

Report to:	Board of Directors				
Date of Meeting:	27 th January 2016				
Report Title:	Company Secretary's Report				
Status:	For information	Discussion	Assurance	Approval	Regulatory requirement
Mark relevant box with X	X				
Prepared by:	Jane Downes, Company Secretary				
Executive Sponsor (presenting):	Company Secretary				
Appendices (list if applicable):	Appendix 1: Board Work Programme Appendix 2: Board Action Log				

Purpose of the Report
The report presents a number of governance related matters for Board information.

Key points for information
<p>1. Executive Board Changes The Board is asked to receive and note the resignation of Mrs Ann Wagner, Executive Director of Strategy and Business Development with effect from 29 January 2016. The Board Appointments, Remuneration and Terms of Service Committee met on 25 November 2015 to agree the job description and appoint a search consultant for the replacement role of Director of Strategy and Partnerships. The search process has commenced. A progress update will be given at the next Board meeting.</p> <p>2. Non-Executive Board Changes The Non-Executive Director succession plan was reviewed again by the Appointments and Remuneration Committee ('ARC') in light of the current NED vacancy and the planned retirements of Mrs Sally Houghton and Mr Ronald Drake in May 2016 and July 2016, respectively.</p> <p>The ARC agreed a draft timeline for the appointment of up to three Non-Executive Directors with a view to commissioning a recruitment consultant to conduct a simultaneous search. The Committee considered and agreed the broad scope of the person specification(s) brief to enable quotations to be submitted. In agreeing the broad scope, the Governor's views and outputs from the Board Skills Review were taken in to account.</p> <p>At the time of writing this report, quotations from search consultants had been received and were awaiting consideration by ARC on 27 January. The recruitment brief for the search consultant will be circulated to the Board once agreed at ARC.</p> <p>3. Reporting Requirements – Annual Report and Accounts Monitor has published the NHS Foundation Trust Annual Reporting Manual 2015/16 in which a number of significant changes have been made. The main changes include:</p> <ul style="list-style-type: none"> ○ The format of the annual report has been revised to implement changes made to the HM Treasury Financial Reporting Manual for 2015/16 and to simplify previous requirements. ○ Implementation of International Financial Reporting Standard (IFRS) 13 on fair value

- accounting.
- A new requirement has been added to the future policy disclosures in the remuneration report where one or more executives are paid more than the Prime Minister, and to explain the steps it has taken to satisfy itself that this remuneration is reasonable.
- Operating expenditure should clarify the amount spent on consultancy including expenditure on internal audit.
- A new requirement has been added that where expenditure on agency/contract staff is material as part of the 'other staff' total, this should be separately disclosed.

The new requirements as set out will be reflected in the Annual Report and Accounts for the year ended 31 March 2015.

4. Airedale NHS FT Charitable Funds Report

During November and December 2015, the charity received donations and legacies of over £54k, including £8k from Sovereign Healthcare, over £20k from two legacies for the Oncology and Physiotherapy department and a grant of almost £2k from The Hospital Saturday Fund for pressure relief products.

During this period the charity spent over £33k including the purchase of 12 dementia clocks and the internal decoration of the Prayer Room from the Muslim Faith Fund.

5. Board Work Programme

The Board Work Programme is attached for Board review (see appendix 1).

6. Board Action Log

The Board action log is attached for Board review (see appendix 2).

Recommendations

- (i) To receive and note the resignation of Mrs Ann Wagner, Executive Director of Strategy and Business Development with effect from 29 January 2016;
- (ii) To receive and note the update report on Non-Executive succession planning;
- (iii) To receive and note the new reporting requirements for the Annual Report and Accounts 2015/16;
- (iv) To note the Airedale NHST FT Charitable Funds income and expenditure report for November and December 2015 and record thanks on behalf of the corporate trustee for donations to Airedale NHSFT Charitable Funds;
- (v) To review the Board Work Programme; and
- (vi) To review the Board action log and delete those items deemed completed.

Board of Directors - 2016 Work Programme

Agenda Item	Jan 27 th	Feb (no mtg)	March 30 th	April 27 th	May 25 th	June 29 th	July 27 th	Aug (no mtg)	Sept 28 th	Oct 28 th	Nov 26 th	Dec (no mtg)
Strategy												
Annual Plan 2016/17 – Approval			X									
STP 2016/17 – 2020/21						X						
Board Strategy Meetings	13 th		2 nd				21 st				16 th	
Finance												
Capital Plan - approval			X									
Quality and Safety												
Quarterly Quality Report			X			X			X			X
Performance												
Right Care Programme Report	X			X			X			X		
Operational												
Winter Plan (draft and Final)							X		X			
Governance / Regulatory												
Standing Orders, SFIs – annual review					X							
CQC Self Assessment Declaration				X								
Board Assurance Framework	X			X			X			X		
Corporate Risk Register	X			X			X			X		
Annual review of governance arrangements			X									
Corporate management structure - BART A/R					X							
Board Development Plan				X								
Attendance log, register of interests				X								
Standing Agenda Items												
Chief Executive's Report	X		X	X	X	X	X		X	X	X	
Chairman's Briefing	X		X	X	X	X	X		X	X	X	
Finance & Performance Report	X		X	X	X	X	X		X	X	X	
Monthly Quality Account	X		X	X	X	X	X		X	X	X	
Nursing & Midwifery Report	X		X	X	X	X	X		X	X	X	
Patient Story	X		X	X	X	X	X		X	X	X	
Integrated Governance Dashboards	X		X	X	X	X	X		X	X	X	
Company Secretary's Report	X		X	X	X	X	X		X	X	X	
Committee Minutes	X		X	X	X	X	X		X	X	X	

Agenda Item	Jan 28 th	Feb (no mtg)	March 25 th	April 29 th	May 27 th	June 24 th	July 29 th	Aug (no mtg)	Sept 30 th	Oct 28 th	Nov 25 th	Dec (no mtg)
Annual Reports												
Annual Staff Survey Report				X								
Annual Risk Management Report						X						
Annual H& S/Emergency Planning Report						X						
Annual Report - Complaints						X						
Annual Report – E&D							X					
Annual Report - Volunteers							X					
Annual Report - Safeguarding							X					
Annual Report – R&D							X					
Annual Report – Health & Safety							X					
Annual Report - EPRR							X					
Annual Report – Infection Control							X					
Annual Revalidation Report							X					
I G Annual Toolkit Report					X							
Annual National Inpatient Survey						X						
Annual Audit Plan – Approval					X							
Clinical Audit Plan – Approval					X							
Annual Report of the Audit Committee and Statement on Internal Effectiveness					X							
Annual Audit Letter					X							
Annual Appraisal/objectives – CE							X					
Annual Report and Accounts – draft				X								
Annual Reports and Accounts – approval					X							
Quality Accounts – draft				X								
Quality Accounts – approval					X							
Charitable Funds Annual Report and Annual Governance Statement							X					
Annual Work Programme	X								X			
Policy Register			X				X				X	

AIREDALE FORMAL BOARD ACTION LIST Closed

PUBLIC

Ref Item	Action	Responsible	Deadline / Board Date	Status / Comments
From 24 June 2015 Meeting				
176/15	Review complaints department accessibility	R Dearden	KIV	
From 29 July 2015 Meeting				
188/15	Nurse recruitment progress report	R Dearden	27 January 2016	
193/15(iii)	Well-Led Framework for Governance – provide feedback from interim self- assessment	J Downes	28 October 2016	Review outputs at December strategy session - Completed
From 30 September 2015 Meeting				
221/15	Nursing and Midwifery Staffing Report - invite internationally recruited nurse to future Board meeting re their experiences of recruitment process and working at Airedale	R Dearden	KIV	
From 28 October 2015 Meeting				
247/15(i)	RCP National Audit In-Patient Falls Report	R Dearden	25 November 2015	Completed
251/15(iii)	Trauma Peer Review – action plan update	S Hunter	27 April 2016	
From 25 November 2015 Meeting				
275/15	Right Care Portfolio Report – update on impact of e-prescribing on delayed discharges	S Hunter	27 January 2016	