

EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST**REPORT TO: BOARD OF DIRECTORS****DATE: 21 MAY 2015****SUBJECT: MEETING STRUCTURE****REPORT FROM: TRUST SECRETARY****PURPOSE: DECISION****CONTEXT / REVIEW HISTORY / STAKEHOLDER ENGAGEMENT**

Both the Deloitte and PWC reviews highlight the need to streamline and review our governance structure and the recommendations made have influenced the redesign of the executive and Board meetings. Additionally, the data for quality, activity and finance becomes available on the 10th working day and this results in tabled papers at Management Board. This alone breaches the Trust's constitution and the NHS Foundation Trust Code of Governance and in governance generally demonstrates poor information flow which has an impact of the ability of those present to make good decisions and to appropriately challenge performance / action plans.

Currently reports do not always provide the appropriate level of detail; escalation should allow for a less detailed reports as the information moves up through the governance structure. The PWC and Deloitte review highlighted this as well.

The proposal aims to provide a solution to these issues.

If the proposals are accepted this would mean that the Board would need to effectively delegate some decisions and work slightly differently to sign-off some of the annual governance reports. This is covered in detail in section 2.

SUMMARY:

The proposal allows the Trust to address a number of recommendations in the PWC and Deloitte review.

1. Dates of meetings have been more closely aligned to the availability of data (Appendix 1);
2. The information flow starts with the Executive Performance Reviews and should be reported to Management Board / Financial Recovery Group on an exception basis only. Adequate reporting from Management Board to the Finance and Investment Committee / Board would provide assurance as to the corrective actions already taken by the executive.
3. The Quality Assurance Board and Clinical Advisory Board are to be merged to create one Board looking at quality. Adequate reporting on to Quality Committee / Workforce Committee and Board will provide assurance as to the corrective actions already taken by the executive.
4. The Chief Executive will delegate authority to approve policies to the Policy Board;
5. Reporting will be more standardised as reported in section 3.

RECOMMENDATIONS:

The Board is asked to approve:

1. the new timings for Board and Board Committee meetings, shown as appendix 1;
2. the reporting standards;

NEXT STEPS:

Whether or not the Board approves the changes to meeting dates, training will be provided as appropriate on report writing and escalation of issues.

If the Board does approve the changes to meeting dates it is expected that this will start from August 2015.

IMPACT ON TRUST'S STRATEGIC OBJECTIVES:

This impact on all objectives as governance underpins the achievement of all strategic objectives.

LINKS TO BOARD ASSURANCE FRAMEWORK:

AO2: Embed the improvements in the High Level Improvement Plan to ensure the Trust provides care to its patients that exceeds the fundamental standards expected.

IDENTIFIED RISKS AND RISK MANAGEMENT ACTIONS:

None identified.

FINANCIAL AND RESOURCE IMPLICATIONS:

None

LEGAL IMPLICATIONS / IMPACT ON THE PUBLIC SECTOR EQUALITY DUTY:

None

PROFESSIONAL ADVICE TAKEN ON ANY NOVEL OR CONTENTIOUS ISSUES:

None

ACTION REQUIRED:

(a) To approve.

CONSEQUENCES OF NOT TAKING ACTION:

Information may continue to be unavailable ahead of executive level meetings impairs appropriate escalation of issues along with the appropriate corrective action.

It will also mean the continued practice of taking a report to different meetings (in the same level of detail) through the governance structure wasting executive and board time, as well as the resource taken to administer the meeting.

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EXECUTIVE LEVEL MEETING STRUCTURE

1. Rationale for changing the meeting structure

- 1.1. The PriceWaterhouseCooper (PWC) review stated that the governance of the Trust would be strengthened by combining Quality Advisory Board and Clinical Advisory Board into one quality focussed committee for discussions on quality by a multidisciplinary team. To make best use of time the divisional structures need to work effectively so that only issues requiring wider discussion or action are escalated. The Deloitte review echoed this recommendation.
- 1.2. Good governance relies on quality information flowing through the Trust with analysis and action happening at the appropriate level. Presently information relating to activity, finance and performance are routinely tabled due to the time required to turn data into information. Discussions were held with the information and finance teams to ascertain whether this information could be made available at an earlier date; however, currently this is not possible. Therefore, in order to have quality discussions the meeting dates may need to be moved. This would allow for appropriate escalation and earlier sight of corrective action.
- 1.3. One area of concern was the lack of engagement at Executive Performance Reviews (EPRs) and the lack of minutes (PWC). This is the level at which areas of concern should be identified and action plans or analysis provided to Management Board with assurance to the Board on the corrective action already in place. Therefore, these meetings should be scheduled to ensure adequate information is available and analysed by the Division for discussion with the Executive's in the EPR.

2. Delegation to Committees / Use of Electronic approval

- 2.1. Moving the Board dates to the first full week of the month would mean that certain decision need to be taken differently.
 - 2.1.1. Quarterly return to Monitor. Currently this is reviewed by the Finance and Investment Committee and signed-off at the Board. Monitor have confirmed that this can be delegated to either a Committee or person. It could also be signed-off electronically through use of email.
 - 2.1.2. Annual Report and Accounts: The Integrated Audit and Governance Committee currently start reviewing drafts around the start of the calendar year and usually has an editorial board with members from IAGC in attendance. This could continue as is. Final sign-off can be achieved by turning the last part of the May IAGC meeting into a Private Board. Attendance in person or on the phone would satisfy the governance around this. KMPG have confirmed that this is the way that many other boards work.
 - 2.1.3. Annual Plan: The Board and Council of Governors start reviewing drafts around February / March time. Once a near full draft has been reviewed, and if the Board feel confident to do so, the final sign-off can be delegated to the Chief Executive and Director of Finance. Other methods such as electronic sign-off can be used.
- 2.2. The Trust Secretary reviewed a number of websites and noted than a number of Board run in the above way such as, University College Hospital London NHS Foundation Trust, Liverpool Women's Hospital NHS

Foundation Trust, Central Manchester University NHS Foundation Trust and Sheffield Teaching Hospitals NHS Foundation Trust and there are a number of others.

- 2.3. One concern would be that the information provided at the September Board meeting would be based on data from July. However, the Director of Finance, Chief Operating Officer and Chief Nurse and Director of Quality would provide an early insight into the performance in August. This would ultimately provide a better level of insight to the Board on progress against the action plans for issues identified in July.

3. Reporting standards

- 3.1. PWC recommended that a standard template for reporting is used throughout the Trust and it is proposed that the format for agendas, action logs, report template should be taken from those used at Board level. This would ensure staff members' are use to reporting at every level. The current front sheet will be amended to add an additional element. It will require the author to confirm under which term of reference they are bringing the report. This will help to ensure that only matters within the terms of reference are considered.
- 3.2. The agenda is set by the Chair of the particular meeting and requests to either add or remove items must be agreed through the Trust Secretary with the Chair.
- 3.3. In 99% of cases a report should never go from one board / committee to the next level board / committee in the same level of detail.
- 3.4. Any meeting should only receive either a report or a presentation – not both. Verbal updates should only be items that are for information, not items for discussion or approval.
- 3.5. Reports: the front sheet should be no longer than 3 pages and the additional detail no longer than 4 pages. Use of appendices is preferred for any detail. Appendices will only be circulated electronically. If the report is very short, you may use the front sheet as long as it runs to no more than 4 pages in total. All reports (and appendices) should use Arial 12pt for headings and 11pt for all text and pages should be numbered. Guidance on this is provided on the intranet.
- 3.6. Presentations: These should have no more than 10 slides to allow for the presentation to be no longer than 10 minutes leaving time for the discussion.
- 3.7. Reports must be received by the deadline otherwise they will be removed from the agenda.

4. Conclusion

- 4.1. This proposal outlines changes to support the information flows between divisions and the Board of Directors and seeks to address some of the recommendations in both the PWC and Deloitte reviews.
- 4.2. The logistics behind making the changes will take some time and therefore, if the Board approves the changes, it is proposed that the new regime will start from August 2015.

- 4.3. Overall the changes support best practice in enabling good information flows and thereby should ensure the Board has more timely sight of the action plans to address any performance issues.