

Report Title	Board Governance Report
Author (name and title)	David O'Brien, Director of Corporate Services and Company Secretary
Accountable Director	David O'Brien, Director of Corporate Services and Company Secretary
Previous committees/groups	None
Recommended action(s) Approval, Assurance,	Information/assurance
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

<p>This report provides an update on issues and developments relating to Board governance, as follows:</p> <ol style="list-style-type: none"> <li>1. Health and Wellbeing Guardian</li> <li>2. Statutory and Mandatory Training: Non-Executive Roles</li> <li>3. Appointment of acting Medical Director</li> <li>4. Recruitment of Non-Executive Directors</li> <li>5. Public Record of Urgent Board Decisions</li> </ol>	
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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	

## **1. INTRODUCTION**

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

## **2. BOARD GOVERNANCE UPDATES**

### **2.1 Health and Wellbeing Guardian: Non-Executive Director**

- 2.1.1 The NHS People Plan recommends that all healthcare organisations appoint a Board-level Health and Wellbeing Guardian to act as a critical friend, providing assurance, support, and challenge to the Board in relation to staff health and wellbeing. Guidance issued by NHS Employers indicates that in a large provider organisation the Health and Wellbeing Guardian role is best suited to a Non-Executive Director.
- 2.1.2 Jeremy Pease was the Trust's Health and Wellbeing Guardian until he retired as a Non-Executive Director on 31 January 2025.
- 2.1.3 As reported in the Chair's Report, Saghir Alam will be the Trust's new Health and Wellbeing Guardian

### **2.2 Statutory and Mandatory Training: Non-Executive Roles**

- 2.2.1 The Trust has reviewed the statutory and mandatory training requirements for Non-Executive Directors and Associate Non-Executive Directors. Appendix A sets out the programme.
- 2.2.2 The new training programme includes five e-learning modules to be completed individually, plus some in-person sessions to be delivered to all Board members during Board Strategic Forum sessions, commencing in June 2025.
- 2.2.3 The programme also includes the Institute of Occupational Safety and Health (IOSH) course on Health and Safety for Leaders. This can be delivered either online or as an in-person group session. In addition, Non-Executive colleagues can complete this training via other organisations with which they may be associated (for instance, through an employer, via their own business, or via another organisation with which they hold a governance role).

### **2.3 Medical Director**

- 2.3.1 Following the retirement of Julian Mark in March 2025 the Trust has appointed Dr Steven Dykes as acting Medical Director. In this role Dr Dykes will be the Trust's designated Responsible Officer, accountable for clinical governance processes in the organisation. Dr Dykes will continue to be the Trust's Caldicott Guardian.

### **2.4 Non-Executive Director Recruitment**

- 2.4.1 Following the retirement of Jeremy Pease two further Non-Executive Directors will conclude their terms of office with the Trust during the 2025 calendar year: Tim Gilpin (July) and Anne Cooper (December).

- 2.4.2 The Trust is now planning a recruitment process to appoint both replacement Non-Executive Directors, one role to commence in August and the other to commence in December. Appendix B sets out an indicative timeline for the process.

## **2.5 Public Record of Urgent Board Decisions**

- 2.5.1 During early February 2025 two urgent Board decisions were required in relation to contract awards for (a) leasing of Hazardous Area Response Team vehicles and (b) leasing of 34 Dual-Crewed Ambulance vehicles.
- 2.5.2 Under Standing Order 5.2.1 an urgent Board decision may be enacted on behalf of the Board by the Chairman and the Chief Executive, following appropriate consultation with two other Non-Executive Directors. The Standing Orders require that a record of such decisions is reported to the next meeting of the Board of Directors held in Public.
- 2.5.3 Appendices C and D set out the decision records relating to these two urgent Board decisions.

## **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.

## **6. SUPPORTING INFORMATION**

Appendix A: Statutory and Mandatory Training: Non-Executive Roles

Appendix B: Non-Executive Director Recruitment Timeline

Appendix C: Decision Record: Hazardous Area Response Team vehicles

Appendix D: Decision Record: Dual-Crewed Ambulance vehicles

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

March 2025

## APPENDIX A

### STATUTORY AND MANDATORY TRAINING: NON-EXECUTIVE ROLES

Training Topic	Frequency	Format	Delivery Method
Health, Safety and Welfare	Three Years	E-Learning	Individually via the YAS Electronic Staff Record
Display Screen Equipment	Three Years	E-Learning	Individually via the YAS Electronic Staff Record
Equality, Diversity and Human Rights	Three Years	E-Learning	Individually via the YAS Electronic Staff Record
Fire Safety	Two Years	E-Learning	Individually via the YAS Electronic Staff Record
Information Governance / Data Protection	Annual	E-Learning	Individually via the YAS Electronic Staff Record
Safeguarding	Annual	In Person	Collectively via a Board Strategic Forum Session
Mental Health	Annual	In Person	Collectively via a Board Strategic Forum Session
Patient Safety	Annual	In Person	Collectively via a Board Strategic Forum Session
Health and Safety for Leaders	Three Years	Multiple Options	Multiple Options

## APPENDIX B: NON-EXECUTIVE DIRECTOR RECRUITMENT – INDICATIVE TIMELINE

NED RECRUITMENT PROCESS	Date	MARCH	APRIL	MAY	JUNE	JULY	AUG
Proposed timeline developed	14/03/2025						
Timeline confirmed with NHSE	21/03/2025						
Interview date confirmed	08/04/2025						
Interview panel confirmed	08/04/2025						
Recruitment pack confirmed	08/04/2025						
Advert	10/04–11/05						
WYICB NED Recruiting Event	30/04/2025						
Shortlist Confirmed	26/05/2025						
Interviews: NED1 and NED2	w/c 16/06						
Offers of appointment	20/06/2025						
Panel report to NHSE	23/06/2025						
New starter process / checks	23/06/2025						
NHSE checks complete	07/07/2025						
YAS checks complete	21/07/2025						
New NED1 induction starts	21/07/2025						
New NED1 attends Board	24/07/2025						
Tim Gilpin terms ends	31/07/2025						
New NED1 term starts	01/08/2025						
Anne Cooper terms ends	02/12/2025						
New NED2 term starts	03/12/2025						

## APPENDIX C



### Record of Urgent Decision: Board of Directors

05 February 2025

#### HAZARDOUS AREA RESPONSE TEAM VEHICLE REFRESH LEASE AGREEMENT

Decision made by: Martin Havenhand, Trust Chair  
Peter Reading, Chief Executive

Decision recommended by: Kathryn Vause, Executive Director of Finance

Decision consultees: Andrew Chang, Chair of the Audit and Risk Committee  
Amanda Moat, Chair of the Finance and Performance Committee

Decision recorded by: David O'Brien, Director of Corporate Services and Company Secretary

#### HAZARDOUS AREA RESPONSE TEAM VEHICLE REFRESH LEASE AGREEMENT

This decision is to approve a contract award to De Lage Landen Leasing Ltd for the lease of 6 Generation 3 Vehicles for the Hazardous Area Response Team (HART) following a compliant route to market using the South-East Coast Ambulance Vehicle Supply Framework Agreement Lot 7. The contract constitutes a five-year lease term ending in 2032.

Under Standing Financial Instruction A2.2.8 any multi-year contract award with a value in excess of £1.25m requires approval by the Board of Directors.

Approval of this contract was required at short notice in early February 2025. In order to achieve timely approval of this contract, an urgent decision has been required in accordance the governance procedures set out in the Trust's Standing Orders.

Under Standing Order 5.2.1 an urgent Board decision may be enacted on behalf of the Board by the Chairman and the Chief Executive, following appropriate consultation with two other Non-Executive Directors. Where an urgent decision relates to the Standing Financial Instructions, the recommendation of the Company Secretary is that those two Non-Executive Director consultees should be the Chair of the Audit and Risk Committee and the Chair of the Finance and Performance Committee.

On 03 February 2025, following appropriate consultation by Kathryn Vause, Executive Director of Finance, both Andrew Chang (Chair of the Audit and Risk Committee) and Amanda Moat (Chair of the Finance and Performance Committee) agreed to support the above contract award.

#### RECOMMENDATION

To approve the contract award to De Lage Landen Leasing Ltd following the compliant route to market followed using the South-East Coast Ambulance Vehicle Supply Framework Agreement Lot 7.

#### CERTIFIED AS A TRUE RECORD

Trust Chair	Martin Havenhand	05 February 2025
Company Secretary	David O'Brien	05 February 2025

## APPENDIX D

### Record of Urgent Decision: Board of Directors

05 February 2025

#### NATIONAL AMBULANCE SPECIFICATION LEASE AGREEMENT

Decision made by: Martin Havenhand, Trust Chair  
Peter Reading, Chief Executive

Decision recommended by: Kathryn Vause, Executive Director of Finance

Decision consultees: Andrew Chang, Chair of the Audit and Risk Committee  
Amanda Moat, Chair of the Finance and Performance Committee

Decision recorded by: David O'Brien, Director of Corporate Services and Company Secretary

#### NATIONAL AMBULANCE SPECIFICATION LEASE AGREEMENT

This decision is to approve a contract award to TP Leasing Ltd for the lease of 34 Dual Crewed Ambulances (DCAs) following a compliant route to market using the South-East Coast Ambulance Vehicle Supply Framework Agreement Lot 7. The contract constitutes a seven-year lease term ending in 2032.

Under Standing Financial Instruction A2.2.8 any multi-year contract award with a value in excess of £1.25m requires approval by the Board of Directors.

Approval of this contract was required at short notice in early February 2025. In order to achieve timely approval of this contract, an urgent decision has been required in accordance the governance procedures set out in the Trust's Standing Orders.

Under Standing Order 5.2.1 an urgent Board decision may be enacted on behalf of the Board by the Chairman and the Chief Executive, following appropriate consultation with two other Non-Executive Directors. Where an urgent decision relates to the Standing Financial Instructions, the recommendation of the Company Secretary is that those two Non-Executive Director consultees should be the Chair of the Audit and Risk Committee and the Chair of the Finance and Performance Committee.

On 03 February 2025, following appropriate consultation by Kathryn Vause, Executive Director of Finance, both Andrew Chang (Chair of the Audit and Risk Committee) and Amanda Moat (Chair of the Finance and Performance Committee) agreed to support the above contract award.

#### RECOMMENDATION

To approve the contract award to TP Leasing Ltd (TPLL) following the compliant route to market followed using the South-East Coast Ambulance Vehicle Supply Framework Agreement Lot 7.

#### CERTIFIED AS A TRUE RECORD

Trust Chair	Martin Havenhand	05 February 2025
Company Secretary	David O'Brien	05 February 2025