

Board of Directors

Date:	27 March 2019	Attachment:	11																
Title of Report:	Company Secretary's report																		
Purpose of the report and the key issues for consideration/decision:	<p>This report brings together a number of items that evidence or strengthen the corporate governance arrangements and systems of internal control within the Trust.</p> <p>The Board is being asked to consider and approve proposed changes to the Trust's Constitution and to comment on the forward plan for Board of Director meetings.</p>																		
Prepared by:	Victoria Pickles, Associate Director of Corporate Affairs																		
Presented by:	Victoria Pickles, Associate Director of Corporate Affairs																		
Strategic Objective(s) supported by this paper:	<table border="1"> <tr> <td>Financial Sustainability</td> <td>X</td> <td>Empower & Engage Staff</td> <td>X</td> </tr> <tr> <td>Quality of Care</td> <td>X</td> <td></td> <td></td> </tr> </table>			Financial Sustainability	X	Empower & Engage Staff	X	Quality of Care	X										
Financial Sustainability	X	Empower & Engage Staff	X																
Quality of Care	X																		
Is this on the Trust's risk register:	<table border="1"> <tr> <td>No</td> <td>X</td> <td>Yes</td> <td></td> <td>If Yes, Score</td> <td></td> </tr> </table>			No	X	Yes		If Yes, Score											
No	X	Yes		If Yes, Score															
Which CQC Standards apply to this report:	Well-led domain																		
Have all implications related to this report been considered: (please X)	<table border="1"> <tr> <td>Finance Revenue & Capital</td> <td>X</td> <td>Equality & Diversity</td> <td>X</td> </tr> <tr> <td>National Policy/Legislation</td> <td>X</td> <td>Patient Experience</td> <td></td> </tr> <tr> <td>Human Resources</td> <td>X</td> <td>Terms of Authorisation</td> <td>X</td> </tr> <tr> <td>Governance & Risk Management (BAF)</td> <td>X</td> <td>Other:</td> <td></td> </tr> </table>			Finance Revenue & Capital	X	Equality & Diversity	X	National Policy/Legislation	X	Patient Experience		Human Resources	X	Terms of Authorisation	X	Governance & Risk Management (BAF)	X	Other:	
Finance Revenue & Capital	X	Equality & Diversity	X																
National Policy/Legislation	X	Patient Experience																	
Human Resources	X	Terms of Authorisation	X																
Governance & Risk Management (BAF)	X	Other:																	
Action Required: (please X)	<table border="1"> <tr> <td>Approve</td> <td>X</td> <td>Discuss</td> <td>X</td> <td>Receive for information</td> <td></td> <td>Decision</td> <td></td> </tr> </table>			Approve	X	Discuss	X	Receive for information		Decision									
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Previously Considered By:	<table border="1"> <tr> <td>Council of Governors</td> <td>Date:</td> <td>14 March 2019</td> </tr> </table>			Council of Governors	Date:	14 March 2019													
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Recommendations:	It is recommended that the Board of Directors approve the proposed changes to the Constitution and comment on the work plan																		

Company Secretary's Report

27 March 2019

1. Changes to the Trust's Constitution

In January 2017 the Council of Governors made a decision to amend the public constituencies, and to implement the changes on a phased approach as shown below.

2017 Removal of duplicated (vacant) seats re Keighley Central, Skipton, West Craven and Nurses & Midwives

Removal of Volunteers, Craven DC and University of Leeds

2018 Removal of duplicated seat re South Craven

Merger of Keighley Central and Keighley East seats

2019 Merger of Keighley West and Worth Valley seats

Merger of Ilkley and Wharfedale seats

The Constitution has been updated to reflect the final phase of these changes.

In addition:

- Section 7.7 has been removed which refers to volunteers automatically becoming members of the staff constituency. Volunteers should be public members and we are writing to them to request their permission to be included as a public member.
- Section 17 Council of Governors – Referral to the Panel has been deleted as the panel no longer exists.
- Section 1.6 the quorum has been amended from seven governors to at least one third.

Any changes to the FT Constitution require the approval of the Board of Directors and Council of Governors. The proposed changes were approved by the Council of Governors at their special meeting held on 14 March 2019 and were recommended to the Board for approval.

2. Work plan

The Board of Directors meeting forward plan has been updated and is attached at appendix 1.

The Board is asked to consider whether there are any other items they would like to add for the forthcoming year and approve the forward plan.

3. Recommendations

The Board is asked to APPROVE the following:

- Changes to the Trust Constitution
- The forward plan.

Board Annual Work Programme 2019												
	Jan-19	Feb-19 (no mtg)	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19 (no mtg)	Sep-19	Oct-19	Nov-19	Dec-19 (no mtg)
Standing Items												
Patient Story												
Chief Executives Report (public)												
Chair's Report (public)												
Chief Executives Report (private)	Private		Private	Private	Private	Private	Private		Private	Private	Private	
Finance Report												
Report back from Sub-Committee meetings (Public)												
Report back from Sub-Committee meetings (Private - ARC, BART)	Private		Private	Private	Private	Private	Private		Private		Private	
Quarterly Immedicare JV MD Report	Private				Private		Private			Private		
Quarterly Pathology JV MD report	Private				Private		Private			Private		
Quarterly AGH Solutions MD Report	Private			Private			Private		Private		Private	
Company Secretary's Report												
Strategy												
Annual Plan 2019/20 (Discuss/Approve)	Private		Private									
Annual Plan 2020+ (Strategy)	Private											
AGH Solutions Business Case Review					Private							
Quality and Safety												
QSC Report to include Quarterly Patient Safety Review/CQC Insight												
QSC Report to include Quarterly Learning from SI's												
QSC Report to include Learning from Death's												
CQC Inspection Findings			Private									
People Report to include Quarterly Doctor Workforce												
People Report to include Nursing Recruitment Trend Analysis												
Brexit Update			Private									
Cancer Survey Action Plan (part of CEO report)												
Theatre Business Case			Private									
Joint Pathology Business Case			Private									
WYAAT (Pharmacy and Pathology Business Cases and MOU)												
GoSW Report												
Stroke Update												
'True for Us' Report findings												
FTSU Report												
Performance												
Performance Report:												
Executive Performance Report												
Patient Safety												
Quality Improvement Report												
Mortality Scorecard												
SIRI Position Statement												
Exception Reports												
Nursing and Midwifery Staffing Report												
Integrated Governance Dashboards												
Right Care Programme Report												
Operational												
Winter Plan (Draft and Final)												
Governance/Regulatory												
Standing Orders, SFIs - Annual Review												
Board Assurance Framework/Corporate Risk Register	Private			Private			Private			Private		

Appointment of External Auditor (Progress Update/Decision on Contract Award)			Private		Private							
Digital Strategy (Integrated Health Record) Progress Update				Private								
Compliance with Licence Conditions												
Corporate Governance Statement (Single Oversight Framework requirement)												
Certification on AHSCs and Governance (Single Oversight Framework requirement)												
Certification on Training of Governors (S151(5), Health and Social Care Act)												
Wholly owned subsidiary delivery of estates, facilities and procurement services - progress update			Private									
Attendance Log, Register of Interests												
Annual Reports												
Staff Survey Report												
Risk Management Report (via Audit and Risk)												
Complaints (via QSC)												
E&D (via People)												
Volunteers (via People)												
Safeguarding												
Research and Development (via QSC)												
Health and Safety (via QSC)												
EPRR												
Infection Control												
Caldicott Guardian (via Finance, Performance and Digital)												
Revalidation Report												
IG Annual Toolkit/DPO Report (via Finance, Performance and Digital Committee)												
National Inpatient Survey (via QSC)												
National Cancer Patient Survey (via QSC)												
Audit Plan (approval) (Via Audit and Risk)												
Clinical Audit Plan (approval) (via Audit and Risk)												
Annual Report of the Audit Committee and Statement on Internal Effectiveness (via Audit and Risk)												
Annual Audit Letter (via Audit and Risk)												
Annual Report and Accounts (Draft/Approval) (via Audit and Risk)					Private							
Quality Accounts (Draft/Approval) (via Audit and Risk)					Private							
Charitable Funds Annual Report and Annual Governance Statement												
Annual Work Programme												
Policy Register (whistleblowing and complaints)												
Board Strategy Meetings												
Annual Plans		17th										
Progression toward an Accountable Care Organisation												
Employee Inclusion and Reciprocal Mentoring (BAME)												
Review of Refreshed Governance Structure												
Governance: Constitution Review, Declarations of Interest, Kark Review, FT Code of Governance (?)												
Well Led Development Review												
Board Development												
Review of BAF and Risk Register												
NHS Code of Governance (tbc)												
Formulation of Ambitions for Airedale NHSFT: Long Term Plan including Digital Developments and Artificial Intelligence										25th		