

Foundation Trust Board of Directors – 29 November 2018

Chair's Report to the Board of Directors

Purpose of the report

This is a regular paper providing oversight of Chair and Non-Executive Director (NED) activities relating to the Well-Led framework.

The paper includes details of key activities undertaken since the last Board meeting including NED development and resourcing; governance developments including work with Governors; service visits and NED visibility; and external meetings with partners and other stakeholders. Activities relating to formal Committees of the Board, Council of Governors (COG) and Governor Groups will be reported through existing mechanisms.

Analysis of the issue

NED Resourcing

Having identified Nicola McLeod as a second preferred candidate from the recent appointment process and following clarification regarding her employment status, the Governor Nominations and Remuneration Committee recommended Nicola to the November Council of Governors meeting for appointment as a NED. Nicola evidenced 25 years senior management experience and 10 years executive director experience in the independent mental health sector including experience of acquisitions, integration and due diligence.

It has also been agreed that 31st December 2018 would be a mutually suitable date for Bev Messinger's term to come to an end, thereby enabling Nicola McLeod to start on 1st January 2019. The Council of Governors endorsed the recommendation that Nicola McLeod be appointed for an initial term of 3 years from 1st January 2019, subject to completion of Fit and Proper Persons checks.

A report of an exit interview with Bev Messinger will follow in due course.

The Council of Governors approved the appointment of Moira Ingham, Non-Executive Director, as Deputy Chair to 31st March 2019 to cover the vacancy arising from Bev Messinger's departure. This will allow the Governor Nominations and Remuneration Committee to clarify the role description and appointment process for the Deputy Chair as well as its relationship with the Senior Independent Director role.

Maria Wogan started as a NED with the Trust on 1st November 2018 and is undertaking an Induction programme, including attendance at corporate induction and meetings with key people. An NHS Providers NED Induction is planned for January.

Board Development

One Board Workshop was held during the period focusing on the Trust's future strategy and prioritisation of emerging opportunities. The Director of Business Development is reviewing the outputs and will confirm next steps in due course.

A decision was taken to postpone the planned informal team building event for the Board to 2019 due to availability, and to enable the involvement of the second new NED.

Joint Board of Directors and Council of Governors Event

Following the joint annual event which took place in August 2018, it was agreed with Governor colleagues that the outputs would be reported to the Membership and Governance Governor Sub-Group and to Board for review and action as appropriate. The following highlights are identified for the Board's attention:

- Utilising Governors' networks
- Using NHFT as an exemplar
- Developing common ground rules for meetings
- Raising profile and understanding of the roles of Governors and NEDs
- Using members to improve public engagement
- Starting each meeting with a reminder about working to leadership behaviours
- Developing support for Governors to engage with the public more effectively
- Learning from positives/ successes as well as negatives
- Continue doing workshop sessions like this – it improves trust and communication

Once the outputs are formally reviewed by the Membership and Governance Sub-Group, specific next steps will be agreed and reported as appropriate to the Board.

Governor Elections

Nominations for elections closed on 29th October for a total of 8 seats. 2 Carer Governor seats remain vacant with no nominated candidates and 3 seats are being contested, with voting launching on 20th November. 3 candidates were elected uncontested and attended an initial Induction meeting on 23rd November. 27% of the candidates are from a BME background.

Relevant meetings, events and visits since last Trust Board meeting

Key activities undertaken for the period included attending the Trust's Volunteer Celebration, Black History Month Celebration, Outstanding "Unconference" and Quality Awards. Externally the Chair supported 2 requests for sharing learning from the Trust's Well-Led inspection, acted as a Specialist Advisor for a CQC Well-Led inspection, undertook NED interviews on behalf of another Foundation Trust and acted as the Equality and Diversity Representative on an NHS England/Improvement (NHSE/I) recruitment panel for an NHS Executive Group post. See Appendix A for the full list.

Proposal

The Board of Directors is invited to consider the content of this report and highlight any areas for discussion or clarification.

Decision required

The Board of Directors is asked to:

- Reflect on learning for the Board from the Joint Board of Directors & Council of Governors event.
- Welcome Maria Wogan to her first Board of Directors meeting.
- Note that Bev Messinger will be leaving on 31st December 2018 and formally record its thanks for the significant contribution she has made to the Trust on its journey to Outstanding, as a NED, as Senior Independent Director and as Deputy Chair.
- Support the appointment of Moira Ingham as Deputy Chair until 31st March 2019 (in addition to her existing role as Senior Independent Director).

Governance Table

For Board and Board Committees:		
Paper sponsored by:	Crishni Waring, Chair	
Paper authored by:	Crishni Waring, Chair and Paul Martin, Director of Corporate Governance	
Date submitted:	26 th November 2018	
State which Board Committee or other forum within the Trust's governance structure, if any, have previously considered the report/this issue and the date of the relevant meeting(s):	None	
If considered elsewhere, state the level of assurance gained by the Board Committee or other forum i.e. assured/ partially assured / not assured:	N/A	
State whether this is a 'one off' report or, if not, when an update report will be provided for the purposes of corporate Agenda planning	Regular report to Board	
DIGB Q strategic alignment*:	Develop	✓
	Innovate	
	Grow	✓
	Build Quality	
Organisational Risk Register considerations:	List risk number and title of risk	N/A
False and misleading information (FOMI) considerations:	No false or misleading information applies	
Equality considerations:	N/A	

Appendix A

Date	External/ Partner Meetings and Events	Non-Executive Attendee(s)
1 st Oct	Northampton Health & Care Partnership (NHCP) Independent Chair and Chair of Kettering General Hospital	Chair
3 rd Oct	Chair, Leicester Partnership NHS Trust	Chair
9 th - 10 th Oct	NHS Providers Annual Conference	Chair (with chief executive)
22 nd Oct	NHSE/I Long-Term Plan Engagement event	Chair (with chief executive)
23 rd Oct	Board members, Lincolnshire Partnership NHS Foundation Trust (LPFT)	Chair (with executive director)
23 rd Oct	CQC Quality Summit	Chair, Melanie Hall (with executive directors)
31 st Oct	Healthy Workplaces Health and Wellbeing Board (HWBB) Subgroup	Chair
7 th Nov	NHSE/I Recruitment Panel	Chair
12 th Nov	Nottinghamshire Healthcare NHS FT NED Appointment Panel	Chair
13 th – 14 th Nov	CQC Well-Led Inspection for Surrey and Sussex Healthcare NHS Trust	Chair
15 th Nov	HWBB	Chair
15 th Nov	NHCP Board	Chair (with executive directors)
19 th Nov	External Auditors (KPMG)	Chair
21 st Nov	Health Service Journal Awards	Chair (with executive directors and other colleagues)
27 th Nov*	County Chairs & NEDs Network	Chair, Melanie Hall

Date	Internal Meetings, Events and Service Visits	Non-Executive Attendee(s)
4 th Oct	One-to-One	Chair, NED
8 th Oct	Due diligence checklist meeting	Alastair Watson, Scott Adams (with executive directors)
9 th Oct	Learning from Deaths Steering Group	Moira Ingham
11 th Oct	One-to-One	Chair, Maria Wogan
11 th Oct	Volunteer Celebration	Chair (with executive directors)
12 th Oct	Black History Month Celebration (part)	Chair, Melanie Hall (with executive directors)
12 th Oct	Psychology Speciality	Melanie Hall
22 nd Oct	One-to-One	Chair, NED
23 rd Oct	Mental Health Act Scrutiny Committee	Melanie Hall (with executive director)
23 rd Oct	Medical Director	Melanie Hall
25 th Oct	St James Clinic	Melanie Hall
1 st Nov	Complaints Review Committee	Chair, Maria Wogan (with executive directors)
1 st Nov	One-to-One	Chair, Maria Wogan
5 th – 6 th	Corporate Induction	Maria Wogan
6 th Nov	Rectory Road Older Adults Memory Clinic	Melanie Hall
9 th Nov	Outstanding “Unconference”	Chair, Alastair Watson, Maria Wogan
9 th Nov	Appraisal Review	Chair, Scott Adams
12 th Nov	Berrywood Hospital tour	Maria Wogan
12 th Nov	Induction meetings	Maria Wogan (with executive directors)
13 th Nov	Children’s Specialist Services, St Mary’s	Melanie Hall (with governor)
14 th Nov	Induction meeting	Maria Wogan (with executive director)
21 st Nov	Governor One-to-One	Chair
21 st Nov	Deputy Director Development One-to-One	Chair
22 nd Nov	Induction meetings	Maria Wogan (with executive directors)
23 rd Nov	New Governor Inductions	Chair (with executive director)

23 rd Nov	Quality Awards	Chair, Moira Ingham (with executive directors)
26 th Nov*	Quarterly Freedom to Speak Up	Chair, Moira Ingham (with chief executive)
27 th Nov*	Consultant Interviews	Chair (with executive director)
27 th Nov*	Appraisal Review	Chair, Melanie Hall
29 th Nov*	Induction meeting	Maria Wogan (with executive director)

*planned at time of writing