

## Council of Governors Meeting including Annual Members Meeting

To be held in public on Thursday, 10 November 2022, 5:00pm – 7:00pm

By Zoom; to register, [click here](#)

### Agenda

	Title		Action	Time (all pm)
<b>Informal Gathering</b>				<b>4:30</b>
1	<b>Welcome</b> Eileen Taylor, Acting Chair	Verbal	Assurance	5:00
2	<b>Apologies for Absence</b> Eileen Taylor, Acting Chair	Verbal	Assurance	
3	<b>Declarations of Interest</b> Eileen Taylor, Acting Chair	Verbal	Assurance	
<b>Annual Members Meeting</b>				
4	<b>Minutes of the AMM/AGM held on 11 November 2021</b>	Attached	Approval	5:03
5	<b><a href="#">Annual Accounts and Report for 2021/22</a> including the Auditor's Report</b> Paul Calaminus, Chief Executive Anit Chandarana, Chair of Audit Committee Samanthi Gibbens, Interim Chief Finance Officer	Presentation	Receive and Assurance	5:05
6	<b>Celebrating our Outgoing Governors</b> Eileen Taylor, Acting Chair	Presentation		5:30
<b>Council of Governors Meeting</b>				
7	<b>Review of Council Priorities 2023</b> Eileen Taylor, Acting Chair Norbert Lieckfeldt, Corporate Governance Manager	Presentation	Approval	5:45
8	<b>Minutes of the Previous Meeting of the Council of Governors on 8 September 2022</b> Eileen Taylor, Acting Chair	Attached	Approval	6:00
9	<b>Action Log and Matters Arising from the Minutes</b> Eileen Taylor, Acting Chair	Attached	Assurance	6:02

<b>Strategic Items</b>				
<b>10</b>	<b>Trust Performance: After Edenfield – how do we know our patients are safe?</b> Donna Kinnair, NED and Chair of the Quality Assurance Committee Lorraine Sunduza, Chief Nurse and Deputy CEO	Presentation	Assurance	6:05
<b>Business Items</b>				
<b>11</b>	<b>Appointment of the External Auditors</b> Anit Chandarana, Chair of Audit Committee Dr Mohit Venkataram, Executive Director of Commercial Development	Presentation	Approval	6:25
<b>12</b>	<b>Report from the Nominations and Conduct Committee</b> Eileen Taylor, Acting Chair	Attached	Approval	6:35
<b>13</b>	<b>Report from Communications and Engagement Committee (CEC)</b> Felicity Stocker, Chair of CEC	Attached	Note	6:40
<b>14</b>	<b>Report from Significant Business and Strategy Committee (SBSC)</b> John Bennett, Chair of SBSC	Attached	Note	6:45
<b>15</b>	<b>Council of Governor Elections</b> Tina Bixby, Membership Officer	Attached	Assurance	6:50
<b>16</b>	<b>Any Other Urgent Business and Questions from the Public</b> (to be advised in advance <b>by Tuesday, 8 November 2022</b> . Questions submitted on the day will be responded to following the meeting)			6:55
<p><b>Date and Time of Next Meeting:</b></p> <ul style="list-style-type: none"> <li>• <b>5 December 2022, 1:30pm to 3:00pm Informal Council/Board Meeting, Alie Street</b></li> <li>• 19 January 2023 (virtual)</li> <li>• 9 March 2023 (face-to-face – venue to be advised)</li> <li>• 11 May 2023 (face-to-face – venue to be advised)</li> <li>• 13 July 2023 (face-to-face – venue to be advised)</li> <li>• 14 September 2023 (face-to-face – venue to be advised)</li> <li>• 9 November 2023 (face-to-face – venue to be advised)</li> </ul> <p>All meetings will be held from 5:00 – 7:00pm</p>				

For more information on the meeting, including how to access the meeting, please visit [the ELFT website](#). Please contact [elft.membership@nhs.net](mailto:elft.membership@nhs.net) for any specific enquiries.

Eileen Taylor  
Acting Chair, East London NHS Foundation Trust

## **Draft minutes Annual Members Meeting**

**Thursday 11<sup>th</sup> November 2021 from 5.00pm – 6:25pm**

**Virtual Meeting, held via Zoom**

PRESENT	<p>Mark Lam Patrick Adamolekun Julie Aduwa Amina Ali Dawn Allen Rehana Ameer Roshan Ansari Fatima Begum John Bennett Gren Bingham Shirley Biro Steven Codling Joseph Croft Caroline Diehl Darlene Dike Mark Dunne Tee Fabikun Susan Fajana-Thomas Adam Forman Obayedul (Arif) Hoque (present for part of agenda item 9 ) Khtija Malik Sheila O'Connell Caroline Ogunsola Jamu Patel Betsy Scott Larry Smith Suzana Stefanic Felicity Stocker Hazel Thomas Jim Weir Lilu Wheeler</p>	<p>Trust Chair Staff Governor Public Governor, Rest of England Appointed Governor, Tower Hamlets Public Governor, Bedford Borough Appointed Governor, City of London Public Governor, Tower Hamlets Public Governor, Luton Public Governor, Tower Hamlets Public Governor, Tower Hamlets Public Governor, Newham Public Governor, Central Bedfordshire Staff Governor Public Governor, Hackney Public Governor, Hackney Staff Governor Public Governor, Newham Appointed Governor, Hackney Public Governor, Hackney Public Governor, Tower Hamlets Appointed Governor, Luton Staff Governor Staff Governor, (Lead Governor) Public Governor, Luton (Deputy Lead Governor) Staff Governor Public Governor, Central Bedfordshire Public Governor, Central Bedfordshire Public Governor, Bedford Borough Public Governor, Newham Appointed Governor, Bedford Borough Staff Governor</p>
IN ATTENDANCE:	<p>Aamir Ahmad Paul Calaminus Anit Chandarana Steven Course Richard Fradgley Philippa Graves Dame Donna Kinnair Tajmina Khanam Norbert Lieckfeldt Cathy Lavelle Cathy Lilley</p>	<p>Non-Executive Director Chief Executive Non-Executive Director Chief Finance Officer &amp; Deputy CEO Executive Director of Integrated Care Chief Digital Officer Non-Executive Director Governors and Membership Apprentice Corporate Governance Manager Clinical Director, Children's Services Director of Corporate Governance</p>

Nicola McCoy	Corporate Secretariat Manager
Edwin Ndlovu	Chief Operating Officer
Meena Patel	Membership Officer
Stephanie Quitaleg	Senior Executive Assistant
Gill Skrzypczak	Minute Taker
Lorraine Sunduza	Chief Nurse & Deputy CEO
Eileen Taylor	Vice Chair – London
Dr Mohit Venkataram	Executive Director of Commercial Development
Deborah Wheeler	Non-Executive Director

<b>APOLOGIES:</b>	Julie Aduwa Agenda items 1-5	Public Governor, Rest of England
	Viv Ahmun	Appointed Governor, Voluntary Sector
	Zulfiqar Ali	Appointed Governor, Newham
	Rofikul Islam	Public Governor, Tower Hamlets
	Reno Marcello	Public Governor, City of London
	Beverley Morris	Public Governor, Hackney
	Tracey Stock	Appointed Governor, Central Bedfordshire
	Aidan White	Public Governor, Newham
	Paula Williams	Public Governor, Luton

<b>ABSENT:</b>	Obayedul (Arif) Hoque From agenda items 1-8 and 10-16	Public Governor, Tower Hamlets
	Nadia Islam	Public Governor, Newham
	Tony Isles	Staff Governor
	Mark Underwood	Public Governor, Central Bedfordshire
	Patricia Wheeler	Public Governor, Hackney

13 Members of the Public joined the Meeting

*The minutes are produced in the order of the agenda*

## **1. Welcome**

- 1.1 Trust Chair Mark Lam, warmly welcomed everyone to the Annual Members meeting which will be followed by the Council of Governors meeting. He reminded all of the Trust's values – We Care, We Respect and We Are Inclusive.
- 1.2 New Governors were introduced: Patricia Wheeler (Hackney), Hazel Thomas and Nadia Islam (Newham) and Gren Bingham (Tower Hamlets) along with new Staff Governors: Graham Manyere and Betsy Scott.
- 1.3 Mark congratulated the members who have been re-elected to the Council: Felicity Stocker, Larry Smith, Caroline Diehl, Beverley Morris, Shirley Biro and Roshan Ansari
- 1.4 Mark acknowledged the contributions of Governors who are standing down: Ernell Watson, Keith Williams, Laura Jane Connolly and Carol Ann Leatherby along with Staff Governor Robin Bonner who has left the Trust, welcoming Sheila O'Connell who will serve for the rest of Robin's term in line with the Trust's Constitution..

## **2. Apologies for Absence**

2.1 Apologies were recorded as above.

## **3. Declarations of Interest**

3.1 No declarations of interest have been received in regard to today's meeting in public.

## **4. Minutes of the AMM/AGM held on 28 September 2020.**

4.1 The minutes were APPROVED as an accurate record.

## **5. Annual Accounts and Report for 2020-2021 including the Auditor's Report**

5.1 Paul Calaminus introduced, highlighting:

- The annual report reflects a year dominated by the impact of Covid but also significant developments in the Trust and a commitment to continued work in all areas.
- Also reflects Mark Lam's arrival as Chair and Caroline Ogunsola as Lead Governor plus a number of service changes.
- The challenges for the Chief Finance Officer (CFO) and his team in working through a difficult accounting period this year, for which the Trust expresses its thanks.

5.2 Steven Course presented the Annual Report and Accounts 2020/21 via a series of slides, highlighting:

- The Annual Report and Accounts 2020/21 have now been laid before Parliament and we have received our external Auditor's Annual Report.
- Our final position shows a £3.6m surplus and a breakdown of the Capital spend is also shown.
- We had a mostly unqualified opinion which shows the accounts are free from material error with systems of adequate control, a good going concern basis and a value for money opinion.
- We did receive a qualification on the remuneration report this year, relating to our previous Chief Executive Officer who exited the NHS Pension Scheme during the accounting year. We were unable to report on the value of their remuneration due to the relevant pensions authority refusing to provide the required information despite many requests; this issue has impacted a number of NHS organisations this year.
- The external Auditor's report included a Value For Money report which found no significant risks or areas of potential weakness, and made no recommendations. In light of this the Trust's Audit Committee have asked the external Auditors to identify some additional areas of best practice in the interests of improvement.

5.3 The Governors received assurance that:

- The reports have been received and scrutinised by all relevant Trust Committees.

- Governors held a session with the Chief Finance Officer and the Chair of the Audit Committee, Anit Chandarana, to have a more in-depth look at the annual accounts.
- The pension issue only impacted one individual with all other remuneration details being complete, and there are ongoing discussions between the pensions authority and the National Audit Office to resolve this issue going forward.
- The external auditors look at the Trust's work on efficiency savings by monitoring processes such as how the Trust's procurement process is managed, how we manage budgets and how financial information is presented throughout the year.

The Council thanked the CFO and the Finance Team for the detailed and clear presentation of the accounts.

draft

## Draft Minutes of the Council of Governors Meeting Held in Public

Thursday 8 September 2022 from 5.00pm – 6:350pm  
Virtual Meeting, held via Zoom

<b>Present:</b>	Eileen Taylor	Acting Trust Chair
<b>Governors:</b>	Patrick Adamolekun	Staff Governor
	Julie Aduwa	Public Governor, Rest of England
	Victoria Aidoo-Annan	Staff Governor
	Dawn Allen	Public Governor, Bedford Borough
	Roshan Ansari	Public Governor, Tower Hamlets
	Fatima Begum	Public Governor, Luton
	John Bennett	Public Governor, Tower Hamlets
	Gren Bingham	Public Governor, Tower Hamlets
	Shirley Biro	Public Governor, Newham
	Gulam Choudhury	Public Governor, Tower Hamlets
	Joseph Croft	Staff Governor
	Caroline Diehl	Public Governor, Hackney
	Mark Dunne	Staff Governor
	Tee Fabikun	Public Governor, Newham
	Susan Fajana Thomas	Appointed Governor, Hackney
	Adam Forman	Public Governor, Hackney
	Rofikul Islam	Public Governor, Tower Hamlets
	Mumtaz Khan	Public Governor, Newham
	Khtija Malik	Appointed Governor, Luton
	Graham Manyere	Staff Governor
	Reno Marcello	Public Governor, City of London
	Beverley Morris	Public Governor, Hackney
	Caroline Ogunsola	Staff Governor, Lead Governor
	Jamu Patel	Public Governor, Luton, Dep Lead Governor
	Betsy Scott	Staff Governor
	Larry Smith	Public Governor, Central Bedfordshire
	Suzana Stefanic	Public Governor, Central Bedfordshire
	Tracey Stock	Appointed Governor, Central Bedfordshire
	Felicity Stocker	Public Governor, Bedford Borough
	Jim Weir	Appointed Governor, Bedford Borough
	Rachel Williams	Public Governor, Luton
<b>In attendance:</b>	Aamir Ahmad	Non-Executive Director
	Angela Bartley	Director of Population Health
	Tina Bixby	Membership Officer
	Dr David Bridle	Interim Chief Medical Officer
	Paul Calaminus	Chief Executive Officer
	Richard Carr	Non-Executive Director
	Anit Chandarana	Non-Executive Director
	Prof Sir Sam Everington	Non-Executive Director
	Samanthi Gibbens	Interim Chief Finance Officer
	Philippa Graves	Chief Digital Officer
	Prof Dame Donna Kinnair	Non-Executive Director
	Norbert Lieckfeldt	Corporate Governance Manager

Cathy Lilley	Director of Corporate Governance
Edwin Ndlovu	Chief Operating Officer
Gill Skrzypczak	Minute Taker
Lorraine Sunduza	Chief Nurse and Deputy CEO
Mohit Venkataram	Director, Commercial Services
Deborah Wheeler	Non-Executive Director

<b>Apologies:</b>	Rehana Ameer	Appointed Governor, City of London
	Ken Batty	Non-Executive Director
	Tanya Carter	Chief People Officer
	Richard Fradgley	Director of Integrated Care
	Dr Amar Shah	Chief Quality Officer
	Hazel Thomas	Public Governor, Newham

<b>Absent:</b>	Viv Ahmun	Appointed Governor, Voluntary Sector
	Darlene Dike	Public Governor, Hackney
	Tony Isles	Staff Governor
	Sheila O'Connell	Staff Governor
	Patricia Wheeler	Public Governor, Hackney
	Aidan White	Public Governor, Newham

*The minutes are produced in the order of the agenda*

## **1. Welcome**

- 1.1 Eileen Taylor warmly welcomed everyone to the meeting and reminded all of the Trust's values – We Care, We Respect and We Are Inclusive.
- 1.2 She acknowledged the worrying news from Balmoral today and joined with the Governors in sending the HM The Queen and her family their very best wishes.
- 1.3 She extended a special welcome to two new Appointed Governors – Cllr Gulam Choudhury for Tower Hamlets, and Cllr Mumtaz Khan for Newham.

## **2. Apologies for Absence**

- 2.1 Apologies were recorded as above.

## **3. Declarations of Interest**

- 3.1 Eileen Taylor declared an interest in the Joint Chair recruitment update.

No further declarations of interest have been received in regard to today's meeting held in public.

## **4. Minutes of the Council of Governors Meeting held in public on 14 July 2022**

- 4.1 The minutes were **APPROVED** as a correct record, subject to an amendment to the attendance list, previously notified (recording John Bennett as present).

## **5. Action Log and Matters Arising from the Minutes**

- 5.1 Noted that actions were either closed, in progress or not due.
- 5.2 There were no matters arising.



## 6. Operational Update: Budgets, Inflation, Cost of Living

- 6.1 In response to growing concerns around the impact of the steep increases in the cost of living Paul Calaminus presented an update, highlighting:
- The Trust's budget is set annually based on a set of assumptions around inflation, however during this year's planning period the rate of inflation was much lower than now. In recognition of this an additional 1.9m were allocated to ELFT by NHS England to cover the increased inflation
  - The continuing rises and impacts on direct costs for both us and our suppliers are being carefully tracked: there will be an estimated £2m increase in the Trust's gas and electricity costs, although our Green Plan initiatives have contributed to a decrease in the Trust's energy usage.
  - Mileage rates payable to staff have been increased to reflect the rise in fuel costs and further support is available via our Hardship Fund, alongside other Wellbeing offers in place.
  - The move to ensure all staff employed by our 'soft facilities' provider OCS are on Agenda for Change terms has increased their salaries by £190 per month on average.
  - There are issues to work through in relation to the recent pay award, with changes to pension contributions impacting on some, along with the national insurance reversal recently announced.
  - As well as working with staff side colleagues to support staff, we are also engaged with local authorities on offers for our service users and the local communities, in particular to ensure they are maximising monies to which they are entitled.
  - Winter planning initiatives are underway, including working as part of the public sector support in creating warm zones.
  - More broadly, our developing role as an anchor organisation underpins the important work around social value and procurement, employing service users, working on financial exclusion for the homeless and using apprenticeships to support people into work.
- 6.2 Eileen Taylor thanked Paul for the update and noted that this will remain a standing item over the next few months. She asked Governors to put any questions into the meeting chat and they will be responded to offline.
- 6.3 The Council **RECEIVED and NOTED** the update.

## 7. Identifying Governors' Strategic Priorities

- 7.1 Angela Bartley presented a refresh around what we as a Trust want to achieve in terms of population health and our Marmot Trust ambitions, highlighting:
- The objectives already set for improving population health, mapped against the principles of the Marmot work: prioritizing young people's health, social and leaning development, support service users into employment, tackling issues of poverty and improving standards of living, contributions to climate change, championing social justice and early detection and prevention of illness in disadvantaged groups.
  - Key strategic roles in access to education, housing, good job and income opportunities all contribute to the strategic aim of the Trust to improve health outcomes.
  - It is anticipated that the current cost of living and fuel poverty crisis will result in excess deaths of 360,000 related to respiratory and cardiovascular illnesses brought on by cold homes.
- 7.2 Feedback from breakout room sessions:
- Staff wellbeing in order to continue carrying out an effective delivery of service. .

- Expanding priority four to include giving young people the right start in life, acknowledging that the pandemic had the biggest impact on them and recognising the legacy of need that has brought about.
- Looking at all service users in the context of their families and communities – resonates with the Trust's Carers Strategy and work on supporting families through the ELFT Charity.
- Transition of children and young people into adult services and during the current cost of living crisis.
- Improving crisis pathways - dignity for certain groups, eg women suffering from domestic abuse.
- Integrated working with partners to provide a complete understanding of people's situations.
- Helping staff and service users with the cost of living crisis.
- Becoming a beacon for the digital offering and future opportunities for service users.
- Staff and staff experience, linked to recruitment and retention, and ensuring we have the facilities to support staff.
- The meaning of place and how Governors can engage with that: scope to work more in constituency aligned groups, feeding into the ICS.
- Collaborative working with partner organisations to smooth pathways for service users who receive services from multiple organisations and how leverage that with the ICS.
- Getting the basics right and tackling population health by minimising harm in customer care and the end to end service, eg. care in discharge planning.
- Importance of continually testing the impact of service delivery, particularly in a time of stretched resources.
- Involving other partners in delivery.
- Shining a light on people's needs with a focus on communities and creating safe places for support.
- Digital opportunities.
- Loneliness and isolation – risk of withdrawal during the cost of living crisis.
- Staff welfare.

7.3 Eileen thanked the Governors for their input and noted that all of these points will be themed and brought to November CoG meeting to approve the plan and timetable for the following year.

## 8. Appointment of External Auditors: Agreeing the Process

- 8.1 Anit Chandarana, Chair of the Audit Committee, presented the report highlighting:
- The external audit role provides an independent review of the Trust's controls and processes, and an understanding of the learning we can take to improve. It is also important for ELFT to have the sound financial background that it does in order to progress our aims and objectives.
  - The Governors will require confidence in the process to assist in delivering the strong partnership that gives assurance to the local population around the utilisation of our resources.
- 8.2 Mohit Venkataram continued:
- The process of appointing external auditors can take between three to six months, with the oversight being managed by the Board's Audit Committee, supported by the procurement team. A presentation of the recommendation will be made to Governors once the whole process is complete.
  - The timeline will be as follows:
    - September: preparing tender papers and updating the specification, which will be shared with Governors outside the meeting.

- October to early November: publication of the documents, and evaluation and assessment of bidders.
- November to December: internal assurance process around the panel evaluation and a presentation of the outcomes to the Audit Committee.
- Once the award is made, it is expected the new partner will commence working in January, with an extensive handover from the existing auditors.
- Requesting three Governors to be part of the procurement panel via expressions of interest.

In discussion:

- It was noted that the primary reason for the current auditors to give notice is the increased amount of work being required by new national audit guidance impacting on their costs and resources, which could potentially compromise the quality of our audit.
- It was confirmed that ELFT are the commissioners for this process.

8.3 The Council:

- **RECEIVED and NOTED** the report and,
- via a Zoom poll: **AGREED** their support for the process, confirmed their **AGREEMENT** to receive and agree the criteria via email and **AGREED** to appoint three Governors to the evaluation panel. [John Bennett, Rofikul Islam and Rachel Williams were subsequently appointed to serve on the panel]

## 9. Trustwide Members Meeting

9.1 Virtual meeting scheduled for 11 October at 4pm.

9.2 The Council **RECEIVED** and **NOTED** the update.

## 10. Council of Governor Elections Update

10.1 Eileen thanked the Governors for their interest and participation in the process

10.2 The Council **RECEIVED** and **NOTED** the update.

## 11. Council of Governor Committee Membership

11.1 Eileen thanked the three Governors who have put their names forward: there remain two vacancies on the Significant Business & Strategy Committee.

Governors will be contacted following the meeting to express their interest in these roles.

11.2 The Council:

- **RECEIVED** and **NOTED** the update and,
- **RATIFIED** the appointment of Hazel Thomas and Rachel Williams to the Communications and Engagement Committee, John Bennett and Hazel Thomas to the Nominations and Conduct Committee, and John Bennett and Rachel Williams to the SBSC.

## 12. Report from Nominations and Conduct Committee (NomCo)

12.1 Eileen Taylor presented the report, detailing:

- Non-Executive Directors (NEDs), like Governors, can serve for three 3-year terms, however it is good practice for NEDs in their third term to be appointed annually following a review – to safeguard their continued independence from the Trust and to ensure there are the appropriate skills and experience on the Board.

- The Committee considered the reasons and rationale for the reappointment of Ken Batty as Non-Executive Director and Senior Independent Director for a first year of his 3<sup>rd</sup> term as outlined in the paper you received and the Governors on NomCo unanimously recommend to Council that Ken be reappointed at this stage for up to one year under his current terms and conditions.

12.2 The Council voted via Zoom poll to **APPROVE** the recommendation on the NomCo.

**The meeting was suspended at 6.35pm due to the news of the death of HM Queen Elizabeth II**

**13. Joint Chair Recruitment Update**

13.1 Not taken – paper circulated for noting. Any questions to be addressed offline.

**14. Any Other Urgent Business and Questions from the Public**

14.1 Not taken

**Date and Time of Next Meetings:**

10 November 2022 (face to face – venue to be advised)

19 January 2023 (virtual)

9 March 2023 (face to face – venue to be advised)

11 May 2023

13 July 2023

14 September 2023

9 November 2023

All meetings will be held from 5:00 – 7:00pm.

Council of Governors - Action Log following Council Meeting September 2022							
Ref	Meeting Date	Agenda item	Action Point	Owner	Due Date	Status	Comments
188	08/09/2022	Strategic Priorities	Present themed priorities at November Meeting for approval	Norbert Lieckfeldt	10/11/2022	In progress	on Agenda for November meeting
189	08/09/2022	Appointment External Auditirs	Share Draft Specifications with Council outside meeting	Anit Chandarana/Dr Mohit Venkataram	01/09/2022	Closed	Specifications for tender shared via email
190	08/09/2022	Appointment External Auditirs	IDentofy Governors to serve on Appointment panel	Governors and Members Office	01/09/2022	Closed	John Bennett, Rofikul Islam and Rachel Williams appointed to the panel
163	10/09/2020	Trauma Informed Approach update	A progress update on work to develop a trauma informed approach to services and training staff around this to be added to Council's Strategic Priorities	Richard Fradgley	08/09/2022	Forward plan	To be considered at Sept 2022 meeting when reviewing the Council's five priorities for 2022-2023

In progress
Closed
Forward plan

**To:** Council of Governors  
**From:** Eileen Taylor, Chair Nominations and Conduct Committee  
**Author:** Norbert Lieckfeldt, Corporate Governance Manager  
**Date:** 10 November 2022  
**Subject:** NED Terms and Conditions Update

## **1. Purpose of Report**

1.1 The purpose of this report is to update the Council of Governors on recommendations by the Nominations and Conduct Committee on Non-Executive Director terms and conditions.

## **2. Introduction**

2.1 Under the NHS Act (2006) and the Trust constitution the appointment, reappointment and removal of the NEDs shall be carried out by the Council of Governors (the Council).

2.2 Under its Terms of Reference, the Nominations and Conduct Committee (the Committee) is to make “recommendations to the Council regarding the re-appointment of the NEDs and Trust Chair.”

2.3 The Terms of Reference also state that the Committee will “provide recommendations to the Council on the remuneration and allowances, and the other terms and conditions of office, of the Chair and Non-Executive Directors.”

## **3. Reappointment of Professor Sir Sam Everington OBE**

3.1 Sam Everington was originally appointed for a three-year term starting 1 January 2019. His current term therefore ends on 31 December 2022.

3.2 The Committee considered the following rationale for his reappointment to a second term:

- As a practising GP in East London Sam brings huge experience of primary care as well as an in-depth knowledge of the NE London Integrated Care System. He is the link NED to the Trust’s Executive Director of Commercial Development Dr Mohit Venkataram who also leads the Trust’s Primary Care Directorate
- Sam has an intense focus on population health and the Trust’s role in implementing the Marmot Principles into our work
- Sam’s significant national profile has been a great asset to the Trust
- A member of the Integrated Care and Commissioning Committee, Sam’s influence on the Board through his stringent focus on the service users, his constructive and forthright challenge at Board and his ability to move strategic discussions is far-reaching
- Sam has confirmed that he continues to have sufficient time to commit to the role.

3.3 The Nominations and Conduct Committee unanimously recommends to the Council of Governors the re-appointment of Professor Sir Sam Everington as a Non-Executive Director for a second term of office from 1 January 2023 to 31 December 2025 in line with his current terms and conditions of office.

#### 4. Sabbatical, Deborah Wheeler

- 4.1 NED and Acting Vice-Chair Deborah Wheeler has requested a period of sabbatical leave from 20 March 2023 to 22 May 2023.
- 4.2 Deborah's current responsibilities on the Board and in terms of Board committees include:
- Acting Vice-Chair for Bedfordshire and Luton (to the end of 2022 or the appointment of the Joint Chair, whichever is earlier)
  - Member of the Appointments & Remuneration Committee
  - Member of the Audit committee
  - Member of the Finance, Business & Investment Committee
  - Member of the Integrated Care & Commissioning Committee
  - Member of the Quality Assurance Committee.
- 4.3 The Board have considered the impact of Deborah's temporary leave on Board business and have no concern about their ability to cover for her absence.
- 4.4 The Committee unanimously recommended Council to **APPROVE** the request for sabbatical leave for Deborah Wheeler from 20 March 2023 to 23 May 2023.

#### 5. Board Membership

- 5.1 On behalf of the Board, Eileen raised the issue of the number of Non-executive Director (NED) positions on the ELFT Board.
- 5.2 The Board has been extended by additional roles such as the Chief Digital and Chief Quality Officers. It is a requirement for Foundation Trusts that the number of NEDs on the Board be greater than the number of Executive Directors. At the moment, we have nine NEDs (though Mark Lam is currently on sabbatical) and eight voting Executive Directors (two further are non-voting).
- 5.3 The Trust has seen a significant increase in the size and complexity of its operations, as well as the environment with ELFT now operating in two newly established Integrated Care Systems.
- 5.4 Non-Executive Directors other than the Chair, Vice-Chair and Senior Independent Director (SID) are contracted to work for three days per calendar month. Vice-Chairs and SIDs are contracted for four days pcm, while the Chair works 3 days per week.
- 5.5 The proposal therefore is to increase the number of NEDs on the Board by one to ten NED positions and to recruit for a replacement for Mark Lam's position once a substantive Chair has been appointed for the Trust.

#### 6. Recommendation

- 6.1 The Council is asked to NOTE the report and APPROVE the recommendations:
- To re-appoint Professor Sir Sam Everington as a Non-Executive Director for a second term of office from 1 January 2023 to 31 December 2025 in line with his current terms and conditions of office
  - To agree a period of sabbatical leave for Deborah Wheeler from 20 March to 23 May 2023

- To agree in principle to increase the number of Non-Executive Directors on the ELFT Board from nine to ten positions.

## Appendix:



Professor Sir Sam Everington MBBS, MRCP, Barrister, OBE, Non-Executive Director

Sam joined the Trust in January 2020 as a Non-Executive Director.

Sam has been a GP in Tower Hamlets since 1989 in the Bromley-by-Bow Partnership. The centre has over 100 projects under its roof supporting the wider determinants of health. The social prescribing delivered at the centre is now part of a network of two thousand across the country and is in the process of being put in every general practice in the country. He is Vice-Chair of North East London CCG.

Sam is a member of BMA Council and Vice President of the BMA. In 1999, he received an OBE for services to inner-city primary care in 2006, the International Award of Excellence in Health Care and in 2015 a knighthood for services to primary care. He is a member of the Ministerial National NHS Infrastructure and NHS

Resolution Boards, and is Fellow and Honorary Professor of Queen Mary University of London and Vice President of the Queen's Nursing Institute.

Sam has previously been a member of GMC Council, Cabinet appointed Ambassador for Social Enterprise, Acting Chair of the BMA, adviser to shadow cabinet ministers between 1992 and 1997 and national advisor to NHS England's New Models



**To:** Council of Governors  
**From:** Felicity Stocker, Chair  
**Author:** Tina Bixby, Membership Manager  
**Date:** 10 November 2022  
**Subject:** Communications and Engagement Committee Report

## **1. Purpose of the Report**

1.1 To update the Council on the work of the Communications and Engagement Committee.

## **2. Background**

2.1 The Communications and Engagement Committee has been established to carry out specific duties on behalf of the Council, including reviewing the Trust's Membership Strategy and communications with members and among Governors.

2.2 The Communication and Engagement Committee meetings are open to all Governors. Those Governors who are not core members but wish to attend should notify the Governors and Members Office in advance.

2.3 The committee last met on 28 September 2022 the attendees were as follows:

- Dawn Allen, Bedford Borough Governor (stood down as a Governor 31/10)
- Roshan Ansari, Tower Hamlets Governor - (left due to technical difficulties)
- Beverley Morris, Hackney Governor
- Jamu Patel, Luton Governor
- Suzana Stefanic, Central Bedfordshire Governor
- Felicity Stocker, Bedford Borough Governor (Chair)
- Gren Bingham, Tower Hamlets Governor
- Jamu Patel, Luton Governor
- Hazel Thomas, Newham Governor
- Rachel Williams, Luton Governor
- Julie Aduwa Rest of England Governor

Also attending were:

- Janet Flaherty (Head of Communications and PR)
- Norbert Lieckfeldt (Corporate Governance Manager)
- Tina Bixby Membership Manager

## **3.0 Meeting: 28 September 2022 Key Decisions and Discussions**

### **3.1 Media Activities Update**

Janet Flaherty provided Governors an update of the media activities in the Trust:

- An ELFT doctor featured in a TV programme discussing narcissism in relation to the programme 'Love Island'
- ELFT are signing up to the Cleanliness Charter - a patient safety issue which will show the clean rating of buildings via a poster placed at each site

- Queen's death – statement placed on the ELFT website and other social media platforms expressing condolences. During the period of mourning only health related core messages were allowed to be published; however an article around dealing with sadness was added to the website
- New telephone system in two Bedfordshire GP practices showing improvements and receiving good feedback from service users
- Westfield vaccination centre is now closed; vaccinations moving to Mile End Hospital
- ELFT running a 'Future of Primary Care' event in October
- Exploring work with the *Big Issue* in connection with homelessness
- ELFT Charity – new logo has been voted for and used for the first time on running vests for a recent half marathon
- Photos and a report on a recently held Family Fun Day in Newham will be published shortly.

#### **4.0 Trust-wide Member's Meeting Update**

Tina Bixby updated:

- Agenda includes items around tackling inequalities, population health, an ELFT Charity presentation, Trust strategy summary and animation to show the role of Governors
- Invitations being sent to Members via post and emails.
- Encouraging more public attendees to accompany Governors.
- Is not an Annual Members Meeting due to delays in the preparation of the Annual Report and Accounts – this is currently planned to be held in December.

#### **5.0 Membership Plan Update**

Tina Bixby presented, highlighting:

- Plan previously updated in June however realisation this will take longer than thought.
- Field work undertaken with other Trusts and an ELFT Governor's Office Away Day – decided on a Membership Plan flowing from the Trust Strategy.
- Planning a standing agenda item at CEC, paper to COG committee, setting up a Task and Finish group, conduct a survey to establish what people want from their membership and big/small conversations.
- Members of the T&F group to include NEDs, Directors, Governors, members and People Participation – need to decide on the number of Governors to be on T&F groups.
- Survey will be included in the winter issue of Trusttalk. Suggestions for survey questions to be emailed to Tina.
- Aim for rollout in April 2023, following sign off by relevant committees and Trust Board, as a one page document.

In discussion it was noted:

- Important to include a cross-section of Governors who are service users and/or carers, and a variety of service users by age.
- Difficulties some service users experience in accessing membership of the various committees and groups.
- Ensure the commitment of Governors to make themselves available to attend the T&F group meetings.
- An idea for Governors to be able to bring a +1 to the meeting, enabling access for young service users to give their input.

- Some questions were already provided by CEC members last year, via email to GMO dated 7/12/21.

## **6.0 People Participation Committee update**

Rachel Williams updated, highlighting:

- The benefit of attending the Committee as a service user/carer with lived experience to share, and being able to relate to the service also as a Governor.
- Noted a lack of diversity of lived experiences and the opportunities to include younger service users. Hoping that her sharing as a younger parent/carer with a diverse family will assist in this and has since met with the People Participation lead for Luton.

Gren Bingham added:

- Items covered included priorities in Newham and Bedfordshire, a discussion on the Board Assurance Framework, the announcement of a mental health collaborative summit and improvements to the reward and recognition payment system.
- The updating of the volunteer policy and engagement of a lead to drive this initiative forward.

In discussion it was noted:

- The challenges around engagement of younger, more diverse service users with the work of the Trust.

## **7.0 Governor Open Forums Review**

Norbert Lieckfeldt advised the Committee that a timetable for the next year is being planned with the intention of having two NEDs at each meeting instead of one, to facilitate more of a conversation.

## **8. Recommendation**

8.1 The Council of Governors is asked to

- Advise Tina Bixby if they wish to join the Task and Finish Group for the Membership Plan.
- **RECEIVE** and **NOTE** the report.

**To:** Council of Governors  
**From:** John Bennett, Committee Chair  
**Author:** Norbert Lieckfeldt, Corporate Governance Manager  
**Date:** 10 November 2022  
**Subject:** Significant Business and Strategy Committee Report

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## **1.0 Purpose of the Report**

1.1 To update the Council on the work of the Significant Business and Strategy Committee (SBSC).

## **2.0 Background**

2.1 The Significant Business and Strategy Committee has been established to carry out specific duties on behalf of the Council, including reviewing the Trust's business development and associated strategy.

2.2 The membership of the Committee as of 1 November is as follows:

- Rehana Ameer, Appointed Governor City of London
- John Bennett, Public Governor Tower Hamlets
- Caroline Diehl, Public Governor Hackney
- Adam Forman, Public Governor Hackney
- Caroline Ogunsola, Staff Governor (Lead Governor)
- Jamu Patel, Public Governor Luton (ex officio as Deputy Lead Governor)
- Rachel Williams, Public Governor Luton

2.3 The Committee met on 3 October 2022. In addition to the core members, also attending were:

Dr Mohit Venkataram, Executive Director of Business Development  
Norbert Lieckfeldt, Corporate Governance Manager

Other members of the Council were invited to attend the meeting.

## **3.0 Key Discussions and Decisions**

3.1 The Committee received an update by Mohit on commercial activity since their previous meeting in both Luton and Bedfordshire and in East London.

3.2 Governors noted in particular

- Following successful negotiations there have been no reductions in funding for ELFT Forensic services
- The P2R (Drug and Alcohol) service is aiming for a hub and spokes model based in various parts of Bedfordshire going forward
- It is too early at this stage to report back on the impact of Integrated Care System commissioning
- When bidding ELFT has the benefit of direct input from service users as active participants, helping to identify needs and shape our services. Some bids are genuinely non-recurrent as funding is only required for a specific project or task however where it is for a new service the funding

will initially be non-current until data can be gathered on performance, following which it may be funded recurrently or re-commissioned in a different way.

- In the case of an unsatisfactory provider, the best course of action is for service users to provide feedback directly to Commissioners and request further information around the commissioning process for the service.
- The success rate for ELFT bids has been maintained so far this year at between 96-98%.

- 3.2 In addition, Governors discussed an updated on the 'Improving Financial Value' section of the Assurance Framework for Business Development, developed by the Committee previously and agreed by the Council at its meeting in July 2019. Comments were focused on simplifying the language, moving away from operational detail and taking into account the new commissioning landscape. A final version will be agreed at the next SBSC meeting and then submitted to Council for formal approval.
- 3.3 The item on ELFT's Primary Care Strategy was deferred to the Committee's next meeting.
- 3.4 John and Norbert updated the Committee on a Showcase Presentation at the NHS Providers Governor Focus conference this year on the Governors' strategic input into the work of ELFT and the structures supporting this such as the Significant Business and Strategy Committee. This demonstrates the culture of proactively seeking the views of Governors and how their priorities are feeding in to the work of the Trust, including the joint working on developing our population health, anchor institution and Marmot Trust work. This is unique to ELFT.
- 3.5 In the discussion on the Committee's Forward Plan, the Committee suggested
- A focus on collaboration and what successful collaborative working looks like in practice, with examples from within the Trust and the wider healthcare network.
  - The balance between prevention and response, and how it may change over time
  - Digital – possibly invite the NED digital champion to the discussion
  - Review how ICS commissioning is working and the impact on ELFT
  - The funding of smaller community organisations and charities, as part of the prevention strategy – includes elements of our role as an anchor institution and supply chain commissioning.
4. The Council of Governors is asked to **RECEIVE** and **NOTE** the report.

**To:** Council of Governors  
**From:** Tina Bixby, Membership Officer  
**Date:** 10 November 2022  
**Subject:** Elections Update

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## 1.0 Purpose of the Report

1.1 To update the Council of Governors on the outcome of the 2022 Governor elections.

## 2.0 Election Timetable

- 2.1 The election process commenced on 15 July 2022 with the notice of the elections, with the results being declared on 30 September 2022. The elections process was managed by the Governors and Members Office (GMO) and Civica Election Services (CES) were the independent scrutineer.
- 2.2 Nominations were sought through postal and repeated emailed invitations, via the Trust website as well as social media. This resulted in ballots in each constituency being contested.
- 2.3 For the first time, ballot papers were only sent as hard copies to those members we do not hold email address for which resulted in saving of circa £3,000 – we will monitor the turnout numbers as to the impact of that decision.
- 2.4 Three Prospective Governor Workshops were held on 19 July, 30 July and 3 August.

## 3.0 Results

3.1 The numbers of seats per constituency for election and the elected candidates are provided below:

Constituency and Class	Number of seats for election	Turnout 2022 / (2021)	Number of Candidates	Elected Candidate(s)
Public – Bedford	1	5.6% /(6.9%)	2	Cassandra Howes
Public – Central Bedfordshire	3	6.3% /(8.8%)	5	Liz Birch Bob Cazley (see 3.3) Suzana Stefanic
Public - Newham	3	4.4% /(5.8%)	4	Peter Landman Stella Oloyede Bilal Ahmad
Public – Tower Hamlets	2	5.1% /(6.6%)	5	Yesmin Begum John Bennett

Staff	2	5.1% /(7.2%)	8	Love-Jane Egbe Kate Smith
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- 3.2 Re-elected for a further term were John Bennett and Suzana Stefanic.
- 3.3 Mark Smith (Central Bedfordshire) was successful, however as he is a member of the Health Scrutiny Committee at Central Bedfordshire Council he is unable to serve as an ELFT Governor; in line with paragraph 3.2 of Annex 5 (Additional Provisions – Council of Governors<sup>1</sup>) Bob Cazley was offered and accepted the position.
- 3.4 Tee Fabikun, Arif Hoque, Aidan White, Dawn Allen, Joseph Croft and Sheila O’Connell did not stand for re-election. They will be greatly missed on the Council.
- 3.5 A summary of contested seats is attached at Appendix 1.
- 4.0 Action Being Requested**
- 4.1 The Council is asked to **RECEIVE** and **NOTE** the report.

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<sup>1</sup> Where an elected governor of the Council of Governors ceases to hold office during his term of office the Trust shall offer the candidate who secured the second highest number of first preference votes in the last election for the constituency (or class of constituency, as the case may be) in which the vacancy has arisen the opportunity to assume the vacant office for the unexpired balance of the retiring governor’s tenure of office

		<b>Public Bedford</b>	
		Borough	
Election for			
Date		30/09/2022	
Number to be elected		1	
Valid votes		32	
Invalid votes		0	
Quota		17	
eSTV Reg. 54096	2.0.16		
Election rules	Custom		
		First	
Candidates	Preferences		
FALLA-SMITH, Rosina		16	
HOWES, Cassandra		16	ELECTED BY LOT
Non-transferable			
Totals		32	

		<b>Public Central Bedfordshire</b>	
Election for			
Date		30/09/2022	
Number to be elected		3	
Valid votes		24	
Invalid votes		0	
Quota		7	
eSTV Reg. 54096	2.0.16		
Election rules	Custom		
		First	
Candidates	Preferences		
BIRCH, Elizabeth		7	Elected
CAZLEY, Bob		3	
GARNER, John		0	
SMITH, Mark		7	Elected
STEFANIC, Suzana		7	Elected
Non-transferable			
Totals		24	



Election for **Public Newham**  
Date 30/09/2022

Number to be elected 3  
Valid votes 109  
Invalid votes 6  
Quota 28  
eSTV Reg. 54096 2.0.16  
Election rules Custom

		Stage	2		
	First	Surplus of			
Candidates	Preferences	LANDMAN, Peter			
AHMAD, Bilal	25	3.12	28.12	Elected	
LANDMAN, Peter	47	-19	28	Elected	
OLOYEDE, Stella	21	13	34	Elected	
PATEL, Sarifa	16	2.6	18.6		
Non-transferable		0.28	0.28		
Totals	109		109		

Election for **Public Tower Hamlets**  
Date 30/09/2022

Number to be elected 2  
Valid votes 82  
Invalid votes 1  
Quota 28  
eSTV Reg. 54096 2.0.16  
Election rules Custom

		Stage	2	Stage	3	
	First	Surplus of		Exclusion		
Candidates	Preferences	BEGUM, Yesmin		of HEALY, Paul		
BEGUM, Yesmin	37	-9	28		28	Elected
BENNETT, John	20	3.4	23.4	4.34	27.74	Elected
HEALY, Paul	6	1.7	7.7	-7.7	-	
THOMAS, Margaret	10	2.04	12.04	1.68	13.72	
WILLIAMS, Bryn	9	1.7	10.7	0.34	11.04	
Non-transferable		0.16	0.16	1.34	1.5	
Totals	82		82		82	

Election for **Staff**  
Date 30/09/2022  
Number to be elected 2  
Valid votes 326  
Invalid votes 0  
Quota 109  
eSTV Reg. 54096 2.0.16  
Election rules Custom

	First	Stage 2	Stage 3	Stage 4	Stage 5	
	Preferences	Exclusion of MEGBUNE, Victor	Exclusion of ADUSEI, Samuel+ELCOCK, Julian	Exclusion of YOUNG, Marie	Exclusion of FAGBENRO, Dupe	
Candidates						
ADUSEI, Samuel	13	1	14	-14	-	-
EGBE, Love-Jane	76	3	79	7	86	4 90 22 112 Elected
ELCOCK, Julian	14		14	-14	-	-
FAGBENRO, Dupe	56	1	57	2	59	4 63 -63 -
FLETCHER, Analiza	57		57	3	60	11 71 13 84
MEGBUNE, Victor	9	-9	-	-	-	-
SMITH, Kate	68	1	69	5	74	11 85 17 102 Elected
YOUNG, Marie	33	2	35	1	36	-36 - -
Non-transferable		1	1	10	11	6 17 11 28
Totals	326			326		326 326