

Council of Governors

Schedule

Thursday 14 March 2024, 4:30 PM — 6:30 PM GMT

Organiser

Hannah Sullivan

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Agenda

BIRMINGHAM AND SOLIHULL MENTAL HEALTH NHS FOUNDATION TRUST

Council of Governors

16.30, Thursday 14 March 2024

Orsborn House

AGENDA

Ref	Item	Purpose	Report type	Time
Staff Story (16.30-16.50)				
1	Chair's Welcome and Introduction			16.50
2	Apologies for absence			
3	Declarations of interest			
4	Minutes of meeting held on 11 January 2024	Approval	Enc	16.55
5	Matters arising from meeting held on 11 January 2024	Assurance		
6	Chair's Report <i>Phil Gayle, Chair</i>	Assurance	Enc	17.00
7	Chief Executive's Report <i>Roisin Fallon-Williams, Chief Executive Officer</i>	Assurance	Enc	17:15
Governance				
8	Significant Transaction Policy <i>David Tita, Associate Director of Governance</i>	Information	Enc	17:30
9	Significant Transaction for Learning Disabilities and Autism <i>Jenny Watson Deputy Director of Commissioning and Transformation</i>	Consideration and endorsement	Enc	17.45
Performance and Partnerships				
10	Finance Report <i>(for information)</i>	Assurance	Enc	17.55
Assurance Reports				
11	Quality, Patient Experience and Safety Committee Report <i>Linda Cullen, Non-Executive Director</i>	Assurance	Enc	18.00
12	Finance, Performance and Productivity Committee Report <i>Bal Claire, Non-Executive Director</i>	Assurance	Enc	18.05
13	People Committee Report <i>Sue Bedward, Non-Executive Director</i>	Assurance	Enc	18.10
14	Caring Minds Committee Report <i>Monica Shafaq, Non-Executive Director</i>	Assurance	Enc	18:15
15	Audit Committee Report <i>Winston Weir, Non-Executive Director</i>	Assurance	Enc	18:20
Annual reports				
16	CoG Effectiveness Annual Self-assessment Tool <i>David Tita, Associate Director of Governance</i>	Assurance	Enc	18.25
17	Any other business: Questions from Governors			
Close by 18.30				
Date and Time of Next Meeting: Thursday 9 May 2024, 12.00-14.00, MS Teams				

Staff Story (16.30-16.50)

1. Chair's Welcome and Introduction

2. Apologies for absence

3. Declarations of interest

4. Minutes of meeting held on 11 January 2024

BIRMINGHAM AND SOLIHULL MENTAL HEALTH NHS FOUNDATION TRUST

Minutes of the Council of Governors Meeting

Thursday 11 January 2024, 12:00noon

MS Teams

Present	Philip Gayle	PG	Chair
	Roisin Fallon-Williams	RFW	Chief Executive Officer
	John Travers	JT	Lead Governor
	Leona Tasab	LT	Clinical Staff Governor
	Ken Meeson	KM	Stakeholder Governor
	Chris Barber	CB	Governor
	Harpal Bath	HB	Stakeholder Governor
Attending			
	Kat Cleverley	KC	Company Secretary
	Monica Shafaq	MS	Non-Executive Director
	Winston Weir	WW	Non-Executive Director
	Linda Cullen	LC	Non-Executive Director
	Bal Claire	BC	Non-Executive Director
	Thomas Kearney	TK	Non-Executive Director
	Hannah Sullivan	HS	Governance and Membership Manager
	Richard Sollars	RS	Deputy Director of Finance
Gemma McKone	GM	Deputy Head of Healthcare HMP Birmingham	

Ref	Item
1	<p>Staff Story</p> <p>GM was in attendance at the meeting to provide the Council with an overview of services with HMP Birmingham. The Council heard of all the services that are provided within the prison including the physical aspects of care though partners including Birmingham Community Healthcare Trust that supports the addition of 4 psychiatrists on site. The complexities of the delivery of care in HMP Birmingham were highlighted with the Trust being the lead provider.</p> <p>Healthcare offers include GP appointments, opticians, dentist and physiotherapy appointments. Clinics are scheduled regularly throughout the week to ensure services can be delivered in house.</p> <p>HMP Birmingham also provides in house pharmacy services with the addition of primary care CPN's and clinical addiction services.</p> <p>Challenges with staffing was noted as the use of TSS staff is not available due to the training required for security purposes. Initiative ways of working are being explored to manage the pressures including training and upskilling pharmacy technicians in house.</p> <p>Challenges with the enablement from the prison was highlighted with all providers having different overall objectives for the delivery of services and the risks associated with this including the increase in DNA at appointments due to staff having competing demands.</p> <p>Environmental issues were noted with the need for more investment from the prison to address the ongoing concerns including medicine hatches that are not fit for purpose and IPC risks.</p> <p>Increased Hepatitis C testing has been positive with all prisoners being tested on arrival with immediate testing responses available so care needs can be met.</p> <p>Online consultations are being rolled out across services and this will support the decrease in DNA rates.</p>

	<p>Single Point of Access is supporting clear pathways for delivery of care with the population of 989 prisoners currently.</p> <p>PG thanked GM for the comprehensive overview and acknowledged the challenges have been heard and offered the ongoing support of the Board and Council in addressing these. He congratulated the team on the improvements being made and continued partnership working.</p> <p>RFW noted she had been to visit the prison in December 2023 and the improvements being made are tangible. She confirmed the challenges raised have been identified in the NHS quality review. The prison Governor continues to be supportive of healthcare and will work with all partners to continue to address the challenges.</p> <p>HB asked that communications with external partners is strengthened for prisons being discharged with no fixed abode as this poses significant risk for reoffending and mental health needs not being met.</p> <p>The risks were acknowledged and it was agreed HB and GM would meet outside the meeting to discuss collaborative working and areas of support with probation services.</p> <p>JT queried whether recovery support includes gambling? It was confirmed the recovery lead provides support for all areas of misuse and external support is bought in to offer support sessions on a regular basis.</p> <p>TK congratulated GM and the team for living the values and maintaining and retaining the cohort of staff working in an extremely stressful environment. He queried whether there is a clear link from forensics into HMP Birmingham? It was confirmed there are partnership links including forensics and PICU, challenges were noted as prisoners requiring mental health support in prison are not sectioned under the mental health act and this can impact on the delivery of care.</p> <p>CB noted the pressures and stresses on staff and queried what support is in place to support staff wellbeing? It was confirmed there are reflective practice sessions on offer with support from psychiatrists and further forums are being developed.</p> <p>CB highlighted the increase in neurodiversity needs including autism and queried how this is being managed in the prison environment? It was confirmed staff are receiving bespoke training to enhance the understanding of these needs and a sensory safe space is being developed. This continues to be a key area of focus.</p> <p>PG thanked GM for the overview and asked that thanks to the team in HMP Birmingham is passed on from the Council.</p>
2	<p>Apologies for absence</p> <p>Mustak Mirza, SU Governor/ Deputy Lead Governor.</p>
3	<p>Declarations of interest</p> <p>There were no new declarations.</p>
4	<p>Minutes of the Board meeting held on 9 November 2023</p> <p>The minutes were approved as a true and accurate record.</p>
5	<p>Matters arising</p> <p>There were no matters arising.</p>
6	<p>Chair's Report</p> <p>The report was noted and presented with the salient points highlighted as:</p> <ul style="list-style-type: none"> • Trust sites visits continue on a weekly basis. <ul style="list-style-type: none"> ○ Positive feedback has been received. ○ Challenges noted and staff responding well to being able to raise concerns with Board members.

	<ul style="list-style-type: none"> • The Barberry have received personal letters of thanks and support from Mr Steve McCabe, MP, following his visit during September 2023. • Attended the Recovery College Forum where the courses on offer and opportunities available for both staff and service users were promoted. • Introductory meeting and visits with MPs continue and meetings to date have been positive. • Thomas Kearny has been appointed as a Non- Executive Director and has joined the Board as of December 2023. • A further meeting with Sir Bruce Keogh is being arranged alongside a visit to the services at Birmingham Women and Childrens. • Meeting with Staff Side colleagues from a number of unions continue to be able to ensure positive working relations continue to develop. • Bi- monthly meetings with Rebecca Farmer from NHS Improvement are planned for 2024. • Attend the NHS Provider Conference over two days in Liverpool during November and was joined by a number of Board colleagues. This years theme was Vital, representing the essential care the provider sector delivers, the deep commitment of staff, and the importance of ensuring our health service is sustainable for the future. • The next Governor training session with NHS Providers has been booked for 18 January 2024. All Governors are encouraged to attend the bespoke session. <p>JT queried whether the Board have set objectives in relation to equality, diversity and inclusion following the requirement for NHS England?</p> <p>It was confirmed the Executive Directors have had equality, diversity and inclusion objectives set for a number of years and that the Non-Executive Directors have objectives set in line with these.</p> <p>The Council noted their assurance.</p>
7	<p>CEO and Director of Operations Report</p> <p>The report was noted and presented with the salient points highlighted as:</p> <ul style="list-style-type: none"> • Our CMHT's had a targeted Care Quality Commission (CQC) inspection in August 2023. The immediate concerns noted have been promptly addressed, with a significant improvement in performance. • The CQC undertook and unannounced reinspection in relation to the outstanding section 31 that has been outstanding for some time. The outcome is due to be published on 19 January 2024. Communications will be shared with Governors prior to the formal announcement. • The thematic review of demand and capacity for workforce has been well received and improvements have been seen in recruitment and retention. • Significant improvements have been made for out of area placements with a sustained decline from 60 to 20 for 17 weeks. This has seen an improvement in the quality of care being delivered and will have a positive impact on spend going forward. The efforts from staff working collaboratively to drive improvements were noted. • Finances remain a challenge for the new financial year. For the current financial year the revised forecast has been agreed and is on track for both the organisation and BSoL system. • Positive feedback has been received in relation to the leadership responsibilities for the Mental Health Provider Collaborative with a continues focus on driving cultural change. • A number of leaders have been acknowledged for their achievements regionally and nationally. • The interim Chief Nurse has successfully been appointed to the Chief Nurse position at Rotherham, Doncaster & South Humber NHS Foundation Trust and will join them during April 2024. Internal recruitment is scheduled to take place in February 2024. • Industrial action challenges were noted alongside thanks to staff who have covered clinics to allow services to continue with the least impact. Further updates will be shared in the next report.

	<ul style="list-style-type: none"> • Staff survey results will be shared in detail in the coming weeks as the analysis of data has been reviewed to identify key themes. It was confirmed an independent organisation has supported the survey and will provide an overview of thematics. • Congratulations were noted to Dr Day for his MBE. <p>KM thanked RFW for highlighting the positive improvements being made across the Trust including the reduction of out of area placements and recruitment. He commended staff who continue to go above and beyond. He queried if there are ongoing impacts on staff retention and asked for further details on how the improvements for out of area have been achieved.</p> <p>It was confirmed there has been no decline in staff turnover and the challenges faced by staff are recognised and innovative work continues to drive the transformation change. The Council agreed to receive a staff story from the team who have supported the out of area project.</p> <p>PG thanked RFW for the detailed update.</p>
8	<p>Elections update</p> <p>It was confirmed that the ballot for public elections closed in December 2023 and all vacancies have been appointed too. All new Governors have been contacted and welcome letters and supporting information has been shared, including key dates for meetings.</p> <p>The Medical Governors vacancy has been reviewed and it was confirmed that as Dr Waheed was in post less than 12 months the second applicant can be appointed. HS has made contact with Dr Ugwuonye and confirmed he will join the Council in March 2024.</p> <p>All new Governors have been offered the opportunity to join the NHS Providers training and to date two of the new Governors have confirmed their attendance.</p> <p>HS highlighted the engagement with the Community Engagement team to promote the elections has been successful and thanked JT for his support in exploring innovative options for greater traction.</p> <p>The Governors thanked HS for her support with the process.</p>
9	<p>Finance Report</p> <p>The Council received the report. Key points were highlighted as follows:</p> <ul style="list-style-type: none"> • Current financial position is stable. • Year end forecast has been revised with a forecast of £4m surplus. The position was reset to support and offset the deficit from partners across the system. The Trust has received £25m from the £800m that was identified to be distributed across organisations. Additional savings were identified from the balance sheet, this will increase the challenges on savings going forward. • Key drivers for savings remain the reduction of use of TSS as this has more than doubled since the pandemic alongside the reduction in out of area placements. • Transformation change remains the key delivery. • Cash position remains positive. • Capital spend has been planned. • Planning guidance is yet to be received. Early indicators show that guidance will remain the same with the exception on inflation rates. <p>CB queried whether there is any intelligence on the impact of industrial action from the Royal College of Nursing (RCN) should they ballot and whether this would have a financial impact?</p> <p>It was confirmed there are no indications the RCN plan to take industrial action.</p> <p>There was a detailed discussion in relation to the ongoing challenges for Birmingham City Council and the impact on the Trust.</p>

	<p>It was confirmed there are no outstanding invoices and that plans continue to be developed to address the risks that have been identified. Full support has been offered.</p> <p>Following a query in relation to efficiencies and savings it was confirmed the £9.7m identified this year will be a recurrent pressure on top of additional savings.</p> <p>PG thanked RS for the detailed overview of the financial position.</p>
10	<p>Quality, Patient Experience and Safety Committee Report</p> <p>The Council received the report. Key points were highlighted as follows:</p> <ul style="list-style-type: none"> • Staff and service user stories are planned for the start of each meeting. • Story received from staff and service users at the meeting highlighted the development of the Patient Council that are working to identify challenges and themes. • Comprehensive updates are received in relation to the CQC action plans, including points of escalation. • The governance review is ongoing. • Key areas of focus remain quality and safety strategy, NHS Impact, CQC, preventing future deaths and PSIRF and the collaboration of these. This will be the topic of a Board development session in the coming months. • Leadership development is being embedded to continue improvements with a focus on capabilities and capacity. • Deep dive into the Mental Health Act including a focus on the experience of BAME service users under a community transformation order. There has been a small reduction to date and a further update will be received at committee in the coming weeks. • MHoST update will be received at committee in January 2024. <p>PG thanked LC for the detailed update.</p>
11	<p>Finance, Performance and Productivity Committee Report</p> <p>The Council received the report. Key points were highlighted as follows:</p> <ul style="list-style-type: none"> • Challenges identified for recurrent savings year on year. • Transformational agenda continues to drive savings in line with the Trust strategies that triangulate across committees. • Assurances are evident in the performance metrics for out of area and reduction in use of TSS. • Patient pathways have been positively impacted due the management and reduction of out of area placements. This was highlighted on a recent visit to the Zinnia Centre. <p>JT noted the positive triangulation across committees. He queried whether the Trust have been advised of the energy bulk purchases?</p> <p>It was confirmed the Trust have not been made aware of the initiative but will explore this option.</p> <p>PG thanked BC for the detailed update.</p>
12	<p>People Committee Report</p> <p>The Council received the report. Key points were highlighted as follows:</p> <ul style="list-style-type: none"> • Positive to see triangulation across committees. • A particular gap in workforce was highlighted; the Trust remained below trajectory for recruitment of registered mental health nurses. The Committee will receive further information on plans to review the approach in January 2024. • The Committee was assured that a steady increase in appraisal performance had been reported. • The Committee commended the work that was ongoing to appoint international nurses to the organisation; additional funding had been made available to recruit 20 further nurses to the Trust, meaning that the Trust had welcomed 60 international nurses to the team.

	<ul style="list-style-type: none"> • Positive feedback from Staff Networks was received. It was agreed that regular attendance from Staff Network Chairs would be welcomed. • High levels of stress and anxiety had prompted a deep dive into sickness data, with a focus on qualified and unqualified nursing staff to explore and understand the reasons. • The Committee heard from the Charity about a partnership with Help Harry Help Others, and how the Trust could utilise the partnership for monthly celebration event. • Improvements continued to ensure a fully embedded Board Assurance Framework, with positive feedback to date. The Board Assurance Framework would be reviewed regularly and begin to inform and focus agendas, strategic goals and risk registers. <p>It was confirmed discussions are ongoing in relation to organisational change and that more time is needed to consider the progress.</p> <p>PG thanked MS for the detailed update.</p>
13	<p>Any Other Business</p> <p>NHS Providers Course</p> <p>The Governors were reminded and encouraged to join the bespoke training session on 18 January 2024 with NHS Providers.</p> <p>Future Dates</p> <p>It was agreed HS will draft and share options for face to face and late afternoon meetings for 2024 to be agreed by Governors after the March meeting that is scheduled for later in the afternoon and face to face.</p> <p>ACTION: HS to share date and time options for 2024 meetings.</p> <p>LDA representative</p> <p>CB queried whether the Trust had been aware and invite to the regional LDA meeting led by Richard Kirby. It was agreed this would be reviewed to ensure there is a Trust representative in the future if appropriate.</p>
Close	

Actions/Decisions			
Item	Action	Lead/ Due Date	Update

5. Matters arising from meeting held on 11 January 2024

6. Chair's Report

Meeting	COUNCIL OF GOVERNORS
Agenda item	Item 6
Paper title	CHAIR'S REPORT
Date	14 March 2024
Author	Phil Gayle, Chair
Executive sponsor	Phil Gayle, Chair

This paper is for (tick as appropriate):

<input type="checkbox"/> Action	<input type="checkbox"/> Discussion	<input checked="" type="checkbox"/> Assurance
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Executive summary & Recommendations:
 The report is presented to Council members to highlight key areas of involvement during the month and to report on key local and system wide issues.

Reason for consideration:
 Chair's report for information and accountability, an overview of key events and areas of focus

Previous consideration of report by:
 Not applicable.

Strategic priorities (which strategic priority is the report providing assurance on)
 PEOPLE: Creating the best place to work and ensuring we have a workforce with the right values, skills, diversity and experience to meet the evolving needs of our service users

Financial Implications (detail any financial implications)
 Not applicable for this report

Board Assurance Framework Risks: (detail any new risks associated with the delivery of the strategic priorities)
 Not applicable for this report

Equality impact assessments:
 Not applicable for this report

Engagement (detail any engagement with staff/service users)
 Engagement this month has been through introductory meetings with staff across the Trust.

COUNCIL OF GOVERNORS CHAIR'S REPORT

1. INTRODUCTION

I am pleased to provide a written report to the Council of Governors which covers some key updates for members' attention and assurance. I have been busy undertaking many site visits which I thoroughly enjoy and also representing BSMHFT at key events.

2. Governance Matters

Our committees continue to provide oversight and assurance on matters of quality and safety, patient experience, of finance productivity performance, of people and culture, as well as audit and internal controls continue. I have arranged for the committee chairs to meet monthly to share cross-cutting issues and prioritise areas for further discussions within committees, or agree a focused deep dive area where further assurance is required.

I meet with the Lead Governor monthly to discuss any issues or concerns raised with him by the members of the council.

This week NHS England (NHSE) published a new NHS leadership competency framework for board members. This document is intended to support NHS organisations to recruit, appraise and develop board members. It was published alongside a revised chair appraisal framework, incorporating the new competencies, as part of NHSE's planned suite of management and leadership development frameworks, tools and resources.

The competency domains are expected to be used in all Board member appraisals and to support the development of individuals and the whole board. A 'newly' appointed board member appraisal framework will support this but will not be available until autumn 2024. The Leadership Competency Framework (LCF) sets out specific responsibilities for different board members. I have included the LCF document with this report for your perusal. This document also supports the revised Fit and Proper Person Test which was launched late last year.

SERVICE VISITS

- 2.1 Visits to our Trust services are continuing to be scheduled with the NEDs, although both the NEDs and I would welcome more governors joining us on these visits over the coming months where possible. The visits schedule will focus on ensuring ward visits are scheduled and planned to ensure increased Board visibility. This is a really important element of our role as NEDs, as we are keen to see and listen to staff, patients, and service users about our services both positive aspects and areas of improvements.

Listening to staff

- 2.2 My visits to the different services continue on a weekly basis as they provide me with an opportunity as chair to see the great work we provide across both Birmingham and Solihull. I always enjoy spending time with our staff, and patients to listen and understand what some of the challenges are but also hearing about the great work they are providing.
- 2.3 I visited the Heath Exchange and was honored to meet with staff who provide complex services including homeless provisions. The team ethics and culture were a privilege to witness and it was inspiring to see how the team have developed.
- 2.4 I was pleased to visit Ardenleigh and meet with the teams across the wards. It was great to see staff working together to deliver the best services possible whilst staff shortages remain a key issue and a challenge for them.
- 2.5 I visited the Oleaster and was pleased to be able to meet with staff from a range of services

and learn of the positive improvements being developed. I also met with patients who were very complementary of the staff and the service they receive which was heartwarming.

3. Partner and System Development / Stakeholders

- 3.1 I attended the NHS Integrated Care Board and Trust Chairs' event in London hosted by Amanda Pritchard NHS CEO and the chair and NEDs of NHSE Board. This was an opportunity for them to share with the chairs data around performance of regions and the challenges ahead for the NHS particularly around productivity and expenditure.
- 3.2 I attend the weekly NHS Confederation Mental health Chairs Network meetings which is a great platform to hear and share learning from different mental health trusts across the country.

BSMHFT Mental Health Provider Collaborative Escalation to COG

The Commissioning Committee met on Wednesday 6 March. The Collaborative continues to undertake the required due diligence activities to support decision-making around the transfer of commissioning and delivery responsibilities of Learning Disabilities and Autism (LDA) from the ICB.

Twelve staff working within the ICB delivering the functions associated to LDA transferred into the BSOL Mental Health Provider Collaborative on 4 March.

4. Stakeholder Engagement

- 3.1 I maintain my regular monthly meetings with Shane Bray from SSL which I find very informative.
- 3.2 In the coming months I look forward to meeting with Sir Bruce Keogh, Chair, Birmingham Women's & Children's NHS Foundation Trust, and visiting their services to continue to develop partnership relationships.
- 3.3 I continue to meet with Rebecca Farmer, NHS England, on a bimonthly basis, to discuss the key areas of focus for the Trust.
- 3.4 I am pleased to confirm I chaired the recruitment panel for the Chief Nursing Officer (CNO) for our Trust and following the interview process we have appointed an excellent CNO Lisa Stally Green.

4. PEOPLE / QUALITY

- 4.1 All Non- Executive Directors 1:1 have been completed with key objectives agreed as mentioned in my last report.
- 4.2 I meet with the Freedom to Speak Up Guardians monthly to ensure I continue to have oversight of the key themes from concerns raised and offer my support where I can in addressing these.

**PHIL GAYLE
CHAIR**

NHS Leadership Competency Framework for board members



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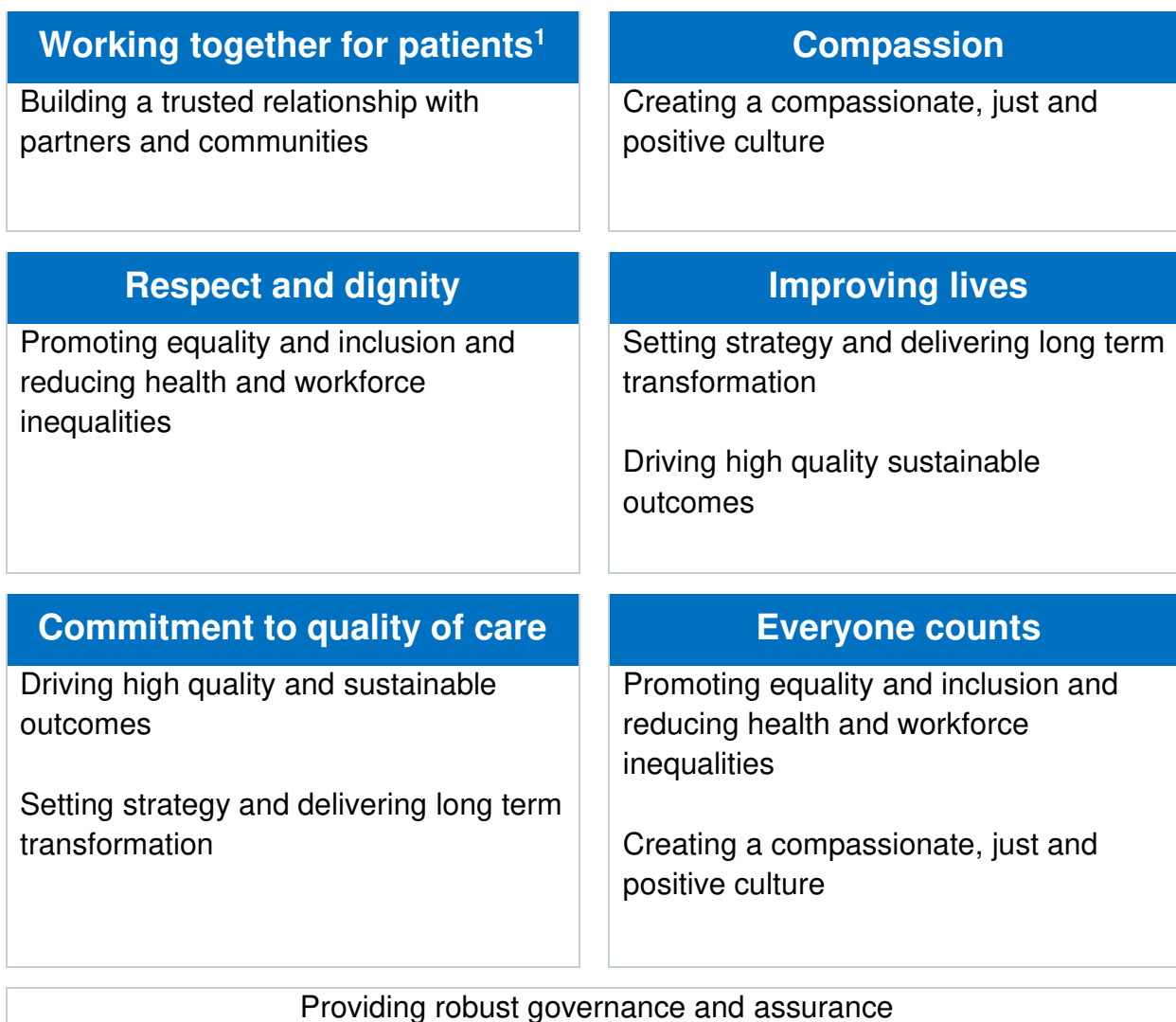
1 Introduction

1.1 Context

Leaders in the NHS help deliver better health and care for patients by setting the tone for their organisation, team culture and performance.

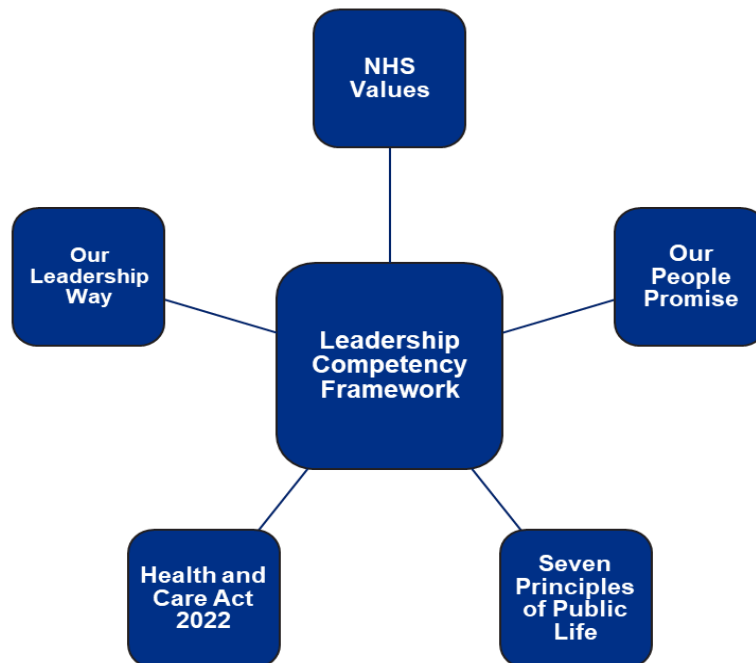
We have worked with a wide range of leaders from across the NHS to help describe what we do when we operate at our best. We have engaged with stakeholders including NHS Providers, NHS Employers and NHS Confederation, and built in best practice from other industries. We have used the feedback to design the 6 competency domains in the Leadership Competency Framework (the framework) to support board members to perform at their best.

The competency domains reflect the [NHS values](#) and the following diagram shows how they are aligned:



¹ Wherever the word “patient” is used in this document, this refers to patients, service users and carers.

The competency domains are aligned to [Our NHS People Promise](#), [Our Leadership Way](#) and the [Seven Principles of Public Life](#) (Nolan Principles). A high-level summary of the values and concepts from these documents is in Appendix 1.



1.2 Background

In 2019, the Tom Kark KC review of the fit and proper person test was published. This included a recommendation for ‘the design of a set of specific core elements of competence, which all directors should be able to meet and against which they can be assessed’. This framework responds to that recommendation and forms part of the [NHS England Fit and Proper Person Test Framework for board members](#) (FPPT).

The framework takes account of other NHS England frameworks and strategies including:

- [NHS England Operating Framework](#)
- [NHS National Patient Safety Strategy](#)
- [NHS Long Term Workforce Plan](#)
- [NHS Equality, Diversity and Inclusion Improvement Plan](#)
- [National Quality Board Shared Commitment to Quality](#)
- [NHS Well Led Framework](#)
- The statutory framework of the [Health and Care Act 2022](#)

1.3 Purpose

Being an NHS board member means holding an extremely demanding yet rewarding leadership responsibility. NHS board members have both an individual and collective role in shaping the vision, strategy and culture of a system or organisation, and supporting high-quality, personalised and equitable care for all now and into the future.

This framework is for chairs, chief executives and all board members in NHS systems and providers, as well as serving as a guide for aspiring leaders of the future. It is designed to:

- support the appointment of diverse, skilled and proficient leaders
- support the delivery of high-quality, equitable care and the best outcomes for patients, service users, communities and our workforce
- help organisations to develop and appraise all board members
- support individual board members to self-assess against the six competency domains and identify development needs.

People taking on first-time director roles, in particular, are unlikely to be able to demonstrate all the competency examples. However, this framework should provide a guide by which, over time, directors can measure themselves and develop proficiency in all areas. Where development areas are identified, commitment to working on these will be important.

As non-executive directors have different roles and responsibilities to those of executive directors, and there are differences between executive director roles, the framework supports the assessment of board members in their role as part of a unitary board. All six competency domains should be considered for all board members, taking account of any specific role related responsibilities and nuances.

Achievement against the competency domains supports the Fit and Proper Person assessment for individual board members.

2 The six leadership competency domains

2.1 Driving high-quality and sustainable outcomes

The skills, knowledge and behaviours needed to deliver and bring about high quality and safe care and lasting change and improvement – from ensuring all staff are trained and well led, to fostering improvement and innovation which leads to better health and care outcomes.

2.2 Setting strategy and delivering long-term transformation

The skills that need to be employed in strategy development and planning, and ensuring a system wide view, along with using intelligence from quality, performance, finance and workforce measures to feed into strategy development.

2.3 Promoting equality and inclusion, and reducing health and workforce inequalities

The importance of continually reviewing plans and strategies to ensure their delivery leads to improved services and outcomes for all communities, narrows health and workforce inequalities, and promotes inclusion.

2.4 Providing robust governance and assurance

The system of leadership accountability and the behaviours, values and standards that underpin our work as leaders. This domain also covers the principles of evaluation, the significance of evidence and assurance in decision making and ensuring patient safety, and the vital importance of collaboration on the board to drive delivery and improvement.

2.5 Creating a compassionate, just and positive culture

The skills and behaviours needed to develop great team and organisation cultures. This includes ensuring all staff and service users are listened to and heard, being respectful and challenging inappropriate behaviours.

2.6 Building a trusted relationship with partners and communities

The need to collaborate, consult and co-produce with colleagues in neighbouring teams, providers and systems, people using services, our communities, and our workforce. Strengthening relationships and developing collaborative behaviours are key to the integrated care environment.

3 Using the framework

3.1 Recruitment

The competency domains should be incorporated into all NHS board member² job/role descriptions and recruitment processes. They can be used to help evaluate applications and design questions to explore skills and behaviours in interviews, presentations and other aspects of the recruitment and assessment process.

3.2 Appraisal

The competency domains in section 5 should form a core part of board member appraisals and the ongoing development of individuals and the board as a whole. The framework should be applied as follows – a new Board Member Appraisal Framework incorporating the competencies will be published to support this:

Chairs should:

- Carry out individual appraisals for the chief executive and non-executive directors, based on the framework and other objectives

² 'Board member' refers to all board members – executive and non-executive

- Assure themselves that individual board members can demonstrate broad competence across all 6 domains and that they have the requisite skills, knowledge and behaviours to undertake their roles
- Assure themselves there is strong, in-depth evidence of achievement against the competency domains collectively across the board, and ensure that appropriate development takes place where this is not the case
- Ensure the findings feed into the personal development plans of non-executive directors
- As and when required, include relevant information in the [Board Member Reference](#) when a board member leaves

Chief executives should:

- Carry out individual appraisals for the executive directors based on the framework and other objectives
- Ensure the findings feed into the personal development plans of the executive directors

The senior independent director (or deputy chair) should:

- Carry out the appraisal for the chair based on the framework and other objectives
- Ensure the findings feed into the personal development plan of the chair

Board members should:

- Self-assess against the six competency domains as preparation for annual appraisal
- Identify and plan development activity as part of ongoing continuous professional development (CPD), taking into account any professional standards that are also applicable for specific board member roles
- Review the self-assessment with their line manager and obtain feedback

All board members will have more detailed individual, team and organisational objectives. The 6 domains identify competency areas and provide examples of leadership practice and behaviours which will support delivery against objectives.

3.3 Development

Even the most talented and experienced individuals are unlikely to be able to demonstrate how they meet all the competencies in this framework all of the time. However, it should provide a means by which, over time, individuals can measure themselves and develop proficiency in all areas.

The competency domains will be built into national leadership programmes and support offers for board directors and aspiring board directors. All board members should actively engage in ongoing development to enable continued and greater achievement across the competency domains over time, and should be supported to do so.

Board members should refer to the [directory of board level learning and development opportunities for existing development offers](#).

3.4 Scoring guide

Appendix 2 is an optional scoring guide for individual board members to use when self-assessing against the competency domains.

4 Next steps

The Board Member Appraisal Framework will be published by autumn 2024. It will reflect the competency domains in this framework, as well as other performance objectives. It will also provide guidance on how to assess performance against the 6 competency domains, including for experienced board members and those who have been in post less than 12 months.

The LCF will continue to be kept under review, and may be updated periodically to reflect changes in the NHS operating environment, as well as feedback received from users. Feedback can be sent to england.karkimplementationteam@nhs.net.

5 Detailed leadership competency domains

The individual competencies are expressed as ‘I’ statements. This is to indicate personal actions and behaviours that board members will demonstrate in undertaking their roles. However, it is recognised that, including in the context of a unitary board, high performance and delivery against objectives is also achieved through effective team working and collaboration.

1. Driving high-quality and sustainable outcomes

What does good look like?

I am a member of a unitary board which is committed to ensuring excellence in the delivery (and / or the commissioning) of high quality and safe care within our limited resources, including our workforce. I seek to ensure that my organisation³ demonstrates continual improvement and that we strive to meet the standards expected by our patients and communities, as well as by our commissioners and regulators, by increasing productivity and bringing about better health and care outcomes with lasting change and improvement.

Competencies

1. I contribute as a leader:

- a. to ensure that my organisation delivers the best possible care for patients
- b. to ensure that my organisation creates the culture, capability and approach for continuous improvement, applied systematically across the organisation

2. I assess and understand:

- a. the performance of my organisation and ensure that, where required, actions are taken to improve
- b. the importance of efficient use of limited resources and seek to maximise:
 - i. productivity and value for money
 - ii. delivery of high quality and safe services at population level
- c. the need for a balanced and evidence-based approach in the context of the board’s risk appetite when considering innovative solutions and improvements

3. I recognise and champion the importance of:

- a. attracting, developing and retaining an excellent and motivated workforce
- b. building diverse talent pipelines and ensuring appropriate succession plans are in place for critical roles
- c. retaining staff with key skills and experience in the NHS, supporting flexible working options as appropriate

4. I personally:

- a. seek out and act on performance feedback and review, and continually build my own skills and capability
- b. model behaviours that demonstrate my willingness to learn and improve, including undertaking relevant training

³ All references to “organisation” also refer to systems for board members of integrated care boards

2. Setting strategy and delivering long-term transformation

What does good look like?

I am a member of a unitary board leading the development of strategies which deliver against the needs of people using our services, as well as statutory duties and national and local system priorities. We set strategies for long term transformation that benefits the whole system and reflects best practice, including maximising the opportunities offered by digital technology. We use relevant data and take quality, performance, finance, workforce intelligence and proven innovation and improvement processes into account when setting strategy.

Competencies

1. I contribute as a leader to:

- a. the development of strategy that meets the needs of patients and communities, as well as statutory duties, national and local system priorities
- b. ensure there is a long-term strategic focus while delivering short-term objectives
- c. ensure that our strategies are informed by the political, economic, social and technological environment in which the organisation operates
- d. ensure effective prioritisation within the resources available when setting strategy and help others to do the same

2. I assess and understand:

- a. the importance of continually understanding the impact of the delivery of strategic plans, including through quality and inequalities impact assessments
- b. the need to include evaluation and monitoring arrangements for key financial, quality and performance indicators as part of developing strategy
- c. clinical best practice, regulation, legislation, national and local priorities, risk and financial implications when developing strategies and delivery plans

3. I recognise and champion the importance of long-term transformation that:

- a. benefits the whole system
- b. promotes workforce reform
- c. incorporates the adoption of proven improvement and safety approaches
- d. takes data and digital innovation and other technology developments into account

4. I personally:

- a. listen with care to the views of the public, staff and people who use services, and support the organisation to develop the appropriate engagement skills to do the same
- b. seek out and use new insights on current and future trends and use evidence, research and innovation to help inform strategies

3. Promoting equality and inclusion, and reducing health and workforce inequalities

What does good look like?

I am a member of a unitary board which identifies, understands and addresses variation and inequalities in the quality of care and outcomes to ensure there are improved services and outcomes for all patients and communities, including our workforce, and continued improvements to health and workforce inequalities.

Competencies

1. I contribute as a leader to:

- a. improve population health outcomes and reduce health inequalities by improving access, experience and the quality of care
- b. ensure that resource deployment takes account of the need to improve equity of health outcomes with measurable impact and identifiable outcomes
- c. reduce workforce inequalities and promote inclusive and compassionate leadership across all staff groups

2. I assess and understand:

- a. the need to work in partnership with other boards and organisations across the system to improve population health and reduce health inequalities (linked to Domain 6)

3. I recognise and champion:

- a. the need for the board to consider population health risks as well as organisational and system risks

4. I personally:

- a. demonstrate social and cultural awareness and work professionally and thoughtfully with people from all backgrounds
- b. encourage challenge to the way I lead and use this to continually improve my approaches to equality, diversity and inclusion and reducing health and workforce inequalities.

4. Providing robust governance and assurance

What does good look like?

I understand my responsibilities as a board member and how we work together as a unitary board to reach collective agreement on our approach and decisions. We use a variety of information sources and data to assure our financial performance, quality and safety frameworks, workforce arrangements and operational delivery. We are visible throughout the organisation and our leadership is underpinned by the organisation's behaviours, values and standards. We are seen as a Well Led organisation and we understand the vital importance of working collaboratively.

Competencies

1. I contribute as a leader by:

- a. working collaboratively on the implementation of agreed strategies
- b. participating in robust and respectful debate and constructive challenge to other board members
- c. being bound by collective decisions based on objective evaluation of research, evidence, risks and options
- d. contributing to effective governance and risk management arrangements
- e. contributing to evaluation and development of board effectiveness

2. I understand board member responsibilities and my individual contribution in relation to:

- a. financial performance
- b. establishing and maintaining arrangements to meet statutory duties, national and local system priorities
- c. delivery of high quality and safe care
- d. continuous, measurable improvement

3. I assess and understand:

- a. the level and quality of assurance from the board's committees and other sources
- b. where I need to challenge other board members to provide evidence and assurance on risks and how they impact decision making
- c. how to proactively monitor my organisation's risks through the use of the Board Assurance Framework, the risk management strategy and risk appetite statements
- d. the use of intelligence and data from a variety of sources to recognise and identify early warning signals and risks⁴

⁴ Including, for example, incident data; surveys; external reviews; regulatory intelligence; understanding variation and inequalities

4. I recognise and champion:

- a. the need to triangulate observations from direct engagement with staff, patients and service users, and engagement with stakeholders
- b. working across systems, particularly in responding to patient safety incidents, and an understanding of how this links with continuous quality improvement

5. I personally:

- a. understand the individual and collective strengths of the board, and I use my personal and professional knowledge and experience to contribute at the board and support others to do the same

5. Creating a compassionate, just and positive culture

What does good look like?

As a board member I contribute to the development and ongoing maintenance of a compassionate and just learning culture, where staff are empowered to be involved in decision making and work effectively for their patients, communities and colleagues. As a member of the board, we are each committed to continually improving our approach to quality improvement, including taking a proactive approach and culture.

Competencies

1. I contribute as a leader:

- a. to develop a supportive, just and positive culture across the organisation (and system) to enable all staff to work effectively for the benefit of patients, communities and colleagues
- b. to ensure that all staff can take ownership of their work and contribute to meaningful decision making and improvement
- c. to improve staff engagement, experience and wellbeing in line with our NHS People Promise⁵
- d. to ensure there is a safe culture of speaking up for our workforce

2. I assess and understand:

- a. my role in leading the organisation's approach to improving quality, from immediate safety responses to creating a proactive and improvement-focused culture

3. I recognise and champion:

- a. being respectful and I promote diversity and inclusion in my work
- b. the ability to respond effectively in times of crisis or uncertainty

4. I personally:

- a. demonstrate visible, compassionate and inclusive leadership
- b. speak up against any form of racism, discrimination, bullying, aggression, sexual misconduct or violence, even when I might be the only voice
- c. challenge constructively, speaking up when I see actions and behaviours which are inappropriate and lead to staff or people using services feeling unsafe, or staff or people being excluded in any way or treated unfairly
- d. promote flexible working where possible and use data at board level to monitor impact on staff wellbeing and retention

⁵ For example, with reference to equality, diversity and inclusion; freedom to speak up; personal and professional development; holding difficult conversations respectfully and addressing conflict

6. Building trusted relationships with partners and communities

What does good look like?

I am part of a board that recognises the need to collaborate, consult and co-produce with colleagues in neighbouring teams, providers and systems, people using services, our communities and our workforce. We are seen as leading an organisation that proactively works to strengthen relationships and develop collaborative behaviours to support working together effectively in an integrated care environment.

Competencies

1. I contribute as a leader by:

- a. fostering productive partnerships and harnessing opportunities to build and strengthen collaborative working, including with regulators and external partners
- b. identifying and communicating the priorities for financial, access and quality improvement, working with system partners to align our efforts where the need for improvement is greatest

2. I assess and understand:

- a. the need to demonstrate continued curiosity and develop knowledge to understand and learn about the different parts of my own and other systems
- b. the need to seek insight from patient, carer, staff and public groups across different parts of the system, including Patient Safety Partners

3. I recognise and champion:

- a. management, and transparent sharing, of organisational and system level information about financial and other risks, concerns and issues
- b. open and constructive communication with all system partners to share a common purpose, vision and strategy

Appendix 1: Values and concepts from key documents which form an anchor for this framework

<p>Our People Promise</p> <ul style="list-style-type: none"> • We are compassionate and inclusive • We are recognised and rewarded • We each have a voice that counts • We are safe and healthy • We are always learning • We work flexibly • We are a team 	<p>NHS Values</p> <ul style="list-style-type: none"> • Working together for patients • Respect and dignity • Commitment to quality of care • Compassion • Improving lives • Everyone counts
<p>Our Leadership Way</p> <p>We are compassionate</p> <ul style="list-style-type: none"> • We are inclusive, promote equality and diversity, and challenge discrimination • We are kind and treat people with compassion, courtesy and respect. <p>We are curious</p> <ul style="list-style-type: none"> • We aim for the highest standards and seek to continually improve, harnessing our ingenuity • We can be trusted to do what we promise <p>We are collaborative</p> <ul style="list-style-type: none"> • We collaborate, forming effective partnerships to achieve our common goals • We celebrate success and support our people to be the best they can be 	<p>Health and Care Act 2022</p> <ul style="list-style-type: none"> • Collaborate with partners to address our shared priorities and have the core aim and duty to improve the health and wellbeing of the people of England. • Improve the quality, including safety, of services provided. • Ensure the sustainable, efficient use of resources for the wider system and communities served.
<p>Seven Principles of Public Life</p> <ul style="list-style-type: none"> • Selflessness • Integrity • Objectivity • Accountability • Openness • Honesty • Leadership 	<p>The competency domains reflect the NHS values, Our NHS People Promise, Our Leadership Way and the Seven Principles of Public Life (Nolan Principles).</p>

Appendix 2: Optional scoring guide for individual self-assessment against the competencies

Domain 1: Driving high quality, sustainable outcomes						
	Competencies	Almost always	Frequently	Occasionally	Rarely or never	No chance to demonstrate
1	I contribute as a leader:					
1a	to ensure that my organisation delivers the best possible care for patients					
1b	to ensure that my organisation creates the culture, capability and approach for continuous improvement, applied systematically across the organisation					
2	I assess and understand:					
2a	the performance of my organisation and ensure that, where required, actions are taken to improve					
2b	the importance of efficient use of limited resources and seek to maximise: <ul style="list-style-type: none"> i. productivity and value for money ii. delivery of high quality and safe services at population level 					
2c	the need for a balanced and evidence-based approach in the context of the board's risk appetite when considering innovative solutions and improvements					
3	I recognise and champion the importance of:					
3a	attracting, developing and retaining an excellent and motivated workforce					
3b	building diverse talent pipelines and ensuring appropriate succession plans are in place for critical roles					
3c	retaining staff with key skills and experience in the NHS, supporting flexible working options as appropriate					
4	I personally:					
4a	seek out and act on performance feedback and review, and continually build my own skills and capability					
4b	model behaviours that demonstrate my willingness to learn and improve, including undertaking relevant training					

Domain 2: Setting strategy and delivering long term transformation

	Competencies	Almost always	Frequently	Occasionally	Rarely or never	No chance to demonstrate
1	I contribute as a leader to:					
1a	the development of strategy that meets the needs of patients and communities, as well as statutory duties, national and local system priorities					
1b	ensure there is a long-term strategic focus while delivering short-term objectives					
1c	ensure that our strategies are informed by the political, economic, social and technological environment in which the organisation operates					
1d	ensure effective prioritisation within the resources available when setting strategy and help others to do the same					
2	I assess and understand:					
2a	the importance of continually understanding the impact of the delivery of strategic plans, including through quality and inequalities impact assessments					
2b	the need to include evaluation and monitoring arrangements for key financial, quality and performance indicators as part of developing strategy					
2c	clinical best practice, regulation, legislation, national and local priorities, risk and financial implications when developing strategies and delivery plans					
3	I recognise and champion the importance of long-term transformation that:					
3a	benefits the whole system					
3b	promotes workforce reform					
3c	incorporates the adoption of proven improvement and safety approaches					
3d	takes data and digital innovation and other technology developments into account					
4	I personally:					
4a	listen with care to the views of the public, staff and people who use services, and support the organisation to develop the appropriate engagement skills to do the same					
4b	seek out and use new insights on current and future trends and use evidence, research and innovation to help inform strategies					

Domain 3: Promoting equality and inclusion, and reducing health inequalities

Competencies		Almost always	Frequently	Occasionally	Rarely or never	No chance to demonstrate
1	I contribute as a leader to:					
1a	improve population health outcomes and reduce health inequalities by improving access, experience and the quality of care					
1b	ensure that resource deployment takes account of the need to improve equity of health outcomes with measurable impact and identifiable outcomes					
1c	reduce workforce inequalities and promote inclusive and compassionate leadership across all staff groups					
2	I assess and understand:					
2a	the need to work in partnership with other boards and organisations across the system to improve population health and reduce health inequalities (linked to Domain 6)					
3	I recognise and champion:					
3a	the need for the board to consider population health risks as well as organisational and system risks					
4	I personally:					
4a	demonstrate social and cultural awareness and work professionally and thoughtfully with people from all backgrounds					
4b	encourage challenge to the way I lead and use this to continually improve my approaches to equality, diversity and inclusion and reducing health and workforce inequalities					

Domain 4: Providing robust governance and assurance						
	Competencies	Almost always	Frequently	Occasionally	Rarely or never	No chance to demonstrate
1	I contribute as a leader by:					
1a	working collaboratively on the implementation of agreed strategies					
1b	participating in robust and respectful debate and constructive challenge to other board members					
1c	being bound by collective decisions based on objective evaluation of research, evidence, risks and options					
1d	contributing to effective governance and risk management arrangements					
1e	contributing to evaluation and development of board effectiveness					
2	I understand board member responsibilities and my individual contribution in relation to:					
2a	financial performance					
2b	establishing and maintaining arrangements to meet statutory duties, national and local system priorities					
2c	delivery of high quality and safe care					
2d	continuous, measurable improvement					
3	I assess and understand:					
3a	the level and quality of assurance from the board's committees and other sources					
3b	where I need to challenge other board members to provide evidence and assurance on risks and how they impact decision making					
3c	how to proactively monitor my organisation's risks through the use of the Board Assurance Framework, the risk management strategy and risk appetite statements					
3d	the use of intelligence and data from a variety of sources to recognise and identify early warning signals and risks					

4	I recognise and champion:					
4a	the need to triangulate observations from direct engagement with staff, patients and service users, and engagement with stakeholders					
4b	working across systems, particularly in responding to patient safety incidents, and an understanding of how this links with continuous quality improvement					
5	I personally:					
5a	understand the individual and collective strengths of the board, and I use my personal and professional knowledge and experience to contribute at the board and support others to do the same					

Domain 5: Creating a compassionate, just and positive culture

	Competencies	Almost always	Frequently	Occasionally	Rarely or never	No chance to demonstrate
1	I contribute as a leader:					
1a	to develop a supportive, just and positive culture across the organisation (and system) to enable all staff to work effectively for the benefit of patients, communities and colleagues					
1b	to ensure that all staff can take ownership of their work and contribute to meaningful decision making and improvement					
1c	to improve staff engagement, experience and wellbeing in line with our NHS People Promise					
1d	to ensure there is a safe culture of speaking up for our workforce					
2	I assess and understand:					
2a	my role in leading the organisation's approach to improving quality, from immediate safety responses to creating a proactive and improvement-focused culture					
3	I recognise and champion:					
3a	being respectful and I promote diversity and inclusion in my work					
3b	the ability to respond effectively in times of crisis or uncertainty					
4	I personally:					
4a	demonstrate visible, compassionate and inclusive leadership					
4b	speak up against any form of racism, discrimination, bullying, aggression, sexual misconduct or violence, even when I might be the only voice					
4c	challenge constructively, speaking up when I see actions and behaviours which are inappropriate and lead to staff or people using services feeling unsafe; or staff or people being excluded in any way or treated unfairly					
4d	promote flexible working where possible and use data at board level to monitor impact on staff wellbeing and retention					



Domain 6: Building trusted relationships with partners and communities

	Competencies	Almost always	Frequently	Occasionally	Rarely or never	No chance to demonstrate
1	I contribute as a leader by:					
1a	fostering productive partnerships and harnessing opportunities to build and strengthen collaborative working, including with regulators and external partners					
1b	identifying and communicating the priorities for financial, access and quality improvement, working with system partners to align our efforts where the need for improvement is greatest					
2	I assess and understand:					
2a	the need to demonstrate continued curiosity and develop knowledge to understand and learn about the different parts of my own and other systems					
2b	the need to seek insight from patient, carer, staff and public groups across different parts of the system, including Patient Safety Partners					
3	I recognise and champion:					
3a	management, and transparent sharing, of organisational and system level information about financial and other risks, concerns and issues					
3b	open and constructive communication with all system partners to share a common purpose, vision and strategy					

7. Chief Executive's Report

Meeting	COUNCIL OF GOVERNORS
Agenda item	Item 7
Paper title	CHIEF EXECUTIVE and DIRECTOR of OPERATIONS REPORT
Date	14 March 2024
Author	Vanessa Devlin and Roisin Fallon-Williams
Executive sponsor	Roisin Fallon- Williams

This paper is for: [tick as appropriate]		
<input type="checkbox"/> Action	<input type="checkbox"/> Discussion	<input checked="" type="checkbox"/> Assurance

Executive summary

Our report to the Council provides information on our areas of work focused on the future, our challenges and other information of relevance to the Council, in relation to our Trust strategy, local and national reports and emerging issues.

Reason for consideration

To provide the Council of Governors with an overview of key internal, systemwide and national issues.

Paper previous consideration

Not Applicable

Strategic objectives

Identify the strategic objectives that the paper impacts upon.
Sustainability. Quality. Clinical Services. People

Financial implications

Not applicable for this report

Risks

No specific risk is being highlighted to the Council regarding the contents of the report

Equality impact

Not applicable for this report

Our values

Committed
Compassionate
Inclusive

CHIEF EXECUTIVE and DIRECTOR of OPERATION'S REPORT

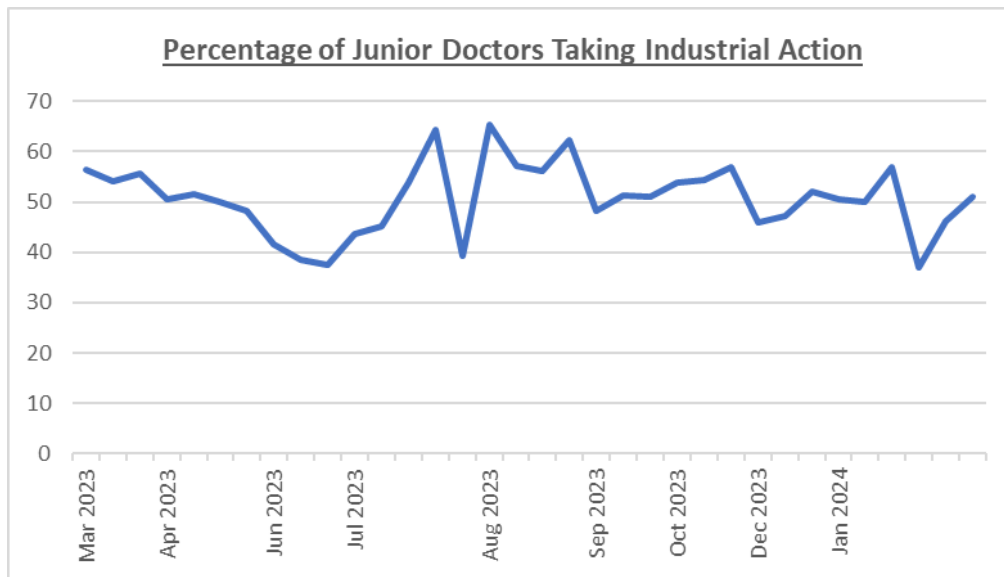
PEOPLE

Doctors Industrial Action

There have been 9 periods of Industrial Action by Junior Doctors since March 2023 including 3 days in December and 6 days in January. We have in place a robust plan to manage industrial action and daily meetings of strategic and operational managers take place ahead of, during and following the period of industrial action.

All junior doctor clinics are cancelled with cancellations reviewed by the responsible Consultant to ensure patients who require prioritisation are seen in alternative clinics. A back up rota to cover out of hours duties is arranged and all duties were covered.

An average of 48% of junior doctors took strike action in December, rising slightly to 49% in January 2024. The sharp 'dips' shown in the chart below relate to periods when industrial action has fallen at a weekend when there are fewer junior doctors expected on duty.



A new pay offer was put to NHS Consultants in December which has subsequently been put to vote by the BMA by its members. The vote closed on 23/01/24 and the result was a narrow vote to not accept the offer. A pay offer has also been made to Specialty and Associate Specialist (SAS) Doctors with the BMA running a vote of its members between 29/01/24 – 28/02/24.

National Staff Survey

We have received the initial results of the latest national staff survey which confuse to be embargoed at this time. We will prepare to bring them to our meeting in public once we have had confirmed the date of publication.

Values Awards

Nominations have opened for our 2024 Values Awards which will be held in June 2024.

LGBTQ+ and Womens History Months

We launched our involvement in these in recent weeks and our LGBTQ+ and our Women's Staff Networks educating, raising awareness and celebrating colleagues across health services as part of this years LGBTQ+ theme of Medicine +underthescope and Women's theme of 'women who advocate for equity, diversity and inclusion'

CLINICAL SERVICES

Summary

The post pandemic period has presented service areas with challenges in particular in terms of filling staff vacancies and increasing demand on services. Innovative and creative solutions have been considered with attractive offers and benefits of joining the Trust also now a feature. Despite these challenges colleagues are committed to delivering as high-quality services as possible, always aiming for as easy access as achievable for all service users. The following report is a high-level summary of the activities of each service areas over the past couple of months.

Integrated Community Care and Recovery (ICCR)

We are pleased that National Health Service England (NHSE) have advised that the community transformation program will be extended into 2025. This is an acknowledgment of the support still required to deliver this extensive and complex transformation across Birmingham and Solihull. Our neighborhood teams, our new 'front door' to our community mental health and well-being services have now seen over 20,000 people in the past 12 months with services being offered in a timely manner with most people seen within 4 weeks. The service is receiving positive feedback from patients about their experiences to date.

Tim Newbold, Head of Early Intervention services, will be supporting our transformation work. Tim is joining us from Forward Thinking Birmingham (FTB) to support in developing a robust and effective peer support worker offer. We will be working in partnership with VCFSE (Voluntary, Community, Faith and Social Enterprise) service, ImROC (Implementing Recovery through Organizational Change) to develop this element of our service to ensure it maintains a clear service user and recovery focused ethos.

Our CMHTs had a targeted Care Quality Commission (CQC) inspection in August 2023. The service has been rated as 'requires improvement' with remedial action being required around care planning and risk assessment and medicines storage. Service leads have taken swift action to make the necessary improvements in the areas highlighted by the CQC.

We are delighted that we have 2 matrons joining our community services following our business case submission. The two matron posts will focus on the 12 adult CMHTs. Quality audits of care planning, risk assessment and medicines management are already underway, and the additional Matron support will ensure that the audit program continues to be managed robustly with appropriate oversight.

ICCR leads continue to support the Community Care Collaborator initiatives. Staff have supported the pilots across the West and South of the city, and we will be supporting further as the pilots are rolled out to the North, South Birmingham and Solihull. We have also supported the 'perfect week' initiative, now renamed the 'coordination hub' we hope to see the evaluation of these projects, as we believe they will realise significant benefits for our communities with the offer of a truly joined up offer around mental and physical health care.

Steps to recovery wards also had a targeted follow up CQC inspection. The key actions

were around the need to have enhanced collaborative care planning & contemporaneous recording of risks. The Head of Nursing and Matrons for the area are working closely with teams to ensure remedial action is taken.

The ICCR leadership team continue to support and engage teams in discussions around staff health and wellbeing, equality, diversity, and inclusion and bullying and harassment. We continue to take just culture principles forward and are seeing a greater degree of learning and reflection amongst our teams and staff. We are encouraging all teams to take time to complete values awards nominations for colleagues and also to take time to note day to day great practice nomination of excellence via the trust eclipse system.

Secure Care & Offender Health (SCOH)

Continuous recruitment is taking place to address the nursing vacancies across our inpatient wards with new students and internationally educated nurses taking up posts in the division. Ward managers, Clinical Service Managers and Matrons are meeting daily on each site to prioritise work. Staff movement between sites may take place to ensure there is cover on all the wards. Ward Managers and Matron's will work within numbers where necessary, and Occupational Therapy (OT)/Psychology are supporting ongoing activities on the wards.

Tamarind is operating at capacity with high clinical activities. At Reaside and Ardenleigh acuity is high but managed well. There are ongoing seclusion building works in forensic Child Adolescent Mental Health Services (CAMHS), which are expected to be completed by March 2024. A fire system upgrade has taken place at the Reaside unit, which will be followed by an upgrade of the staff alarm system following a request for funding approval in the next financial year.

Working space in the Forensic Intensive Recovery Support Team (FIRST) community services building remains a challenge and has been placed on the risk register. Capital funding has been requested for the redesign of a vacant unit, which will support the team expansion. Recruitment continues within the service. New Doctors, Approved Mental Health Practitioners (AMHPs) and Community Psychiatric Nurses (CPNs) are due to start in the forthcoming months.

Acute and Urgent Care

The division faced challenges in our mental health urgent and emergency care pathways in the lead up to and throughout the festive period. Our data is showing that the pressure was more significant than in previous years, as we have historically seen this peak in January. We are undertaking further analysis to understand this shift. Despite this, we managed our demand and flow very well and only accessed 3 out of area additional beds. We were pleased to receive acknowledgment from our Integrated Care Board colleagues (ICB) around the efforts to support the emergency departments and West Midlands Ambulance Services (WMAS) presentations.

We are continuing to work with our local authority colleagues, as we are experiencing shortfalls in availability and input from social workers, which is impacting on our discharges from our wards. In the interim, whilst new social workers are being recruited, we will be exploring options together on how we can mitigate any gaps.

We are currently meeting the Out of Area (OOA) trajectory as set out in our productivity plan and had sustained an improving position for 17 weeks. The locality model as described in the plan has been 'soft launched' across all areas, although there are still processes to be refined and worked through. Our psychiatric intensive care unit (PICU) capacity continues to remain a challenge and the main reason for continuing to source OOA beds.

Right Care, Right Person (RCRP) is a system approach designed to ensure that people of all ages, who have health and/or social care needs, are responded to by the right person, with the right skills, training, and experience to best meet their needs.

On 26th July 2023 the DHSC along with the Home Office issued a National Partnership Agreement: Right Care, Right Person (RCRP), endorsed by senior national leads on behalf of the police and health.

We have met 3 times as a newly formed local strategic group, which covers the 3 Integrated Care Boards footprints (Birmingham and Solihull, Black Country and Coventry) that connect locally with the geographical boundaries of West Midland Police (WMP). Representation has included perspectives from Integrated Care Board's, Mental Health Trusts, Acute Trusts, Local Authorities, West Midland Ambulance Service, West Midland Police, Voluntary Sector, Coroner, West Midland Fire Service and British Transport Police.

The RCRP local ambition is to work through 5 distinct phases collaboratively in line with National expectations, these include - 1. Preparation (Stakeholder engagement), 2. Welfare, 3. Absent without leave (AWOL), 4. Transportation, 5 135/136 pathways. The phases are implemented from February through to October, with a six-month period for review to refine to ensure full system wide processes are in place. This approach will, allow local RCRP ambitions to be fully Implemented by end of March 2025 across our local systems Operational workshops have already been held locally and more planned to support partners preparation for each of these phases.

Phases 2 and 3 will have initial 3 x daily 'touch point meetings' for partners to explore issues and share learning with WMP. An escalation protocol has been agreed with West Midland Police to respond immediately to concerns during this initial Implementation phase.

Specialties

Our older people Community Mental Health Team (CMHT) are expanding their successful Silver Sunday event, and have provisional dates booked. They will have Birmingham Community Health Care (BCHC) and SDS 'my health care frailty team' joining them for the event. The focus is to showcase the variety of services within the localities to support the community, health and wellbeing with an aim of reducing health inequalities in keeping with the NHS Long term plan. The community Occupational Health Therapists are also undertaking training which will assist the teams in dementia diagnosis for service users who are referred via CMHT's.

The older adult and dementia wards, continue to report vacancy rates, however, are successfully recruiting to posts with a number of newly qualified nurses starting next month. The management team continues to review their wellbeing offer and are in the process of implanting a robust workforce plan to support the teams.

Services continue to receive on occasions very positive feedback, an example of this came to, The Community Enablement and Recovery (CERTS) : *"I feel that your services at C.E.R.T.S is extremely necessary and vital for so many people as there is a huge lack of support and guidance for sourcing accommodation suitable for people with medical needs and it's a very scary and difficult process for vulnerable people and families in these situations. It has been so difficult for me to find anyone that actually cared enough to guide me on where and how to look for places for my father to move to due to his health needs changing. Before I was referred to CERT there were no other services that anyone directed me to, that could actually support me with sourcing the right type of accommodation for dad, I honestly cannot thank you enough and I am incredibly grateful for all the amazing support including sourcing the furniture."*

Across the Barberry site, we have internationally educated nurses joining the teams on Jasmine, Cilantro and Chamomile wards which will support the aim to reduce temporary staffing arrangements. Cilantro has been involved in a quality network eating disorders inspection, led by the provider collaborative, and have received excellent initial verbal feedback. The deaf service has recently completed their Quality Improvement (QI) project with the digital transformation team and now have a clear strategic plan in place.

The perinatal service is on course to achieving all the ambitions of the NHS Long Term Plan by the end of Q4. For 24/25, the objective will be to maintain the access rate with a focus on addressing the known health inequalities faced by women across the city and Solihull in accessing appropriate care for their needs. In addition to the service involvement with Patient and Carer Race Equality Framework (PCREF), December saw the launch of a new service wide Health Inequalities workstream and strategic plan. This is being led by the Clinical Development Lead, with wide multidisciplinary representation, including Lived Experience representatives.

Data shows that work undertaken via the transformation programme funding, has led to an increase in activity within the bipolar service, including the number of service users assessed and seen for intervention. The majority of those assessed are offered the 'Mood on Track' intervention and successfully complete the programme with their own individual self-management plan.

The Neuropsychiatry service have been successful in their bid for a research grant which will allow the sound proofing for the unit, this will lead to more service users being able to access sleep assessments. The demand for Home Video Telemetry service is continuing to offer a unique service for all areas of Birmingham and Solihull, as well as wider areas. The service remains active in research and training, the team had a recent paper regarding a multi-site analysis study published within the British Medical Journal (BMJ). Staff within the department also have honorary, clinical lecturer roles at both Birmingham and Keele University.

Within Birmingham Healthy Minds (BHM), there are a further 5 High Intensity Trainees due to start at the University of Keele and 1 at the University of Reading. This will be the first time that the service will be working with these universities. BHM continues to undertake work around reducing health inequalities and is a pilot service for the work around the nationally launched patient and carers race equality framework (PCREF).

Learning Disability and Autism (LDA)

We continue to work with our ICB colleagues to ensure that we are fully compliant with the support and planning requirements for our service users in our care, who have a diagnosis with leaning disability and/or autism. We have re-established our LDA steering group which, which holds the responsibility for delivering against our plan, in line with the national requirements. Oversight of this sits with our Operational Management Group (OMT) and Clinical Governance Committee (CGC).

SUSTAINABILITY

Funding and Finances

We continue to await the national planning guidance which also contains the detailed financial assumptions for 2024/25 that we need in order to be able to set our budgets and determine what additional funding is available for service priorities. Early indications are that funding will be extremely limited. We continue to work closely with all of our commissioners to explore funding opportunities to offset our existing pressures, such as

out of area beds, which have been funded by the Trust this year.

We are also developing a number of aligned approaches to our finances and the financial pressures we envisage in 2024/25 with our Birmingham and Solihull system partners.

West Midlands Mental Health and Learning Disabilities & Autism Provide Collaborative Update

The West Midlands wide Provide Collaborative Board continues to strengthen collaborative working and in addition to the strategic priorities agreed during 2023 we brought all executive teams together during December to identify key areas of focus for the coming year.

We agreed that groups would come together and work for the next three months on developing the ideas from the day into firmer recommendations so that the issues we identified can be prioritised and addressed.

Action groups will consider the key areas:

- How can we effectively use our bed capacity across the regions?
- How can we agree to one or two big priorities where we can work together to achieve the biggest collective impact?
- How can we...work together more collaboratively to address key workforce challenges at scale?
- How can we use our time effectively to focus on the things that really matter to our communities' people we deliver care with and our people?
- How can we ensure that our work truly meets the needs of all our communities?

QUALITY

CQC

We continue to make progress against the actions that were developed in response to the Must and Should Do findings of the Core and Well-led inspections.

The Trust is currently responding to reports received from the Care Quality Commission to demonstrate that actions are being taken against areas that has been identified as requiring improvement.

The Trust has delivered against all actions following a receipt of a Section 31 notice in December 2020 and has received notification that actions required have been taken and therefore, the Trust has been served with a Notice of Proposal to remove the conditions imposed.

The CQC also reviewed progress following the S29a warning notice issued on 3rd January 2023 in relation to core services. This required the trust to make significant improvements regarding the trust deploying enough staff to work on the wards with patients and those staff receive the right training, professional development and have access to supervision and appraisal.

Following a core inspection in 2022 that took place during the period 11 - 26 October 2022, 8 -10 November 2022, 13 -15 December 2022 the trust was given an overall quality rating of requires improvement although recognition was given that services are good against caring and responsive. An action plan detailing should and must do actions is in place that is monitored through the CQC Steering Group.

In August 2023 following a review of ICCR services two section 29A notices were issued. In relation to both sections immediate actions have been undertaken and comprehensive action plans are in place.

We have now submitted the completed action plans in response to the findings of the CMHT inspection to the CQC and will monitor these using our agreed internal governance processes.

The Trust will continue to keep the CQC apprised of our work streams related to our Section notices as well as providing updates on progress at the monthly CQC Steering Group.

LOCAL NEWS

Quality Network for Prison Mental Health Peer Annual review report- HMP Birmingham

I am pleased to be able to confirm that we received the Quality Network for Prison Mental Health Peer Annual review report in December 2023. The report highlights our commitment to quality patient care, our multi-disciplinary approach to work and achieving positive outcomes for our patients.

This year we reached the number one spot, outperforming prison mental health services from 154 prisons that joined the peer review cycle this year.

Congratulations to the team for their achievements who will continue to challenge themselves to keep this up for the next review cycle in June 2024.

Executive Director of Quality and Safety (Chief Nurse)

The recruitment process and final panel interviews for this role will take place next week.

NATIONAL NEWS

Surge in measles cases prompts UK to declare national health incident

The number of measles cases in England rose 249 per cent in a month.

Data released by the agency earlier this week showed that, since last October, there were 216 lab-confirmed cases in the West Midlands, with 103 cases likely. About 80% of the cases were in Birmingham and 10% were in Coventry, according to the agency, citing low vaccination rates.

Update on review into mental health inpatient services

The Healthcare Services Safety Investigations Body (HSSIB) has published its terms of reference in a bid to help improve patient, staff and community safety.

The aims of the investigation include:

- learning from inpatient mental health deaths
- improving patient safety
- helping to provide safe care during transition from children and young people to adults in mental health services

- creating conditions for staff to deliver safe and therapeutic care

The findings from the H investigation, which will include consideration of patient and staff safety regarding allegations of sexual assault and rape, will be published over the course of the year to drive improvements in patient safety and NHS mental health services. The investigation will conclude by the end of 2024.

HSSIB will engage with patients, families and carers, as well as local and national healthcare organisations, as part of its review.

ROISIN FALLON-WILLIAMS
CHIEF EXECUTIVE

Governance

8. Significant Transaction Policy

Report to Council of Governors

Agenda item:					
Date	14 March 2024				
Title	Significant Transactions Policy				
Author /Presenter	David Tita, Associate Director of Corporate Governance				
Executive Director	Dave Tomlinson, Director of Finance	Approved	Y	✓	N

Purpose of Report		Tick all that apply ✓		
To provide assurance		To obtain approval		
Regulatory requirement		To highlight an emerging risk or issue		
To canvas opinion		For information		✓
To provide advice		To highlight patient or staff experience		

Link to Council of Governors duties		
Hold to account	Appointment/remuneration	
Represent interests of members and public	Contribute to strategy	
Approve increase in non-NHS income	Approve significant transactions	✓
Approve merger/acquisition etc.	Approve constitution changes	

Summary of Report

The Policy was ratified in January 2024. Governors would need to consider the wider implications of any significant transaction, not just for the Trust but for the wider ICS (Integrated Care System). The role of Governors in any significant transaction is to seek satisfaction that all due diligence has been undertaken.

Changes that have been made to this updated version of the Significant Transaction Policy include:

- Clarity and better anchoring on statutory instruments especially the Health and Care Act 2022 and its focus on collaborative and system working.
- Clarification and strengthening of the reporting arrangements in relation to NHSE.
- Emphasis on training around understanding Significant Transactions for the Board and Council, especially when one of these structures has witnessed at least a 30% renewal of its membership. Such training and support would also be provided to Senior Managers involved in Significant Transactions.

Strategic Priorities		
Priority	Tick ✓	Comments
Clinical services		
People		
Quality		
Sustainability	✓	Contribute to significant transactions undertaken by the Trust, by ensuring due diligence process has been undertaken

Recommendation

The Council is asked to receive the Policy for information.

Enclosures

Significant Transactions Policy

SIGNIFICANT TRANSACTIONS POLICY

Policy number and category	CG08	Corporate Governance
Version number and date	4	December 2023
Ratifying committee or executive director	Finance, Performance and Productivity Committee	
Date ratified		
Next anticipated review		
Executive director	Executive Director of Finance	
Policy lead	Associate Director of Corporate Governance	
Policy author (if different from above)		
Exec Sign off Signature (electronic)		
Disclosable under Freedom of Information Act 2000	Yes	

Policy context

- The Significant Transactions Policy sets out how the Trust will ensure that it carries out formal processes in relation to significant transactions and adheres to relevant legislative and regulatory frameworks. This process includes the identification of potential transactions, assessment of whether a transaction is 'significant', internal and external due diligence processes, reporting to NHS Improvement and approval of a transaction.
- The Policy makes sure that all staff and the Council of Governors understand their obligations and responsibilities in relation to Significant Transactions. It also makes sure that the Council of Governors receive adequate training and an appropriate level of information in order to them to discharge their responsibilities.

Policy requirement (see Section 2)

Requirements include:

- All transactions that may be classed as significant must be assessed against a range of monetary and non-monetary criteria to determine whether it is significant. This must be reviewed by the Executive Team and Finance, Performance and Productivity Committee (Trust Board if above delegated limits) and considered by the Council of Governors.
- Internal due diligence processes must be carried out on all significant transactions. Some transactions may also require reporting to NHS Improvement or external due diligence, which must be assessed on a case-by-case basis.

The Council of Governors has a statutory responsibility to approve the transaction through considering whether the Trust Board has been thorough and comprehensive in reaching its proposal and appropriately obtained and considered the interests of members and the public as part of the decision-making process.

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1: Introduction

1.1 Rationale (why):

Entering into significant transactions may be necessary to contribute to the delivery of our vision and strategic objectives.

NHS Foundation Trusts have specific responsibilities as set out in legislative and regulatory frameworks around the assessment and approval of significant transactions. In particular:

- The NHS Act 2006, as amended by the Health and Social Care Act 2012, requires a Foundation Trust to seek the approval of its Council of Governors if it proposes to enter into a significant transaction.
- NHS England recent published guidance to help support Trusts including FTs undertaking statutory transactions to ensure that such proposed transactions are the right solutions to the issues they wish to address and that the intended benefits will be delivered.
- The NHSE Guidance entitled “Assuring and supporting complex change Statutory transactions, including mergers and acquisitions” published October 2022 draws inspiration from the Health and Care Act 2022 and supersedes previous such guidance that had been issued by NHS Improvement.
- NHSE in its guidance insists that **“all transaction proposals will need to have patient and population benefits at their core and be underpinned by detailed plans for delivering those benefits”**.

The Health and Care Act 2022 contains a number of provisions relevant to this guidance which include: -

- transfer of legal powers in relation to transaction approval from Monitor and the Trust Development Authority to NHS England.
- introduction of statutory transfer schemes between trusts (new section 69A of the NHS Act 2006).
- clarification of the FT dissolution power.
- requirement for the Secretary of State for Health and Social Care to approve all transactions, including those only involving foundation trusts.
- exemption of transactions between trusts from review by the Competition and Markets Authority (CMA).

The Trust’s Constitution does not currently contain any descriptions or definition of the term ‘significant transaction’ for the purposes of section 51A of the 2006 Act (Significant Transactions), however, the Board and Council of Governors are expected to decide each case on its merit and in line with process outlined in this policy.

The Significant Transactions Policy will ensure that:

- A defined process is in place for identifying transactions and determining whether or not a transaction is deemed to be classed as significant;
- Robust due diligence processes are in place for assessing a significant transaction and evaluating risks;

- The Trust Board and the Council of Governors have assurance that a robust and consistent approach is in place to ensure that sound business decisions are made based on a full impact and risk assessment;
- A clear process is in place setting out what information Governors will be given, at what point in the process Governors will be asked to approve the transaction, and how the views of members will be sought and stakeholders kept informed.
- Appropriate approvals of the significant transaction are obtained in line with legislation and guidance;
- Significant transactions are reported to NHS Improvement, in line with requirements; and
- All staff involved in significant transactions are aware of the process and their roles and responsibilities.

1.2 Scope (when, where and who):

This policy will apply to all transactions that could be classed as significant.

A transaction can be:

- Significant capital expenditure
- Winning a new contract to provide services (including new care models and provider collaboratives).
- Losing an existing contract to provide services.
- A significant change to function/ responsibilities.
- Projects funded through PFI.
- Joint ventures.
- Mergers and acquisitions.
- Dissolutions and separations.
- Investments and divestments.
- Trust determined activities connected with the wholly owned subsidiary Summerhill Services Limited.

Each transaction must be assessed on a case-by-case basis as to whether it is deemed to be significant or not. This process is set out in detail in Section 3.3.

This Policy will be followed by all staff who involved in such a transaction e.g. through due diligence or gathering of evidence, as well as getting approval from the Board of Directors and the Council of Governors. Responsibilities are set out in Section 4.

1.3 Principles (Beliefs)

NHS organisations are increasingly planning transactions to bring increased opportunities to achieve strategic objectives, reorganise or respond to changes in the financial climate or local health economy. This is driven by a wider strategy of innovation and growth, as well as efforts to address clinical and financial issues that might affect patient care.

Significant transactions are generally complex and carry a detail of risk, and therefore will be subject to high scrutiny, transparency and follow due process.

It is important that entering into a significant transaction does not damage either our reputation, sustainability or reduce our ability to deliver our existing business.

Legislation sets out specific responsibilities and approvals necessary for our Council of Governors to be assured that the Board of Directors have carried out robust processes to assess a significant transaction and has considered the views of members and other stakeholders.

2: The policy: (What).

- 2.1 All transactions that have been **identified** as potentially being significant must be notified to the Executive Director of Finance who will review to confirm agreement that it will be further assessed.
- 2.2 Each such transaction must be **assessed** on a case-by-case basis, using a range of quantitative and qualitative decision criteria, to decide whether it is classed as significant.
- 2.3 The assessment of whether a transaction is significant must be considered by the Executive Team and Finance, Performance and Productivity Committee (Trust Board if above delegated limits) and reviewed and **approved** by the Council of Governors.
- 2.4 **Internal due diligence processes** must be carried out for all significant transactions. This will be tailored depending on the nature of the transaction. A summary report will be approved by the Finance, Performance and Productivity Committee, and where required, a private session of the Trust Board.
- 2.5 The Executive Director of Finance, in consultation with the Executive Team, must assess the need for **external due diligence** depending on the nature, complexity and risks of the transaction.
- 2.6 A **Due Diligence Report** containing a summary of findings must be reviewed and approved by the Trust Finance, Performance and Productivity Committee (or Trust Board if it exceeds delegated limits).
- 2.7 The **Council of Governors** has a statutory duty to hold the non-executive directors (individually and collectively) to account for the performance of the Board of Directors, and to represent the interests of the NHS foundation trust members and the public.
- 2.8 In accordance with the NHS Act 2012:

For statutory transactions (i.e. mergers, acquisitions, separations or dissolutions) more than half of the members of the **full** Council of Governors must approve the application. This means more than half of the total number of governors, not just those in attendance at the meeting where the decision is taken.

For other transactions more than half of the members of the full Council of Governors **voting** need to approve the Trust entering into any significant transaction. This means more than half of the governors who are in attendance at the meeting and who vote at that meeting.
- 2.9 By 'approval' this means the Council of Governors need to satisfy themselves that the board of directors has been thorough and comprehensive in reaching its proposal and appropriately obtained and considered the interests of members and the public as part of the decision making process.

- 2.10 The **Board of Directors** have the responsibility for the decision as to whether a significant transaction will proceed.
- 2.11 Where a transaction fits within **NHS Improvement's** thresholds of a material or a significant transaction, this must be reported to them as early in the assessment stage as possible, and their processes for self-certification or detailed review followed.
- 2.12 Once a final decision has been taken on the proposed significant transaction and it is no longer deemed as confidential, the Council of Governors will **communicate** the transaction to the Trust's members and the public.

3: The procedure:

3.1 Appendix 2 contains a flowchart of the significant transaction process. There are five stages which are set out in more detail below:

- Identification of a potential significant transaction.
- Assessment of whether a transaction is significant.
- Due diligence processes to decide whether or not to proceed.
- Approval of the transaction.
- Communication with members and wider stakeholders.

3.2 The Council of Governors have a role to play throughout the process and appendix 3 sets out a summary of their responsibilities, including when they will expect to be involved and what information they will expect to receive.

3.3 Identification of transactions

3.3.1 A transaction will be flagged as being something that is potentially significant through the following means:

- Capital expenditure – by the Finance, Performance and Productivity Committee (or Trust Board if it exceeds delegated authority).
- Winning a new Contract – in the Tender Assessment Proforma which is approved by the Executive Team.
- Losing a Contract – either through the Tender Assessment Proforma (if subject to tender) or through the Contracting Team when commissioner intentions are received or notice is served on a Contract.
- A significant change to function/ responsibilities - by the Finance, Performance and Productivity (or Trust Board if it exceeds delegated authority).
- Projects funded through PFI – by the Finance, Performance and Productivity (or Trust Board if it exceeds delegated authority).
- Joint ventures – always deemed significant.
- Mergers and acquisitions – always deemed significant.
- Dissolutions and separations – always deemed significant.

- Investments or divestments – by the Finance, Performance and Productivity (or Trust Board if it exceeds delegated authority).
- Trust driven significant activity connected with the wholly owned subsidiary Summerhill Services Limited – through Trust Board.

- 3.3.2 In addition, all staff within the Trust have the responsibility to flag potential significant transactions.
- 3.3.3 If the Council of Governors identify any potential significant transactions they should raise this to the Board of Directors through the Lead Governor.
- 3.3.4 The Executive Director of Finance will be informed of all potential significant transactions and will review to confirm that the transaction will be further assessed.
- 3.3.5 A central register of all identified transactions will be maintained by the planning and development team which will contain details of whether transactions have been assessed as being significant and log key meetings where decisions have been made.

3.4 Assessing whether a transaction is significant

- 3.4.1 NHS foundation trusts are permitted to decide themselves what constitutes a “significant transaction”. Paragraph 51A of Schedule 7 of the NHS Act 2006, as amended by the Health and Social Care Act 2012, states that:
- (2) “Significant transaction” means a transaction or arrangement of such description as may be specified in the Trust’s constitution.*
- (3) If an NHS foundation trust does not wish to specify any descriptions of transaction or arrangement for the purposes of subsection (2), the constitution of the trust must specify that it contains no such descriptions.*
- 3.4.2 Clause 35 of the Trust’s constitution does not provide any definition of a significant transaction. This has been agreed by the Council of Governors and Trust Board.
- 3.4.3 Instead, each potential significant transaction must be assessed on a case-by-case basis using a range of monetary and non-monetary criteria. Examples of criteria that can be used can be found in Appendix 4. This assessment will be coordinated by the Executive Director of Finance.
- 3.4.4 This will be done prior to a transaction being completed.
- 3.4.5 Sometimes there will be timing difficulties in assessing whether a transaction is significant and it may have to be done close to transaction completion due to information being available.
- 3.4.6 The assessment of whether a transaction is significant must be taken to the Executive Team and Finance, Performance and Productivity Committee (Trust Board if above delegated limits) for initial review and recommendation, and to the Council of Governors for review and approval. The Council of Governors will receive the following information:
- Background to the transaction – either through a written report or a presentation. This will include a clear explanation of what the transaction is and the potential impact for the Trust.
 - Assessment against significant transaction criteria.

- Recommended conclusion as to whether a transaction is deemed to be significant or not.

3.4.7 If the Council of Governors disagree with the assessment of whether or not a transaction is significant, they need to state the reasons and a meeting held with the Lead Governor, Chief Executive and Trust Chair to resolve the issue.

3.4.8 Consideration must also be given to NHSE's guidance (October 2022) and if required, they will be informed of the significant transaction by the Executive Director of Finance. See section 3.7.

3.5 Due diligence processes

3.5.1 Internal due diligence processes must be carried out on all significant transactions. These will be tailored depending on the nature of the transaction. Risks will be identified and recorded in line with the Risk Management Policy on the relevant Executive Director risk register or the project risk register (if applicable).

3.5.2 In some circumstances external due diligence will need to be procured, for example legal, corporate finance, tax or strategy advisors. This could be through internal audit, existing contractors or the appointment of external advisors. The Executive Director of Finance, in consultation with the Executive Team, will assess this need.

3.5.3 Examples of when this may be necessary include:

- Financial opinion
- Complex transaction and specific skillset needed e.g. PFI financing
- Mergers or acquisitions.
- Assurance required that due process has been followed in our internal processes.

3.5.4 Depending on the size of the transaction, NHS Improvement may require Board Self Certification or want to carry out a detailed review of the transaction. This is described in more detail in Section 3.7.

3.5.5 The Council of Governors must be consulted on a case-by-case basis about the process that should be followed to enable them to be involved and informed in order to approve the transaction. This will take into account the nature, complexity, impact and risk of the transaction. Involvement could involve one or more of the following:

- The nominated Lead Governor .
- A working group of the Council of Governors who would meet to look at the proposal and process in more detail.
- Attendance at Trust Board meetings where the transaction is considered.
- Update reports on the process and due diligence to formal Council of Governor meetings.

3.5.6 Where concerns are had about whether the Trust is acting in its best interests, these should be raised in accordance with the Counter Fraud and Anti Bribery Policy.

3.6 Approval of significant transactions

- 3.6.1 Trust Board** – the Trust Board is responsible for making the formal decision whether to proceed with the transaction. They will approve this in principle pending Council of Governors approval. Once Council of Governors approval has been received the transaction can go ahead.
- 3.6.2 Council of governors** – As described in Section 1.1, the Council of Governors are required to approve a significant transaction. This means they need to satisfy themselves that the Trust Board has been thorough and comprehensive in reaching its proposal and appropriately obtained and considered the interests of members and the public as part of the decision-making process. They must be assured that a due process has been followed, that the Board has sought and obtained assurance regarding risk and has taken account of the downside and its possible consequences.
- 3.6.3** The Council of Governors will need to receive adequate information from the Board of Directors to enable them to make their decision to approve the transaction. The nature of this information will vary depending on the specific nature of the transaction. Examples of information that the Council of Governors may require to give them the assurances they need are set out in Appendix 5.
- 3.6.4** Provided reasonable assurance is obtained, governors should not unreasonably withhold their consent for a proposal to go ahead.
- 3.6.5** This approval will be obtained at a formal Council of Governors meeting, which depending on the nature of the transaction may be a private meeting.
- 3.6.6** If the Council of Governors raise a concern about the process or the due diligence which prevents them from approving the transaction, then this concern will be addressed by the Executive Directors and taken back to Trust Board for approval.
- 3.6.7** If there is a disagreement between the Trust Board and Council of Governors about the approval of a transaction, a meeting will be held with the Lead Governor, Chief Executive and Trust Chair to resolve the issue.

3.7 Reporting to NHSE

- 3.7.1** If a transaction represents 10%+ of assets, income or capital, it is reportable to NHSE, however, all statutory transactions are reportable to NHS England, regardless of their size. The NHSE guidance “Assuring and supporting complex change Statutory transactions, including mergers and acquisitions”, must be consulted as the transaction may be subject to either Board Certification or a Detailed Review depending on its nature or whether it meets certain monetary thresholds or risk factors set out in the guidance.
- 3.7.2** NHSE has the statutory powers to support, review and approve transactions. The legislation dictates that NHSE can only grant an application for a merger, acquisition, dissolution or separation where they are satisfied that trusts have taken the necessary steps to prepare for the transaction, and where the grant is also approved by the Secretary of State.
- 3.7.3** However, the SoS’s approval is not required for FT dissolutions. For other transactions, NHSE will seek the support of the Secretary of State on trusts’ behalf, but trusts may be required to provide supporting information further to FBC submissions, in response to SoS requests.
- 3.7.4** NHSE encourage early ‘informal’ engagement when the transaction is being strategically assessed so that they can provide support, advice and consider

whether the proposed transaction would meet their thresholds or need reviewing by the Competitions and Markets Authority.

3.7.5 Transactions defined by NHSE as “material” will require Trust Board to make a Self-Certification

3.7.6 Transactions defined by NHSE as “significant” will be subject to a detailed review and approval by NHSE. This will consider four dimensions of strategy, transaction execution, quality and finance. The review will result in a transaction risk rating of red, amber or green. Transactions should only be proceeded with if the risk rating is green or amber.

3.8 Training

3.8.1 Related training will be provided to members of the Council of Governors (CoG) or Board of Directors once every three years and/or whenever the CoG or Board of Directors has witnessed significant renewal (i.e. at least 30% of new members have joined) as training will enable either of these bodies to fulfil their duties. Such training will also be provided to senior managers, especially those who may be involved in leading their service during a significant transaction or to create awareness and may be delivered by staff from the Trust or Internal/External Audit and may include:

- Training and refresher training of the Significant Transactions Policy.
- Training on specific types of transaction such as merger and acquisitions.
- Financial analysis training.
- Training on how to interpret a due diligence report.

3.9 Communication with members

3.9.1 Once a final decision has been taken on the proposed significant transaction and it is no longer deemed as confidential, the Council of Governors will communicate the transaction to the Trust’s members and the public. The Trust will assist the Governors in doing this. The method of communication will be agreed for each transaction and could include the Trust’s website, an advertised drop-in session or a newsletter.

3.10 Post transaction

3.10.1 A review will be carried out one year post the significant transaction taking place to assess its reputational, financial, quality and operational impact against the original plans. This will be coordinated by the Executive Director of Finance and reported to the Finance, Performance and Productivity Committee and the Council of Governors.

4: Responsibilities

Post(s)	Responsibilities	Ref
Executive Directors	Reviewing the assessment of whether a transaction is significant.	3.4
	Responsible for ensuring proper processes for developing proposals and carrying out due diligence.	3.5
	Responsible for reporting transactions to NHS Improvement where required.	3.7

Non-Executive Directors	Responsible for challenging the executives to justify their recommendations, deal with the risks involved and seek assurance that the executives decisions are the right ones	3.4/3.5/ 3.6
The Board of Directors	Responsible for making the decision to proceed with a transaction.	3.6
	Responsible for making information available to the Council of Governors to allow them to discharge their duties.	3.6
	Responsible for ensuring Governors have training to ensure appropriate skills and experience to review significant transactions.	3.8
Council of Governors	Will review the Register of Potential Significant Transactions	3.3
	Responsible for assessing on a case by case basis whether a transaction is “significant”	3.4
	Need to satisfy themselves that the board of directors has: <ul style="list-style-type: none"> • Been thorough and comprehensive in reaching its proposal. • Appropriately obtained and considered the interests of members and the public as part of the decision-making process. 	3.5/3.6
	Approval of the transaction	3.6
Executive Director of Finance	Regular review of this Policy	
	Review all identified transactions to confirm that the transaction will be further assessed as significant.	3.3
	Coordinate the assessment of a transaction as significant.	3.4
	Assessing the need, in consultation with the Executive Team, for external due diligence.	3.5
	Coordinate the Post Transaction Review.	3.10
Planning and Development team	Responsible for identifying any transactions that may be deemed to be significant and flagging to the Executive Director of Finance.	3.3
	Maintaining a Register of Potential Significant Transactions.	3.3
	Responsible for contributing to the assessment of a transaction where required.	3.4
	Responsible for contributing to due diligence and risk assessment processes where required.	3.5

Deputy Director of Finance	Responsible for identifying any transactions that may be deemed to be significant and flagging to the Executive Director of Finance.	3.3
	Responsible for financial assessment of a transaction.	3.4
	Responsible for carrying out financial due diligence and assessment of risk	3.5
Corporate leads	Responsible for identifying any transactions that may be deemed to be significant and flagging to the Executive Director of Finance.	3.3
	Responsible for contributing to the assessment of a transaction where required.	3.4
	Responsible for contributing to due diligence and risk assessment processes where required.	3.5
Policy Lead	Monitor implementation of the Policy	

5: Development and Consultation process:

Consultation summary		
Date policy issued for consultation	N/A	
Number of versions produced for consultation	N/A	
Committees or meetings where this policy was formally discussed		
PDMG	13 th December 2023	
Finance, Performance and Productivity Committee	-- January 2023	
Where else presented	Summary of feedback	Actions / Response

6: Reference documents

Business Development Strategy
 Constitution
 Counter Fraud and Anti Bribery Policy

7: Bibliography:

(There are no additional documents as these have been cited above).

8: Glossary:

(There are no technical definitions used in this policy that will need to be defined).

9: Audit and assurance:

Element to be monitored	Lead	Tool	Frequency	Reporting Committee
Audit of implementation of this policy with regards significant transactions.	ADCG	Surveys & Desktop Review of application of Policy.	At the end of the year if a significant transaction had taken place.	FPP

10. Appendices:

Appendix 1 Equality Impact Assessment.

Appendix 2 Significant transactions process.

Appendix 3 Summary of the role of the Council of Governors.

Appendix 4 Example of monetary and non-monetary criteria to be used in assessing whether a transaction is significant.

Appendix 5 Sources of assurance for Council of Governors

Appendix 1

Equality Analysis Screening Form

A word version of this document can be found on the HR support pages on Connect

<http://connect/corporate/humanresources/managementsupport/Pages/default.aspx>

Title of Policy	Significant Transactions Policy Review		
Person Completing this policy	David Tita	Role or title	AD Corporate Governance
Division	Corporate Governance	Service Area	Corporate Governance
Date Started	October 2019	Date completed	Reviewed December 2023
Main purpose and aims of the policy and how it fits in with the wider strategic aims and objectives of the organisation.			
<p>The Significant Transactions Policy sets out how the Trust will ensure that it carries out formal processes in relation to significant transactions and adheres to relevant legislative and regulatory frameworks. This process includes the identification of potential transactions, assessment of whether a transaction is 'significant', internal and external due diligence processes, reporting to NHS Improvement and approval of a transaction.</p> <p>The Policy makes sure that all staff and the Council of Governors understand their obligations and responsibilities in relation to Significant Transactions. It also makes sure that the Council of Governors receive adequate training and an appropriate level of information in order to them to discharge their responsibilities.</p>			
Who will benefit from the policy?			
<p>The organisation is the key beneficiary – the policy ensures that legislative and regulatory responsibilities are complied with and that appropriate due diligence is carried out on transactions.</p> <p>The policy ensures that staff are clear on roles and responsibilities in relationship to significant transactions. The Policy makes sure that all staff and the Council of Governors understand their obligations and responsibilities in relation to Significant Transactions. It also makes sure that the Council of Governors receive adequate training and an appropriate level of information in order to them to discharge their responsibilities</p>			
Does the policy affect service users, employees or the wider community?			
<i>Add any data you have on the groups affected split by Protected characteristic in the boxes below. Highlight how you have used the data to reduce any noted inequalities going forward</i>			

N/A				
Does the policy significantly affect service delivery, business processes or policy? <i>How will these reduce inequality?</i>				
Implementation of significant transactions could significantly affect service delivery, business processes or policy, hence this policy seeks to mitigate against these unintended consequences by recommending due diligence and outlining a clear process for staff to follow when considering engaging the Trust in significant transactions.				
Does it involve a significant commitment of resources? <i>How will these reduce inequality?</i>				
No				
Does the policy relate to an area where there are known inequalities? (e.g. seclusion, accessibility, recruitment & progression)				
No				
Impacts on different Personal Protected Characteristics – Helpful Questions:				
<i>Does this policy promote equality of opportunity?</i> <i>Eliminate discrimination?</i> <i>Eliminate harassment?</i> <i>Eliminate victimisation?</i>			<i>Promote good community relations?</i> <i>Promote positive attitudes towards disabled people?</i> <i>Consider more favourable treatment of disabled people?</i> <i>Promote involvement and consultation?</i> <i>Protect and promote human rights?</i>	
Please click in the relevant impact box and include relevant data				
Personal Protected Characteristic	No/Minimum Impact	Negative Impact	Positive Impact	Please list details or evidence of why there might be a positive, negative or no impact on protected characteristics.
Age	x			Policy is about a process to be followed to ensure the Trust complies with legislative and regulatory guidance in relation to any significant transactions carried out. The policy does not directly impact staff, service users or stakeholders in terms of protected characteristics.

Including children and people over 65 Is it easy for someone of any age to find out about your service or access your policy? Are you able to justify the legal or lawful reasons when your service excludes certain age groups				
Disability	x			As described above
Including those with physical or sensory impairments, those with learning disabilities and those with mental health issues Do you currently monitor who has a disability so that you know how well your service is being used by people with a disability? Are you making reasonable adjustment to meet the needs of the staff, service users, carers and families?				
Gender	x			As described above
This can include male and female or someone who has completed the gender reassignment process from one sex to another Do you have flexible working arrangements for either sex? Is it easier for either men or women to access your policy?				
Marriage or Civil Partnerships	x			As described above
People who are in a Civil Partnerships must be treated equally to married couples on a wide range of legal matters Are the documents and information provided for your service reflecting the appropriate terminology for marriage and civil partnerships?				
Pregnancy or Maternity	x			As described above
This includes women having a baby and women just after they have had a baby Does your service accommodate the needs of expectant and post natal mothers both as staff and service users? Can your service treat staff and patients with dignity and respect relation in to pregnancy and maternity?				
Race or Ethnicity	x			As described above
Including Gypsy or Roma people, Irish people, those of mixed heritage, asylum seekers and refugees What training does staff have to respond to the cultural needs of different ethnic groups? What arrangements are in place to communicate with people who do not have English as a first language?				
Religion or Belief	x			As described above
Including humanists and non-believers Is there easy access to a prayer or quiet room to your service delivery area?				

When organising events – Do you take necessary steps to make sure that spiritual requirements are met?				
Sexual Orientation	x			As described above
Including gay men, lesbians and bisexual people Does your service use visual images that could be people from any background or are the images mainly heterosexual couples? Does staff in your workplace feel comfortable about being 'out' or would office culture make them feel this might not be a good idea?				
Transgender or Gender Reassignment	x			As described above
This will include people who are in the process of or in a care pathway changing from one gender to another Have you considered the possible needs of transgender staff and service users in the development of your policy or service?				
Human Rights	x			As described above
Affecting someone's right to Life, Dignity and Respect? Caring for other people or protecting them from danger? The detention of an individual inadvertently or placing someone in a humiliating situation or position?				
If a negative or disproportionate impact has been identified in any of the key areas would this difference, be illegal / unlawful? I.e. Would it be discriminatory under anti-discrimination legislation. (The Equality Act 2010, Human Rights Act 1998)				
	Yes N/A	No N/A		
What do you consider the level of negative impact to be?	High Impact	Medium Impact	Low Impact	No Impact
				No Impact
If the impact could be discriminatory in law, please contact the Equality and Diversity Lead immediately to determine the next course of action. If the negative impact is high a Full Equality Analysis will be required.				
If you are unsure how to answer the above questions, or if you have assessed the impact as medium, please seek further guidance from the Equality and Diversity Lead before proceeding.				

If the policy does not have a negative impact or the impact is considered low, reasonable or justifiable, then please complete the rest of the form below with any required redial actions, and forward to the **Equality and Diversity Lead**.

Action Planning:

How could you minimise or remove any negative impact identified even if this is of low significance?

Not applicable – no negative impacts identified

How will any impact or planned actions be monitored and reviewed?

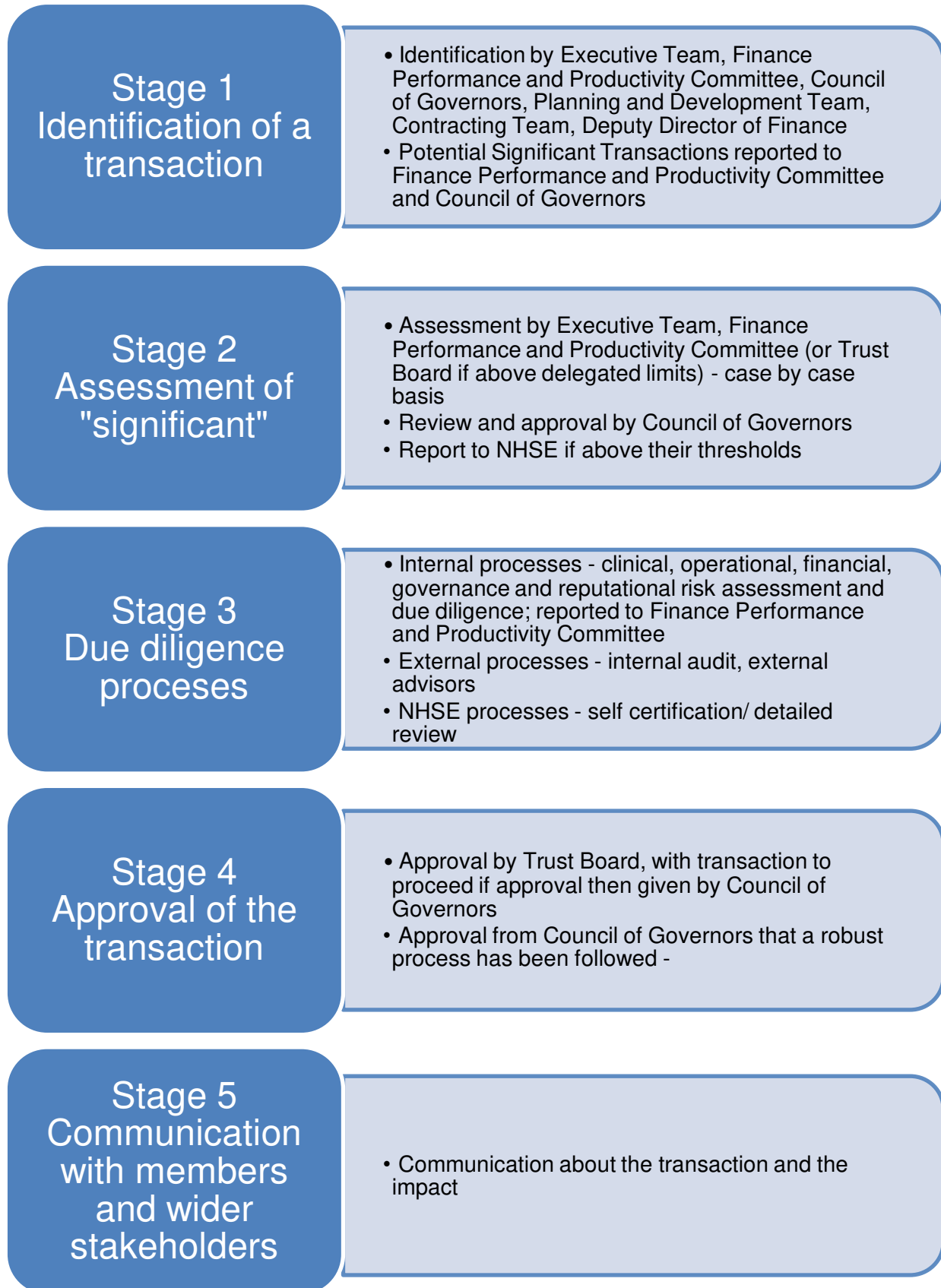
The policy only needs to be used in the rare event of a significant transaction taking place. Examples of significant transactions in the past have been the 0-25 service transfer and the SSL transfer. Equality Impact Assessments will be carried out for each significant transaction.

How will you promote equal opportunity and advance equality by sharing good practice to have a positive impact other people as a result of their personal protected characteristic.

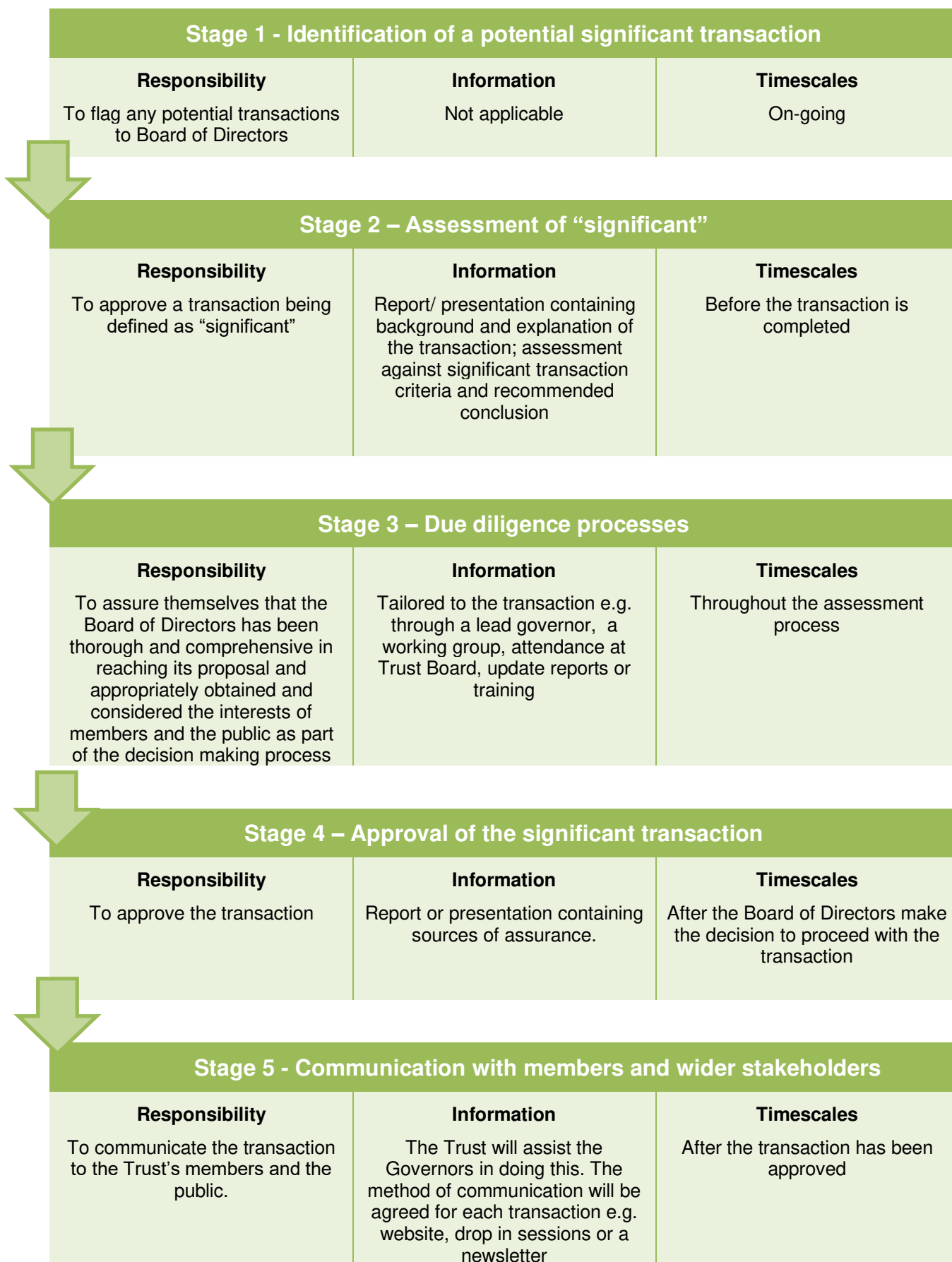
Not applicable to this policy

Please save and keep one copy and then send a copy with a copy of the policy to the Senior Equality and Diversity Lead at bsmhft.edi.queries@nhs.net. The results will then be published on the Trust's website. Please ensure that any resulting actions are incorporated into Divisional or Service planning and monitored on a regular basis

Appendix 2 Significant transactions process



Appendix 3 Summary of the role of the Council of Governors



Appendix 4 Example of monetary and non-monetary criteria to be used in assessing whether a transaction is significant:

This list of criteria is not exhaustive and other criteria may be assessed relevant to the nature of the transaction.

The criteria are not intended to be set as pass/fail criteria i.e. if one fails, it means the transaction is significant. Instead a balanced view will be taken of the results across all of the criteria and level of risk/exposure present.

Monetary criteria

The value of the transaction in relation to:

- Income e.g. from commissioners - 10% in line with NHSE reporting thresholds.
- Assets e.g. buildings - 10% in line with NHSE reporting thresholds.
- Capital e.g. market value of target organisation – that meets the capital business case reporting threshold of £15m.

Whether it involves a volatile income e.g. Payment by Results.

Is it a loss making contract or acquisition.

Will there be significant financial penalties for non-performance.

Will there be significant liabilities e.g. redundancies from TUPE.

Will it increase the Trust's debt levels.

Does it commit to significant future efficiencies.

Non-monetary criteria

Is the transaction moving away from Trust strategy e.g.

- Not relating to core mental health services.
- Outside of the West Midlands conurbation.
- Not synergistic with core mental health services.

Does it lead to a change in function or form e.g. commissioning.

Does it involve significant reputational risk.

Will it involve separate reporting to NHSE.

Does it involve a new CQC registration.

Will non-NHS income be increased by more than 5%.

Will it have a significant adverse impact on existing services.

Could the transaction change the competitive landscape.

Does it have an adverse impact on equality.

Appendix 5 Sources of Assurance for Council of Governors

The precise nature of the information to be reported by the Board of Directors to the Council of Governors will vary depending on the specific nature of the significant transaction, but is likely to comprise some or all of the information below:

Evidence that the Board of Directors has:	Potential sources of assurance (not an exhaustive list)
Carried out an appropriate level of financial and market due diligence relating to the proposed transaction.	Tender due diligence checklist. Internal audit review of significant risks highlighted during tender process for which mitigations are not possible. Certification that price covers cost and includes margin from Executive Director of Finance. Formal due diligence report.
Considered the implications of the proposed transaction on the Trust's risk assessment and risk ratings, having taken full account of reasonable downside sensitivities.	Certification from Executive Director of Finance. Formal due diligence report.
Conducted appropriate inquiry about the probity of any partners involved in the transaction, taking into accounts the nature of the services provided and likely reputational risk.	Partner due diligence checklist. Formal due diligence report.
Conducted an appropriate assessment of the nature of services being undertaken as a result of the transaction and any implications for reputational risk arising from these.	Certification that service is deliverable and non impacting from Executive Director of Operations. Equality impact assessment. Internal audit review of significant risks highlighted during tender process for which mitigations are not possible.
Received appropriate external advice from independent professional advisors with relevant experience and qualifications (if required).	Executive Summary from External Advisors Report.

Evidence that the Board of Directors has:	Potential sources of assurance (not an exhaustive list)
Taken into account the best practice advice in the guidance published by Monitor or commented by exception where this is not the case.	Statement from the Board of Directors.
Resolved any accounting issues relating to the transaction and its proposed treatment.	Certification from the Executive Director of Finance. Formal due diligence report.
Address any legal issues associated with the transfer of staff (if relevant).	Formal due diligence report.
Complied with any consultation requirements.	Summary of consultation process and feedback.
Established the organisational and management capacity and skills to deliver the planned benefits of the proposed transaction.	Formal due diligence report.
Involved senior clinicians at the appropriate level in the decision-making process and received confirmation from them that there are no material clinical concerns in proceeding with the transaction, including consideration of the subsequent configuration of clinical services.	Confirmation from Clinical Senate.
In the case of a contract of a specified period, ensured appropriate legal protection in relation to staff, including on termination of the contract.	Formal due diligence report.
Ensured relevant commercial risks are understood.	Formal due diligence report.

Evidence that the Board of Directors has:	Potential sources of assurance (not an exhaustive list)
Prepared a post transaction integration plan.	Confirmation that Board have approved a Mobilisation Plan.
Prepared plans for applying appropriate quality governance arrangements.	<p>Quality impact assessment.</p> <p>Certification that a quality service can be delivered with compliance with regulatory standards from Executive Director of Nursing and the Medical Director.</p> <p>Formal due diligence report.</p>

9. Significant Transaction for Learning Disabilities and Autism

Report to Council of Governors					
Agenda item:	9				
Date	14 March 2024				
Title	Significant Transaction: Learning Disabilities and Autism				
Author /Presenter	Jenny Watson, Deputy Director of Commissioning and Transformation				
Executive Director	Patrick Nyarumbu, Executive Director of Strategy, People and Partnerships	Approved	Y	✓	N
Purpose of Report		Tick all that apply ✓			
To provide assurance	✓	To obtain approval	✓		
Regulatory requirement		To highlight an emerging risk or issue			
To canvas opinion		For information	✓		
To provide advice		To highlight patient or staff experience			
Link to Council of Governors duties					
Hold to account		Appointment/remuneration			
Represent interests of members and public		Contribute to strategy			
Approve increase in non-NHS income		Approve significant transactions	✓		
Approve merger/acquisition etc.		Approve constitution changes			
Summary of Report					
<p>The Council of Governors is aware that, as of 1 April 2023, the Trust became the Lead Provider for the SOL Mental Health Provider Collaborative.</p> <p>The Trust is currently working through a due diligence process regarding the potential transfer of commissioning and delivery responsibilities for Learning Disabilities and Autism, a function currently held within the BSOL Integrated Care Board with the intention to transfer by 1 June 2024.</p> <p>The report seeks the Council's approval to the Board's recommendation to proceed with this significant transaction.</p>					
Strategic Priorities					
Priority	Tick ✓	Comments			
Clinical services					
People					
Quality					
Sustainability	✓	Contribute to significant transactions undertaken by the Trust, by ensuring due diligence process has been undertaken			
Recommendation					
<p>The Council is asked to:</p> <ul style="list-style-type: none"> Note the process of assurance that the Board of Directors has followed in reaching this stage of planning. Approve the significant transaction as a key step, prior to 1 June 2024. 					
Enclosures					
Learning Disabilities and Autism: Significant Transaction Report					

Significant Transaction for Learning Disabilities and Autism

Council of Governors

March 2024

In this briefing, the CoG will receive details of arrangements for:

1. Governance and Constitutional changes
2. The ICBs Assurance Framework process
3. Due Diligence Activities
4. Internal Capacity & Skills development/ alignment into the collaborative
5. Risks & Challenges
6. Next Steps

BSOL Mental Health Provider Collaborative - Recap

- A new way of commissioning and providing care
- Went live 1 April 2023
- Brings together BSMHFT, Birmingham Women's & Childrens NHS Foundation NHS Trust and the VCFSE Collective
- BSMHFT is the lead provider
- Commissioning & Transformation Hub
- £380m budget

Learning Disability & Autism

- BSMHFT will be the contract lead for LD&A
- Commissioning and delivery responsibility for £28m
- ICB LD&A staff aligned into BSMHFT 4 March 2024 and formal transfer June 2024
- Services in scope:
 - Tactical Commissioning
 - Individual Placements
 - Dynamic Support Register (DSR) and Care and Treatment Reviews (CTR) and Care, Education and Treatment Reviews (CETR) Dynamic Support Register (DSR) and Care and Treatment Reviews (CTR) and Care, Education and Treatment Reviews (CETR)
 - Quality
 - Improvement Programmes
 - Discharge Hub

Learning Disability & Autism – Services NOT in scope

The services not in scope of this paper are as follows:

- Children's Community Services;
- Mental Health Services including assessments for children and adults ADHD pathways;
- Primary Care Contracting;
- CHC Packages of care.
- LDA provision commissioned by local authorities

BSMHFT as Lead Provider

- Service Integrator Contract held with ICB for MHPC will include LD&A responsibilities
- All commissioning monies related to LD&A will flow into the Trust – circa £28m
- BSMHFT will remain a small provider of LD&A services and become a commissioner
- Birmingham Community Hospital Chief Executive is the Senior Responsible Officer (SRO) for LD&A
- Commissioning Committee will receive assurance of delivery from the SRO

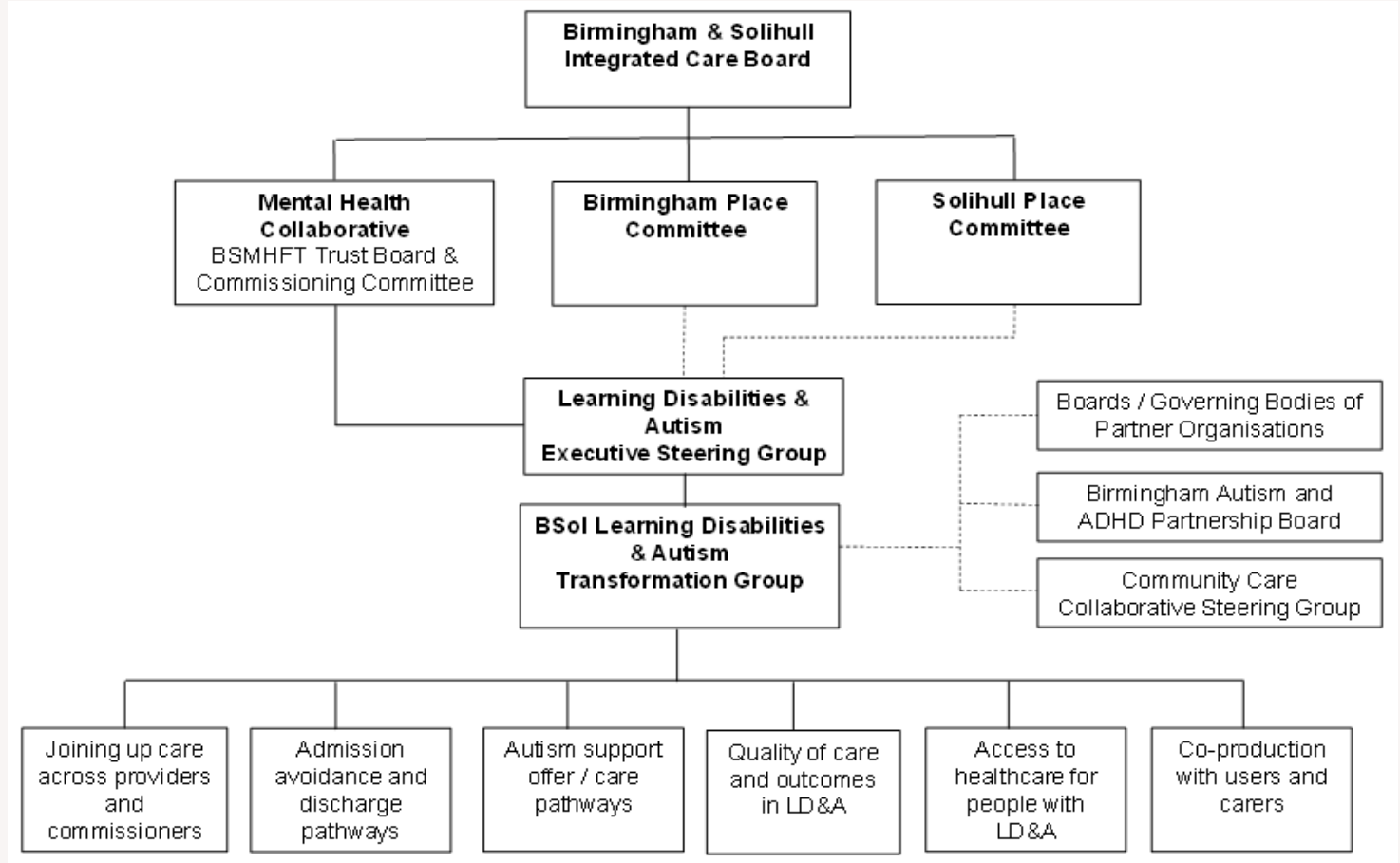
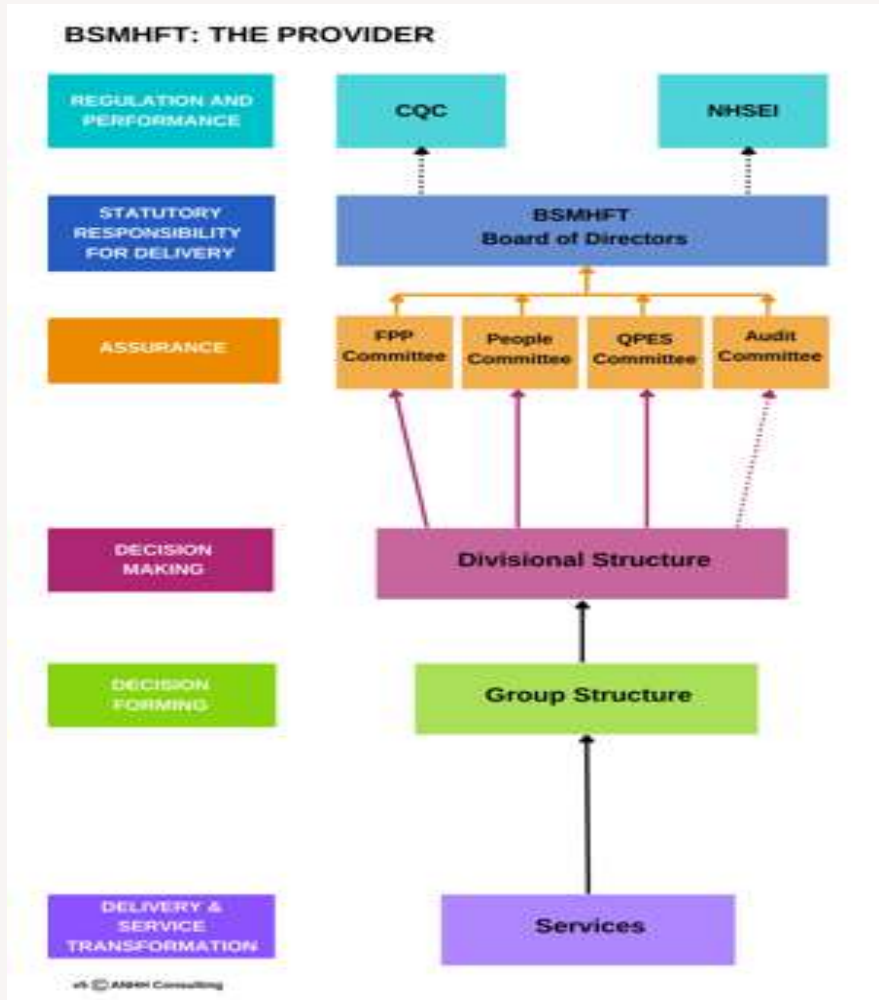
BSMHFT as Lead Provider

- BSMHFT will continue to have separate governance for provider and commissioner responsibilities.
- Membership at Commissioning Committee will reflect new responsibilities
- Commissioning Committee will be responsible for:
 - Decision taking and assurance
 - Accounts
 - Strategic risk management
 - Contract management of LD&A contracts

Why a Significant Transaction?

- Considered under the Trust's Significant Transaction Policy (March 2020)
- Increase in income (top line). Final figure to transfer has potential to exceed 10% threshold
- Financial penalties for Contract underperformance
- A change in function (taking on an additional area of commissioning responsibility for LD&A)
- A change to the competitive landscape
- BSMHFT will assume certain Delegated Responsibilities

Governance



Changes to Corporate Governance Documents

- **Constitution** – will be amended to introduce the new responsibilities for CoCo including new Standing Orders
- **Standing Financial Instructions** – will be amended to reflect the revised governance
- **Reservation of Powers to the Board and Delegation of Powers** (Scheme of Delegation) – will be amended to reflect the powers of the new governance forums, and any extension to officers' delegated approval thresholds
- **Risk Policy** – will be amended to reflect the introduction of the new governance forums, their roles, and routes for escalation
- **Commissioning BAF** – will be widened to incorporate LD&A risks, which are separate to provider risks.

The ICB Assurance Framework

- The MHPC are required to submit evidence of its capacity and capability to deliver the new LD&A responsibilities through a detailed assurance process.
- Phase 1 – Submitted on 4 March 2024 focussed on shared vision, leadership and culture, improving outcomes and tackling health inequalities.
- Phase 2- Functional Leads Meetings followed by Exec 2 Exec Meeting/s
- Phase 3 – ICB Board – decision making

Assurance Framework Timeline

Due Date	Process Step
04/03/24	Written submission of evidence in response to assurance pack
18/03/24	Functional Leads Meetings
08/04/24	Written summary of assurance submission to support Exec2Exec discussion
15/04/24	NHSE Self Certification issued by ICB
13/05/24	ICB Board approval Subject to executive recommendation ICB Board formal approval of transfer of responsibilities from ICB to BSMHFT.

Due Diligence Activities

Review of:

- **Capacity and Capability** to be transferred to the BSOL MHPC
- Financial resources / **LDA Budget**
- **Statutory/ legislative requirements** for LDA&A and what this would mean for the MHPC.
- **Commissioning Plan/intentions** including the current number of contracts held, expiry dates, risks and issues associated to each contract and value.
- Current number of **legal cases** in progress and associated actions
- **Risks, Issues and Opportunities**
- Timeline of activities currently underway and required during next 12-18 months.

Aligning the Key Partners

The MHPC will be founded on some key partnership documents:

- **Partnership Agreement** – A new PA will be developed and signed before the end of May 2024 specific to LD&A and a review of the existing PA will be undertaken.
- **Memorandum of Understanding** –An MoU will be drafted. It is an agreement between full and associate partners, and will be signed before the end of May 2024.
- **Information Sharing Protocol** – the MHPC ISP will be reviewed and if appropriate expanded to incorporate the LD&A responsibilities or a new one written.
- **Risk and Benefit Framework** – the MHPC Risk and Benefit Framework will need to be expanded to incorporate LD&A specific requirements.

Scope

- LDA adults only with a number of small one-off contracts that relate to children are included.

Collaboration and partnership

- Current VCFSE arrangements are for adults and need to broaden for LD&A
- LA partners need to be assured that LD&A will be a priority within the MHPC
- SRO external to the collaborative relies on strong partnership working

Delegation

- Risk and gain share arrangements not yet agreed

Reporting

- Quality reporting from MHPC to ICB still being defined

Resources

- Currently awaiting a final budget figure and breakdown



Principle Milestones

- 4 March 24 LD&A Staff align into BSMHFT & Submission of Assurance Framework Response
- 14 March 24 CoG receives briefing on plans for the transfer of commissioning and delivery of LD&A into the Mental Health Provider Collaborative
- 18 March 24 Functional Leads Meetings
- 07 April 24 Commissioning Committee receive Due Diligence in order to approve transaction
- 13 May 24 ICB Board Approval
- May 2024 CoG receives assurance to approve transaction
- End of May 24 Board receives Independent Assurance Report to proceed
- Service Integrator Contract signed
- 1 June 24 Mental Health Provider Collaborative – LD&A go-live

The Council of Governors is asked to:

- **UNDERSTAND and DISCUSS** the briefing on the LD&A transfer of responsibility
- **UNDERSTAND for ASSURANCE** the revised governance and Constitutional changes that are being established
- **NOTE for ASSURANCE** the ICB's intention to transfer commissioning and delivery responsibility of LD&A to BSMHFT as lead provider for the MHPC from June 2024
- **NOTE for ASSURANCE** the continuing processes of due diligence, sub-contractual arrangements, and internal skills development
- **UNDERSTAND for ASSURANCE** the risks and challenges that are being addressed
- **ACKNOWLEDGE** the timeline that incorporates the final briefing and decision at the 14 March 2024 CoG meeting
- **CONSIDER AND ENDORSE** the Boards approach, assessment and actions associated to the transaction.

Performance and Partnerships

10. Finance Report

Report to Council of Governors						
Agenda item:	10					
Date	14 March 2024					
Title	Finance Report					
Author/Presenter	Richard Sollars, Deputy Director of Finance Emma Ellis, Head of Finance and Contracts					
Executive Director	David Tomlinson, Director of Finance	Approved	Y	✓	N	
Purpose of Report			Tick all that apply ✓			
To provide assurance	✓	To obtain approval				
Regulatory requirement		To highlight an emerging risk or issue				✓
To canvas opinion		For information				✓
To provide advice		To highlight patient or staff experience				
Summary of Report						
Alert	✓	Advise	✓	Assure		
<p>The report sets out the financial position for month 10. The Group position is reported as a surplus of £1.4m year-to-date. The Committee is asked to note the following key financial alerts:</p> <ul style="list-style-type: none"> • Savings: Year to date delivery of £11.9m; a shortfall against plan of £0.4m. Although full savings delivery of £14.7m is forecast, this is mainly driven by non-recurrent delivery. As such, £9.7m will roll over as a brought forward recurrent savings target for 2024/25. A challenging 3% savings target has been agreed as a system planning assumption for the first high level draft of the 2024/25 plan, this equates to £9.5m. • Out of area: Year to date expenditure is £15m; an overspend of £9m. Following a reduction in run rate during quarter 3, there has been increasing non-Trust bed usage throughout January. Total forecast expenditure for 2023/24 is £18m. • Temporary staffing: Year to date bank and agency spend is £37m. Forecast total spend is £45m which is almost double the spend in 2019/20. We remain in breach of all but one of the NHSE agency rules. There has been positive progress in January, with a reduction in all agency usage KPIs. Medical over cap remains a key issue to address. Almost half of all agency spend year to date relates to medical over cap bookings. There are 21 over cap medical bookings at the end of January which is a reduction of 2 compared to December. • 2024/25 Financial plan: In the absence of NHSE planning guidance, the local planning process has produced a first high-level draft of the 2024/25 financial plan which is a deficit of £18.1m. This will be reviewed as part of the overall system first draft plan by system CFOs in mid-February. 						
Recommendation						
<p>The Committee is asked to:</p> <ul style="list-style-type: none"> • Review the contents of the report and discuss the key alerts. • Endorse the recommendation that the going concern basis of accounting should be used for the preparation of the 2023/24 accounts. 						
Enclosures						
<ul style="list-style-type: none"> • Month 10 Finance Report 						

Finance Report

Strategic Priorities		
Priority	Tick ✓	Comments
Clinical services		
People		
Quality		
Sustainability	✓	Focus on transformational approaches to ensure a sustainable Trust.

Board Assurance Framework		
Strategic Risk	Tick ✓	Comments
Failure to focus on and harness the wider benefits of digital improvements.		
Potential failure in the Trusts care of the environment regarding implementation of the Green Plan.		
Failure to operate within its financial resources on a recurrent basis.	✓	
Potential failure to evidence and embed a culture of compliance with Good Governance Principles.		
Potential failure to harness the dividends of partnership working for the benefits of the local population.		

Revenue position

The month 10 2023/24 Group position is a surplus of £1.4m year to date. The position comprises a £1.8m surplus for the Trust, £361k deficit for Summerhill Services Limited (SSL) and a £208k surplus position for the Reach Out Provider Collaborative. The year-to-date position for the Mental Health Provider Collaborative is £137k deficit.

Alert

The Committee is asked to note and discuss the following key financial alerts:

- **Savings:** Year to date delivery of £11.9m; a shortfall against plan of £0.4m. Although full savings delivery of £14.7m is forecast, this is mainly driven by non-recurrent delivery. As such, £9.7m will roll over as a brought forward recurrent savings target for 2024/25. A challenging 3% savings target has been agreed as a system planning assumption for the first high level draft of the 2024/25 plan, this equates to £9.5m.
- **Out of area:** Year to date expenditure is £15m; an overspend of £9m. Following a reduction in run rate during quarter 3, there has been increasing non-Trust bed usage throughout January. Total forecast expenditure for 2023/24 is £18m.

- **Temporary staffing:** Year to date bank and agency spend is £37m. Forecast total spend is £45m which is almost double the spend in 2019/20. We remain in breach of all but one of the NHSE agency rules. There has been positive progress in January, with a reduction in all agency usage KPIs. Medical over cap remains a key issue to address. Almost half of all agency spend year to date relates to medical over cap bookings. There are 21 over cap medical bookings at the end of January which is a reduction of 2 compared to December.
- **2024/25 Financial plan:** In the absence of NHSE planning guidance, the local planning process has produced a first high-level draft of the 2024/25 financial plan which is a deficit of £18.1m. This will be reviewed as part of the overall system first draft plan by system CFOs in mid-February.

Advise:

The Committee is asked to endorse the following:

- A Going Concern review has been undertaken and on the basis that there is strong indication that the services provided by BSMHFT will continue for the foreseeable future, the Finance, Performance and Productivity Committee is asked to endorse the recommendation that the going concern basis of accounting should be used for the preparation of the 2023/24 accounts.
- **Capital position:** Month 10 2023/24 Group capital expenditure is £5.1m year to date. This is £2.3m adverse to plan due to works progressing ahead of plan, mainly related to risk assessment works including door set expenditure. We have been successful in securing additional capital funding from the system capital investment fund (SCIF) for 2023/24 to allow us to proceed with the network firewall and proxy infrastructure refresh scheme.
- **Cash position:** The month 10 Group cash position is £86.2m.

Finance Report

Financial Performance:
1st April 2023 to 31st January 2024

Month 10

Group financial position

Group Summary	Annual Budget	Revised Plan including pay award funding	YTD Position		
			Budget	Actual	Variance
	£'000	£'000	£'000	£'000	£'000
Income					
Patient Care Activities	566,227	579,700	483,079	484,919	1,840
Other Income	18,832	18,832	15,694	23,335	7,641
Total Income	585,060	598,533	498,773	508,254	9,481
Expenditure					
Pay	(270,159)	(278,391)	(231,993)	(226,157)	5,836
Other Non Pay Expenditure	(277,459)	(282,700)	(235,578)	(250,726)	(15,148)
Drugs	(6,077)	(6,077)	(5,064)	(6,030)	(966)
Clinical Supplies	(795)	(795)	(663)	(494)	168
PFI	(12,611)	(12,611)	(10,509)	(12,643)	(2,134)
EBITDA	17,959	17,959	14,966	12,203	(2,763)
Capital Financing					
Depreciation	(9,906)	(9,906)	(8,255)	(8,106)	149
PDC Dividend	(1,717)	(1,717)	(1,431)	(186)	1,245
Finance Lease	(5,693)	(5,693)	(4,744)	(13,600)	(8,856)
Loan Interest Payable	(1,060)	(1,060)	(883)	(889)	(5)
Loan Interest Receivable	797	797	664	3,412	2,748
Surplus / (Deficit) before taxation	380	380	317	(7,166)	(7,483)
Impairment	-	-	-	-	-
Profit/ (Loss) on Disposal	-	-	-	-	-
Taxation	(380)	(380)	(317)	(320)	(3)
Surplus / (Deficit)	(0)	(0)	(0)	(7,486)	(7,486)
Add back all I&E impairments/(reversals)					-
Surplus / (Deficit) before impairments	(0)	(0)	(0)	(7,486)	(7,486)
Adjusted Financial Performance:					-
Remove impact of PFI liability remeasurement under IFRS16				8,860	8,860
Adjusted financial performance Surplus / (Deficit)	(0)	-	(0)	1,374	1,374

Month 10 2023/24 Group Financial Position

The month 10 consolidated Group position is a surplus of £1.37m year to date (after adjusting for £9m revenue impact of the PFI liability remeasurement under IFRS16).

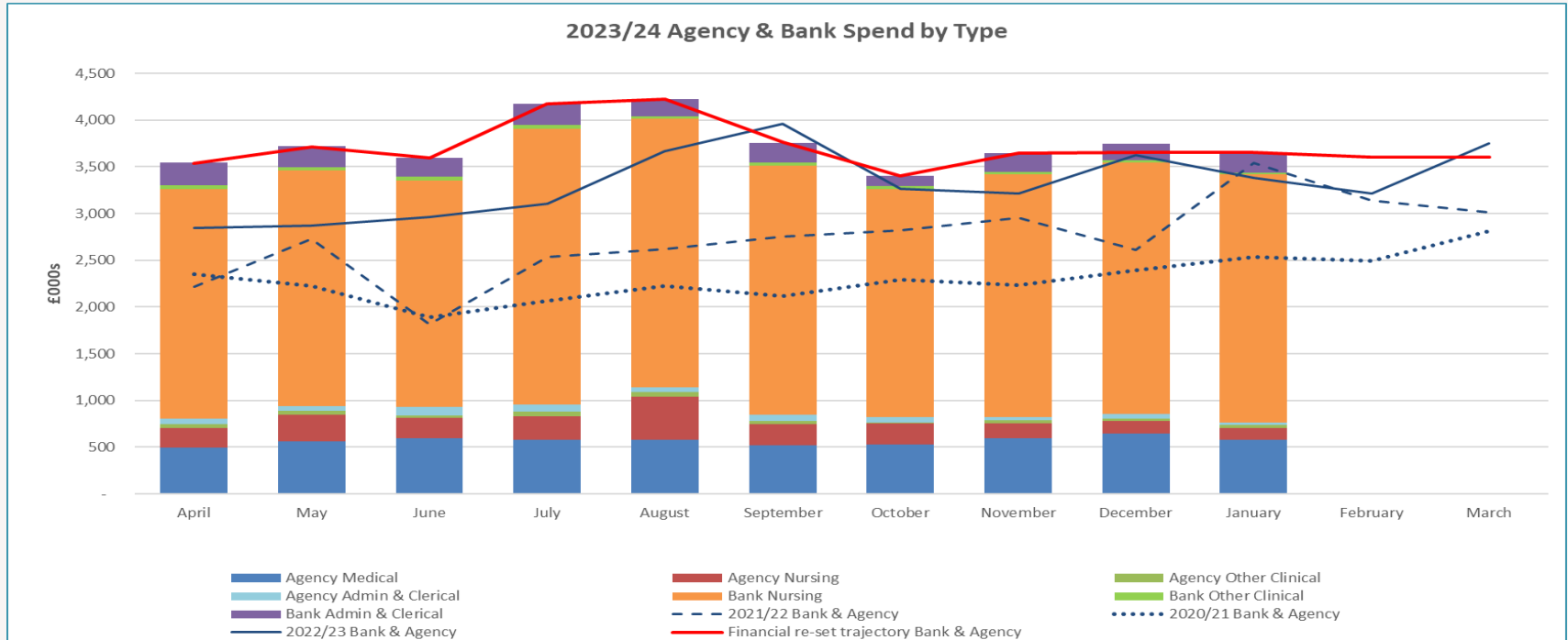
The 2023/24 forecast outturn, based on the financial re-set submission in November, is a £4m surplus. The year to date position is in line with the year to date trajectory.

The Group position includes a £1.8m surplus for the Trust and a £361k deficit for the wholly owned subsidiary, Summerhill Services Limited (SSL). The Reach Out Provider Collaborative year to date position is £208k surplus in line with agreed contribution to Trust overheads. The year to date position for the Mental Health Provider Collaborative (MHPC) is a deficit of £137k. For a segmental breakdown of the Group position, please see page 3.

Month 10 Group position

Segmental summary

Group Summary	Trust	SSL	Reach Out	MHPC	Group
	Actual	Actual	Actual	Actual	Actual
	£'000	£'000	£'000	£'000	£'000
Income					
Patient Care Activities	287,829	-	123,057	318,169	484,919
Other Income	22,947	24,412	-	1,356	23,335
Total Income	310,776	24,412	123,057	319,525	508,254
Expenditure					
Pay	(213,509)	(10,260)	(1,292)	(2,654)	(226,157)
Other Non Pay Expenditure	(69,847)	(7,337)	(121,556)	(317,008)	(250,726)
Drugs	(6,328)	(2,307)	-	-	(6,030)
Clinical Supplies	(494)	-	-	-	(494)
PFI	(12,643)	-	-	-	(12,643)
EBITDA	7,956	4,508	208	(137)	12,203
Capital Financing					
Depreciation	(5,478)	(2,546)	-	-	(8,106)
PDC Dividend	(186)	-	-	-	(186)
Finance Lease	(13,587)	(319)	-	-	(13,600)
Loan Interest Payable	(889)	(1,684)	-	-	(889)
Loan Interest Receivable	5,096	0	-	-	3,412
Surplus / (Deficit) before Taxation	(7,088)	(41)	208	(137)	(7,166)
Taxation	-	(320)	-	-	(320)
Surplus / (Deficit)	(7,088)	(361)	208	(137)	(7,486)
Remove impact of PFI liability remeasurement under IFRS16	8,860	-	-	-	8,860
Surplus / (Deficit) before impairments	1,772	(361)	208	(137)	1,374



The month 10 year to date temporary staffing expenditure is £37m.

Forecast total spend for 2023/24 is £45m which is almost double the spend in 2019/20.

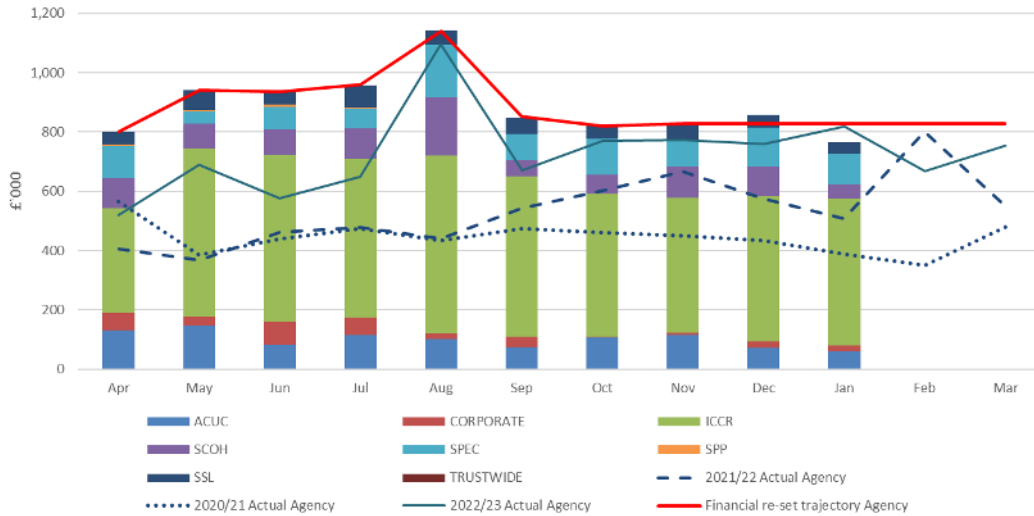
Bank expenditure £28.6m (76%) – the majority of bank expenditure relates to nursing bank shifts - £26m

Agency expenditure £8.9m (24%) – the majority of agency expenditure relates to medical agency - £6m.

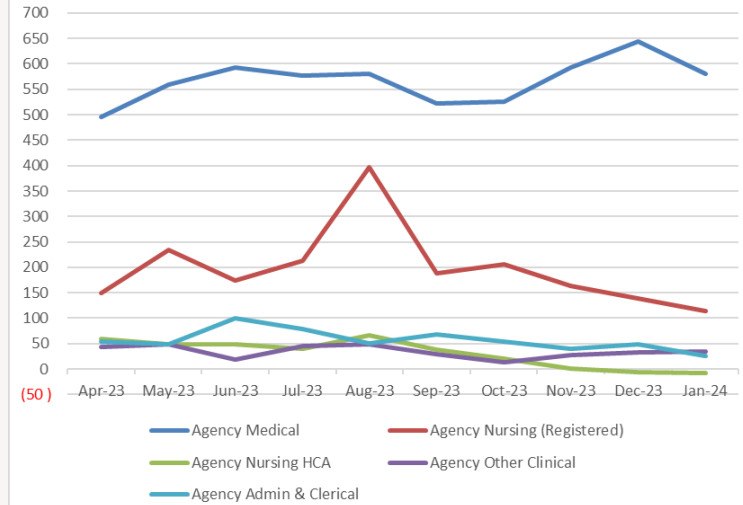
For further analysis on bank and agency expenditure, see pages 5 to 7.



2023/24 Agency Spend by Service Area

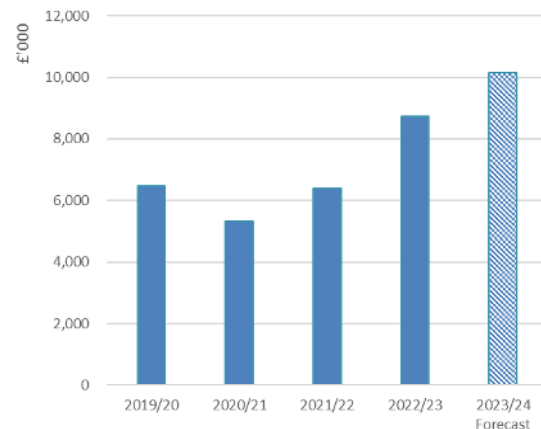


Agency spend by type



	2023/24 YTD
	£'000
Agency Expenditure	8,888
NHSE Ceiling (3.7% of pay bill)	8,401
Variance to NHSE ceiling	(487)
Agency Medical	5,671
Agency Nursing (Registered)	1,997
Agency Nursing HCA	306
Agency Other Clinical	343
Agency Admin & Clerical	571
Agency Expenditure	8,888

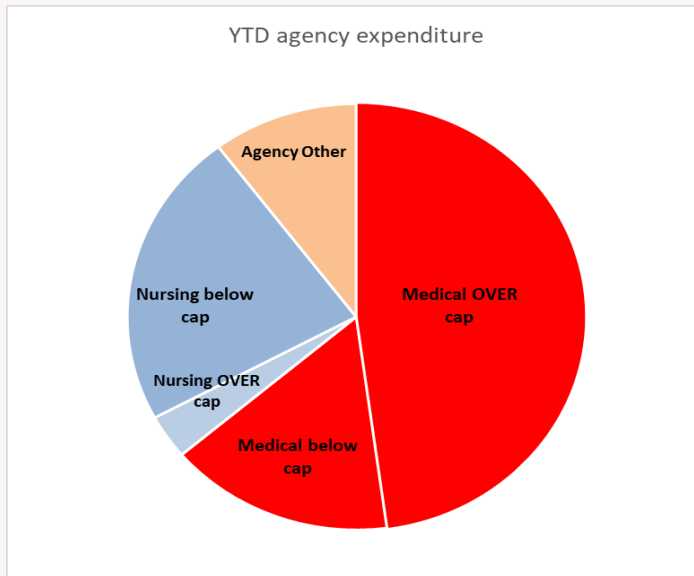
Total Agency spend



- Agency expenditure is £8.9m year to date. This is 3.9% of the year to date pay bill, compared to the NHSE ceiling of 3.7% - total breach of £487k.
- The financial re-set trajectory for 2023/24 agency spend is £10.6m. Year to date spend is £41k below trajectory.
- 64% of year to date agency bookings relate to medical with almost half the year to date agency spend relating to over cap medical bookings. There are currently 21 bookings, mainly in ICCR.

Agency Rules compliance

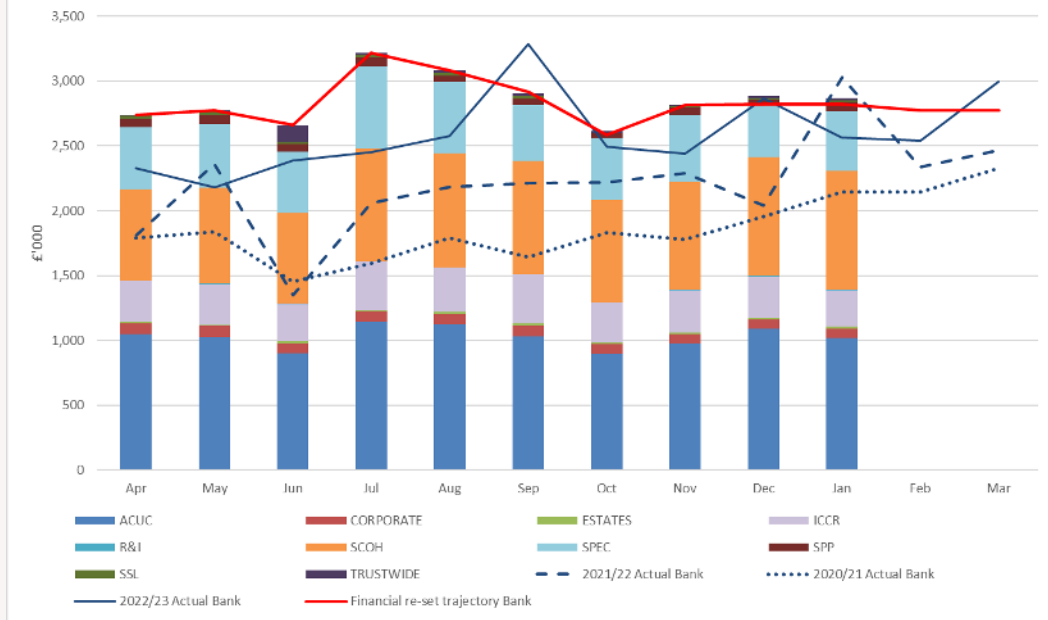
KPIs	Target	Sep-23	Oct-23	Nov-23	Dec-23	Jan-24
Agency spend as % of pay bill (YTD)	3.7%	4.2%	4.1%	4.0%	4.0%	3.9%
Agency framework breaches	0	0	0	0	0	0
Above price cap agency bookings - medical	0	19	20	23	23	21
Above price cap agency bookings -nursing	0	19	16	12	11	9
Admin & Estates bookings - Trust	0	2	1	2	2	1
Admin & Estates bookings - SSL	0	17	15	11	9	9



We remain in breach of all but one of the NHSE agency rules (there have been no agency framework breaches throughout the year to date). There has been an improvement in all agency KPIs in January

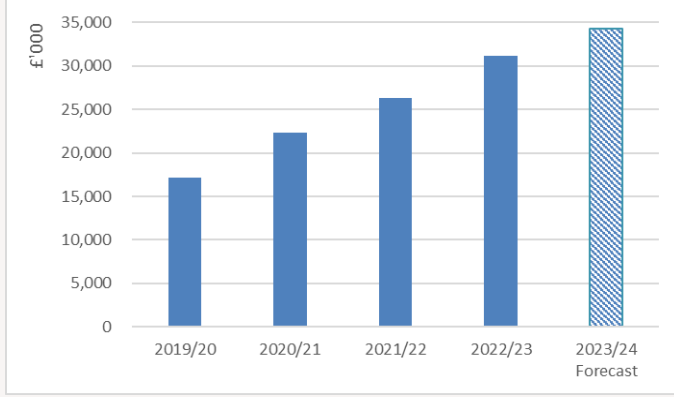
- Agency spend as a percentage of total pay bill has fallen below 4% (to 3.9%) for the first time since May. NHSE ceiling is 3.7%.
- Over cap medical agency bookings has decreased to 21, but still accounts for almost half of all agency expenditure.
- Over cap nursing agency bookings is at the lowest level all year at 9 (a reduction from 11 in December and 22 at the start of the financial year).
- Non clinical agency bookings is 10 (9 in December), with 1 in the Trust and 9 in SSL.

2023/24 Bank Spend by Service Area

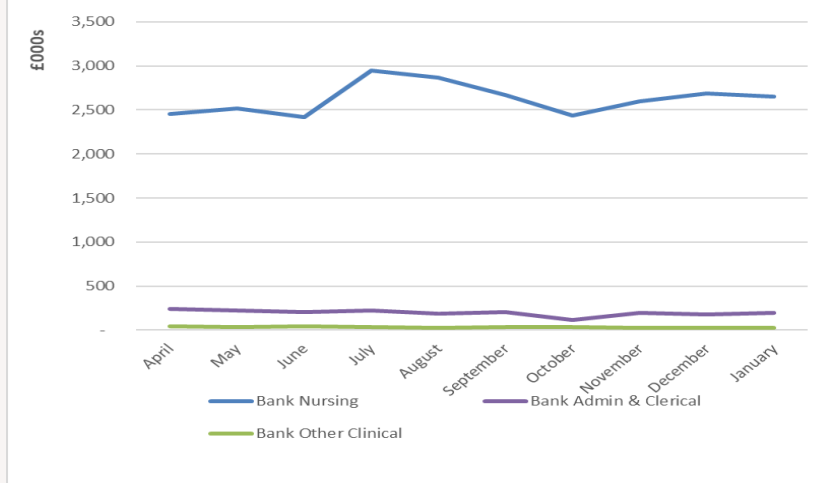


Type	YTD £'000	% of spend
Bank Nursing	26,249	92%
Bank Other Clinical	332	1%
Bank Admin & Clerical	1,969	7%
Grand Total	28,550	100%

Total Bank spend



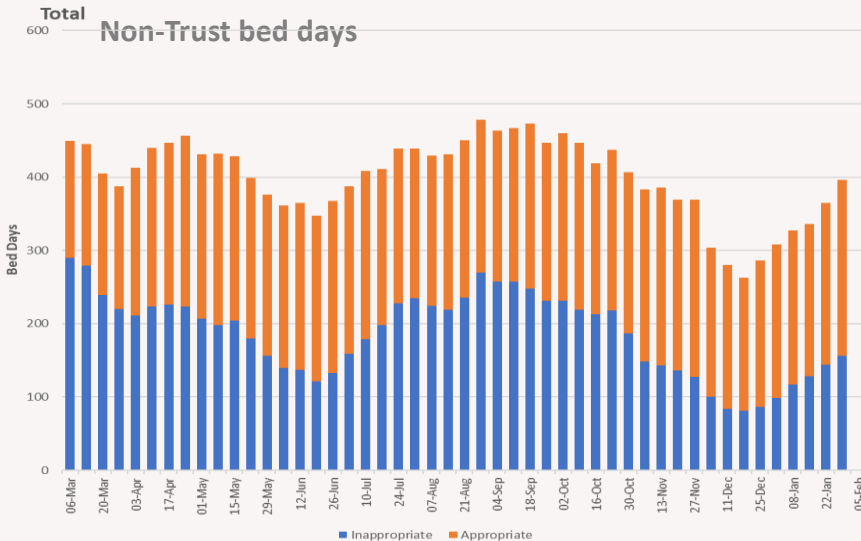
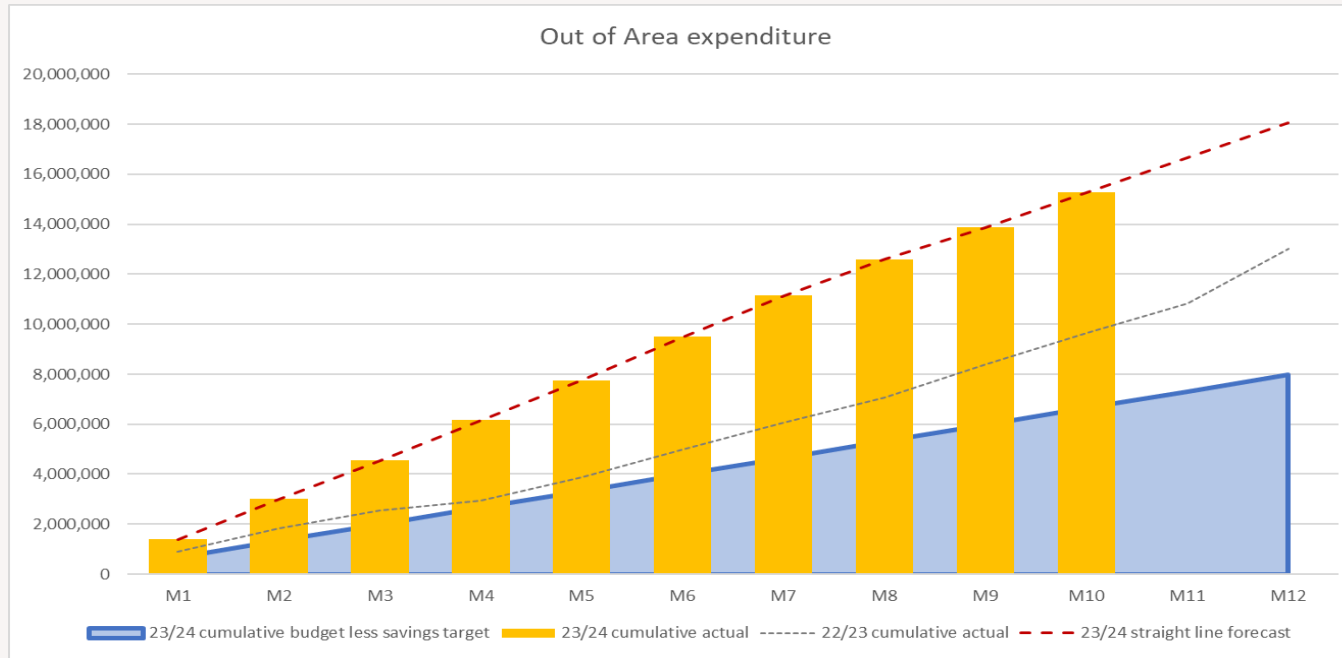
2023/24 Bank Spend by Type



Bank expenditure

- Month 10 year to date bank expenditure is £28.6m. The financial re-set trajectory for 2023/24 bank spend is £34m. Year to date spend is 110k above this trajectory.
- January expenditure is £112k less than prior month spend and is in line with the year to date monthly average of £2.9m.
- Year to date bank expenditure has predominantly been incurred within the following service areas: Acute & Urgent Care £10.3m, Secure and Offender Health £8.2m and Specialities £4.9m.

Out of Area overspend



- Year to date out of area expenditure as at month 10 is £15.3m.
- Total 2023/24 plan for out of area, including a £5m savings target, is £8m.
- Year to date overspend is £8.6m. Following a reduction in run rate during quarter 3, there has been increasing non-Trust bed usage throughout January. A straight line forecast of January spend for the remainder of the year would result in a total spend of £18m for 2023/24.

Recurrent/ Non-Recurrent	Scheme Name	Sum of YTD Plan	Sum of YTD Actual	Sum of YTD Variance	Sum of Annual Plan	Sum of Full Year Forecast	Sum of Forecast variance
Non-recurrent	Budget setting pay review (not wte)	417	417	-	500	500	-
	Budget setting pension review	1,167	1,167	-	1,400	1,400	-
	Interest receivable (1%)	208	208	-	250	250	-
	PFI - commercial performance settlement	500	1,357	857	600	1,357	757
	Unidentified	1,965	-	(1,965)	2,358	-	(2,358)
	Additional interest receivable	-	2,689	2,689	-	2,689	2,689
	NR income	-	1,861	1,861	-	3,503	3,503
Non-recurrent Total		4,257	7,699	3,442	5,108	9,699	4,591
Recurrent	Budget setting non pay review	1,042	1,042	-	1,250	1,250	-
	Budget setting pay review (not wte)	882	860	(22)	1,059	1,033	(26)
	Estates budget for Ross House (disposal)	125	62	(63)	150	75	(75)
	Interest receivable (@2.25%)	167	167	-	200	200	-
	OH contribution	1,625	1,625	-	1,950	1,950	-
	Out of Area reduction	4,167	-	(4,167)	5,000	-	(5,000)
	Additional OH contribution	-	425	425	-	510	510
Recurrent Total		8,008	4,182	(3,826)	9,609	5,018	(4,591)
Grand Total		12,264	11,880	(384)	14,717	14,717	(0)

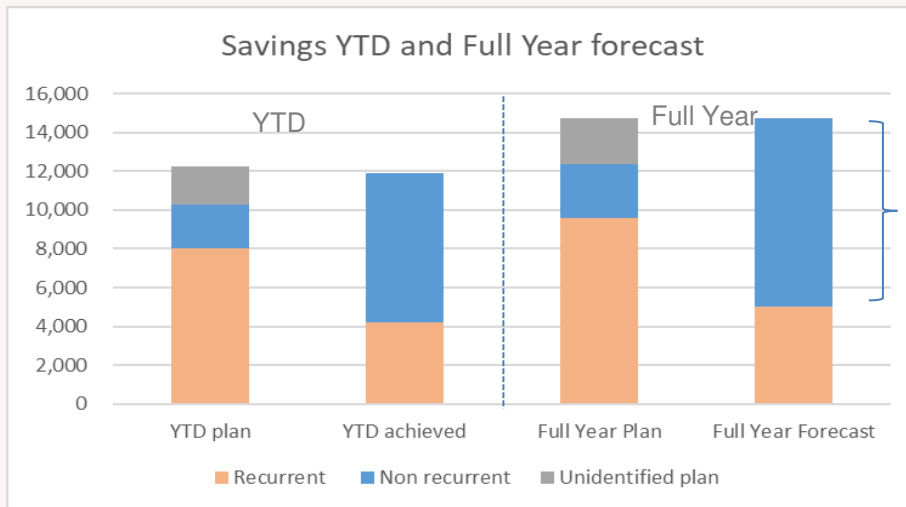
The 2023/24 efficiency target is £14.7m. The savings plan submitted to NHSE comprised £9.6m recurrent savings plans and £5.1m non-recurrent (including £2.4m unidentified plans).

Savings achievement at month 10 totals £11.9m; a shortfall of £0.4m year to date.

It is forecast that the full £14.7m savings target will be achieved in year. However, there will be an under achievement of £5m against recurrent plans (due to out of area slippage) which will be offset by non-recurrent savings. Therefore, the total non-recurrent forecast achievement is £9.7m for 2023/24. This will roll over as a savings target brought forward for 2024/25.

Discussions continue around opportunities to drive savings through reduction of out of area, temporary staffing and energy expenditure.

As outlined on page 16, the agreed system planning assumption for the first high level draft of the 2024/25 plan is a 3% savings target.



Consolidated Statement of Financial Position (Balance Sheet)

Statement of Financial Position - Consolidated	EOY - 'Audited' 31-Mar-23 £m's	NHSI Plan YTD 31-Jan-24 £m's	Actual YTD 31-Jan-24 £m's	NHSI Plan Forecast 31-Mar-24 £m's
Non-Current Assets				
Property, plant and equipment	214.2	211.8	211.2	211.3
Prepayments PFI	1.3	1.3	2.4	1.3
Finance Lease Receivable	-	-	0.0	-
Finance Lease Assets	0.0	-	-	-
Deferred Tax Asset	(0.1)	-	-	-
Total Non-Current Assets	215.4	213.1	213.6	212.6
Current assets				
Inventories	0.6	0.6	0.4	0.6
Trade and Other Receivables	28.2	28.2	24.6	28.2
Finance Lease Receivable	-	-	-	-
Cash and Cash Equivalents	59.0	57.4	86.2	56.8
Total Current Assets	87.9	86.2	111.2	85.7
Current liabilities				
Trade and other payables	(55.9)	(56.5)	(72.3)	(55.9)
Tax payable	(5.0)	(5.0)	(5.7)	(5.0)
Loan and Borrowings	(2.6)	(2.6)	(2.4)	(2.6)
Finance Lease, current	(1.1)	(1.2)	(1.1)	(1.2)
Provisions	(1.5)	(1.5)	(1.4)	(1.5)
Deferred income	(40.4)	(40.4)	(48.8)	(40.4)
Total Current Liabilities	(106.5)	(107.1)	(131.7)	(106.6)
Non-current liabilities				
Deferred Tax Liability	-	(0.1)	(0.1)	(0.1)
Loan and Borrowings	(25.1)	(23.0)	(23.0)	(23.0)
PFI lease	(45.7)	(44.1)	(80.5)	(43.8)
Finance Lease, non current	(7.9)	(7.0)	(7.0)	(6.8)
Provisions	(3.7)	(3.7)	(3.2)	(3.7)
Total non-current liabilities	(82.4)	(77.9)	(113.8)	(77.4)
Total assets employed	114.4	114.3	79.3	114.4
Financed by (taxpayers' equity)				
Public Dividend Capital	114.5	114.5	114.5	114.5
Revaluation reserve	41.7	41.7	41.7	41.7
Income and expenditure reserve	(41.9)	(41.9)	(77.0)	(41.9)
Total taxpayers' equity	114.4	114.3	79.3	114.4

SOPF Highlights

The Group cash position at the end of January 2024 is £86.2m, this includes Reach Out and the Mental Health Provider Collaborative.

For further detail on the current month cash position and movement of trade receivables and trade payables, see pages 11 to 12.

Current Assets & Current Liabilities

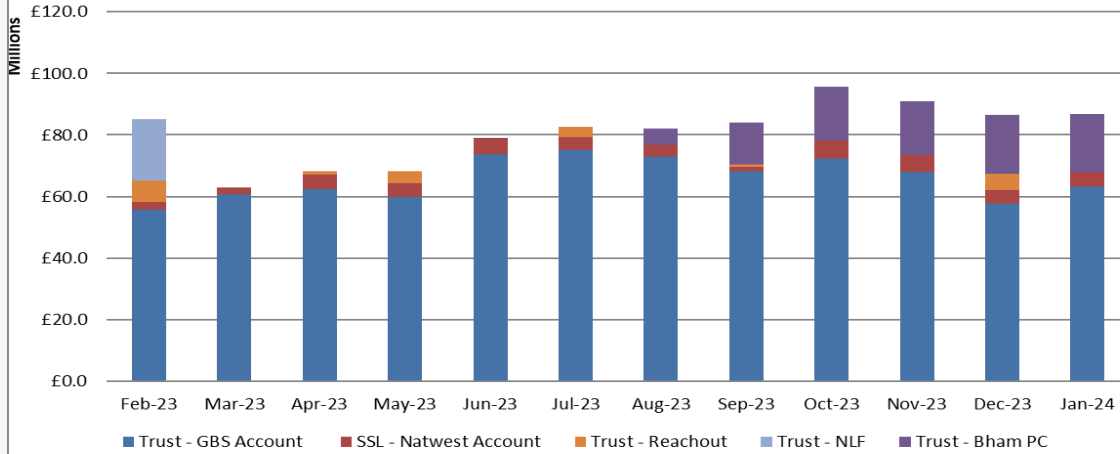
Ratios

Liquidity measures the ability of the organisation to meet its short-term financial obligations.

Current Ratio :	£m's
Current Assets	111.2
Current Liabilities	-131.7
Ratio	0.8

Current Assets to Current Liabilities cover is 0.8:1 this shows the number of times short-term liabilities are covered.

Group Cash Holding



Cash

The Group cash position at the end of January 2024 is £86.2m.

At this present time, the National Loan Fund (NLF) is not offering a more favourable interest rate than the Government Banking Service (GBS) hence we have not placed any short-term/long-term deposits.

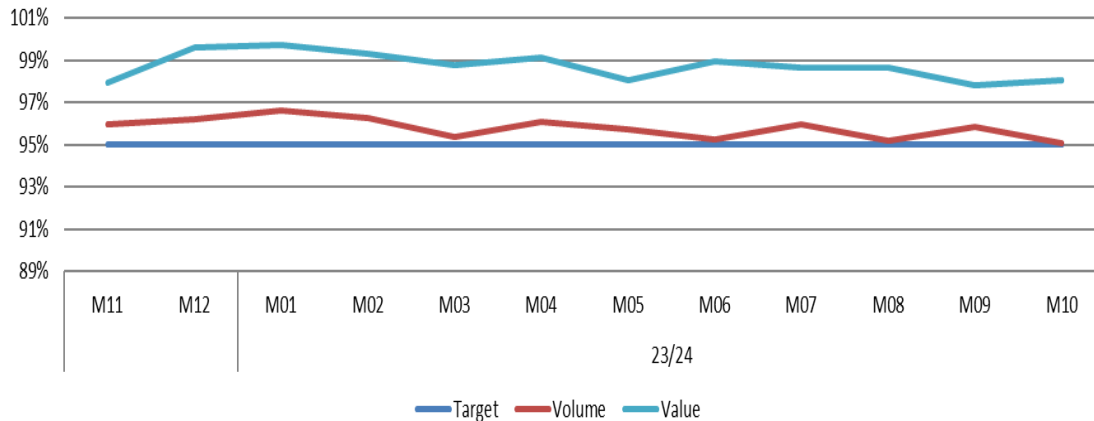
Better Payments

The Trust adopts a Better Payment Practice Code in respect of invoices received from NHS and non-NHS suppliers.

Performance against target is 97% for the month, based on an average of the four reported measures. Payment against value remains particularly high.

NHSE wrote to the Finance Team in September 2023 to commend them on this consistent performance throughout the year to date.

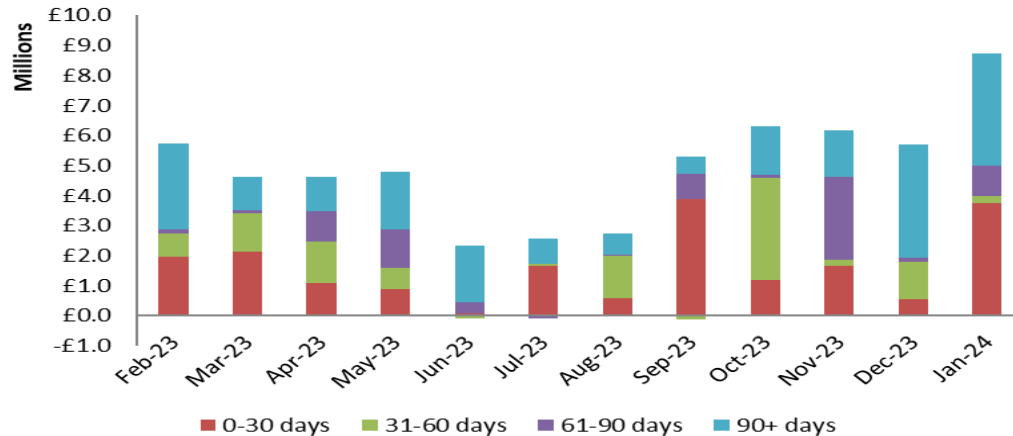
Public Sector Pay Policy



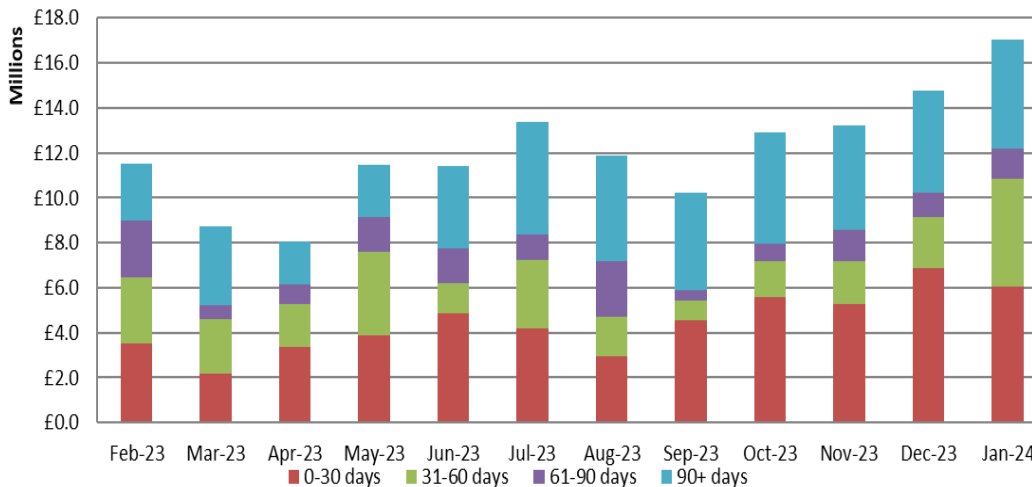
Better Payment Practice Code :

	Volume	Value
NHS Creditors within 30 Days	96% ✓	98% ✓
Non - NHS Creditors within 30 Days	95% ✓	98% ✓

Ageing of Trade Receivables



Ageing of Payables



Trade Receivables & Payables

There is continued focus to maintain control over the receivables & payables position and escalate to management, the system and other partners where necessary for urgent and prompt resolution.

Receivables :

- **0-30 days**- balance due to monthly/quarterly ad hoc invoices raised in month with no known disputes/payments received up to 05.02.2024 £183k
- **31-60 days**- decrease in balance partly due to outstanding invoices moving up to 61-90 days, balance staff overpayments (on payment plans).
- **61-90 days**- increase partly due to invoices moving in from 31-60 days. BWC £405k paid £371k on 01.02.2024, UHB £469k escalated to BSMHFT mgmt, South Warwickshire FT £46k, balance staff overpayments (on payment plans).
- **Over 90+ days** –balance remains partly due to outstanding invoices with UHB £2.1m – escalated to BSMHFT mgmt as credit control exhausted, BWC £945K paid £687k on 01.02.2024 - awaiting purchase orders and resolution of queries, BUPA £107k still under query with ongoing discussions, SDSmyhealthcare £22k in query-payments coming through, WHSSC £274k reason for nonpayment under investigation, balance staff overpayments (on payment plans).

Trade Payables:

Over 90 days -

- Coventry & Warwickshire -£204k Reach Out related awaiting approval, NHS Property £284k-historic invoices, UHB £223k in query with the contracting team, SWBH £151k awaiting approvals, Midlands Partnership £155k awaiting approvals.
- Non-NHS Suppliers (69+) £3.8m – mainly bed fees invoices in query/awaiting approval, most accounts are awaiting credit notes or adjustments due to disputes/other. Some payments/queries settled in February 2024.

Capital schemes	Annual Plan	Annual Forecast	YTD Plan	Total Actual	Variance to plan
	£'m	£'m	£'m	£'m	£'m
Approved Schemes:					
Minor Projects (inc Carry-Forward)	1.7	1.7	0.7	1.4	0.7
SSBM Works	2.0	2.0	1.0	1.1	0.2
ICT Projects	0.9	0.9	0.6	0.8	0.3
Doorsets	0.4	1.3	0.1	1.3	1.3
CAMHS Seclusion Suite (PDC Funded)	1.3	1.3	0.6	0.5	-0.1
NEPT Lease Renewal	0.0	0.4	0.0	0.0	0.0
Total	6.3	7.6	2.8	5.1	2.3

Group Capital Expenditure

Group capital expenditure is £5.1m at month 10 year to date. This is £2.3m adverse to the year to date plan due to works progressing ahead of plan, mainly related to risk assessment works including door set expenditure. The forecast capital spend is £7.6m including additional spend above original plan, funded via system capital investment fund, see below.

Utilisation of System Capital Investment Fund

A system capital investment fund (SCIF) of £7.9m was ring-fenced from the 2023/24 system capital envelope, to be available for prioritised system capital requirements. As part of the planning process the SCIF was notionally allocated across all system partners on a fair shares basis. £731k SCIF was allocated to BSMHFT in addition to the £6.3m BSMHFT capital envelope giving a total plan submitted to NHSE of £7m.

It has been agreed that £3.4m of the system SCIF will be utilised to offset the in-year pressure resulting from the capitalisation of leases under IFRS 16 (including £441k for BSMHFT). A further £3.6m of SCIF was identified for system prioritised capital schemes. BSMHFT put a case forward for utilisation of the remaining £0.9m SCIF for network firewall and proxy infrastructure refresh and this was agreed by system partners in December. As such, the BSMHFT forecast expenditure for 2023/24 will exceed the original plan by £601k and is considered an approved over-spend.

	BSMHT £000s	BCHC £000s	BWC £000s	ROH £000s	UHB £000s	Total £000s
SCIF	731	668	2,187	410	3,884	7,880
Released to cover IFRS16 in M8	441	481	1,151	295	1,000	3,368
Remaining SCIF after IFRS16	290	187	1,036	115	2,884	4,512
Sutton Cottage Hospital		150				150
Genetic Genexus sequencer/Kit relating to Gynae Cancer bid			587			587
Support Solihull Theatres					2,884	2,884
Remaining SCIF	290	37	449	115	0	891
Redistribution to BSMHT	601	-37	-449	-115	0	0
Remaining SCIF after distribution	891	0	0	0	0	891
Further spend - network firewall and proxy infrastructure refresh	891					891
Remaining SCIF	0	0	0	0	0	0



2024/25 Financial Planning update

NHSE planning guidance is traditionally issued late December, but this has been delayed for 2024/25 planning, due to ongoing discussions with government. In the absence of full planning guidance for 2024/25, the local planning process has commenced. To produce a first high level draft, the following process and timetable was agreed for the BSOL system:

Task	Suggested deadline
Exit run rates complete and sent to ICB	COP Monday 15 th January
Consolidation of returns by ICB	Friday 19 th January
CFO review and sign off	Friday 26 th January
Additional Operational Finance Directors meeting to discuss consistent approach for anything not included in national guidance	Wednesday 17 th January
Incorporation of inflationary assumptions, including known pressures, efficiency assumptions and agreed developments and sent to ICB	COP Wednesday 31 st January (ahead of Month 10 reporting)
Consolidation of returns by ICB	Wednesday 7 th February
CFO review	Monday 12 th February

Indicative 2024/25 tariff

	For Planning		
	Assumed	Weight	Weighted
CUF			
Pay	2.7%	69.3%	1.9%
Drugs	0.6%	2.4%	0.0%
Capital	1.7%	7.6%	0.1%
Headline CNST	0.6%	2.2%	0.0%
Other	1.7%	18.4%	0.3%
Total CUF			2.3%
Efficiency			-1.1%
Net tariff			1.2%

➤ **Calculate recurrent baselines based on exit run rates.**

Using the month 12 value in the 2023/24 re-set trajectory, adjusted for non-recurrent items, the BSMHFT exit run rate equates to a baseline startpoint of £16m deficit for 2024/25.

➤ **Application of inflationary assumptions**

NHSE have indicated a net tariff uplift of 1.2% based on a cost uplift factor (CUF) of 2.3% and a national efficiency ask of 1.1% as shown in the table above. This will be finalised once final planning guidance is issued and medical pay awards agreed.

➤ **Incorporation of known pressures and agreed developments**

Key pressures currently identified relate to PFI, Microsoft licences and CQC fees

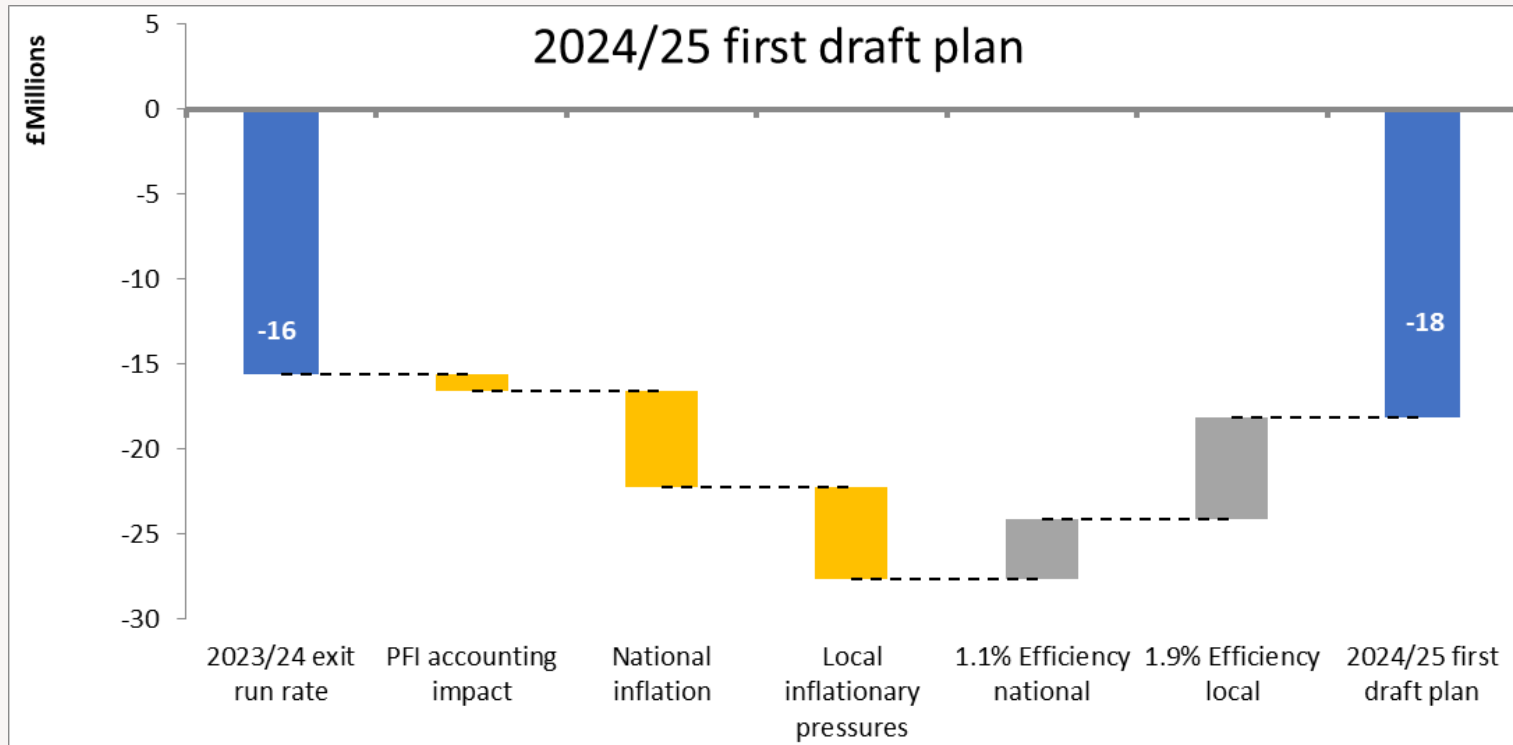
➤ **Efficiency assumptions**

As described on page 9, the rollover recurrent savings target from 2023/24 is £9.7m.

The 2024/25 national efficiency ask is 1.1%, system CFOs have agreed a further 1.9%; total 3% efficiency requirement for 2024/25 equates to £9.5m.

Applying the above assumptions on inflation, pressures and efficiency to the underlying exit run rate results in a high level first draft plan for 2024/25 of £18.1m deficit (see next page for an illustrative bridge). This will be reviewed as part of the overall system first draft plan by CFOs mid-February.

Bridge exit run rate to first draft 2024/25 plan



Going Concern Review

Requirement to undertake Going Concern review

*International Accounting Standard 1 Presentation of financial statements (IAS 1) requires management to assess an entity's ability to continue as a going concern when preparing that entity's financial statements. It is assumed that an entity will prepare its accounts on a going concern basis unless management intends to, or has no alternative but to, liquidate the entity or to cease trading. **In the public sector, the HM Treasury Financial reporting manual (FReM)2 sets out an interpretation of this standard which focuses on whether the service(s) provided by the entity is going to be continued rather than whether the entity providing the service will continue to exist.***

NHS specific guidance is provided in the Department of Health and Social Care's Group accounting manual (GAM) and the NHS foundation trust Annual reporting manual (FT ARM). The FReM says:

*- **'For non-trading entities, the anticipated continuation of the provision of a service in the future, as evidenced by inclusion of financial provision for that service in published documents, is normally sufficient evidence of going concern.***

As healthcare services continue to be provided, despite financial difficulties and/ or reorganisations this means that it is highly unlikely that an NHS body will prepare its accounts on anything other than a going-concern basis. The fact that a body is going to cease to exist does not necessarily affect its going concern status. The key consideration is whether the services the body is providing will continue to be provided in the public sector. For example, if an NHS trust is acquired by a foundation trust, the NHS trust remains a going concern if its assets will continue to be used to provide healthcare services although under the auspices of another NHS body.

*Foundation trusts follow the FReM adaptation to IAS 1, as set out in paragraph 2.13 of the FT ARM4 : **'There is no presumption of going concern status for NHS foundation trusts. Directors must decide each year whether or not it is appropriate for the NHS foundation trust to prepare its accounts on the going concern basis.'** It is clear an NHS body will be determined not to be a going concern in only exceptional circumstances; however, this interpretation does not exempt the management of NHS bodies from the requirement to undertake a going concern reviewthe focus of the review is on service provision rather than financial sustainability. This also means it is unlikely that an NHS body would have any going concern uncertainties to disclose.*

(Extract taken from the Healthcare Financial Management Association Going Concern Briefing – April 2021)

Auditor's role in relation to Going Concern

International standard on auditing (UK) 570 Going concern (ISA 570) sets out the auditor's responsibility in relation to going concern. The standard was substantially revised in September 2019 and the revised standard is applicable to audits of financial statements for periods commencing on or after 15 December 2019. For NHS bodies this is 2020/21.

The Financial Reporting Council's (FRC) Statement of recommended practice – Practice Note 10: Audit of financial statements and regularity of public sector bodies in the United Kingdom, (Revised 2020) (PN10) sets out the interpretation of going concern for non-trading entities within public sector in the UK.

PN10 recognises that the adaptation of IAS1 means the matter of whether the going concern basis is appropriate is not a significant focus for the auditor. Therefore a 'straightforward and standardised approach to compliance with ISA 570 will often be appropriate'.

Supplementary Guidance Note (SGN) 01: Going Concern – Auditors' responsibilities for local public bodies (the SGN), issued by the National Audit Office's Controller and Auditor General, has been prepared to assist auditors in meeting their responsibilities as the statutory auditor of local public bodies, under the Code of Audit Practice (the Code).

The SGN sets out guidance for auditors to have regard to in their assessment of going concern on audits of financial statements of local health and local government bodies and is relevant to audits from financial year 2020/21 and onwards. The SGN sets out the requirements (in accordance with ISA (UK) 570) of the auditor's risk assessment procedures in respect of understanding the entity and understanding the entity's controls around going concern and evaluating management's assessment.

(Extract taken from the Healthcare Financial Management Association Going Concern Briefing – April 2021)



Evidence that services will continue to be provided for the foreseeable future

Although formal operational planning guidance for 2024/25 has not yet been released, draft supporting information provided by NHSE to aid the local planning process describes a continued commitment to mental health.

Draft Supporting Information for Financial Planning templates 2024/25, 17 January 2024 states the following:

Mental Health Investment Standard (MHIS)

- *The calculation of the Mental Health Investment Standard (MHIS) for 2024/25 ensures that mental health spending increases in line with core allocations growth*
- *Systems should plan to meet MHIS as a minimum and should consider mental health priorities for spend included in overall planning guidance in determining amounts to invest across different services.*
- *There are no significant changes in 2024/25 to MHIS categories.*

Service Development Fund (SDF) for mental health

Fair shares SDF funding for the following schemes is recurrent within the NHS Mandate and systems will continue to be funded to deliver these services beyond 2024/25, subject to the usual tariff efficiency:

- *Children and Young People Mental Health including Eating Disorders*
- *Mental Health Support Teams in Schools (MHST)*
- *Adult Crisis*
- *Adult Community.*

There are three new categories of SDF funding for 2024/25. These are:

- *Individual Placement Support (IPS) additional funding*
- *Mental health, learning disability and autism inpatient quality*
- *NHS Talking Therapies, for anxiety and depression additional funding*

Additional funding for IPS and NHS Talking Therapies is for 5 years to 2028/29, subject to delivering expansion of services. Other targeted schemes will continue to be notified on an annual basis.

Management's assessment of Going Concern

International Accounting Standard 1 Presentation of financial statements (IAS 1) requires management to assess an entity's ability to continue as a going concern when preparing that entity's financial statements. In the public sector, the HM Treasury Financial reporting manual (FRM)² sets out an interpretation of IAS 1 which focuses on **whether the service(s) provided by the entity is going to be continued** rather than whether the entity providing the service will continue to exist.

IAS 1 states that the review should take into account as much information about the future as possible but should look ahead at least 12 months from the end of the reporting period.

Recommendation

The evidence set out on page 20 demonstrates the ongoing national commitment to the funding of mental health services and provides strong indication that the services provided by BSMHFT will continue for the foreseeable future. Notwithstanding any new national announcements around operational planning guidance, and revised national narrative around going concern, it is therefore recommended that the going concern basis of accounting should be used for the preparation of the 2023/24 year end accounts.

The Finance, Performance and Productivity Committee are asked to endorse this recommendation.

The Board of Directors are asked to approve the recommendation to use the going concern basis of accounting for the preparation of the 2023/24 year end accounts.

Assurance Reports

11. Quality, Patient Experience and Safety Committee Report

Committee Escalation and Assurance Report

Name of Committee	Quality, Patient Experience and Safety Committee
Report presented at	Board of Directors
Date of meeting	7 February 2024
Date(s) of Committee Meeting(s) reported	24 January 2024
Quoracy	Membership quorate: Y
Agenda	<p>The Committee considered an agenda which included the following items:</p> <ul style="list-style-type: none"> • Board Assurance Framework Risks • CQC Update and Action Plan Report • Suicide Strategy • Patient Safety Incident Responses Framework (PSIRF), SI Reviews, Patient Safety Alerts, Complaints and PALS • Annual Health and Safety Report • Integrated Performance Report • Freedom to Speak up Report • NHS Impact Report • Quality Management System • Reducing Restrictive Practice • Clinical Governance Committee Report
Alert:	<p>There had been an increase in staff assaults. This was being monitored and supported through reducing restrictive practice and with WM Police to ensure incidents were managed and responded to appropriately. This remained a key area of focus.</p>
Assure:	<p>The Committee was assured on the following key areas:</p> <ul style="list-style-type: none"> • A positive staff story was received, with challenges related to partnership finances noted. Assurances were provided from the Trust that staff were being supported and leadership continued in line with the Trust values. • The CQC update provided assurance that action plans were managed appropriately and work was ongoing at local level to support staff in addressing the actions. The section 31 notice had been removed. • The Health and Safety Annual Report confirmed that no never events had been reported for the financial year, and no inpatient suicides from ligatures reported. Door programme works had been implemented and completed, and there had been a significant increase in lone workers using the tools available. • The Suicide Strategy update provided assurance and the Committee noted continued improvement in reduction. It was confirmed that the six key aims aligned to the Trust strategy and PCREF. Themes would be addressed through Quality Improvement methodology and links to the Quality Management System. • Quality Management System update provided assurance that workstreams were aligned to the Trust Strategy, with continued mapping into the Board Assurance Framework. Work plans continued to develop, however significant work has been completed to condense the key themes for focus.

	<ul style="list-style-type: none"> The Reducing Restrictive Practice dashboard was shared and provided assurance that live data was now available. Four workstreams had been identified, including staff assaults. Support in identifying resources continued through the Executive Team. 	
Advise:	<ul style="list-style-type: none"> The Freedom to Speak Up Guardian reported an increase in staff raising concerns. Work at local level continued to support staff in raising concerns directly with management in the first instance. Organisational learning remained a key area of focus. The Clinical Governance Committee assurance report highlighted the increase in section 136's by police. Welfare checks will now be completed by staff in line with the national mandate. Collaborative working with partners continued to ensure high risk patients received the best support. 	
Board Assurance Framework	<p>Improvements continued to ensure a fully embedded Board Assurance Framework, with positive feedback to date. The Board Assurance Framework would be reviewed regularly and begin to inform and focus agendas, strategic goals and risk registers.</p> <p>It was agreed the Board Assurance Framework will be received and reviewed monthly.</p>	
	<p>New risks identified: no additional risks were identified.</p>	
Report compiled by:	Linda Cullen, Non-Executive Director	Minutes available from: Hannah Sullivan, Governance and Membership Manager

Committee Escalation and Assurance Report

Name of Committee	Quality, Patient Experience and Safety Committee
Report presented at	Board of Directors
Date of meeting	3 April 2024
Date(s) of Committee Meeting(s) reported	21 February 2024
Quoracy	Membership quorate: Y
Agenda	<p>The Committee considered an agenda which included the following items:</p> <ul style="list-style-type: none"> • Board Assurance Framework Risks • Review of the Trust Corporate Risk Register • CQC Update and Action Plan Report • Patient Safety Incident Responses Framework (PSIRF), SI Reviews, Patient Safety Alerts, Complaints and PALS • Infection Prevention & Control Team Report • Medicine Management • Integrated Performance Report • NHS Impact Report/ Quality Management System • Learning from Deaths Report/ Annual Thematic Review • Community Treatment Orders • Clinical Governance Committee Report • Strategy update – Quality Priority • Strategy update – Clinical Services Priority • Action Plan from Internal Audit Review of the Clinical Governance
Alert:	<p>The Committee were appraised there are currently 9 serious incidents under review under the old serious incident framework, including a suspected homicide and a severe incident involving a service user.</p> <p>Staffing: Whilst recruitment strategies have shown positive outcomes, staffing levels across the Trust have been highlighted as a cause for concern and are recorded on the risk register. Work streams are in place to mitigate against all risks. The Trust is continuing to use the MHOST tool that is defining a clear picture of workforce requirements to support acuity across inpatients areas. The Trust has successfully filled a number of vacancies as a result of international recruitment and recruitment programmes with further events scheduled.</p> <p>Transport Issues: A number of concerns have been identified across the system regarding the safe and appropriate transfer of service users. Contracts and policies are currently under review with work being undertaken with system partners.</p> <p>The Audit Review of Corporate Clinical Governance Committee highlighted a number of areas for improvement. An action plan has been developed but wider work to address the underlying issues will be scheduled.</p>
Assure:	The Committee was assured on the following key areas:

	<ul style="list-style-type: none"> • The Committee was assured the Board Assurance Framework continues to develop on track and reviews are ongoing to demonstrate rationale and will include RAG rating. • The Risk Management Group has been re-established with local divisions taking management. The Committee were assured the risk register reaffirms the Board Assurance Framework. • The Committee were assured that following regular updates provided to the CQC a further inspection took place between 17-19 October 2023 and it has been confirmed that the trust has delivered against all actions following the receipt of the Section 31 notice in December 2020, therefore the Trust has been served with a Notice of Proposal to remove the conditions imposed. • Notable decrease in PALS cases, consistent numbers of formal complaints. • The Committee were assured the Infection Prevention Control audit dashboard has been implemented with data being collated by an Infection Prevention Control administrator with a Community & Infection Prevention Control audit tool being implemented from September 2023. • The Committee noted the improvements made with pharmacy staffing and the improvement this has had on the Pharmacy service during 2023 with further improvements anticipated during 2024. • NHS Impact development sessions are planned and key areas of focus for the next 3-6 months are being implemented. • The Committee were assured that the Learning from Deaths group have developed links with safeguarding and have scheduled a deep dive in line with PCREF. • The Committee noted there are 16 goals in total for Quality, with 15 goals prioritised as Level 1 or Level 2. At the end of quarter 3, 9 goals (60%) of these goals are rated 'Green' which means they are where we expected them to be in relation to their milestone plans at this point in the year. Three goals (20%) are rated 'Amber' which reflects moderate issues impacting delivery that are being managed. Three goals are rated 'Red' i.e. they aren't where we want them to be against the milestones set at the beginning of the year. This is up from two at the end of Q2. • There are 38 goals in total for Clinical Services, with 27 goals prioritised as Level 1 or Level 2. Of these 27 goals, 85% are rated 'Green' or 'Amber' which means they are where we expected them to be at this point in the year, or have only moderate issues impacting delivery that are being managed. It should however be noted that the number of amber goals has increased from 9 to 12 and the number of green goals has decreased from 12 to 11 which suggests that there are more issues impacting progress that need to be managed than last quarter.
Advise:	<ul style="list-style-type: none"> • The Committee heard the service user story and noted the concerns in relation to the falls policy not being adhered too and the long term impact of this for both staff and service users. The incident highlighted the need for further clarity for locum doctors, their responsibilities and their accountability. There have been a number of lessons learnt and the Committee were advised that further training has been implemented in line with PSIRF. It was agreed that an induction package for locum doctors would be developed. • The Committee noted the CQC has also reviewed progress following the S29a warning notice issued on 3rd January 2023 in relation to core services. This required the trust to make significant improvements regarding the

	<p>deployment of enough staff to work on the wards and that those staff receive the right training, professional development and have access to supervision and appraisal. Whilst CQC note improvements have been undertaken in this area they were not sufficient to step down the notice at this time.</p> <ul style="list-style-type: none"> • Changes to the “Bare below the elbow” policy has been approved and will be implemented into the relevant policies. • Concerns regarding increase of cases of Measles in the Midlands. Pharmacy are leading on the changes that are currently being considered. • In the year to September 2023, overall annual prescribing costs across BSMHFT were £7,516,510 including supplies through trust pharmacy’s and FP10 prescription, up from £6,601,475 in September 2022, a rise of 14%. • Integrated Performance Report will continue to be developed to include the narrative and assurances. • The Community Transformation project report will be brought to Committee in April 2024. 	
<p>Board Assurance Framework</p>	<p>Improvements continued to ensure a fully embedded Board Assurance Framework, with positive feedback to date. The Board Assurance Framework would be reviewed regularly and begin to inform and focus agendas, strategic goals and risk registers. It was agreed the Board Assurance Framework will be received and reviewed monthly.</p>	
	<p>New risks identified: no additional risks were identified.</p>	
<p>Report compiled by:</p>	<p>Linda Cullen, Non-Executive Director</p>	<p>Minutes available from: Hannah Sullivan, Governance and Membership Manager</p>

12. Finance, Performance and Productivity Committee Report

Committee Escalation and Assurance Report

Name of Committee	Report of the Finance, Performance and Productivity Committee
Report presented at	Board of Directors
Date of meeting	7 February 2024
Date(s) of Committee Meeting(s) reported	24 January 2024
Quoracy	Membership quorate: Y
Agenda	<p>The Committee considered an agenda which included the following items:</p> <ul style="list-style-type: none"> • Integrated Performance Report • Finance Report • Planning and Budget Setting 2024/25 • Business Development and Partnerships Report • Significant Transactions Policy
Alert:	<p>The Committee wished to alert the Board of Directors to the following areas of performance and financial sustainability:</p> <ul style="list-style-type: none"> • The Month 9 financial position showed a surplus of £768k year-to-date, which was following adjustments of £9m revenue impact of the PFI liability remeasurement under IFRS16. The Trust reported an underlying exit run rate of £16m. • Challenges remained with significant spend related to Out of Area placements with expenditure of £14m, although a reduction in run rate was reported for the third consecutive month. • A year-to-date bank and agency spend of £34m was reported, with the Trust in breach of all but one of NHSE agency rules. Positive progress was reported on non-clinical agency and over cap nursing agency bookings during the last quarter. • There was a year-to-date savings delivery of £9.8m which was a shortfall against the plan of £1.2m, driven by non-achievement against the out of area savings target. • A transformational approach to workforce would be needed in the new financial year, as approaches to reducing reliance on temporary staff were explored. • Limited non-recurrent resource would be available during 2024/25; national targets would be set for no net growth for workforce, and tighter controls in place for temporary staff spend. • A significant capital challenge was acknowledged for 2024/25.
Assure:	The Committee was assured on the following areas of performance and financial sustainability:

	<ul style="list-style-type: none"> A positive Business Development and Partnerships Report was received, with a number of successful workshops held and business cases developed. 	
Advise:	<p>The Committee commended the revised presentation of the Integrated Performance Report, particularly noting that the RAG-rating and dashboard approach provided clarity. Further refinements would be made for additional assurance.</p> <p>The Significant Transactions Policy was approved.</p>	
Board Assurance Framework	<p>The Committee discussed the development of the BAF risks, focusing on the revision and reframing of each risk. A Board session would take place during 2024 to consider the entire Board Assurance Framework.</p>	
	<p>New risks identified: no additional risks were identified.</p>	
Report compiled by:	Winston Weir Non-Executive Director	Minutes available from: Kat Cleverley, Company Secretary

Committee Escalation and Assurance Report

Name of Committee	Report of the Finance, Performance and Productivity Committee
Report presented at	Board of Directors
Date of meeting	3 April 2024
Date(s) of Committee Meeting(s) reported	21 February 2024
Quoracy	Membership quorate: Y
Agenda	<p>The Committee considered an agenda which included the following items:</p> <ul style="list-style-type: none"> • Integrated Performance Report • Finance Report • Sustainability Strategy Update • Clinical Services Strategy Update
Alert:	<p>The Committee wished to alert the Board of Directors to the following areas of performance and financial sustainability:</p> <ul style="list-style-type: none"> • The Month 10 financial position showed a surplus of £1.4m year-to-date. • Challenges remained with significant spend related to Out of Area placements; current expenditure of £15m was reported, which was a £9m overspend. A reduction had been highlighted during quarter 3, however an increase in non-Trust bed usage had been seen in January. • A year-to-date bank and agency spend of £37m was reported, with the Trust in breach of all but one of NHSE agency rules. Positive progress was reported on all agency usage KPIs, although medical over cap agency remained a key issue. • There was a year-to-date savings delivery of £11.9m which was a shortfall against the plan of £0.4m. The full savings delivery of £14.7m was forecast, and was mainly driven by non-recurrent delivery. A challenging 3% savings target had been agreed as a system planning assumption for the first high level draft of the plan for 2024/25. • National planning guidance had not yet been received, however the local planning process had developed a high level draft of the 2024/25 plan, with a deficit of £18.1m.
Assure:	<p>Updates on the Sustainability and Clinical Services strategy areas were received, noting the work that was taking place to measure the impact of the strategies and alignment with the performance framework, Quality Management System, and quality improvement approach.</p> <p>The Committee endorsed the Trust as a going concern.</p>

<p>Advise:</p>	<p>A review of the performance metrics in the Integrated Performance Report was underway to enhance triangulation of data. Further refinements would be made to ensure operational metrics were fully reflective of the key areas. The Committee would receive the initial approach in March.</p>	
<p>Board Assurance Framework</p>	<p>The Committee discussed the continued development and refinement of the BAF risks. A Board session would take place during 2024 to consider the entire Board Assurance Framework.</p> <p>New risks identified: The Committee reviewed the corporate risk register and was assured by the ongoing work to align operational risks to the BAF. No additional risks were identified.</p>	
<p>Report compiled by:</p>	<p>Bal Claire Deputy Chair/ Non-Executive Director</p>	<p>Minutes available from: Kat Cleverley, Company Secretary</p>

13. People Committee Report

Committee Escalation and Assurance Report

Name of Committee	People Committee
Report presented at	Board of Directors
Date of meeting	7 February 2024
Date(s) of Committee Meeting(s) reported	24 January 2024
Quoracy	Membership quorate: Y
Agenda	<p>The Committee considered an agenda which included the following items:</p> <ul style="list-style-type: none"> • Staff Story • People Dashboard • Medical Directorate Report • Freedom to Speak Up Guardian Quarterly Report • Shaping our Future Workforce Committee Report • Safer Staffing Report
Alert:	<p>The Committee wished to alert the Board of Directors to the following key areas:</p> <ul style="list-style-type: none"> • The target of 60 internationally recruited nurses had not yet been achieved; currently the Trust had welcomed 20 nurses to the organisation. • The Trust remained below trajectory for recruitment of registered mental health nurses. Other opportunities were being explored, including international recruitment; plans would be brought to the Committee once finalised. • Some challenges were noted in relation to Occupational Health access and responsiveness which was negatively impacting on supporting people back into work following sickness. A contract management letter had been issued to the provider to set out a number of elements of breach of contract. • New data sets continued to be collated on flexible working; work was underway to understand the reasons why some flexible working requests were rejected. • Challenges remained in relation to spend on bank and agency staff. The Trust was working on ensuring establishment of substantive staff to reduce the reliance on temporary staff. National targets would be set for 2024/25.
Assure:	<ul style="list-style-type: none"> • A positive staff story on the menopause quality improvement project was received, with a number of initiatives underway to support colleagues. • The Committee continued to see an increase in the number of appraisals, with hotspot areas identified for additional support. • Assurance was provided on medical appraisal, revalidation and job planning processes. • Work on Safer Staffing and the MHOST staffing tool was commended as innovative and contributing to increased patient safety.
Advise:	<ul style="list-style-type: none"> • Sickness absence had increased slightly, which was expected for the time of year and would be closely monitored. • Freedom to Speak Up Guardians had received 96 concerns during Quarter 3, which was reflective of the awareness-raising campaigns across the organisation. Colleagues from across a range of professions had raised

	<p>concerns, but Nurses and Administrative and Clerical staff accounted for the majority. A number of themes were identified, with Northcroft acute wards raising the highest number of concerns around staffing ratios, visible ward leadership, exhaustion and burn out, and unaddressed welfare issues.</p>	
<p>Board Assurance Framework</p>	<p>Improvements continued to ensure a fully embedded Board Assurance Framework, with positive feedback to date. The Board Assurance Framework would be reviewed regularly and begin to inform and focus agendas, strategic goals and risk registers.</p> <p>February's meeting would be dedicated to a deep dive review of the People Board Assurance Framework risks.</p>	
	<p>New risks identified: No additional risks were identified.</p>	
<p>Report compiled by:</p>	<p>Sue Bedward, Non-Executive Director</p>	<p>Minutes available from: Kat Cleverley, Company Secretary</p>

14. Caring Minds Committee Report

Committee Escalation and Assurance Report

Name of Committee	Caring Minds Committee	
Report presented at	Board of Directors	
Date of meeting	7 February 2024	
Date(s) of Committee Meeting(s) reported	29 January 2024	
Quoracy	Membership quorate: Y	
Agenda	<p>The Committee considered an agenda which included the following items:</p> <ul style="list-style-type: none"> • Board Assurance Framework Risks • Committee name change proposal • Updated terms of reference • Scheme of Delegation for approval • Charity Update • 2022/23 Accounts & Annual Report for Approval • Schroders Q4 Update 	
Alert:	As the Committee has developed and refocused the purpose of the charity the Committee have proposed risks for inclusion on the Board Assurance Framework. All risks relate to ensuring the appropriate reviews of funding spend and investment.	
Assure:	<p>The Committee was assured on the following key areas:</p> <ul style="list-style-type: none"> • Terms of reference have been updated inline with the committee name change and inclusion of the scheme of delegation. • 2022/23 Accounts & Annual Report was approved with minimal changes. The Committee noted their thanks to the team for their continued dedication and hard work. 	
Advise:	<ul style="list-style-type: none"> • The Committee noted the positive increase in the investment portfolio and level of cash noted in the Schroders Q4 Update. It was agreed Schroders would attend the April Committee to provide a detailed overview of investments to ensure they are ethical and that investments are based on the best possible returns for the charity and best rates of interest. • The Committee approved the Scheme of delegation. 	
Board Assurance Framework	The Committees proposed risks are being developed and will be included on the Board Assurance Framework once approved.	
	New risks identified: no additional risks were identified.	
Report compiled by:	Monica Shafaq, Non-Executive Director	Minutes available from: Hannah Sullivan, Governance and Membership Manager

15. Audit Committee Report

Committee Escalation and Assurance Report

Name of Committee	Report of the Audit Committee
Report presented at	Board of Directors
Date of meeting	7 February 2024
Date(s) of Committee Meeting(s) reported	25 January 2024
Quoracy	Membership quorate: Y
Agenda	<p>The Committee considered an agenda which included the following items:</p> <ul style="list-style-type: none"> • Clinical Audit Plan • Internal Audit Progress Report • Internal Audit Reviews: Complaints; Emergency Preparedness, Resilience and Response; Waiting Times; Cost Improvement Programme • Local Counter Fraud Specialist Progress Report • Annual Counter Fraud Plan 2024/25 • External Audit Progress Report • Single Tender Waivers Report • Integrated Action Plans • Audit Committee Annual Report 2022/23
Alert:	<p>Four internal audit reviews were considered by the Committee:</p> <ul style="list-style-type: none"> • Complaints: partial assurance • Waiting Times: partial assurance • Emergency Preparedness, Resilience and Response: partial assurance • Cost Improvement Programme: reasonable assurance <p>The Committee welcomed each of the reviews and took assurance from the work that had been undertaken for each review, and the management actions that had been agreed.</p> <p>The internal audit review into Clinical Governance Committee Effectiveness would be formally received at the Committee meeting in April; it had been completed and shared with the Trust to ensure recommendations were reviewed and planned for implementation.</p>
Assure:	<p>The Committee was assured on the following areas:</p> <ul style="list-style-type: none"> • The Counter Fraud report highlighted good progress in a number of areas, including completion of the fieldwork for the Absence Management review. Fieldwork for the Conflicts of Interest review was underway. The Committee was advised that well attended sessions had been delivered as part of Fraud Awareness Week,

	<p>supporting good practices throughout the organisation, particularly in recruitment.</p> <ul style="list-style-type: none"> The Committee agreed the Counter Fraud Plan for 2024/25. 	
Advise:	<p>The Clinical Audit Plan was received, and the Committee noted good progress against the programme. Assurance was provided that the relationship between the Audit Committee and the Clinical Governance Committee would be strengthened.</p> <p>The Committee commended the Integrated Action Plans report, which collated and monitored action tracking from across governance and internal audit reviews from March 2023.</p>	
Board Assurance Framework	<p>The Committee had oversight of the BAF in its entirety, and discussed the wider review that was being undertaken by the lead committee for each risk, with acknowledgement that the development of the BAF would result in refocused and reworded risks to ensure they were representative of the Trust's current position. The Committee agreed that some presentational changes would provide clarity and greater assurance. A Board strategy session would be planned for a wider discussion and agreement of the risks.</p>	
	<p>New risks identified: no additional risks were identified.</p>	
Report compiled by:	Winston Weir Non-Executive Director	Minutes available from: Kat Cleverley, Company Secretary

16. CoG Effectiveness Annual Self-assessment Tool

Council of Governors					
Agenda item:	16				
Date	14 th March 2024				
Title	Council of Governors Effectiveness Annual Self-Assessment for 2023/24				
Author/Presenter	David Tita – AD Corporate Governance				
Executive Director	David Tomlinson – Executive Director of Finance	Approved	Y		N
Purpose of Report		Tick all that apply ✓			
To provide assurance		To obtain approval			✓
Regulatory requirement	✓	To highlight an emerging risk or issue			
To canvas opinion		For information			
To provide advice		To highlight patient or staff experience			
Summary of Report (<i>executive summary, key risks</i>)					
Alert		Advise	✓	Assure	
<p>Purpose: This report is intended to provide a simple and quick tool for members of the Council of Governor to use in evaluating and assessing its effectiveness.</p> <p>Introduction: The UK Corporate Governance Code (2024) stipulates that there should be a formal and rigorous annual evaluation of the performance of the Board, its committees, the chair and individual directors. An efficient and effective Council of Governors is a key requirement of good governance especially in performing its statutory duties of holding the NEDs individually and collectively to account as well as representing the interests of its FT members and the public as a whole amongst others.</p> <p>This report explores a SurveyMonkey as a tool which members of the Council of Governors will complete in assessing its effectiveness and how well it is equipped to provide assurance that it has the capacity and capability to deliver its key statutory duties and responsibilities.</p> <p>Appendix 1 below sets out the structure and content of the SurveyMonkey in more details, however, considerations about the mode of administration (i.e. paper-based or web-based systems) has not been defined as it's better and inclusive for this decision to be made by members of the CoG.</p> <p>Key Issues and Risks: There are two key issues and risks worth considering: -</p> <ol style="list-style-type: none"> 1. A potential low response rate. 2. Potential lack of qualitative comments to enable triangulation and enrich data analysis. <p>The key mitigations here will be good publicity and engagement, adopt a user-friendly mode of administration as preferred by members and encourage them to provide qualitative feedback.</p>					

Strategic Priorities		
Priority	Tick ✓	Comments
Clinical services		
People		
Quality		
Sustainability	✓	Inability to evidence and embed a culture of compliance with Good Governance Principles.

Recommendation

The Council of Governors is requested to:

1. **NOTE** the content of this report.
2. **RECOMMEND** their preferred mode of implementation of the SurveyMonkey i.e. either paper-based system or web-based).
3. **REVIEW, SCRUTINISE and APPROVE** the content and structure of the proposed SurveyMonkey tool for implementation in evaluating and assessing its effectiveness.

Enclosures

1. **Appendix 1** – SurveyMonkey

1. Context:

This Self-assessment SurveyMonkey questionnaire will provide the CoG with the opportunity to self-assess its effectiveness and the robustness of its governance arrangements as well as identify any learnings and areas for strengthening and improvements. A governance architecture which ceases to continuously self-assess its effectiveness against stretching but challenging targets, benchmarks and objectives risks becoming irrelevant.

This self-assessment tool is structured into the following 5 broad themes with the first section focused on establishing the capacity in which the respondent is completing the questionnaire. i.e. Are they a member of the CoG or a regular attendee?

1. Statutory roles and responsibilities.
2. Relationship and representation.
3. Support and training.
4. Leadership and Chairing.
5. Deliberations and conduct of business.

This report proposes a SurveyMonkey comprising 18 questions grouped under 5 broad themes which reflect the core responsibilities of the Council as defined by its Terms of Reference, the relevant statutory instruments and best practice. Questions 19 and 20 on the other hand, will give respondents the opportunity to provide further qualitative input which will be triangulated in establishing a comprehensive and better understanding of the `health status` of the Council`s effectiveness. A free textbox is provided in each section to enable respondents to provide further qualitative inputs and comments.

2. Conclusion:

As part of good governance, it is important for members of CoG to annually complete a SurveyMonkey in self-assessing the effectiveness of its arrangements as this will enable them to identify any learning, gaps and areas for strengthening and improvement.

(please see appendix 1 below for details of the SurveyMonkey questionnaire)

Appendix 1: Council of Governors Effectiveness Annual Self-assessment for 2023/24

Instructions: Please read through each statement set out below and tick the `dot` against the answer which best reflects your assessment of the situation articulated in the statement. You could change your response by clicking on the `dot` against the one you wish to select, and your previous choice will be automatically unselected.

Respondent`s Membership status

Are you a member of the Council of Governors as per its ToR or a regular attendee?

- Council of Governors member
- A regular attendee

A. Statutory roles and responsibilities: -

1. There is sufficient clarity about my roles and responsibilities as a Governor.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

2. As a member of the Council, I feel a valued part of the organisation.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

3. Governors on our Council effectively hold the NEDs individually and collectively to account.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

4. The Council of Governors is a valuable part of our FT Trust`s governance arrangements?

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

5. The Council is informed of any issues that could cause public or media interest.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

6. Our Governors receive sufficient high-quality information about Trust activities to enable them to hold the NEDs to account.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

Additional comments on this section: e.g. rationale for the responses you`ve chosen, suggestions etc.

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B. Relationship and representation:

7. The number and constituencies of Governors on the Council allow Governors to represent the interest of their constituents and the wider public.

Completely agree Agree Disagree Completely disagree

<input checked="" type="radio"/> Completely agree	<input type="radio"/> Agree	<input type="radio"/> Disagree	<input type="radio"/> Completely disagree
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8. The Lead Governor takes positive steps to build relationships between the Board and the CoG?

Completely agree Agree Disagree Completely disagree

<input checked="" type="radio"/> Completely agree	<input type="radio"/> Agree	<input type="radio"/> Disagree	<input type="radio"/> Completely disagree
---------------------------------------------------	-----------------------------	--------------------------------	-------------------------------------------

Additional comments on this section: e.g rationale for the responses you've chosen, suggestions etc.

C. Support and training.

9. The administrative support for Council meetings is appropriate and effective.

Completely agree Agree Disagree Completely disagree

<input checked="" type="radio"/> Completely agree	<input type="radio"/> Agree	<input type="radio"/> Disagree	<input type="radio"/> Completely disagree
---------------------------------------------------	-----------------------------	--------------------------------	-------------------------------------------

10. Please tick the following training and development needs which you feel you would benefit from:

- Holding to account
- Engaging with members
- Effective questioning
- NHS finances
- Roles and responsibilities

11. Please from the list below tick the development trainings you have attended in the last 3 years:

- Holding to account
- Engaging with members

- Effective questioning
- NHS finances
- Roles and responsibilities

Additional comments on this section: e.g rationale for the responses you've chosen, suggestions etc.

D. Leadership and Chairing

12. The Council is well chaired and managed.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

13. The Lead Governor has the confidence of the Council.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

14. The CoG participates in a range of opportunities to engage with the organisation (i.e. not just the formal Council meetings).

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

15. The Lead Governor encourages the Council to function as a cohesive team in holding the NEDs to account for the performance of the Board.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

16. The Chair of the Board who also serves as the chair of the Council of Governors fosters a collaborative approach, and proactively seeks Governors' views.

Completely agree Agree Disagree Completely disagree

Completely agree Agree Disagree Completely disagree

Additional comments on this section: e.g rationale for the responses you've chosen, suggestions etc.

E. Deliberations and conduct of business.

17. The Council has open, constructive discussions between its members, which focus on relevant issues.

Completely agree Agree Disagree Completely disagree

<input type="radio"/> Completely agree	<input type="radio"/> Agree	<input type="radio"/> Disagree	<input type="radio"/> Completely disagree
----------------------------------------	-----------------------------	--------------------------------	-------------------------------------------

18. The Trust encourages open and honest communication between the Council and the Board members.

Completely agree Agree Disagree Completely disagree

<input type="radio"/> Completely agree	<input type="radio"/> Agree	<input type="radio"/> Disagree	<input type="radio"/> Completely disagree
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Additional comments on this section: e.g rationale for the responses you`ve chosen, suggestions etc.

19. What works well at our Council of Governors meetings?

20. What improvements could we make to our Council of Governors meetings?

17. Any other business:

Questions from Governors

Governor Questions

The following questions have been raised by a member of the Council:

- For the past five years, our CQC rating has been Requires Improvement. What are we doing to improve this, particularly in relation to well-led?
- What is the impact of initiatives like Enough is Enough, the Anti-Racist Framework, and the Anti-Discriminatory Framework? How are we measuring the impact?
- How are we improving patient safety? How are we ensuring accountability?

A member of the Council would also like to record a motion of no confidence in the senior leadership of the organisation. This is based on the grounds of the last two CQC reports.

Close by 18.30

Date and Time of Next Meeting: Thursday
9 May 2024, 12.00-14.00, MS Teams