

## Corporate Governance Statement – 2022/23

The Trust is required to complete its Corporate Governance self-assessment and make its associated statement by 30 June 2023. NHS England may contact a select number of trusts/Foundation Trusts from July, to ask for evidence that they have self-certified. The Trust was selected and provided evidence of self-certification in 2018.

Statement	Confirmed/ Not Confirmed	Commentary / risks and mitigating actions
<p>1. The Board is satisfied that the Trust applies those principles, systems and standards of good corporate governance which reasonably would be regarded as appropriate for a supplier of health care services to the NHS.</p>	<p>Confirmed</p>	<p><b>Commentary, Risks and mitigating actions</b></p> <p>Evidence of the Trust’s application of principles, systems and standards of good governance includes:</p> <ul style="list-style-type: none"> <li>• The Trust operates in accordance with the provisions of its Constitution and Standing Orders</li> <li>• The Trust operates in accordance with The NHS Foundation Trust Code of Governance (2014) and its compliance position is reflected in its Annual Report 2022/23</li> <li>• The Trust has in place key corporate governance policies, including: <ul style="list-style-type: none"> <li>○ Anti-Fraud and Anti-Bribery Policy</li> <li>○ Management of Conflicts of Interest (including Gifts, Hospitality and Sponsorship)</li> <li>○ Working Together Strategy (Board and Governors)</li> <li>○ Information Governance and Management policies</li> </ul> </li> <li>• ‘Fit and Proper Person’ protocol and assurance is in place in respect of all Board members</li> <li>• The Trust is addressing Internal Audit recommendations with progress monitored by the Audit Committee.</li> </ul> <p><b>In 2023/24:</b></p> <ul style="list-style-type: none"> <li>• In January 2023, the new substantive Trust Chair commissioned an independent review of the Trust’s corporate governance arrangements. The review is underway at the time of writing, due to report in Summer 2023, and is reviewing the approach to the Board, the governance structure and the</li> </ul>

Statement	Confirmed/ Not Confirmed	Commentary / risks and mitigating actions
		<p>corporate governance function, to continue to progress the Trust’s vision to be the best rural District General Hospital for patient and staff experience. The review will also extend to the Governors’ Council and its committees.</p> <ul style="list-style-type: none"> <li>• Review of the Trust’s Constitution.</li> <li>• Review of compliance with the new Code of Governance (which came into effect in April 2023) with an action plan to address any gaps.</li> <li>• The suite of policies related to the Governors’ Council will be reviewed and updated.</li> <li>• Work will be undertaken with Governors to strengthen delivery of their responsibilities in relation to representing the interests of the members of the Trust and the public.</li> </ul>
<p>2. The Board has regard to such guidance on good corporate governance as may be issued by NHS Improvement from time to time</p>	<p><b>Confirmed</b></p>	<p><b>Commentary, Risk and Mitigations</b></p> <p>The Trust has had regard to the NHS Foundation Trust Code of Governance (2014) and its compliance position is reflected in its Annual Report 2022/23.</p> <p>The Board has had regard to all regulatory guidance, including that relating to:</p> <ul style="list-style-type: none"> <li>• Operational Planning</li> <li>• Financial - revenue and capital</li> <li>• Annual self-assessment against the conditions of the NHS Provider Licence in support of the Board’s annual declaration required by General Condition 6 of the NHS Provider Licence</li> <li>• Annual Corporate Governance Statement</li> </ul> <p><b>In 2023/24:</b></p> <ul style="list-style-type: none"> <li>• Compliance with the new NHS Code of Governance (which came into effect in April 2023) will be reviewed, with an action plan to address any gaps.</li> <li>• Integration of governance guidance issued by NHSE in relation to collaboration and system working within the Trust’s governance arrangements</li> </ul>

<p>3. The Board is satisfied that the Trust implements:</p> <p>(a) Effective board and committee structures;</p> <p>(b) Clear responsibilities for its Board, for committees reporting to the Board and for staff reporting to the Board and those committees; and</p> <p>(c) Clear reporting lines and accountabilities throughout its organisation.</p>	<p><b>Confirmed</b></p>	<p><b>Commentary, Risks and mitigations</b></p> <p>In August 2022 NHS England confirmed removal (through compliance or discontinuation) of all Undertakings. Enforcement Undertakings compliance certification and formal confirmation of Discontinuation of Undertakings was received August 2022. This included removal of Undertakings related to NHS Provider Licence conditions FT4 (FT4(4)(a), FT4(5)(a), (c), (d) (f) and FT4(6) ).</p> <p>The Trust has taken significant action to strengthen systems and processes for good governance which was recognised in the CQC rating the Trust as ‘good’ for Well-Led following its inspection in January 2022. The 2022 CQC report reflected how the organisation’s leadership had strengthened and matured in conjunction with robust governance and assurance processes, supporting long-term improvement. Key well-led findings included that leaders operated effective governance processes, throughout the Trust and with partner organisations. Staff at all levels were clear about their roles and accountabilities and had regular opportunities to meet, discuss and learn from the performance of services</p> <p>Further actions taken to strengthen governance systems and processes over 2022/23:</p> <ul style="list-style-type: none"> <li>• Following publication of the CQC report in February 2022, a review of the Trust Governance Structure was undertaken as the Board looked to build on the progress made to ensure proper and effective oversight by and assurance to the Board, as it continues its well-led improvement journey from ‘good’ to ‘outstanding’. Adjustments to the governance structure and the meeting frequency for the Board and its committees came into effect in April 2022. The review included adjustments to all four quadrants of the governance structure – strategy/assurance, operational delivery, quality improvement and divisional &amp; corporate governance.</li> <li>• Board committees reviewed their terms of reference and undertook their committee effectiveness reviews. Committee annual reports and refreshed Terms of Reference were subsequently presented to Board in June 2022.</li> <li>• Terms of Reference for Executive Groups and their reporting fora were refreshed in April/May 2022.</li> <li>• The sequencing of meetings, and forward planners to schedule business throughout the year were reviewed.</li> <li>• Chairs Assurance Reports presented up to the reporting group in the governance hierarchy throughout the year.</li> </ul>
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<p>4. The Board is satisfied that the Trust effectively implements systems and/or processes:</p> <p>(a) To ensure compliance with the Licensee’s duty to operate efficiently, economically and effectively;</p> <p>(b) For timely and effective scrutiny and oversight by the Board of the Licensee’s operations;</p>	<p><b>Confirmed</b></p>	<p><b>Commentary, Risk and Mitigations</b></p> <p>The Trust is no longer in breach of its Provider Licence. In August 2022 NHS England confirmed removal (through compliance or discontinuation) of all Undertakings. Enforcement Undertakings compliance certification and formal confirmation of discontinuation of undertakings was received August 2022.</p> <p>In April 2022 the CQC recommendation to remove the Trust from the Recovery Support Programme, segment 4 of the NHS System Oversight Framework (previously Special Measures), was formally approved by NHS England and Improvement.</p> <p>(a)The Trust has in place, systems to support compliance with the duty to operate efficiently, economically and effectively – these include:</p> <ul style="list-style-type: none"> <li>• Standing Financial Instructions and Scheme of Delegation</li> <li>• Financial Management Policy Suite</li> <li>• Anti-Fraud and Anti-Bribery Policy</li> <li>• Management of Conflicts of Interest (including Gifts, Hospitality and Sponsorship) Policy</li> <li>• Executive management of Trust finance and activity plans</li> <li>• Regulatory reviews of National Cost Collection</li> <li>• Cost Improvement Programme (Quality Impact Assessed)</li> <li>• Service Line Reporting</li> <li>• Procurement Strategy</li> <li>• ‘Getting it Right First Time’ (GIRFT) reviews</li> </ul> <p>The Trust has delivered its financial plans for 2021/22 and 2022/23 including the planned CIP programme.</p> <p>For 2023/24, the Trust has followed the national guidance for financial planning and contracting. A final breakeven annual plan was submitted 4 May 2023.</p> <p>(b) The Trust’s Executive Team, Board and key non-executive director led assurance committees meet on a regular, programmed basis to scrutinise and oversee the Trust’s operations. Additional oversight arrangements are commissioned where required.</p>
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<p>(c) To ensure compliance with health care standards binding on the Licensee including but not restricted to standards specified by the Secretary of State, the Care Quality Commission, the NHS Commissioning Board and statutory regulators of health care professions;</p> <p>(d) For effective financial decision-making, management and control (including but not restricted to appropriate systems and/or processes to ensure the Licensee’s ability to continue as a going concern);</p> <p>(e) To obtain and disseminate accurate, comprehensive, timely and up to date information for Board and Committee decision-making;</p> <p>(f) To identify and manage (including but not restricted to manage through forward plans)</p>		<p>c) The Trust’s governance structure strengthened the systems in place to provide assurance to the Board in respect of the Trust’s compliance with a range of healthcare standards – these included in 2022/23:</p> <ul style="list-style-type: none"> <li>- the Board’s NED led Quality Committee, Finance &amp; Activity Committee, People Committee, and the Hospital Management Board, Quality Improvement Board, the Safe, Caring, Effective Executive Groups, and the fora reporting into those.</li> <li>- The Trust’s Compliance Plan and associated Quality Improvement Plans, covering strategic priorities, Licence Conditions reporting and CQC Must / Should actions – reporting internally to the Trust’s quality governance structure, to the Quality Improvement Board and onto the Quality Committee and Board of Directors.</li> <li>- A quality improvement governance structure, including a robust Evidence Assurance Group.</li> </ul> <p>d) The Trust has in place a NED-led Audit Committee and Finance and Activity Committee and an Executive Director led Use of Resources Executive Group. There are effective systems and processes in place to identify ambitious Cost Improvement Plans (CIPs) (quality impact assessed) and to secure CIP delivery and budgetary control with Divisions and Departments. The Trust delivered a £8.7m Cost Improvement Plan for 2022/23.</p> <p>The Board will consider its’ Going Concern’ position at its meeting in June 2023 as part of the 2022/23 annual report approval process.</p> <p>e) The Trust has systems in place to support the Board’s decision-making with comprehensive information.</p> <ul style="list-style-type: none"> <li>• The Board maintained oversight of the Trust’s performance, reviewing the Integrated Performance Report through its assurance Committees and overseeing progress to deliver year-three Strategic Objectives of the Trust’s five-year Corporate Strategy, scrutinising quarterly progress reports against key performance indicators.</li> <li>• Assurance on data quality is secured through internal audit.</li> </ul> <p>f) The Trust completed its annual self-assessment of compliance with NHS Provider Licence Conditions (in June 2022), in support of the Board’s declaration required by General Condition 6 of the NHS Provider Licence. This self-assessment is being completed again in June 2023.</p>
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<p>material risks to compliance with the Conditions of its Licence;</p> <p>(g) To generate and monitor delivery of business plans (including any changes to such plans) and to receive internal and where appropriate external assurance on such plans and their delivery; and</p> <p>(h) To ensure compliance with all applicable legal requirements.</p>		<p>(g/h) The 2023/24 Annual Plan was submitted to NHS England on 4 May 2023.</p> <p>The Trust’s plans are monitored through performance review meetings at operational level – through to Executive Group, Board level Committees and Board.</p> <p>The Trust ensures its compliance with applicable legal requirements in a number of ways, including the portfolios of the Executive Team, Trust Secretary, Internal Medico-Legal Specialist, Health and Safety Officer, Anti-Fraud and Anti-Bribery policies / NHS Counter-Fraud Authority support and external legal support.</p> <p>The Trust is no longer in breach of its Provider Licence. In August 2022 NHS England confirmed removal (through compliance or discontinuation) of all Undertakings. Enforcement Undertakings compliance certification and formal confirmation of discontinuation of undertakings was received August 2022.</p>
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<p>5. The Board is satisfied that the systems and/or processes referred to in paragraph 4 (above) should include but not be restricted to systems and/or processes to ensure:</p> <p>(a) That there is sufficient capability at Board level to provide effective organisational leadership on the quality of care provided;</p>	<p><b>Confirmed</b></p>	<p><b>Commentary, Risk and Mitigations</b></p> <p>(a) The Board’s succession planning seeks to ensure an appropriate skill mix on the Board, including effective organisational leadership on the quality of care.</p> <ul style="list-style-type: none"> <li>• As at 31 March 2023, the Board of Directors was made up of the Trust Chair (substantive appointment commencing October 2022), seven non-executive directors and five voting executive directors. The five voting executive board positions at 31 March 2023 were: The Chief Executive Officer; the Director of Finance; the Medical Director, the Chief Nurse and the Chief Operating Officer.</li> <li>• The Trust was compliant with the Code of Governance provision B.1.2, requiring at least half the Board of Directors, excluding the chairperson, to be non-executive directors determined by the Board to be independent.</li> <li>• 2022/23 has been a year of change in the executive team as the CEO, three voting executive directors and two non-voting directors secured external promotions and career advancement opportunities. The Nomination &amp; Remuneration Committee (Executive Appointments) oversaw and approved acting director arrangements for the Acting CEO, the Acting Medical Director, and interim arrangements for an Interim Chief Operating Officer, Interim Chief Nurse and Interim Director of People to ensure the balance, completeness and appropriate skills and experience were maintained within the Board whilst competitive recruitment processes were undertaken. <ul style="list-style-type: none"> <li>○ The Committee appointed the Trust’s first substantive Director of Estates &amp; Facilities, commencing in post October 2022.</li> <li>○ In February 2023 the Committee approved the named Deputy CEO for a six month period.</li> <li>○ In March 2023 the Committee appointed the substantive CEO, with Governor approval, following a robust competitive recruitment process.</li> <li>○ The Committee subsequently oversaw recruitment and appointment processes for the substantive Chief Operating Officer (appointed April 2023), Medical Director (appointed April 2023) and Chief Nurse position (appointed May 2023).</li> </ul> </li> </ul>
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<p>(b) That the Board’s planning and decision-making processes take timely and appropriate account of quality of care considerations;</p> <p>(c) The collection of accurate, comprehensive, timely and up to date information on quality of care;</p> <p>(d) That the Board receives and takes into account accurate, comprehensive, timely and up to date information on quality of care;</p> <p>(e) That the Trust, including its Board, actively engages on quality of care with patients, staff and other relevant stakeholders and takes into account as appropriate views and information from these sources; and</p>		<p>(b) The Board’s strategic priorities and annual plan include the Trust’s quality of care priorities and plans. The Corporate Strategy has clear strategic objectives (SO) for quality, engagement and healthy lives, each with Executive Director leads and aligned to a Board assurance committee:</p> <p>Each of the overarching strategic objectives have underpinning Key Performance Indicators (KPIs). There was robust Committee and Board level quarterly monitoring to ensure a clear mechanism for demonstrating progress against the agreed annual priorities for each area. In April 2023 the Board approved the annual strategic objectives for 2023/24.</p> <p>All planning and business decisions take account of quality of care considerations e.g. Quality Impact Assessments on CIPs and Business Cases.</p> <p>(c/d) The Trust has a range of internal information systems to generate comprehensive, up to date and timely information on the quality of care.</p> <ul style="list-style-type: none"> <li>• The Trust continues to use Statistical Process Control SPC methodology to improve and standardise its understanding of and response to performance information. The Integrated Performance Report (IPR) has been further developed in 2022/23 and is reviewed by the Board’s assurance committees, and received by the Board, with escalation to Board through Chairs’ Assurance Reports. The IPR will continue to be further developed through 2023/24.</li> <li>• The Quality Improvement Board and Quality Committee have received Compliance Plan and a wide range of quality reports throughout 2022/23, with the Quality Committee reporting to Board via Chair’s Assurance Reports.</li> </ul> <p>(e) Actions that have taken place during the year include:</p> <ul style="list-style-type: none"> <li>• Patient and/or staff story at the start of Board meetings held in public</li> <li>• Non-Executive Director attendance at Governors’ Council meetings and Governor attendance at Board of Directors meetings</li> <li>• Attendance at Governor Committee meetings</li> <li>• Governors observing Board assurance committees</li> <li>• Governor representation at some key meetings and working groups</li> <li>• Regular Lead Governor meetings with the Chair and meetings with the CEO</li> <li>• Question session at Annual Members’ Meeting (September 2022)</li> <li>• Governor briefing/update sessions</li> </ul>
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<p>(f) That there is clear accountability for quality of care throughout the Trust including but not restricted to systems</p>		<ul style="list-style-type: none"> <li>• The Trust has a Patient Experience Committee (Governors) and Patient Experience Forum</li> <li>• Governors (as the representatives of members and the public) and staff views were taken into account in the development of the 2023/24 Strategic Objectives.</li> <li>• The Trust has a Quality Assurance Visits Programme in place, supported by Non-Executive Directors, QEH staff, Governors and external stakeholders. These unannounced visits are undertaken to monitor progress against our improvement plan, review areas of good and best practice, monitor the embedding of completed improvement actions and to identify areas of concern or where improvement is required.</li> <li>• The Trust has a constructive working relationship with Healthwatch Norfolk. Healthwatch participation in the Trust’s Quality Assurance Visits.</li> <li>• Healthwatch have undertaken patient engagement activities including listening events</li> <li>• Norfolk Healthwatch attendance at the Governors’ Membership and Communications Committee</li> <li>• The Quality Committee receives quarterly reports on patient experience, complaints and compliments, and a range of national patient survey reports</li> <li>• Staff story at the start of every People Committee meeting</li> <li>• Executive Directors have continued to visit areas of the Trust on a regular and ongoing basis, including those who are professionally registered undertaking shifts in a variety of patient areas within the Trust</li> <li>• The Trust’s Patient Experience Workplan is informed by and designed to respond to feedback from patients and the community through multiple feedback routes including complaints, PALS, Friends &amp; Families Test, social media, national and local surveys.</li> <li>• Preparatory work undertaken to establish a Patient Panel and a Reader Panel, learning from NNUH and JPUH and sharing best practice, with the panels being operational from 2023/24</li> </ul> <p><b>2023/24</b></p> <ul style="list-style-type: none"> <li>• To support Governors in delivering their responsibilities in relation to representing the interests of the members of the Trust and the public the Trust has engaged Healthwatch Norfolk to develop a bespoke training package for Governors to support their needs and to equip them with the tools required to further engage with members and the public.</li> </ul> <p>(f) The Trust’s governance framework features explicit accountability through terms of reference, for the management and monitoring of quality of care through the assurance, quality improvement and operational arms of the governance structure.</p>
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<p>and/or processes for escalating and resolving quality issues including escalating them to the Board where appropriate.</p>		<p>The Chair's Assurance Report mechanism enables chairs of committees, executive groups and fora to escalate issues to their 'senior' reporting body, up to committees and Board as necessary.</p> <p>Annual work plans formally captured the contribution that each Division would make to deliver the Trust's corporate objectives and key targets including delivery of national standards and the Trust's quality, financial and operational objectives.</p> <p>There is a Lead Freedom to Speak Up Guardian, who is supported by a second part-time staff Guardian and an independent Guardian. All whistleblowing and Freedom To Speak Up cases are reported to the Board on a bi-annual basis.</p>
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<p>6. The Board is satisfied that there are systems to ensure that the Trust has in place personnel on the Board, reporting to the Board and within the rest of the organisation who are sufficient in number and appropriately qualified to ensure compliance with the conditions of its NHS provider licence.</p>	<p><b>Confirmed</b></p>	<p><b>Commentary, Risk and Mitigations</b></p> <ul style="list-style-type: none"> <li>• As at 31 March 2023, the Board of Directors was made up of the Trust Chair, seven non-executive directors and five voting executive directors. The five voting executive board positions at 31 March 2023 were: The Chief Executive Officer; the Director of Finance; the Medical Director, the Chief Nurse and the Chief Operating Officer.</li> <li>• The Trust was compliant with the Code of Governance provision B.1.2, requiring at least half the Board of Directors, excluding the chairperson, to be non-executive directors determined by the Board to be independent.</li> <li>• The Board’s succession planning seeks to ensure an appropriate skill mix on the Board, including effective leadership on the quality of care. At 31 March 2023, there were high calibre interim appointments to three voting executive director positions with recruitment processes actively underway to recruit to the Chief Operating Officer, Medical Director and Chief Nurse roles. Substantive appointments were made to these posts in April and May 2023 following the appointment of the substantive CEO in March 2023.</li> <li>• The voting Non-Executive Director cohort on the Board has been maintained at the maximum number, in accordance with the Trust’s Constitution.</li> <li>• Establishment of an Urgent and Emergency Care Division, with a Divisional Leadership Team, to strengthen leadership capacity and capability to deliver the Trust’s UEC Improvement Plan. This will be reviewed in May/June 2023.</li> </ul> <p>The Trust:</p> <ul style="list-style-type: none"> <li>• Has in place revalidation processes for nursing, midwifery and medical staff</li> <li>• Undertakes professional registration checks on employment, and ongoing once in post</li> <li>• Complies with standard NHS employment checks for both substantive and temporary staff members</li> <li>• Has in place medical job planning processes</li> <li>• Undertakes nursing skill mix reviews</li> <li>• Participates in System annual planning submissions</li> <li>• Undertakes daily safer staffing reviews through the use of electronic rostering tools</li> <li>• Reports to People Committee on vacancies, bank and agency usage, appraisals and mandatory training</li> </ul>
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<p>Training of Governors:</p> <p>The Board is satisfied that during the financial year most recently ended the Licensee has provided the necessary training to its Governors, as required in S151(5) of the Health and Social Care Act, to ensure they are equipped with the skills and knowledge they need to undertake their role.</p>	<p><b>Confirmed</b></p>	<p><b>Commentary, Risk and Mitigations</b></p> <ul style="list-style-type: none"> <li>• Training package for Governors including: <ul style="list-style-type: none"> <li>○ Core Skills: full day Induction and development course, which includes an overview of the structure of the NHS; the statutory role and responsibilities of Governors; an overview of NHS finance; the importance of quality in healthcare and key skills to hold the Board to account effectively.</li> <li>○ In-house briefings and seminars throughout the year including ICS, place based care and acute provider collaboration, NHS finances, clinical reviews, place based care and the health inequalities workplan, hospital governance arrangements, staff experience and wellbeing programme</li> </ul> </li> <li>• Induction sessions for new Governors with Lead Governor</li> <li>• Governor observers continue to observe the People, Quality, and the Finance and Activity Board Committees</li> <li>• Regular Lead Governor meetings with the Trust Chair, and the CEO</li> <li>• Weekly communications briefings to Governors updating on QEH and system matters</li> <li>• Informal briefings for Governors led by Lead Governor</li> <li>• New Governor 1-2-1 introductory sessions with Chair and CEO</li> <li>• In addition, an externally facilitated Board and Governor joint development session in July 2022.</li> </ul> <p><b>Planned for 2023/24</b></p> <ul style="list-style-type: none"> <li>• Core Skills and induction training for new Governors</li> <li>• Workshops commissioned to support Governors to refresh their understanding of the role and responsibilities of Governors particularly in light of the Health and Social Care Act 2022 and publication of the <i>Addendum to your statutory duties – reference guide for NHS foundation trust governors</i> in October 2022.</li> <li>• To support Governors in delivering their responsibilities in relation to representing the interests of the members of the Trust and the public the Trust has engaged Healthwatch Norfolk to develop a bespoke training package for Governors to support their needs and to equip them with the tools required to appropriately engage with their constituents.</li> <li>• Continuation of in-house briefings to be run by in-house subject matter experts</li> <li>• Review of the training provided to Governors as part of the corporate governance review which is being undertaken.</li> </ul>
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