

**The NHS Foundation Trust Code of Governance
 1st April 2012 – 31st March 2013**

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
A.1 – the Board of Directors	Every NHS foundation trust should be headed by an effective Board of Directors, since the board is collectively responsible for the exercise of the powers and the performance of the NHS foundation trust	
A.1.1	<ul style="list-style-type: none"> • The Board meets on a monthly basis to discharge its duties effectively. • There is a formal schedule of matters reserved for the Board which is identified in the Annual Business Calendar. • The formal schedule of matters reserved for the Board is complemented with a clear statement detailing the roles and responsibilities of the Council of Governors. • There is a statement explaining how disagreements between the Board and the Council will be resolved. • The Annual Report includes a statement about how the Board and Council operate, including a high-level statement of which types of decisions are to be taken by the Board and the Council and which decisions are to be delegated to the management by the Board. • Matters reserved for the Board are included in the Trust’s Standing Orders/Standing Financial Instructions/Scheme of Reservation and Delegation. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>

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	<ul style="list-style-type: none"> The roles and responsibilities of Governors are contained in the Trust's Constitution. The Constitution includes a statement relating to the handling of disputes. 	Comply
A.1.2	<ul style="list-style-type: none"> The Annual Report identifies the Chairman (Ian Johnson), Deputy Chairman (Paul Olive), Chief Executive (Gary Doherty), Senior Independent Director (Tony Shaw) and the Chairmen and members of the Nominations, Audit and Remuneration Committees. Records are kept of the number of meetings of the Board of Directors and the attendance of individual directors which is available to the Council of Governors upon request. Records are kept of the number of meetings of the Audit Committee and Nominations Committee and these are identified in the Annual Report. This information is supplied to the Council of Governors upon request. 	Comply Comply Comply Comply
A.1.3	<ul style="list-style-type: none"> The Chairman meets regularly with the Non-Executive Directors without the Executive Directors present. The Non-Executive Directors meet annually without the Chairman, chaired by the SID, to evaluate the Chairman's performance, as part of a process, which is agreed with the Council, for appraising the Chairman and on such other occasions as are deemed appropriate. The Non-Executive Directors also attend the Audit Committee without the Chairman. The Council of Governors has agreed that the Nominations Committee will evaluate the Chairman's performance and agree objectives and that the Nominations Committee will provide feedback to the Council of Governors. 	Comply Comply Comply Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
A.1.4	<ul style="list-style-type: none"> The Board has made available (upon request and on the website and in the Annual Plan) a statement of the Trust’s objectives, showing how it intends to balance the interests of patients, the local community and other stakeholders, and to use this as the basis for its decision making and forward planning. 	Comply
A.1.5	<ul style="list-style-type: none"> The Board ensures that adequate systems and processes are maintained to measure and monitor the Trust’s effectiveness, efficiency and economy as well as the quality of its healthcare delivery. The Board regularly reviews the Trust’s performance in these areas against regulatory requirements and approved plans and objectives. The Board ensures that relevant metrics, measures, milestones and accountabilities are developed and agreed in order to understand and assess progress and delivery of performance. The Board reviews the Trust’s performance at each of its monthly meetings based on a Business Monitoring Report/Performance Dashboard. Reports from ‘external’ bodies, for example the Care Quality Commission, are also routinely reviewed and monitored. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>

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A.1.6	<ul style="list-style-type: none"> • The Board reports on its approach to clinical governance and its plans for the improvement of clinical quality in accordance with guidance set out by the Department of Health, the Care Quality Commission and Monitor. • The Board of Directors receives annually a Quality Report which identifies annual priorities for improvement. • The Board’s clinical quality plans are prepared by the Trust’s Quality Governance Committee. • The Trust’s integrated governance framework, which permeates the organisation, facilitates the achievement of improving clinical standards. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>
A.1.7	<ul style="list-style-type: none"> • Board meetings are comprehensively and accurately minuted and include concerns/challenges raised by Directors. 	<p>Comply</p>
A.1.8	<ul style="list-style-type: none"> • The Chief Executive is fully aware of his responsibilities as Accounting Officer and follows the procedure as set out in the NHS Foundation Trust Accounting Officer Memorandum for advising the Board and the Council and for recording and submitting objections to decisions considered or taken by the Board or the Council in matters of propriety or regularity and on issues relating to the wider responsibilities of the Accounting Officer for economy, efficiency and effectiveness. 	<p>Comply</p>
A.1.9	<ul style="list-style-type: none"> • The Board has established the values and standards of conduct for the Trust and its staff in accordance with NHS values and accepted standards of behaviour in public life which includes The Nolan Principles. • The Trust’s Standing Orders/Standing Financial Instructions/ Scheme of Reservation and Delegation includes the Board’s Code of Conduct which is based on the spirit of the Nolan Principles (SFIs – Appendices B and C). 	<p>Comply</p> <p>Comply</p>

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A.1.10	<ul style="list-style-type: none"> The Board operates a Code of Conduct that builds on the values of the Trust and reflects high standards of probity and responsibility. The Board follows a policy of openness and transparency in its proceedings and decision making unless this conflicts with a need to protect the wider interests of the public or the Trust and makes clear how potential conflicts of interests are dealt with. The Trust’s Standing Orders/Standing Financial Instructions/ Scheme of Reservation and Delegation includes the Board’s Code of Conduct and Code of Practice on Openness (SFIs – Appendix B). 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
A.1.11	<ul style="list-style-type: none"> Appropriate insurance is in place, via Hempsons Solicitors, to cover the risk of legal action against directors. 	Comply
A.2 – Chairman and Chief Executive	There should be a clear division of responsibilities at the head of the NHS foundation trust between the chairing of the board of directors and governors and the executive responsibility for the running of the NHS foundation trust’s business. No one individual should have unfettered powers of decision	
A.2.1	<ul style="list-style-type: none"> The division of responsibilities between the Chairman and Chief Executive is defined in their contract. The Chief Executive’s duties and responsibilities are also clearly identified in the job description during the recruitment process. A report defining the responsibilities has been submitted to the Board. 	Comply
A.2.2	<ul style="list-style-type: none"> The Chairman meets the independence criteria as outlined in A.3.1. The Chief Executive will not become Chairman of the Trust. 	Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
A.3 - Balance and Independence of the Board of Directors	The Board of Directors should include a balance of executive and non-executive directors (and in particular independent non-executive directors) such that no individual or small group of individuals can dominate the Board’s decision taking. All directors should be able to exercise one full vote, with the chairman having a second casting vote on those occasions where a decision is tied.	
A.3.1	<ul style="list-style-type: none"> • The Board of Directors has confirmed that all of its Non-Executive Directors are considered to be independent and has stated this in the Trust’s Annual Report. • The need has not arisen where independent judgement has been required 	<p>Comply</p> <p>Comply</p>
A.3.2	<ul style="list-style-type: none"> • The Board comprises six Non-Executive Directors, excluding the Chairman, all of whom are considered independent. The Board also comprises six Executive Directors (plus two non-voting Executive Directors). 	Comply
A.3.3	<ul style="list-style-type: none"> • The Board has appointed a Senior Independent Director (not the Deputy Chairman). 	Comply
A.3.4	<ul style="list-style-type: none"> • The Annual Report includes a description of each director’s expertise and experience. This information is also on the Trust’s website at www.bfwhospitals.nhs.uk/about/board.asp • The Annual Report includes a clear statement from the Board about its own balance, completeness and appropriateness to the requirements of the Trust. This information is also on the Trust’s website at www.bfwhospitals.nhs.uk/about/board.asp 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
A.3.5	<ul style="list-style-type: none"> • The Constitution prevents an individual holding office as both director and governor at the same time. 	Comply

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B.1 – The Board of Governors	<p>Every NHS foundation trust will have a Board of Governors which is responsible for representing the interests of NHS foundation trust members, and partner organisations in the local health economy in the governance of the NHS foundation trust. Governors must act in the best interests of the NHS foundation trust and should adhere to its values and code of conduct. The board of governors should hold the board of directors to account for the performance of the trust, including ensuring the board of directors acts so that the foundation trust does not breach the terms of its authorisation. Governors are responsible for regularly feeding back information about the trust, its vision and its performance to the constituencies and the stakeholder organisations that either elected or appointed them.</p>	
B.1.1	<ul style="list-style-type: none"> • The Council of Governors meets formally four times per year, although the Constitution indicates a minimum of three meetings, to discharge its duties effectively. • Attendance of the Governors is included in the minutes of the Council of Governors Meetings. • The Foundation Trust Secretary maintains a register of attendance. • 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
B.1.2	<ul style="list-style-type: none"> • The Council of Governors comprises 33 Governors which is sufficient for the requirements of its duties. There are currently five Appointed Governor vacancies, two of which are as a result of the disbandment of PCTs on 31st March 2013. The structure of the Council of Governors is being reviewed during 2012/13). • The roles, structure, composition and procedures of the Council of Governors are identified in the Trust's Constitution which is reviewed regularly and at least annually. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
	<ul style="list-style-type: none"> • The role of the Council of Governors was considered by a Sub-Committee of the Council of Governors in May 2008 and its objectives agreed. A Sub-Committee has been established in previous years to agree Governors' objectives. In 2012/13, five Governor sub-groups have been established (Finance, TOPPs, Safety & Quality, Patient Experience, Membership) which are being developed. • Led by the Chairman, the Council of Governors will review in 2013 the implementation of the Governors' objectives in order to assess their collective performance on how they have discharged their responsibilities. 	
B.1.3	<ul style="list-style-type: none"> • The Annual Report identifies Governors, their constituency or organisation they represent, whether they were elected or appointed and the duration of their appointment. • A record is kept of the number of meetings of the Council and the attendance of individual Governors, details of which can be made available to members upon request. 	<p>Comply</p> <p>Comply</p>
B.1.4	<ul style="list-style-type: none"> • The roles and responsibilities of the Council of Governors are set out in the Trust's Constitution and includes a clear explanation of the responsibilities of the Council towards members and other stakeholders and how Governors will seek their views and inform them. 	<p>Comply</p>
B.1.5	<ul style="list-style-type: none"> • At each of their meetings, the Council of Governors receives and considers appropriate information to enable them to discharge their duties, for example, finance report, business monitoring report, complaints report. 	<p>Comply</p>
B.1.6	<ul style="list-style-type: none"> • The Chairman of the Trust chairs both the Board of Directors Meetings and the Council of Governors Meetings. 	<p>Comply</p>

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
	<ul style="list-style-type: none"> • The Chief Executive, Deputy Chief Executive and Director of Operations attend all meetings of the Council of Governors and, in addition, other Executive Directors attend as required. • NEDs attend the Council of Governors Meetings on a rotational basis. • At these meetings, the Governors are given the opportunity to raise questions of the Chairman or Deputy Chairman or any other Director present about the affairs of the Trust. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>
B.1.7	<ul style="list-style-type: none"> • The Trust's Constitution includes a statement relating to the handling of disputes and there are arrangements in place via the SID for engagement with the Board of Directors when Governors have concerns about the Board's performance, compliance with its Terms of Authorisation or welfare of the Trust. • The Governors are aware of the advantages of a SID being on the Board of Directors. 	<p>Comply</p> <p>Comply</p>
B.1.8	<ul style="list-style-type: none"> • The Council of Governors is clear about its role and that of the Board of Directors, including the duties outlined in the Health & Social Care Act 2012. • The Executive Directors ensure timely communication of relevant information to the Council of Governors at formal meetings and via regular bulletins. The annual business calendar ensures that meeting agendas are planned in advance. • A nominated Link Governor has been appointed by the Council of Governors. • A nominated FTGA Governor representative has been appointed by the Council of Governors. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>

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	<ul style="list-style-type: none"> The Council has to date expressed no concerns that would warrant escalation to Monitor (even during the Trust’s breach of its terms of authorisation). The Governors have acknowledged the overall responsibility of the Board of Directors for the operational management of the Trust. The Council of Governors has not needed to exercise its power to remove the Chairman or any of the Non-Executive Directors. 	<p>Comply</p> <p>Comply</p>
<p>C – Appointments to the Board</p>	<p>The 2003 Act (now 2006 Act) presents how appointments to the Board are to be made. There should be a formal, rigorous and transparent procedure for the appointment or election of new members to the Board of Directors. Appointments to the Board of Directors should be made on merit and based on objective criteria. Care should be taken to ensure that appointees have enough time available to devote to the job. This is particularly important in the case of chairmanships. The Board of Directors should satisfy itself that plans are in place for orderly succession of appointments to the Board so as to maintain an appropriate balance of skills and experience within the NHS foundation trust and on the Board</p>	
<p>C.1.1</p>	<ul style="list-style-type: none"> The composition of the Board of Directors is identified in the Trust’s Constitution. The Nominations Committee gives full consideration to succession planning, taking into account the challenges and opportunities facing the Trust and the skills and expertise required on the Board. 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
<p>C.1.2</p>	<ul style="list-style-type: none"> There is a nomination process for the recruitment and appointment of Executive Directors and Non-Executive Directors via the Remuneration Committee and Nominations Committee respectively. The Remuneration Committee evaluates the balance of skills, knowledge and experience on the Board and prepares a description of the role and capabilities required for a particular appointment to the Board (Executive Directors). 	<p>Comply</p> <p>Comply</p> <p>Comply</p>

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	<ul style="list-style-type: none"> The Nominations Committee evaluates the balance of skills, knowledge and experience on the Board and prepares a description of the role and capabilities required for a particular appointment to the Board (Non-Executive Directors). 	
C.1.3	<ul style="list-style-type: none"> The Trust Chairman is chair of the Nominations Committee and the Remuneration Committee is chaired by the SID (replaced by NED). 	Comply
C.1.4	<ul style="list-style-type: none"> The Nominations Committee has clear terms of reference for the appointment, re-appointment and removal of the Chair and other Non-Executive Directors, based on the Constitution. The Remuneration Committee ratified the appointment of one Executive Director (Medical Director) and one non-voting Executive Director (Managing Director for Community Development and Transformation). Both appointees commenced in post in April 2012. 	Comply Comply
C.1.5	<ul style="list-style-type: none"> The Nominations Committee, responsible for the appointment of Non-Executive Directors, consists of a majority of Governors. The Nominations Committee appointed the Chairman, who commenced in post in April 2012). 	Comply Comply
C.1.6	<ul style="list-style-type: none"> In making its recommendation/s regarding the appointment of Non-Executive Directors to the Council of Governors, the Nominations Committee takes into account the views of the Board of Directors on the qualifications, skills and expertise required for each position. This is formalised in the Constitution and the Nominations Committee Terms of Reference. The existing Chairman's other significant commitments are shown in the Annual Report. 	Comply Comply Comply

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C.1.7	<ul style="list-style-type: none"> • Non-Executive Directors' terms and conditions of appointment are available for inspection. • The expected time commitment is set out in the letter of appointment and, in accepting the appointment, Non-Executive Directors confirm that they are able to allocate sufficient time to the role. This was previously undertaken by the Appointments Commission and is now undertaken by the Trust. • The existing Non-Executive Directors' other significant commitments are shown in the Annual Report. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>
C.1.8	<ul style="list-style-type: none"> • The Annual Report describes the process to be followed in relation to the Chair and Non-Executive Director appointments. 	<p>Comply</p>
C.1.9	<ul style="list-style-type: none"> • Since authorisation, the Trust has appointed a new Director of Nursing and Quality (February 2009), a Director of Clinical Support and Facilities Management (March 2009), a Chief Executive (June 2009), a Director of Operations (October 2009/January 2010/June 2010/April 2011), a Designate Director of Community Services (January 2011), an Interim Managing Director for Community Services and Transformation (November 2011), a Medical Director (April 2012) and a Managing Director of Community Development and Transformation (April 2012) in accordance with the Remuneration Committee Terms of Reference. 	<p>Comply</p>
C.1.10	<ul style="list-style-type: none"> • The Constitution provides for the Chief Executive to be appointed and removed by the Non-Executive Directors, with the appointment approved by the Council of Governors. 	<p>Comply</p>

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C.1.11	<ul style="list-style-type: none"> No full-time Executive Director holds more than one Non-Executive Directorship of an NHS Foundation Trust or other such organisation. 	Comply
C.1.12	<ul style="list-style-type: none"> There is no independent external advisor on the Nominations Committee. The Annual Report describes the work of the Nominations Committee and the Remuneration Committee, including the process for Board appointments. 	Comply Comply
C.2 – Re-election	All directors and elected governors should be submitted for re-appointment or re-election at regular intervals. The Board of Directors should ensure planned and progressive refreshing of the Board of Directors	
C.2.1	<ul style="list-style-type: none"> The appointment of the Chief Executive is subject to formal approval by the Council of Governors. The appointment of Executive Directors is subject to formal approval by the Remuneration Committee. Processes are in place for the appointment of the Chief Executive which includes approval by the Remuneration Committee and, subsequently, the Council of Governors. Processes are in place for the appointment of Executive Directors which includes approval by the Remuneration Committee. Executive Directors (including the Chief Executive) have been appointed since authorisation in accordance with the Remuneration Committee Terms of Reference. A process is in place for the re-appointment of the Chairman and Non-Executive Directors. 	Comply Comply Comply Comply Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
C.2.2	<ul style="list-style-type: none"> • The Non-Executive Directors, including the Chairman, are appointed for specified terms of three years and are subject to re-appointment thereafter for a maximum of two terms (six years). • The Nominations Committee is responsible for the formal performance evaluation of the Chairman and Non-Executive Directors. • The Constitution states the terms of office and re-appointment arrangements of Non-Executive Directors by the Council of Governors. 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
C.2.3	<ul style="list-style-type: none"> • The Constitution provides for regular elections for public and staff Governors. • The Chairman, at the time of Governor re-elections, will undertake formal performance evaluation to consider whether they are suitable for re-election. • Election material will include details of the attendance record of Governors seeking re-election. 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
D – Information and Professional Development	<p>The Board of Directors and the Council of Governors should be supplied in a timely manner with information in a form and of a quality appropriate to enable them to discharge their respective duties. All directors and governors should receive induction on joining their Boards and should regularly update and refresh their skills and knowledge.</p>	
D.1.1	<ul style="list-style-type: none"> • An induction programme for the Chairman and Non-Executive Directors is in place and is updated on an on-going basis. • An induction programme for new Governors is in place and is updated on an on-going basis 	<p>Comply</p> <p>Comply</p>

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D.1.2	<ul style="list-style-type: none"> • Arrangements are in place for independent professional advice to be sought by the Board of Directors as appropriate. • Directors undergo annual appraisal and have access to training courses and/or materials consistent with identified personal development needs. • Committees are supported by the relevant Executive Director, Senior Manager/s and Trust staff. • The Board of Directors and Council of Governors are supported by the Foundation Trust Secretary. 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>
D.1.3	<ul style="list-style-type: none"> • The Board of Directors and Council of Governors are provided with relevant performance information on a monthly basis, following agreement of their respective information needs with Executive Directors. • The Council of Governors receives appropriate supporting information to enable it to fulfil its role appropriate to respective functions. 	<p>Comply</p> <p>Comply</p>
D 1.4	<ul style="list-style-type: none"> • The Non-Executive Directors have not found it necessary to seek to appoint a relevant adviser to challenge assurances from the Executive Directors. 	<p>Comply</p>
D 1.5	<ul style="list-style-type: none"> • The Governors are consulted on the Trust's Annual Plan via, initially, a sub-group and, latterly, the full Council of Governors. 	<p>Comply</p>
D 1.6	<ul style="list-style-type: none"> • The views of the Governors are taken into account when finalising the Trust's Annual Plan. 	<p>Comply</p>

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D.2 – Performance Evaluation	<p>The Board of Directors should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors. The Board should state in the annual report how performance evaluation of the Board, its committees and its individual directors including the chairman, has been conducted, bearing in mind the desirability for independent assessment, and the reason why the foundation trust adopted a particular method of performance evaluation. The outcomes of the evaluation of the executive directors should be reported to the Board of Directors. The chief executive should take the lead on the evaluation of the executive directors. The Council of Governors which is responsible for the appointment and re-appointment of non-executive directors, should take the lead on agreeing a process for the evaluation of the chair and non-executives, with the chairman and the non-executives. The outcomes of the evaluation of the chairman and the non-executives should be agreed by governors. The governors should bear in mind the desirability of using the senior independent director to lead the non-executive directors in the evaluation of the chairman. The Council of Governors should assess its own collective performance and its impact in the NHS Foundation Trust.</p>	
D.2.1	<ul style="list-style-type: none"> • The Board has undertaken a formal annual evaluation of its performance (March 2010). Deloitte has undertaken a High Level Independent Review of the Board (January 2011) and has carried out a further review in December 2011/January 2012. In 2012/13, KPMG has undertaken a Quality Governance Review to assess the robustness of the Trust’s quality governance arrangements. • Individual appraisal and performance development planning is undertaken at least annually. • An external assessment of the Board’s functions was undertaken in 2010/11 by KPMG and Deloitte. 	<p>Comply</p> <p>Comply</p> <p>Comply</p>

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	<ul style="list-style-type: none"> • Internal Audit has reviewed the performance of the committees within the corporate governance structure (July 2010). This is undertaken on a two yearly basis. The Corporate Governance Structure and Terms of Reference are updated and submitted to the Board on a two yearly basis. • Evaluation of committee work plans and preparation of annual reports by key governance committees is routinely undertaken. 	<p>Comply</p> <p>Comply</p>
D.2.2	<ul style="list-style-type: none"> • The Council of Governors undertakes an assessment of its collective performance via assessment of the implementation of the annual objectives. • Governors have completed a questionnaire in relation to the effectiveness of the Council of Governors and a workshop, facilitated by Deloitte, took place in November 2011 and February 2011, following which a report was produced by Deloitte and an action plan developed by the Trust. • Meetings are arranged for Governors/Directors to communicate with their member constituencies. This has been undertaken following the Membership Seminars and the arrangements are being reviewed in 2011/12. 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
D.2.3	<ul style="list-style-type: none"> • The Foundation Trust Secretary maintains a register of Governors' attendance at formal meetings and other meetings/events. • The Constitution sets out the arrangements for the removal of a Governor from the Council. 	<p>Comply</p> <p>Comply</p>

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E – Director Remuneration	Levels of remuneration should be sufficient to attract, retain and motivate directors of the quality required to run the NHS foundation trust successfully, but an NHS foundation trust should avoid paying more than is necessary for this purpose	
E.1.1	<ul style="list-style-type: none"> The Trust does not currently operate a performance related pay scheme or make provision for annual bonuses. 	Comply
E.1.2	<ul style="list-style-type: none"> The Council of Governors determines the level of remuneration for the Chairman and other Non-Executive Directors which is reviewed on an annual basis and reflects the time commitment and responsibilities of their roles. 	Comply
E.1.3	<ul style="list-style-type: none"> Remuneration disclosures in the Annual Report have not previously included information on earnings by Executive Directors from Non-Executive Directorships elsewhere as none have previously been declared. 	Comply
E.1.4	<ul style="list-style-type: none"> Termination payments are made in accordance with the provisions set out in the standard NHS Conditions of Service and NHS Pension Scheme as applied to all staff. Each case is considered at the time on its merit. 	Comply
E.2 – Procedure	There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his or her own remuneration.	
E.2.1	<ul style="list-style-type: none"> The Remuneration Committee comprises the Chairman and six Non-Executive Directors, one of whom is the Chairman of the Committee. The Committee’s terms of reference, which explain the role and the delegated authority, are available upon request. 	Comply Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
	<ul style="list-style-type: none"> It has not been necessary to appoint remuneration consultants. 	Comply
E.2.2	<ul style="list-style-type: none"> The Remuneration Committee has been given delegated responsibility for setting all Executive Director remuneration. The Remuneration Committee recommends and monitors the level and structure of remuneration for senior managers for the first layer of management below Board level. 	Comply Comply
E.2.3	<ul style="list-style-type: none"> The Council of Governors fulfils its responsibility to set the remuneration for the Chairman and Non-Executive Directors. The Council of Governors received external professional advice regarding the remuneration levels of the Chairman and Non-Executive Directors in 2011 via the Nominations Committee. 	Comply Comply
F – Accountability and Audit	The Board of Directors should present a balance and understandable assessment of the NHS foundation trust’s position and prospects	
F.1.1	<ul style="list-style-type: none"> The Annual Report explains the directors’ responsibility for preparing the accounts and there is a statement by the auditors about their reporting responsibilities. 	Comply
F.1.2	<ul style="list-style-type: none"> The Annual Report contains a statement from directors that the Foundation Trust is a going concern. 	Comply
F.1.3	<ul style="list-style-type: none"> Any major new developments and significant changes which may lead to a substantial change to the financial well-being, healthcare delivery performance or reputation and standing of the Trust are brought to the attention of Monitor and the Council of Governors. Consideration is also given by the Board as to whether such developments should be brought to the attention of the public. 	Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
F.1.4	<ul style="list-style-type: none"> The Annual Plan sets out clearly its financial and operating objectives, which includes both quantitative and qualitative data of the Trust's business and operations to allow Governors and Members to evaluate its performance. 	Comply
F.2 – Internal Control	The Board should maintain a sound system of internal control to safeguard public and private investment, the NHS foundation trust's assets, patient safety and service quality	
F.2.1	<ul style="list-style-type: none"> The Board of Directors conducts an annual review of effectiveness of its system of internal control (Annual Governance Statement), supported by its internal auditors. The review includes all material controls including financial, clinical, operational, compliance and risk management systems. The Annual Governance Statement is included in the Trust's Annual Report, a copy of which is available to Members upon request or accessible via the Trust's website. 	Comply Comply
F.3 – Audit Committee and Auditors	The Board should establish formal and transparent arrangements for considering how they should apply the financial reporting and internal control principles and for maintaining an appropriate relationship with the NHS foundation trust's auditors	
F.3.1	<ul style="list-style-type: none"> The Trust's Audit Committee comprises all six Non-Executive Directors and is chaired by a Non-Executive Director with recent and relevant financial experience. 	Comply
F.3.2	<ul style="list-style-type: none"> The Audit Committee's terms of reference are regularly reviewed (at least annually) and clearly set out its main roles and responsibilities. 	Comply
F.3.3	<ul style="list-style-type: none"> The Audit Committee's terms of reference, which explain the role and delegated authority, are available upon request and also via the Trust's website. The Annual Report describes the work of the Audit Committee. 	Comply Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
F.3.4	<ul style="list-style-type: none"> • Arrangements are in place for the Chairman of the Audit Committee and the Trust’s External Auditor to attend the Council of Governors Meeting in relation to the appointment, re-appointment and removal of the External Auditor. • The Audit Committee has arrangements in place for independent investigation of concerns raised by staff regarding possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. • The Audit Committee receives regular reports from its counter fraud service provider. • Staff are made aware via the Staff Handbook and the Whistle-Blowing Policy how to raise, in confidence, concerns about possible improprieties 	<p>Comply</p> <p>Comply</p> <p>Comply</p> <p>Comply</p>
F.3.5	<ul style="list-style-type: none"> • The Chairman of the Audit Committee and the Deputy Chief Executive submit a report to the Council of Governors in relation to the performance of the External Auditor. • The Council of Governors was involved in the discussion/decision to re-appoint the Trust’s External Auditors in November 2011. • The Audit Committee recommended to the Council of Governors the re-appointment of the External Auditors for a period of two years and approved the remuneration and terms of engagement. 	<p>Comply</p> <p>Comply</p> <p>Comply</p>
F.3.6	<ul style="list-style-type: none"> • The Trust’s auditor’s appointment has not ended in disputed circumstances to date. However, should this occur, the Chairman would inform Monitor of the reason behind the decision. • The Trust ensures the independence of its External Auditors. 	<p>Comply</p> <p>Comply</p>

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
F.3.7	<ul style="list-style-type: none"> The Trust’s auditor has provided non-audit services (consultancy) to the Trust in relation to Transforming Community Services (subsequently Transformation of Patient Pathways). In respect of this non-audit work the Trust ensured the auditors’ independence. 	Comply
G – Relations with Stakeholders	The Board of Directors should appropriately consult and involve members, patients, clients and the local community. Notwithstanding the complementary role of the governors in this consultation, the Board of Directors as a whole has responsibility for ensuring that satisfactory dialogue with its stakeholders takes place	
G.1.1	<ul style="list-style-type: none"> The Trust has in place a Membership Strategy which is available on the website for public access. 	Comply
G.1.2	<ul style="list-style-type: none"> The Membership Strategy identifies how the public interests of patients, clients and the local community will be represented, including its approach for addressing the overlap and interface between Governors and any local consultative forums already in place (e.g. overview and scrutiny committee). Patients/service users and carers are represented throughout the Trust’s governance structure. They are fully integrated into the Trust’s operational processes via membership of Trust sub-committees. 	Comply Comply
G.1.3	<ul style="list-style-type: none"> The Chairman routinely reports to the Board of Directors on the work of the Council of Governors. The Council of Governors receives regular reports on the work of the Board of Directors. Non-Executive Directors, including the SID, regularly attend meetings of the Council of Governors. 	Comply Comply Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
	<ul style="list-style-type: none"> The agendas and minutes of Board and Council Meetings are available on the website. 	Comply
G.1.4	<ul style="list-style-type: none"> The Council of Governors is continually developing its programme of member engagement activities, for example, regular membership seminars, external events. Details of how members can contact their Governors are available in the Annual Report and the Members' Newsletter and on the Trust's website. 	Comply Comply
G.1.5	<ul style="list-style-type: none"> The Annual Report includes a statement on the work and activities of the Council of Governors which has helped the Board of Directors to gain an understanding of the Governors' and Members' views about the Trust. Regular attendance at Council of Governors Meetings by Board members ensures that members of the Board develop the views of the Governors. 	Comply Comply
G.1.6	<ul style="list-style-type: none"> The Board of Directors receives a six monthly report on the Trust's membership which allows representation and the level/effectiveness of member engagement to be monitored. The Trust's Membership Strategy is reviewed using information from the regular reports. Work on Member engagement is being developed and details are included in the Members' Newsletter. Governors also receive and regularly review this information. 	Comply Comply Comply Comply

Code ref	Code requirement – Trust position (brackets refer to the Annual Report)	Comply or Explain
G.2 – Cooperation with Third Parties with Roles in Relation to NHS Foundation Trusts	The Board of Directors is responsible for ensuring that the NHS foundation trust co-operates with other NHS bodies, local authorities and other relevant organisations with an interest in the local health economy	
G.2.1	<ul style="list-style-type: none"> • The Board of Directors, via the Audit Committee, maintains a schedule of the specific third party bodies in relation to which the Trust has a duty to co-operate and this is part of the annual declaration. • The Board of Directors is aware of the form and scope of the co-operation required with these bodies in order to discharge its statutory duties. 	<p>Comply</p> <p>Comply</p>
G.2.2	<ul style="list-style-type: none"> • All Board members have developed effective mechanisms within their own areas of responsibility to ensure co-operation with relevant third party bodies and have maintained collaborative relationships with relevant stakeholder bodies at various levels. • The Board has reviewed the effectiveness of these processes and relationships, via the declaration which includes feedback from relevant third party bodies as appropriate and practical, and has taken action to make improvements. 	<p>Comply</p> <p>Comply</p>

Key: Green: Compliant
Red: Non-Compliant