

Foundation Trust Board of Directors – 31 May 2018

C1

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 Exit Interview

As reported to the Board previously, an exit interview was completed in respect of Paul Clark. The key points of feedback are summarised in Appendix A.

NED Resourcing

The Council of Governors (COG) delegated authority to the Governor Nominations and Remuneration Committee to lead the recruitment process for two NEDs. The tender process for an executive search company has been initiated.

Appraisals

The appraisal procedure for Chair and NEDs has been initiated and will be concluded at COG in July. All appraisal meetings due to be undertaken by the Chair have been held or are scheduled. The Chair's appraisal by Governors and the Senior Independent Director has been provisionally scheduled but is subject to the conclusion of a process to reconstitute membership of the Governor Nominations & Remuneration Committee.

Fit and Proper Persons Guidance

The Trust's Fit and Proper Persons Policy has been reviewed to ensure it is fit for purpose in the context of updated guidance. Annual reports in respect of compliance of directors will be submitted to the relevant Nominations and Remuneration Committee at their next meeting.

Board Development

The latest board development workshop focused on the Well-Led Domain. Board members reflected positively on the Key Lines of Enquiry and experiences from other trusts. A new Board Development programme has been developed and is proposed elsewhere on the agenda.

Governor Group Membership

Following the election of new Governors and changes to the Governor Groups agreed by Council in March, a process for reconstituting membership of the three main Governor Groups has been initiated. Chairs of these Groups will be elected by the members once the membership of each Group has been finalised.

ISA260 Meeting

The ISA 260 meeting held on 23rd May provided positive assurance regarding the Trust's financial and governance arrangements.

Register of Interests

The process for annual confirmation of Directors' interests is underway and Board members are requested to return completed forms by the end of May.

Relevant meetings, events and visits since last Trust Board meeting

<i>Date</i>	<i>External/ Partner Meetings and Events</i>	<i>Non-Executive Attendee(s)</i>
5 th Apr	NHSI Retention Direct Support Programme	Moira Ingham (with executive director)
12 th Apr	Chief Executive, Age UK Northamptonshire	Chair
12 th Apr	Northampton Health & Care Partnership (NHCP) Collaborative Stakeholder Forum	Scott Adams
13 th Apr	Midlands & East Quality Leads Network	Moira Ingham
16 th Apr	NED Interviews for Northampton General Hospital	Chair
19 th Apr	Northamptonshire Health and Care Partnership Board	Chair (with executive directors)
19 th Apr	County Chairs	Chair
24 th Apr	HWB Healthy Workplaces Workstream	Chair
25 th Apr	Midlands and East Mental Health Chairs/ NHSI Chairs	Chair
2 nd May	Northamptonshire Healthcare Charity Trustees	Moira Ingham
9 th May	Partner, Hempsons Corporate Commercial	Chair (with executive directors)
10 th May	Health and Wellbeing Board (HWB)	Chair
10 th May	NHCP Collaborative Stakeholder Forum	Scott Adams
17 th May	Chair, Nene CCG	Chair
17 th May	Northamptonshire Health and Care Partnership Board	Chair (with executive directors)

<i>Date</i>	<i>Internal Meetings, Events and Service Visits</i>	<i>Non-Executive Attendee(s)</i>
3 rd Apr	Learning Disability Psychiatrist	Melanie Hall
10 th Apr	Governance Workshop	Scott Adams (with executive directors)
17 th Apr	Head of Equality and Co-Chair LGBTQ Network	Scott Adams
17 th Apr	New Governor Inductions	Chair (with executive director)
18 th Apr	Sustainability Committee	Chair (with executive director)
18 th Apr	ADHD/ASD Service	Scott Adams (with executive director)
19 th Apr	Medical Team	Melanie Hall
24 th Apr	LGBTQ Network	Scott Adams
24 th Apr	Community Learning Disabilities	Moira Ingham
25 th Apr	Intensive Support Team visit and referral meeting	Moira Ingham
25 th Apr	Consultants Away Day	Melanie Hall
1 st May	1 Willow and associated visits	Moira Ingham
1 st May	Equality & Inclusion Assurance Board	Moira Ingham (with executive director)
3 rd May	Complaints Review Committee	Moira Ingham (with executive directors)
8 th May	Nursing and AHP Conference	Chair, Moira Ingham, Melanie Hall, Scott Adams
9 th May	New Governor Induction	Chair (with executive director)
10 th May	Opportunities 4U home visits	Moira Ingham
15 th May	Professional Practice Education and Training Team	Chair
15 th May	Community Nurses, Pines Surgery	Chair
16 th May	HMP Rye Hill, HMP Onley, Rainsbrook STC	Chair
17 th May	Deputy Medical Director/ Clinical Lead Dental	Melanie Hall
23 rd May	Beyond Good meeting	Moira Ingham (with executive director)
23 rd May	Wheatfield and Meadowbank Units	Melanie Hall
29 th May*	Community Nurses, St Lukes Medical Centre	Chair

*planned at time of writing

Proposal

The Board of Directors is invited to reflect on Paul Clark's feedback and agree key learning points for development of the board and induction of NEDs.

Decision required

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

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:	24 th May 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

Exit Interview Notes – Paul Clark

How would you describe your experience of being an NHFT Board member?

Paul talked through the challenges of adapting to the role and particularly the differences between an executive role and non-executive role and the size and complexity of the organisation. In terms of implications for future appointments, the Trust needs to consider how it helps appointees to feel engaged by this rather than put off by it.

Paul also commented on the complex and weighty Board papers and processes necessitated by the regulatory environment and recognised the Board's continuous efforts to get the balance of focus right.

What do you see as the key strengths of the Board?

Paul commented on the outstanding professional and technical ability of Board members and felt that a Board with this capacity, capability and strength is rare. He had no doubt whatsoever about the Board's clarity of focus and grip.

What are the key areas in which you would encourage the Board to develop further?

Paul highlighted the increasing importance of partnerships and the challenge of getting partners to the table in a fraught regulatory and financial environment. This needed to be achieved through nurturing really strong relationships and developing shared narratives, prompting the need for highly skilled relationship management.

He was not convinced that joint contractual approaches were effective and recommended that the Board rather focus on structured professional partnerships. He also cited the importance of looking at successful models, best practice and innovation from elsewhere.

Paul emphasised that successful delivery of services in the future will be achieved through influence not contractual compliance.

Do you feel that the training of training, information and support provided was sufficient and is there anything that the Trust could have done differently?

Paul welcomed the programme of meetings with Executive Directors that formed part of his Induction. He felt that the Executive "buddy" relationship could benefit from being strengthened to enable a planned programme of joint activities and service visits.

Did the Board use your skills and knowledge effectively?

Paul felt that this was beginning to develop and over a period of time would have been achieved. He said that this would also depend on the readiness of the individual in terms of their own development.