and Business Skills												5th 10.00-12.00 (Pinewood House)
NHS Providers Training: dates to be disseminated to governors as scheduled												
Annual Members Meeting						25th 4.30-6.00 (Pinewood House)						

NB: Timings may be subject to minor changes

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	Apr-24	May-24	Jun-24	Jul-24	Aug-24	Sep-24	Oct-24	Nov-24	Dec-24	Jan-25	Feb-25	Mar-25
Board of Directors (Public)	4th 9.30-3.30		6th 9.30-3.30		1st 9.30-3.30		3rd 9.30-3.30		5th 9.30-3.30		6th 9.30-3.30	
Council of Governors (meetings held in Pinewood House)			26th 4.00-6.00  Pre-meeting for governors 3.15- 3.45			17th 4.00-6.00  Pre-meeting for governors 3.15-3.45			9th 4.00-6.00  Pre-meeting for governors 3.15-3.45			19th 3.30-5.30  Pre-meeting for governors 2.45-3.15
Informal Council of Governors / Non-Executive Directors Meeting (virtual)	23rd 11.00-12.00			23rd 11.00-12.00			21st 11.00-12.00			28th 11.00-12.00		
Nominations Committee (Nominations Committee members only)			4th 9.30-10.30									11th 9.30-10.30
Membership Development Group (virtual)			11th 12.30-1.30		20th 12.30-1.30			25th 12.30-1.30				4th 1.30-2.30
Governor Training												
Core Skills								5th 9.30-12.15				
Effective Questioning and Challenge / Holding to Account								5th 1.00-3.30				
Governor Training (virtual)						10th 10.00-12.00						
NHS Finance											10th 10.00-12.00	
NHS Providers Training: dates to be disseminated to governors as scheduled												
Annual Members Meeting						25th 4.00-5.30						

Council of Governors 2023/24 Meeting Attendance

Name	Constituency	Jun-23	Sep-23	Dec-23	Feb-24
Paula Hancock	Staff	Y	Y	Y	
David McAllister	Staff	Y	A	Y	
Adam Pinder	Staff	A	Y	Y	
Karen Southwick	Staff	A	A	A	
Adrian Nottingham	Bramhall & Cheadle	Y	Y	Y	
John Pantall	Bramhall & Cheadle	A	Y		
Carol Greene	Bramhall & Cheadle			Y	
Michelle Slater	Bramhall & Cheadle	Y	A	Y	
Sarah Thompson	Bramhall & Cheadle	Y	Y	Y	
Howard Austin	Tame Valley & Werneth	Y	Y	A	
Alan Gibson	Tame Valley & Werneth			Y	
Gillian Roberts	Tame Valley & Werneth	Y	A	A	
Jamie Hirst	Heatons & Stockport West	Y			
Tad Kondratowicz	Heatons & Stockport West	Y	Y	A	
Victoria MacMillan	Heatons & Stockport West			A	
Chris Summerton	Heatons & Stockport West	Y	Y	Y	
Steve Williams	Heatons & Stockport West			Y	
Val Cottam	Marple & Hazel Grove	Y	Y	Y	
Michael Cunningham	Marple & Hazel Grove	Y			
Richard King	Marple & Hazel Grove	Y	A	Y	
Tony Moore	Marple & Hazel Grove	Y	Y	A	
John Morris	Marple & Hazel Grove			Y	
Janet Browning	High Peak & Dales	A	Y	Y	
Lance Dowson	High Peak & Dales	A	A	A	
Thomas Lowe	High Peak & Dales	A	A	A	
Muhammad Rahman	Outer Region	Y	Y	A	
Keith Holloway	Stockport MBC	A	Y	Y	
Sue Alting	Age UK Stockport	Y	A	Y	
David Kirk	Healthwatch Stockport	A	Y	Y	
Was Meeting Quorate (Y/N)		Y	Y	Y	
Key					
Y	= Present				
A	= Apologies				
A(D)	= Attended as Deputy				

Curtis Soile  
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