

**Meeting Title: Board of Directors (in Public)**  
**Meeting Date: 28 November 2024**  
**Agenda Item: 4.1**

Report Title	<b>Board Governance Report</b>
Author (name and title)	David O'Brien, Director of Corporate Services and Company Secretary
Accountable Director	Marc Thomas, Deputy Chief Executive
Previous committees/groups	None
Recommended action(s) Approval, Assurance, Information	Information
Purpose of the paper	This report provides an update on issues and developments relating to Board governance.
Recommendation(s)	The Board notes the developments in Board governance outlined in this report.

### Executive Summary

This report provides an update on issues and developments relating to Board governance, as follows:

1. Trust Establishment Order
2. Recruitment to Non-Executive Director positions.
3. Board Development Programme
4. NHSE Guidance: The Insightful Provider Board
5. Internal Audit Review: Strategic Governance / Board Assurance
6. Publication: Risk In Focus 2025

Strategic ambition(s) this supports. Provide brief bullet point details of link to Trust strategy.	Our Patients	All priorities
	Our People	All priorities
	Our Partners	All priorities
	Our Planet and Pounds	All priorities
Link with the BAF Include reference number. (board and level 2 committees only)		Board governance has implications for all strategic risks

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**1. INTRODUCTION**

- 1.1 This report provides an update on developments relating to Board governance.

**2. BOARD GOVERNANCE UPDATES**

**2.1 Trust Establishment Order: Board of Directors**

- 2.1.1 The Trust is awaiting approval of its new Establishment Order from the Department of Health and Social Care (DHSC). When approved, this new Establishment Order will increase the number of Non-Executive positions on the Board of Directors from six (Chair plus five) to seven (Chair plus six).
- 2.1.2 Final Ministerial approval for the new Establishment Order to increase the number of NEDs remains outstanding. This has been delayed by the general election and subsequent change in government. The latest advice from DHSC is that the Trust 'should not expect' Ministerial approval until early 2025.

**2.2 Recruitment: Non-Executive Positions**

- 2.2.1 During October the Trust commenced the recruitment process for Non-Executive positions: one full Non-Executive Director and up to two Associate Non-Executive Directors to fill development roles as part of the Board's succession planning. The Trust is being supported in this process by the West Yorkshire Integrated Care Board and by the Senior Appointments Team at NHS England.
- 2.2.2 The Trust received around 80 expressions of interest for these roles, and at the official closing date (20 November) a total of 47 applications had been received. Interviews have been scheduled for 10 December.

**2.3 Board Development Programme**

- 2.3.1 The programme of Board development supported by Integrated Development Ltd resumed this autumn with a Board meeting observation on 24 October and a development day held on 14 November.
- 2.3.2 The Trust has one more development day available with Integrated Development. This is expected to take place in May 2025. The date will be confirmed as soon as possible. The content of that day is yet to be determined.

## **2.4 The Insightful Provider Board**

2.4.1 On 12 November NHS England issued guidance documents under the heading 'The Insightful Provider Board.' This guidance is intended to help the boards of NHS provider trusts to consider their approach to handling and acting on the information they receive. The guidance invites boards to consider their leadership behaviours and culture, and how these can affect the information received and the actions taken by the board. The guidance offers advice regarding the metrics that can support the board to better understand organisational performance.

2.4.2 The guidance is presented in the spirit of best practice advice, not mandatory expectations, and non-compliance is not in itself a breach of any regulatory requirement.

2.4.3 The guidance is structured as follows:

- Governance and culture: the factors that make it challenging for the right information to flow to the board and the role of effective governance in tackling this; how boards should handle and act on information; and the importance of a curious, problem-sensing, and open culture.
- Meaningful information: the principles that govern the flow of information to the board, tools to report that information; and a strong focus on outcomes rather than actions and processes.
- Six domains for consideration: Strategy; Quality; People; Access; Productivity; Finance. These areas and illustrative metrics can be used by boards to understand whether their organisation has a sufficiently comprehensive framework for reviewing trust performance, for taking decisions, and for developing strategy.
- Putting the framework into practice: including a sample Integrated Performance Report to illustrate how information can be presented and used effectively.

2.4.4 A link to the documents has been circulated previously and is reproduced here:

<https://www.england.nhs.uk/publication/the-insightful-provider-board/>

## **2.5 Internal Audit Review: Strategic Governance / Board Assurance**

2.5.1 As part of the work for the Head of Internal Audit Annual Opinion, the Trust's internal audit partner - 360 Assurance – carries out a review of the Trust's strategic governance arrangements. This includes a review of the Board Assurance Framework and associated monitoring and reporting processes. As part of the fieldwork for this review a colleague from 360 Assurance will attend the meeting of the Board of Directors in Public on 28 November.

2.5.2 Following the meeting of the Board of Directors on 28 November the Board Assurance Framework review will involve an online survey of Board members (Non-Executive Directors, Executive Directors, Contributing Directors).

## **2.6 Publication: Risk In Focus 2025**

- 2.6.1 Board members might be interested in the following publication which presents a strategic risk outlook for 2025:

Chartered Institute of Internal Auditors: Risk In Focus 2025

[risk-in-focus-2025.pdf](#)

<https://legacy.iaa.org.uk/media/1693560/rif2025-board-briefing.pptx>

- 2.6.2 The Board should note that this publication identifies cyber and data security as key areas of risk for 2025. This is particularly relevant in the context of the Trust Board's cyber security and information risk awareness session held on 24 October.

## **3. FINANCIAL IMPLICATIONS**

- 3.1 This report has no direct financial implications.

## **4. RISK**

- 4.1 Failure to develop and maintain effective Board governance arrangements for the Trust would present risks relating to strategic leadership capacity and capability, compliance with regulatory frameworks and codes (CQC Well-Led Framework, NHS Code of Governance, NHS Provider License), and reputation.

## **5. RECOMMENDATIONS**

- 5.1 The Board notes the developments in Board governance as outlined in this report.

**David O'Brien**  
Director of Corporate Services and Company Secretary

November 2024