

Council of Governors' Formal Meeting

Tuesday 24 March 2026, 13:30 -15:15

Piano Room, Peacock Hall, RVI / via Microsoft Teams

Networking time for Governors 13:00h – 13:30h

Agenda

	Time	Item	Paper	Lead
Business items				
1.	13:30	Apologies for absence and declarations of interest	Verbal	Paul Ennals
2.	13:31	Minutes of the Public Council of Governors meeting held on 27 January 2026 and any matters arising	Attached	Paul Ennals
3.	13:32	Chair's report	Attached	Paul Ennals
4.	13:42	Chief Executive's report	Presentation	Rob Harrison
Items for discussion				
5.	14:00	Cancer and diagnostics performance	Presentation	Patrick Garner
14:25 Refreshment Break				
6.	14:30	Well Led Planning	Presentation	Ian Joy
Items to receive [NB for information – matters to be raised by exception only]				
7.	14:55	Governor Working Group (WG) Reports including: i. Lead Governor ii. Quality of Patient Experience (QPE) WG; iii. Business & Development (B&D) WG; and iv. People, Membership and Engagement (PEM) WG	Attached/Verbal	Eric Valentine Claire Watson Philip Home Catherine Heslop
8.	15:03	Public Meeting Action Log	Attached	Paul Ennals
Items to approve				
9.	15:05	Nominations Committee update	Attached	Paul Ennals
Any Other Business				

10.	15:10	Any other business or matters which the Governors may wish to raise	Verbal	All

Date and Time of Next Meeting:

- **Private Governor Workshop – Tuesday 28 April 2026 between 13:30 – 15:15 in Training Rooms 3 & 4 Education Centre, Freeman Hospital**
- **Formal Public Council of Governors Meeting – Tuesday 19 May 2026 between 13:30 – 15:15 in the Piano Room, RVI**

PUBLIC COUNCIL OF GOVERNORS' MEETING

DRAFT MINUTES OF THE MEETING HELD 27 JANUARY 2026

- Present:** Sir Paul Ennals, Chair
Public Governors (Constituency 1 – see below)
Public Governors (Constituency 2 – see below)
Public Governors (Constituency 3 – see below)
Staff Governors (see below)
Appointed Governors (see below)
- In attendance:** Bill MacLeod, Vice Chair
Liz Bromley, Senior Independent Director (SID)
Anna Stabler, Non-Executive Director (NED)
David Weatherburn, NED
Wendy Balmain, NED
Hassan Kajee, NED
Nini Adetuberu, Associate NED
Jackie Bilcliff, Chief Finance Officer / Acting Deputy Chief Executive Officer
Ian Joy, Executive Director of Nursing, Midwifery and Allied Health Professionals (AHPs) (*left the meeting at 14.36*)
Rachel Carter, Director of Quality and Safety (*left the meeting at 14.21*)
Caroline Docking, Director of Communications and Corporate Affairs (*left the meeting at 14.47*)
Patrick Garner, Director of Performance and Governance
Kelly Jupp, Trust Secretary
Sue Hillyard, Interim Executive Director of Operations
Paul Hanson, Director of Estates, Facilities and Strategic Partnerships
- Secretary:** Jayne Richards, Governor and Membership Engagement Officer and Lauren Thompson, Corporate Governance Manager / Deputy Trust Secretary
- Observer:** Diane Jones, Member of the public

Note: *The minutes of the meeting were written as per the order in which items were discussed.*

26/01 BUSINESS ITEMS

i) Apologies for absence and declarations of interest

Apologies for absence were received from:

- Appointed Governors Tracy Armstrong, Joanne Atkinson and Luisa Wakeling, Public Governors Eric Valentine, Aileen Fitzgerald, Kate Cushing, Tom Millen and Peter Vesey, and Staff Governor Lizzie Rowen.
- Executive Team – Rob Harrison, Chief Executive Officer (CEO).

- NEDs – Bernie McCardle and Phil Kane.

Paul Ennals welcomed all to the meeting. He explained that Rob Harrison was unable to attend the Council of Governors meeting as the CEO at NHS England (NHSE) had requested that all NHS CEOs attend a national meeting in London today.

It was resolved: to **note** the apologies for absence and that there were no new declarations of interest.

ii) **Minutes of the Public Council of Governors (CoG) meeting held on 26 November 2025 and any matters arising**

The minutes of the previous Public Council of Governors meeting held on 26 November 2025 meeting were agreed to be a true reflection of the business transacted. There were no matters arising.

It was resolved: to **agree** the minutes as an accurate record and to **note** that there were no matters arising.

iii) **Chair's Report**

Paul Ennals presented the report and highlighted the following points:

- Dr Penny Dash, NHSE Chair had recently visited the Trust, during which time she toured the Urgent Treatment Centre (UTC) and Maternity Services. Feedback from both Dr Penny Dash and the National Chief Midwife who also attended the visit was described as very positive.
- On Thursday of this week, a Government minister was scheduled to visit the Trust.

It was resolved: to **receive** the report.

iv) **Chief Executive's Report**

Paul Ennals noted that the well-led report had been shared with Governors last week and would be discussed further at the March 2026 Council meeting.

Ian Joy summarised the findings of the independent external Well-Led Review undertaken by Grant Thornton. The review identified that substantial progress had been made since the 2023 Care Quality Commission (CQC) inspection and highlighted good practice, however also identified some areas of improvement.

Ian Joy highlighted the following points:

- What had worked well to date and the areas which required further focus over the next 12 months.
- Grant Thornton colleagues had conducted extensive interviews and focus groups with Directors, Governors, the Executive Team and external partners, including representatives from the North East and North Cumbria Integrated Care Board (ICB) and NHSE, to obtain a comprehensive understanding of the Trust.
- A vast amount of information had been shared with Grant Thornton colleagues as part of the review, this included the staff pulse survey data.

Agenda item 2

- The review identified four main areas for improvement relating to culture and line management, strategy, governance, performance and leadership.
- Particular emphasis was placed on strengthening assurance reporting in Tier 1 and Tier 2 committees that report to the Trust Board, with a view to sharpening their effectiveness and ensuring the Trust strategy was fully embedded into the governance structure.
- A total of 26 recommendations were developed as part of the review, with work underway to create an accompanying single action plan, linked to other Trust improvement plans where relevant. The recommendations were fully accepted and it was acknowledged that some recommendations may have more than one associated action.

[Hugh Gallagher joined the meeting]

- The Trust's Complaints Improvement Plan was referenced.
- 9 of the 26 recommendations related specifically to the new 5-year Trust strategy.
- The completed Provider Capability Self-Assessment had been submitted to NHSE, with key learning identified to inform actions over the next 12–24 months.
- Some actions naturally aligned to Tier 1 Committees for example complaints sat within the Quality Committee remit, and Freedom to Speak Up (FTSU) and People-related actions were within the People Committee remit. The Audit, Risk and Assurance Committee (ARAC) would provide oversight of the overall Grant Thornton action plan to ensure that actions were delivered in a timely manner and embedded effectively.

The credibility of the independent report was discussed, with the report demonstrating that the Trust was using data effectively.

The strong leadership was noted, with culture cited as a key challenge. Ian Joy explained that the aim was to better equip leaders to lead effectively and confidently challenge cultural issues when they arose. Wendy Balmain, a member of the People Committee, advised that the Committee was actively focused on this area, with work on the Leadership Development Framework progressing well and clear plans in place. She noted that early signs of progress were emerging and reaffirmed that the leadership and culture work was a major priority for the Committee.

Peter Bower highlighted the importance of embedding Freedom to Speak Up into everyday organisational practice, ensuring it became business as usual.

[Linda Pepper joined the meeting]

Jackie Bilcliff highlighted the following points:

- The Trust had maintained NHS Oversight Framework (NOF) segment 2 rating.
- Investment plans for future service development were progressing as part of the planning process.
- Work was underway to prepare for Phase 2 of the Emergency Department (ED) development and the Same Day Emergency Care (SDEC) plan.
- Nationally a request had been made to conduct a Quarter 4 (Q4) elective sprint, aimed at increasing activity throughput. While this was recognised as important, there was

also a strong desire to avoid destabilising other performance progress achieved throughout the year.

- The opening of the Urgent Treatment Centre (UTC) on 19 January 2026. The next step would be to focus on ensuring strong integration with the ED in the main hospital, including digital enablement.
- Emergency care performance had shown improvement, particularly against the 4-hour standard. The Trust was currently ranked 29th nationally, reflecting significant ongoing effort from teams across the urgent care pathways.
- One of the focusses in Q4 would be on improving performance against the 28-Day Faster Diagnosis Standard (FDS).
- Challenges were highlighted in the skin cancer pathway, with current performance placing the Trust near the bottom of the national ranking tables.
- For the 62-day standard, improvement was required to strengthen the Trust's overall performance position.
- The Trust remained on plan to meet the year-end financial target. Achievement of the final plan position would be supported by agreed national support funding.
- The Trust had delivered £72m in cost improvement savings during the year.

A discussion ensued which covered the following areas:

- The progress in maximising theatre utilisation. Turnaround times had improved dramatically, reducing from 15 minutes to 1.7 minutes, this reflected substantial process optimisation and stronger operational discipline. The improvements seen within theatres were driven directly by staff which demonstrated strong engagement and ownership. Detailed review work had been undertaken, focusing on data related to theatre throughput working closely with surgeons who were keen to improve performance. The Getting It Right First Time (GIRFT) approach was being utilised to support progress in theatre efficiency. Concerns were raised by Catherine Heslop relating to the tight turnaround time and it was agreed that further clarity be provided on the theatre utilisation work including patient experience and outcomes data. **[ACTION01]**.

Reassurance was provided by Anna Stabler, NED, based on recent observations that theatre Nursing staff were receiving regular breaks throughout the day. Theatre lists were being utilised effectively and safely, without compromising staff wellbeing.

- Concerns were raised regarding the current cancer performance, albeit it was acknowledged that progress had been made in some areas/pathways. The Trust Board were taking the performance issues seriously however despite these efforts, performance had not improved at the desired pace. The position was multifaceted, and the nationally published data was not always accurate/comparable. For the 28-day FDS, the Trust performance was low in the national league tables. The skin cancer pathway was a significant factor; if skin referrals were excluded, performance would be above target. For non-skin-cancer patients, the 62-day performance was better. Considerable work was being undertaken across all tumour groups to improve pathways however it was noted that being more granular in analysing cancer performance data may be beneficial. It was noted that there were areas of very good practice where teams were performing extremely well.

It was agreed that a briefing note be prepared for Governors to provide a comprehensive explanation of the cancer performance challenges **[ACTION02]**.

- The fluctuating RAG ratings in the high level dashboard, which reflected the different levels of performance on a monthly basis.
- The plan for addressing the Trust’s underlying debt position. The Integrated Board Report (IBR) included a section on finance and it was noted that the Trust’s underlying position included approximately £100m of recurring debt, representing expenditure in excess of income. To achieve financial sustainability, the Trust must reduce overall organisational costs, address the underlying deficit gradually each year and ensure expenditure is aligned more closely with income streams.
- The low staff vaccination uptake rates, with the latest uptake position being circa 56%. A data cleanse was underway this week, which may result in an adjusted percentage. Significant effort and communications continued across teams to encourage take-up and deliver vaccinations to staff.

It was resolved: to **receive** the report and **note** the contents.

26/02 ITEMS FOR DISCUSSION

i) Quality Account

Rachel Carter shared a presentation, noting the importance of understanding how the proposed Quality Priorities fit alongside the range of already existing priorities within the Trust.. Progress to date was outlined for the current year quality priorities and the following points were highlighted:

- The Quality Account was an ongoing process, with monthly meetings held to review progress against current priorities, assess alignment with national guidance, consider health inequalities and determine whether existing priorities should continue or whether new priorities should be adopted.
- The work undertaken and key points to date included:
 - Increased sharing of learning across the organisation. There had been a sustained increase in incident reporting which was seen as a positive indicator of an improving safety culture.
 - The introduction of Quality & Safety sessions held quarterly.

A total of 7 never events had been reported this year. Nationally, the number of never events was also increasing. A discussion took place on whether to develop a priority focused specifically on theatre-related never events.

- There had been a change of focus for Mental Capacity, best interests and Deprivation of liberty Safeguards (DoLS) for inpatients with a Learning Disability.
- Waiting Safely demonstrated successful outcomes and the project had evaluated well. A substantive launch would be held to continue embedding as business as usual.
- Patient safety, clinical effectiveness and patient experience were monitored monthly.
- Some priorities, such as medicines management, and learning disabilities were proposed for carry-forward to next year.
- Lung cancer waiting times showed recurrent incidents, which therefore indicated potential patient harm. The proposal was to consider a longer-term 2–3 year priority to address the issue comprehensively.

Agenda item 2

- Community waits required a more specific targeted approach.
- Complaints response times highlighted further improvement was required in providing timely feedback to patients and relatives.
- A focussed piece of work on the characteristics contributing to health inequalities was proposed.
- Performance was not currently at the desired level, and further work was required with regards to infection prevention and control.

The Quality Account priorities long list was shared which was going through a consultation exercise. As part of the that consultation, Governors were asked to nominate their top three for inclusion, and Rachel Carter had met with Anna Stabler, NED Chair of Quality Committee.

The legal requirement to publish the Quality Account by the statutory deadline was outlined.

A table exercise ensued to gather feedback on what should the three priorities be from the eight suggestions on the long list which would inform the overall decision. Governors who attended the meeting online would be given the opportunity to submit their feedback following the meeting.

It was resolved: to receive the update.

ii) Reflections and Review

Bill MacLeod highlighted the rationale for arranging the session, emphasising the importance of how Governors work together and how they work with the wider organisation. The Trust had now moved on from the reset phase, and there were actions and recommendations arising from the CQC inspection report that the Trust had now completed or was actively progressing.

Questions remained regarding the future role of Governors in light of the 10 Year Plan for the NHS which referred to the removal of Governors.

Bill MacLeod highlighted the following points:

- The legislative position had not yet changed, and Governors' statutory responsibilities remained the same. However, changes were expected within 12–15 months, and Governors were asked to consider the legacy they wished to leave behind during the period of transition.
- The role of the Governors was to represent the interests of Trust members and the public, to hold the NEDs to account for the performance of the Trust Board, to appoint the Chair and NEDs, to approve certain significant transactions as defined in the Trust constitution, and to receive the Trust's annual accounts.

A discussion took place on what constituted the best ways of working together, ensuring Governors felt heard and were able to share constituent views to influence effectively. Emphasis was made on the importance of working collaboratively to achieve the best outcomes for the Trust, with effective communication being essential. Bill MacLeod highlighted that the contributions of all Governors were valued.

Governors asked about the best way to communicate with NEDs and it was agreed that the NEDs mailbox email address be circulated to all Governors [**ACTION03**]

Governors were asked a series of reflective questions, including what aspects of current practice worked well, what did not work effectively, and what changes would support improved outcomes. Responses included:

- The value of Working Group discussions when NEDs were able to attend on an informal basis with a question and discussion forum being useful.
- Some duplication of presentations between Working Groups and the Council of Governors' meetings.
- The benefit of the Chair's drop-in meetings / informal governors' meetings.
- The importance of patient involvement to ensure patient voices were heard.
- Talking to Alliance members to share aspects of good practice, with examples shared regarding the high level dashboard which Gateshead Health produces and the forums for Governors to meet with NEDs in North Cumbria Integrated Care.
- Improvements had been made in how NEDs and Governors communicated, both in listening and in how meetings were structured.
- Using people's time effectively through hybrid meetings was helpful.
- A suggestion for the Informal Governors meeting being more relaxed or less structured.
- The 10 year plan changes and how to work with the Trust to incorporate areas of best practice for the future.

It was resolved: to receive the update.

26/03 ITEMS TO RECEIVE

i) Governor Working Group (WG) Reports including:

i. Lead Governor

Judy Carrick informed Governors that she would be stepping down from her role as Lead Governor with immediate effect. Judy expressed her thanks to colleagues for their support during her time as Lead Governor.

Governors expressed their appreciation to Judy Carrick as Lead Governor and Paul Ennals thanked Judy Carrick for the extensive work she had undertaken on behalf of the Governors.

Kelly Jupp proposed that Eric Valentine, current Deputy Lead Governor, step in as Interim Lead Governor whilst awaiting further national guidance as the changes regarding the removal of Governors which was expected in March/April 2026.

Peter Bower noted his preference that a voting process be initiated to appoint a new Lead Governor to which Kelly Jupp recommended that a voting process be considered once the national guidance had been received.

By majority, Governors agreed the proposal that Eric Valentine be appointed as Interim Lead Governor, with the matter to be revisited in April 2026 [**ACTION04**].

Paul Ennals confirmed that Eric Valentine was aware of the recommendation and was willing to take on the interim role.

The impact of the 10-year plan would be explored in detail at the Governors' Workshop on 24 February 2026 [ACTION05].

It was resolved: to **receive** the report and **approve** the appointment of Eric Valentine as Interim Lead Governor.

ii. **Quality of Patient Experience (QPE) WG**

Claire Watson expressed thanks to the Governors who carried out ward visits and for producing the accompanying reports, which continued to provide valuable insight into patient and staff experience.

It was resolved: to **receive** the report and **note** the contents.

iii. **Business and Development (B&D) WG**

It was resolved: to **receive** the report and **note** the contents.

iv. **People Engagement and Membership (PEM) WG**

It was resolved: to **receive** the report, **note** the contents.

ii) **Public Meeting Action Log**

The following actions were discussed:

- Action 152 [Complex Audiology cases and information] - The action had now been fully completed and the Council of Governors agreed that the action be closed.

It was resolved: to **receive** the action log and **agree** the closure of action 152.

26/04 **ANY OTHER BUSINESS**

i) **Any other business or matters which the Governors wish to raise**

The Chair advised that Bernie McCardle, Non-Executive Director and current Chair of the People Committee, would be retiring in late summer. Discussions would take place in due course via the Nominations Committee in relation to proposals regarding succession arrangements.

Kelly Jupp advised that Peter Bower had been appointed as the new Vice Chair of the PEM Working Group.

No other business was discussed.

ii) **Date and Time of Next Meetings:**

- Private Governors Workshop – Tuesday 24 February 2026
- Formal Council of Governors – Tuesday 24 March 2026

Actions arising from the meeting:

1. Concerns were raised by Catherine Heslop relating to the tight turnaround time and it was agreed that further clarity be provided on the theatre utilisation work including patient experience and outcomes data. **[ACTION01]**.
2. It was agreed that a briefing note be prepared for Governors to provide a comprehensive explanation of the cancer performance challenges **[ACTION02]**.
3. Governors asked about the best way to communicate with NEDs and it was agreed that the NEDs mailbox email address be circulated to all Governors **[ACTION03]**.
4. By majority, Governors agreed the proposal that Eric Valentine be appointed as Interim Lead Governor, with the matter to be revisited in April 2026 **[ACTION04]**.
5. The impact of the 10-year plan would be explored in detail at the Governors' Workshop on 24 February 2026 **[ACTION05]**.

The meeting ended at 15:01pm.

GOVERNORS' ATTENDANCE – 27 JANUARY 2026

	Name	Y/N
A	Mrs Tracy Armstrong [Charity]	Apologies
A	Professor Joanne Atkinson [Northumbria University]	Apologies
S	Mr Roger Bishop [Volunteers]	Y
A	Mr David Black [APEX]	Y
2	Mr Peter Bower	Y
2	Ms Sue Brown	Y
S	Mr David Bull [Admin & Clerical, Management and Hospital Chaplains]	Apologies
1	Mrs Judy Carrick	Y
1	Dr Kate Cushing	Apologies
A	Mrs Lara Ellis [Newcastle City Council]	N
1	Mrs Aileen Fitzgerald	Apologies
S	Mr Hugh Gallagher [Medical and Dental] [from 13.35]	Y
3	Mrs Joy Garner	Y
2	Mrs Catherine Heslop	Y
2	Professor Philip Home	Y
S	Mr William Jarrett [Estates and Ancillary]	Y
2	Mr Hugh McKendrick	Y
1	Mr Thomas Millen	Apologies
2	Ms Linda Pepper [from 13.46]	Y
2	Mr Shashir Pobbathi	Y
1	Miss Fatema Rahman	Y
1	Dr Chris Record	N
S	Miss Elizabeth Rowen [Allied Health Professionals]	Apologies
S	Mrs Poonam Singh [Nursing & Midwifery]	Y
1	Dr Eric Valentine	Apologies
2	Dr Peter Vesey	Apologies
A	Dr Luisa Wakeling [Newcastle University]	Apologies
2	Mrs Claire Watson	Y
1	Ms Sallyann Webster	Y
2	Dr Kevin Windebank	Y

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COUNCIL OF GOVERNORS

Date of meeting	24 March 2026					
Title	Chair's Report					
Report of	Sir Paul Ennals, Chair					
Prepared by	Sir Paul Ennals, Chair Gillian Elsander, PA and Corporate Governance Officer					
Status of Report	Public	Private	Internal			
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Purpose of Report	For Decision	For Assurance	For Information			
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
Summary	<p>This report outlines a summary of the Chair's activity and key areas of recent focus since the previous Council meeting held in Public in January 2026:</p> <ul style="list-style-type: none"> • Board Activity • Governor Activity • Informal Visits • Alliance • External Meetings 					
Recommendation	The Council of Governors is asked to note the contents of the report.					
Links to Strategic Objectives	<p>Focus on Fundamentals – Deliver high quality, safe and compassionate patient care, meet our clinical board and trust quality priorities.</p> <p>Look to the future – Develop our Clinical and Trust Strategy, as a member of Great North Healthcare Alliance.</p>					
Impact (please mark as appropriate)	Quality	Legal	Finance	Human Resources	Equality & Diversity	Sustainability
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Link to the Board Assurance Framework [BAF]	No direct link however provides an update on key matters.					
Reports previously considered by	Previous reports presented at each Public meeting.					

CHAIR'S REPORT

Our succession planning for Board continues. Firstly, I am pleased to announce that Ms Judith McKenna formally took up her role as an Associate Non-Executive Director (NED) on 30 January. Judith is an experienced accountant with a 25-year career and a fellow of the Institute of Chartered Accountants in England and Wales. While we welcome Judith, we also bid farewell to Nini Adetuberu, who will be leaving us at the end of March to concentrate on her new NED roles with Tees, Esk and Wear Valleys NHS Foundation Trust and the North East Ambulance Service NHS Foundation Trust. We are currently out to advert for two posts: an Associate NED with people expertise who will work alongside Bernie McCardle until September and then hopefully take on the full NED role, and a Clinical NED to replace Phil Kane, who is starting at County Durham and Darlington NHS Foundation Trust. We have been excellently served by our current group of NEDs but we are now entering a period of a bit more change.

BOARD ACTIVITY

Our Board Development session in February focussed on three main areas:

1. Five Year Trust Strategy

- An overview was provided on the Strategy development work undertaken to date.
- Feedback was shared from the Executive Team Development session on aspects of the new Trust 5-year strategy.
- Board members discussed the Trust vision, values and draft strategy outline/key headlines.

2. Ambitions regarding Neighbourhood Services and Integrated health models

- Discussion centred on current work/thinking/developments regarding neighbourhood services and integrated health models for Newcastle, where we were joined by colleagues from the local authority and from Primary Care.
- A brief update was shared on Integrated Health Organisation and Advanced Foundation Trust developments.

3. New Net Zero Plan

- Board members were briefed on the Trust current position in relation Net Zero.
- A discussion took place on the Board vision in relation to environmental sustainability and the new Net Zero Plan.

ACTIVITY WITH GOVERNORS AND MEMBERS

At our Governor Workshop in February, in addition to our standard reports, we had our regular update from Rob Harrison, Chief Executive Officer (CEO), on local matters, recent news and achievements, reports on patient and staff experience, performance and finance.

Agenda Item 3

We also heard about the work of Wendy Balmain, NED and member of the Quality and Charity Committees, and Nini Adetuberu, Associate NED and member of the People Committee.

Pauline Kelso, Director of Community Services and Dr Amanda Kilsby, Consultant Geriatrician, Clinical Director for Older People's Medicine, Palliative Care & Community Services presented an overview of the evolving model for primary care and neighbourhood working. Aligned with the NHS 10-year Plan, the Trust is beginning to map out what services need to look like over the next decade, with a clear focus on transforming care so that more people can be supported safely at home.

The approach will require strengthened system-wide partnerships, including joint planning, shared resources, and collaborative delivery of performance targets and patient flow. The future model emphasises fully integrated, patient-centred pathways that support prevention, early intervention and community-based care. The aim being to ensure services are coordinated, coherent and easier for patients to navigate pathways that make sense for them and supports prevention, early intervention, and community-based care.

I continue to meet with Governors informally, providing a space for them to raise any issues arising between formal meetings and enabling me to update them on key regional and national developments.

We have begun discussions with governors to consider how the Trust might wish to respond to the NHS Ten Year Plan's intent to remove the formal powers of Councils of Governors from March 2027. We greatly value our governing body, and the important role they play in holding our Board to account and bringing the voices and views of the community, patients and staff into the decision-making of the Trust. Along with the other East Coast trusts we hope to prepare a vision for how we believe we can be at the forefront of community participation in the future. As part of this process, my intention regarding changes to the elections process for governors prompted some debate at the recent Council workshop; We are reflecting, bringing a report to the Trust Board, and will return to the matter at the April Council meeting.

Our most recent members' event on 5 March 2025 focused on *Cancer Care, re-imagined*. Dr Wendy Osborne, Consultant Haematologist, outlined significant advances in immunotherapy, particularly the use of patients' own T-cells to identify and destroy cancer cells. She highlighted the increasing cure rates and reduced toxicity associated with these personalised, cell-based treatments, emphasising their growing life-saving potential. We also heard from Gemma Kindness, Advanced Physiotherapist, and Dr Ben Hood, Cancer Research Nurse Consultant, who presented on the benefits of Prehabilitation. They described this as a needs-based, multi-modal intervention delivered before and during cancer treatment, aimed at optimising physical, nutritional and psychological wellbeing to improve readiness for treatment, enhance tolerance and support recovery and quality of life.

The event was very well attended, and feedback from members was highly positive.

INFORMAL VISITS & EVENTS

I was delighted to open an event at the Institute of Transplantation hosted by Newcastle Hospitals Charity which presented the vision for the new Sir Bobby Robson Institute development, a world-leading centre for cancer trials and research. To mark International Women's Day 2026 and its theme of Give to Gain, Newcastle Hospitals Charity hosted an inspiring evening of conversation and connection to celebrate the power of generosity collaboration and leadership in driving innovation and progress in cancer research. We heard from female leaders from healthcare, business, sport and the wider community to explore how giving – of money, time, knowledge, accelerates impact for all.

At the beginning of Ramadan, I joined an Iftar gathering in the Piano Room at the Royal Victoria Infirmary to share in the occasion with our Muslim colleagues.

ALLIANCE

The momentum for joint working continues at pace, and each month we can see more evidence of positive outcomes from the collaborative work that we have initiated. There continues to be good progress with Alliance developments. I am particularly struck by how collaboration on the ground between units and departments seems to be becoming Business as Usual – nothing to shout about because it is just how we work around here. I have asked us to pull together some more detail of how these collaborations are impacting on the work of the trusts and the outcomes for patients, for sharing more widely.

OTHER MEETINGS AND INFORMATION

I participated in the NHS Confederation and NHS Providers Quarterly Shared Leadership Forum which was launched to support the growing number of NHS trusts adopting shared leadership models, with 24 Chairs already participating and further interest emerging. We heard from Glen Burley, CEO of The Foundation Trust Group, NHS England (NHSE) Financial Resilience and Accountability Director to talk about the national perspective of Shared Trust Leadership as well as Sir David Nicholson, Chair of Sandwell and West Birmingham NHS Trust, The Dudley Group NHS Foundation Trust, The Royal Wolverhampton NHS Trust, and Walsall Healthcare NHS Trust to share the challenges and opportunities of The Black Country NHS Trusts. Lots of ideas for me to bring to our work here.

I continue to meet with the Chair, CEO and senior officers of the Integrated Care Board (ICB), along with other Foundation Trust Chairs, monthly to discuss issues of common interest. There is also a strong informal network between Chairs in recognition that some colleagues elsewhere in the region are facing some real organisational challenges.

I continue my role representing the NHS on the Net Zero North East England Board. I have also retained my engagement and contributions to the work of the North East Child Poverty Commission, again on behalf of the NHS.

RECOMMENDATION

The Council of Governors is asked to note the contents of the report.

Report of Sir Paul Ennals
Chair
17 March 2026

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COUNCIL OF GOVERNORS

Date of meeting	24 March 2026					
Title	Quality of Patient Experience Working Group - Report					
Report of	Claire Watson, Chair - Quality of Patient Experience Working Group					
Prepared by	Claire Watson, Chair - Quality of Patient Experience Working Group					
Status of Report	Public	Private	Internal			
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Purpose of Report	For Decision	For Assurance	For Information			
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
Summary	<p>The content of this report outlines the activities undertaken by the working group since the previous report in January 2026.</p> <p>Key points to note are:</p> <ul style="list-style-type: none"> - Group Activities - Presentations and Guests - Wards and Departments Visited 					
Recommendation	The Council of Governors is asked to receive the report.					
Links to Strategic Objectives	Focus on Fundamentals – Deliver high quality, safe and compassionate care, meet our clinical board and trust quality priorities.					
Impact (please mark as appropriate)	Quality	Legal	Finance	Human Resources	Equality & Diversity	Sustainability
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Link to Board Assurance Framework [BAF]	No direct link.					
Reports previously considered by	Regular reports on the work of this Working Group are provided to the Council of Governors.					

QUALITY OF PATIENT EXPERIENCE (QPE) WORKING GROUP (WG) REPORT

1. INTRODUCTION

The Quality of Patient Experience (QPE) Working Group (WG) has continued to meet monthly with agendas structured around the Group's agreed Terms of Reference. Discussions have focused on themes aligned to the remit of the Working Group. The Non-Executive Directors (NEDs) regularly attend to provide updates from relevant Committee meetings to provide assurance.

Since the last report, two QPE WG meetings have taken place.

2. GROUP ACTIVITIES

Members of the QPE WG attended the following Groups and Committees:

- Nutrition Steering Group (NSG) – (15 January 2026) – This meeting was observed by Claire Watson.
- Quality Committee – (22 January 2026) – This meeting was observed by Peter Bower.
- Patient Safety Group (PSG) – (27 January 2026) – This was not observed by David Black as it coincided with the Formal Council of Governors meeting.
- Complaints Panel (03 February 2026) – This meeting was observed by Peter Bower and Aileen Fitzgerald.
- Clinical Audit and Guidelines Group (CAGG) (03 February 2026) – This meeting was observed by Philip Home and David Black.
- Complaints Panel (03 March 2026) – This meeting was observed by Peter Bower and Aileen Fitzgerald.
- Clinical Audit and Guidelines Group (CAGG) (03 March 2026) – This meeting was observed by Philip Home.
- Patient Safety Group (PSG) – (24 February 2026) – This was not observed by David Black as it coincided with the Formal Council of Governors meeting.

The completed written reports are available in the Governor Reading Room on AdminControl.

3. PRESENTATIONS/GUESTS

Tracy Scott, Head of Complaints & Experience of Care, attended the February meeting to present the Quarter 3 Complaints update, noting that 508 formal complaints were opened and all were acknowledged within three working days. Communication issues remain the most common theme, and an audit of ten September 2025 complaints confirmed good practice, including timely telephone contact and clear timescales for complainants. The average complaint duration has improved to 49 days, and the Improvement Task and Finish Group continues to monitor themes and drive further progress.

At the March meeting, we welcomed Helga Charters, Associate Director of Nursing for Learning Disability (LD), Safeguarding, and the Mental Capacity Act regarding reasonable adjustments. Helga

Charters provided an overview of the Learning Disability Team's expanding multidisciplinary work, outlining improvements to documentation, auditing and co-produced resources, as well as the complex planning required to support highly anxious or vulnerable patients. She highlighted new initiatives, including piloting a reasonable-adjustments lanyard, seeking consent to upload LD Passports, expanding medical leadership and trialling pain-free blood collection for anxious patients, reference was made to the LeDeR review process relating to people with a learning disability and/or autism and the impact of losing regional LD forums. Helga Charters also noted significant challenges, particularly the lack of sensory rooms and safe spaces across the Trust, the need for staff training ahead of the implementation of the national Reasonable Adjustment Flag. This flag will automatically alert the LD team when a patient in the Emergency Department, outpatients, or as an inpatient requires a reasonable adjustment, and the importance of person-centred communication for patients with learning disabilities or complex communication needs.

We were pleased to welcome Anna Stabler, Non-Executive Director, to the February meeting and extend our thanks for her insightful contributions.

4. WARD AND DEPARTMENT VISITS

Visits were undertaken to the following location:

- Urgent Treatment Centre (UTC) RVI – 24 February 2026

WG Members provided a verbal report of the visit at the 3 March 2026 QPE Working Group meeting.

5. RECOMMENDATION

The Council of Governors are asked to receive the report.

Report of Claire Watson
Chair of QPE Working Group
13 March 2026

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The Newcastle upon Tyne Hospitals
NHS Foundation Trust

COUNCIL OF GOVERNORS

Date of meeting	24 March 2026					
Title	Report of the Business and Development Working Group					
Report of	Philip Home, Vice Chair of the Governors Business and Development Working Group					
Prepared by	Philip Home, Vice Chair of the Governors Business and Development Working Group					
Status of Report	Public	Private	Internal			
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Purpose of Report	For Decision	For Assurance	For Information			
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
Summary	This report details the activities of the Business and Development Working Group since the last report to the Council of Governors (CoG) on 27 January 2026.					
Recommendation	The Council of Governors is asked to note the contents of this report.					
Links to Strategic Objectives	Focus on Fundamentals - Improve performance, manage our money and digital systems.					
Impact (please mark as appropriate)	Quality	Legal	Finance	Human Resources	Equality & Diversity	Sustainability
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Link to Board Assurance Framework [BAF]	No direct link.					
Reports previously considered by	Standing agenda item.					

REPORT OF THE BUSINESS AND DEVELOPMENT (B&D) WORKING GROUP (WG)

1. INTRODUCTION

The Business and Development (B&D) Working Group (WG) has continued to meet monthly, with agendas structured around the Group's agreed Terms of Reference. Discussions have focused on themes aligned to the remit of the Working Group.

Attendance at the Working Group has historically been strong however the March meeting was not quorate for part of the meeting due to low attendance. The Group is always keen to welcome new Governors who wish to join, as well as those who may want to attend a meeting on a topic-specific basis.

Since the last report, two B&D Working Group meetings have taken place.

2. PRESENTATION TOPICS

2.1 Chair of Digital & Data Committee (D&D)/Non-Executive Director (NED) – 12 February 2026

Hassan Kajee provided an overview of the Digital & Data Committee, reflecting positively on his first year in the Trust and the strengthened strategic direction being shaped through the Digital & Data Committee. He updated governors on progress with the emerging Digital & Data Strategy, national developments in patient record access and accessibility standards, and the opportunities and challenges of the Alliance-wide Chief Information Officer (CIO) model.

Governors also discussed digital accessibility, Artificial Intelligence (AI) safeguards, and constructive challenge, noting both the progress achieved and the ongoing challenges ahead.

2.2 Wayfinding Update – 12 March 2026

Jamie Morton, Healthcare Planner in Estates & Facilities, outlined the proposed pilot for implementing the Trust's new wayfinding and signage strategy. Given the long-standing complexity of the estate, a pilot piece of work was planned in the Freeman Hospital Cardio building due to its size, distinct footprint and signage issues. The pilot will use printed vinyl signage rather than permanent materials to allow testing and adaptation. Perch & Ponder LTD will work alongside the Trust Medical Architecture team to ensure consistency with recent refurbishment schemes, and the pilot will include pre and post-installation assessment. Preparatory design and costing work is planned for April to June 2026, and installation will take place between July to August 2026, followed by evaluation.

Governors were impressed by the depth of understanding of the issue shown by Jamie Morton and Paul Hanson, and the intelligent implementation planning. The emphasis on

orientation and exit directions was welcome. They offered their services on request (with liaison with the Quality of People Experience Working Group) in the trial phase.

2.2 Transport Plan – 12 March 2026

Paul Hanson, Director of Estates, Facilities and Strategic Partnerships outlined why the Trust needs a strategic Transport and Travel Plan, emphasising the cost of annual journeys, carbon impacts, parking pressures, and the need for better staff, patient and visitor access. Paul Hanson framed the work within the wider regional transport context (metro upgrades, Northumberland Line, bus reform, park-and-ride investment) and highlighted the importance of aligning the Trust's strategy with the North East Transport Plan, where appropriate, to support funding and policy consistency.

Emerging plans for walking, cycling, public transport, patient mobility and the renal transport pilot were shared. The structural parking deficit was outlined, with consideration being given to aspects such as lone drivers, the need for a fairer, needs-based and income-related permit system, and the complexities of charging and length-of-stay controls. Governors had little to add or comment to this necessarily complex presentation, though some suggestions were made. It was noted that a high percentage patients of the Trust came some distance, and this had to be factored in.

2.3 Trust Strategy – Governor Engagement – 12 March 2026

Lisa Jordan, Assistant Director for Business Planning & Strategy Management attended to update on the draft 5-year Trust Strategy with discussions underway with the Trust Board on the creation of a clear vision and on the Trust values. Building on extensive engagement with staff and partners, emerging themes included joining up care so that patients experience smoother and more accessible pathways; improving how we work by embedding innovation, research, data and workforce development; and being our best by fixing the fundamentals, strengthening our infrastructure, and ensuring financial and environmental sustainability. These priorities describe the long-term direction for the organisation and provide a simple, relatable framework that Clinical Boards, teams and partners can align their plans to over the coming years.

While welcoming the Strategy, Governors had some problem in understanding how it fitted into often unknowable changes in demand for clinical services (from referrals and clinical developments).

3. REPORTS ON BOARD COMMITTEE OBSERVATION

The completed written reports are available in the Governor Reading Room on AdminControl, and these detail observations and management issues later discussed in the Working Group meetings. Some of these gave rise to discussions in CoG formal, workshop, and informal meetings.

The following Board Committees have been observed by Governor WG members:

- Digital & Data (D&D) Committee (15 January 2026) - This meeting was observed by Philip Home.

- Finance & Performance (F&PC) (26 January 2026) - This meeting was observed by Hugh McKendrick.
- Audit, Risk and Assurance Committee (ARAC) (27 January 2026) - This meeting was observed by Judy Carrick.
- Finance & Performance (F&PC) (23 February 2026) - This meeting was observed by David Bull.

Discussion also took place on the format of the reports, and the use of AAA grading within the Board Committee meetings.

4. RECOMMENDATION

The Council of Governors is asked to note the contents of this report.

**Report of Philip Home
Working Group Vice Chair
16 March 2026**

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COUNCIL OF GOVERNORS

Date of meeting	24 March 2026					
Title	People, Engagement and Membership (PEM) Working Group (WG) Report					
Report of	Catherine Heslop – Chair of the PEM Working Group					
Prepared by	Catherine Heslop – Chair of the PEM Working Group					
Status of Report	Public	Private	Internal			
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Purpose of Report	For Decision	For Assurance	For Information			
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
Summary	<p>The People, Engagement and Membership (PEM) Working Group (WG) is tasked with increasing both the number and diversity of Trust membership and with supporting members with dedicated members' events and newsletters. In addition, the WG works to engage with the wider Trust community.</p> <p>This report provides an update to the Council of Governors on the ongoing work of the PEM WG since the last meeting of the Council of Governors in January 2026.</p>					
Recommendation	The Council of Governors is asked to receive the report.					
Links to Strategic Objectives	Focus on fundamentals – Deliver high quality, safe and compassionate patient care, meet our clinical board and trust priorities.					
Impact (please mark as appropriate)	Quality	Legal	Finance	Human Resources	Equality & Diversity	Sustainability
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Link to Board Assurance Framework [BAF]	Outlined within the report.					
Reports previously considered by	Regular reports on the work of this Working Group are provided to the Council of Governors.					

PEOPLE, ENGAGEMENT AND MEMBERSHIP (PEM) WORKING GROUP (WG) REPORT

1. INTRODUCTION

The People, Engagement and Membership (PEM) Working Group (WG) continues to meet monthly. In February, our guest speakers included Nini Adetuberu, Associate Non-Executive Director, who provided a People Committee update and outlined her professional background. She detailed the current Committee priorities, including staff wellbeing, organisational culture, and the pilot of the new Working Well Service aimed at improving psychological support for staff and reducing long-term sickness.

Nini Adetuberu highlighted key areas of focus such as Equality, Diversity and Inclusion (EDI), leadership capability, and ensuring staff feel valued and heard, alongside progress against the People Plan as it moves from building foundations to demonstrating impact. Further discussions also covered workforce pressures, improved integration of physical and mental health services, and plans to expand mental health first aiders through a train-the-trainer model supported by key staff roles.

We were pleased to welcome Bill MacLeod, Vice Chair/Non-Executive Director, to the February meeting and extend our appreciation for the depth, rigour and insight reflected in his contributions.

The meeting was constructive and a well-focused discussion, and I wish to express my appreciation to all Governors and attendees for their thoughtful engagement and contribution throughout.

2. GROUP ACTIVITIES

The WG received feedback on the Members' Event held on 5 March 2026, which focused on Cancer. Attendance was excellent, and the event received highly positive feedback.

Presentations on "The Wonder of the T Cell – How T-cell engagers have revolutionised lymphoma treatment" and "Living with Cancer – Prehabilitation at Newcastle Hospitals: current practice and future research" were particularly well received.

Initial discussions have begun regarding the next Members' Event in August, and the topic will be confirmed in due course.

The WG continued its discussions relating to ideas for articles to be included in the forthcoming Spring Members' Newsletter.

2.1 Committees

In accordance with the WGs ongoing commitment to strengthening oversight and ensuring robust Governor engagement across the Trust's governance structure, members of the PEM

WG attended a number of key Groups and Committees during the reporting period as listed below:

- People Committee – (22 January 2026). This meeting was observed by Sue Brown.
- Charity Committee - (02 February 2026). This meeting was observed by Roger Bishop.

The completed written reports arising from these observations are available in the Governor Reading Room on AdminControl.

3. ONGOING AREAS OF FOCUS

3.1 Communication

Governors continue to engage proactively with their constituencies and the wider community, maintaining a visible presence and ensuring that member views, experiences, and concerns are appropriately represented within the Trust's governance processes.

3.2 Membership

It was noted at the February meeting that 1 public member and 13 staff members had left the Trust membership since January. At the March meeting, it was reported that 3 public members had left the Trust, while 189 staff members had joined, which was regarded as very encouraging. The WG discussed the importance of continuing to promote membership through events, direct engagement, and word-of-mouth activity.

4. RECOMMENDATIONS

The PEM WG asks that the Council of Governors receive this report for information.

**Report of Catherine Heslop
Chair of the PEM Working Group
12 March 2026**

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Council of Governors Meeting Actions - Public

Agenda item: 8

Log Number	Action No	Minute Ref	Meeting date where action arose	ACTIONS	Responsibility	Notes	Status
153	ACTION02	Any Other Business	26 November 2025	On a recent visit to the Day Treatment Centre at Freeman (DTC) it was noted there was a lack of signposting from the multistorey car park to the DTC. This would be reported to Estates.	JR	19.01.2026 - Email sent to Paul Hanson - awaiting an update. 27.02.2026 - Email to Lynsey Allan for an update - The Estates Team were discussing additional signage today - awaiting further information. 03.03.2026 - Email to Lynsey Allan- Russ Jones is on annual leave. This may be covered in the wayfinding at B&D WG on 13.3.2026 13.03.2026 - This was highlighted to Paul Hanson at the B&D Working Group who agreed to provide a response by 27.03.2026. Propose to Close action here as will be monitored through the Working Group action log.	Green
154	ACTION03	Any Other Business	26 November 2025	As agreed at the informal governors' meeting, Judy Carrick had raised a governance question with Bill MacLeod regarding how governors can gain assurance that shared roles and programmes deliver proportional benefits to Newcastle Hospitals. It was suggested that this be included in the next Alliance update as noted above.	BM	19.01.2026 - BM update "This remains work in progress as the Alliance develops but will be discussed in the Reflections and Review session at the Council of Governors' meeting in January". 27.01.2026 - Alliance wide Governor meetings now in place which includes feedback on Alliance developments, and regular reporting into trust Boards. For shared roles, personal objectives cover 'shared' aspects of such roles and therefore performance is discussed as part of regular appraisal processes. Propose to Close.	Green
155	ACTION01	1. Business Items iv) Chief Executive's Report including:	27 January 2026	Concerns were raised by Catherine Heslop relating to the tight turnaround time and it was agreed that further clarity be provided on the theatre utilisation work including patient experience and outcomes data.	SH	09.03.2026 - Currently under discussion regarding the production of a briefing note/presentation slides.	Amber
156	ACTION02	1. Business Items iv) Chief Executive's Report including:	27 January 2026	It was agreed that a briefing note be prepared for Governors to provide a comprehensive explanation of the cancer performance challenges.	PG/MWr	09.03.2026 - Joint Medical Directors Report (30 January 2026) shared in the Weekly Governor Update 13.03.2026. Propose to Close.	Green
157	ACTION03	2. Items for discussion ii) Reflections and Review	27 January 2026	Governors asked about the best way to communicate with NEDs and it was agreed that the NEDs mailbox email address be circulated to all Governors.	JR	30.01.2026 - NED mailbox email address circulated in the Weekly Governor Update. Propose to Close.	Green
158	ACTION04	3. Items to receive i) Lead Governor	27 January 2026	By majority, Governors agreed the proposal that Eric Valentine be appointed as Interim Lead Governor, with the matter to be revisited in April 2026.	JR	18.03.2026 - Added to the Forward Plan for the April workshop. Propose to Close.	Green
159	ACTION05	3. Items to receive i) Lead Governor	27 January 2026	The impact of the 10-year plan would be explored in detail at the Governors' Workshop on 24 February 2026.	JR	20.02.2026 - Discussed at the Council of Governors Workshop on 24.02.2026. Propose to Close.	Green

Key:

Red =	No update/Not started
Amber =	In progress
Green =	Completed
Grey =	On Hold



COUNCIL OF GOVERNORS

Date of meeting	24 March 2026					
Title	Nominations Committee Update					
Report of	Paul Ennals, Chair					
Prepared by	Kelly Jupp, Trust Secretary					
Status of Report	Public	Private	Internal			
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
Purpose of Report	For Decision	For Assurance	For Information			
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>			
Summary	<p>The content of this report outlines the key matters discussed at the three Nominations Committee meetings which have taken place since the previous Committee report to the Council of Governors (November 2025). Matters discussed included:</p> <ul style="list-style-type: none"> • Shortlisting and appointment of the Associate Non-Executive Director (NED) (Finance). • The skills in place across the Chair and NED cohort. • Minor changes to the succession planning policy, which Committee members agreed. • A proposal to appoint an Associate NED with People expertise, which was supported. • The Vice Chair Mid-Year Performance Review outcome. • An update on the Associate NED (Finance) induction. 					
Recommendation	The Council of Governors is asked to note the contents of this report, and specifically to approve the proposed changes recommended by the Nominations Committee to the Chair and NEDs succession planning policy appended to this report.					
Links to Strategic Objectives	We will take our responsibilities as a public service seriously, carefully managing our money and performance.					
Impact (please mark as appropriate)	Quality	Legal	Finance	Human Resources	Equality & Diversity	Sustainability
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Link to Board Assurance Framework [BAF]	No direct link.					
Reports previously considered by	Nominations Committee reports are provided routinely to the Council of Governors to provide updates on the business of the Committee.					

NOMINATIONS COMMITTEE UPDATE

1. INTRODUCTION

Since the November 2025 Council of Governors meeting, Committee members met on three occasions and discussed the following items:

- 28 November 2025 - shortlisting for the Associate Non-Executive Director (NED) - Finance role.
- 15 December 2025 - feedback from the Associate NED (Finance) interview panel and discuss the recommendation to be made to the Council of Governors.

A separate NED appointment report was presented and approved at the 17 December 2025 Council of Governors meeting in relation to the appointment of Judith McKenna, Associate NED (Finance).

- 12 February 2026 – Committee members discussed:
 - The Chair and NEDs position, skills and the succession planning policy.
 - The People Non-Executive Director (NED) succession proposal.
 - The Vice Chair Mid-Year Performance Review.
 - An update on the Associate NED (Finance) induction.

The sections below summarise the items discussed.

2. SUCCESSION PLANNING

Regarding succession planning, Committee members reviewed and agreed the minor changes to the Chair and NEDs succession planning policy. The changes are outlined below:

- The addition of references to Associate NEDs.
- Updates to match the Nominations Committee Terms of Reference (Appendix A.3).

The policy has been appended to this report for final Council of Governor approval.

Committee members discussed the current skills, and potential skills gaps, across the NED and Associate NED cohort, using two skill matrices.

Following detailed discussion. Committee members agreed a recommendation to support the proposed recruitment of a Trust Associate Non-Executive Director with People/HR expertise, converting to a substantive NED role (subject to satisfactory performance in role as an Associate NED), when Mr Bernie McCardle retires in September 2026. This was subsequently discussed and approved at the Council of Governors meeting on 24 February, whereby it was also agreed to recruit a NED with Clinical expertise following the notification that Phil Kane would be standing down as a NED within the coming months following his appointment as a NED at another Foundation Trust in the region.

NRG have been appointed as the recruitment search agent for the two roles. The closing date for applications is 7 April 2026, with interviews and stakeholder groups scheduled for 29 April 2026.

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3. THE VICE-CHAIR MID-YEAR PERFORMANCE REVIEW

The Chair provided Committee members with an update on the Vice-Chair mid-year performance review.

4. ASSOCIATE NED (FINANCE) Update

Judith McKenna formally commenced as an Associate NED on 30 January 2026. She has successfully completed both her corporate and local inductions and is currently working through her induction programme, which includes a list of 1 to 1 meetings with key individuals, participation in the Board Visibility Programme and observation of Board Committee meetings.

5. NEXT MEETING

Committee members will next meet on 22 April to undertake shortlisting for the Clinical NED and the Associate NED (People) roles.

6. RECOMMENDATIONS

The Council of Governors is asked to note the contents of this report, and specifically to approve the proposed changes recommended by the Nominations Committee to the Chair and NEDs succession planning policy appended to this report.

Kelly Jupp
Trust Secretary
13 March 2026

CHAIR, NON-EXECUTIVE DIRECTOR (NED) AND ASSOCIATE NED APPOINTMENTS AND REAPPOINTMENTS PROCESS AND SUCCESSION POLICY

1. Appointments/Reappointment Process

This process shall apply equally to the appointment of Non-Executive Directors (NEDs), Associate NEDs and the Chair except where differences are specifically noted. The process detailed below will be followed:

1. Initial appointments shall be normally for a period of three years.
2. At the end of a three year term the Nominations Committee shall meet and subject to;
 - a. The incumbent being minded to apply for a further term;
 - b. Satisfactory appraisal; and
 - c. No other contra-indications.

The Committee shall consider and if appropriate will recommend the re-appointment to the Council of Governors for a further 3-year term.

Annual Appraisals of the NEDs and Associate NEDs will be carried out by the Chair. Annual Appraisals of the Chair will be carried out by the Senior Independent Director (SID) and in doing so the guidance specified in the NHS England (NHSE) Framework for conducting annual appraisals of NHS chairs will be considered.

3. At the end of two three-year terms or, where the Committee have for any reason not been able to recommend re-appointment after one term, the following process will operate.
 - i) There will be a meeting of the Nominations Committee which will consider:
 - The balance of experience of the current Board.
 - Major challenges facing the Board (internal and external) and the NED skill set required to meet those challenges – including the requirements of the annual plan.
 - The external context – including the political, financial and regulatory context and other external pressures.
 - The NHSE Code of Governance for NHS provider trusts ('the Code of Governance') guidance and independence considerations (using the criteria set out in Appendix A.1).
 - The advice of the Chief Executive.
 - ii) On the basis of its considerations the Nominations Committee may, by **very exceptional circumstances**, recommend that the Trust is best served by ongoing continuity for a limited time (up to 12 months) through the reappointment of the present incumbent; or whether the Trust requires a new/refreshed skill set as specified in the Code of Governance.

Should the Committee consider that the Trust is best served by the reappointment of the current incumbent then the Trust would be required to explain why it had decided to act outside of the Code of Governance and demonstrate that a rigorous review had

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been undertaken. The need for any extensions of a term beyond six years should be clearly explained and should be agreed with NHSE. A NED becoming Chair after a three-year term as a NED would not trigger a review after three years in post as chair.

Consideration would also need to be given to whether the incumbent is willing to serve for a limited additional term and whether the incumbent NED continues to meet the specific skills and experience requirements relevant to the post (as these may have changed since the time the NED was originally appointed). Skills and requirements need to be considered on an ongoing basis (paragraph C.1.2 of the Code of Governance’).

- 4 Where the Committee decides that the Trust is best served by a new appointment the Committee will be responsible for an open and clear recruitment process.
- 5 Where the recruitment process is for a new Chair there should be a very clear, rigorous and transparent recruitment process which should include the opportunity for a focus group of governors and senior staff to meet the candidates prior to the final interview. The Code of Governance states ‘Best practice is that the selection panel for a post should include at least one external assessor from NHSE and/or a representative from a relevant Integrated Care Board (ICB), and the foundation trust should engage with NHSE to agree the approach.’ [C.2.1]

The NHS Leadership Competency Framework for board members should be considered as part of the recruitment process.

- 6 All recommendations of the Nominations Committee relating to the appointment of NEDs and Associate NEDs shall be considered by the Council of Governors who will decide whether to follow the recommendation made. When considering the appointment of NEDs and Associate NEDs, the Council of Governors should take into account the views of the Board of Directors and the Nominations Committee on the qualifications, skills and experience required for each position.

2. Chair/NED Succession Policy (including succession plan)

The Code of Governance specifies (see also Appendix A.2):

B.2.1. The Nominations Committee or Committees, with external advice as appropriate, are responsible for the identification and nomination of Executive and Non-Executive Directors. The Nominations Committee should give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the NHS Foundation Trust and the skills and expertise required within the Board of Directors to meet them.

Good succession planning:

- ensures a continuous supply of suitable individuals (or a process to identify them), who are ready to take over when NED terms of office end or in a range of unexpected situations e.g. illness;
- achieves continuity to deliver strategic plans by aligning the Trust’s human resources and business planning; and

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- demonstrates a commitment to developing careers as NEDs which will be attractive from a recruitment and retention perspective.

The absence of a robust succession policy (for Board members and staff) and plan can undermine an organisation's effectiveness and its sustainability. It can also be a sign that the organisation is not sufficiently clear about its purpose, and the culture and behaviours it wishes to promote in order to deliver its strategy.

Key elements of the Trust Succession Plan:

- The existence of the Nominations Committee, the annual appraisal of NEDs/Associate NEDs/the Chair and the continuous review of terms of office for NEDs/Associate NEDs and the Chair and Board skills aids in discharging the principles specified within the Code of Governance.
- The Committee reviews the skills of the NEDs/Associate NEDs/the Chair when a term of office is due to end.
- The Code of Governance highlights that the Committee should also take account the future challenges, risks and opportunities facing the NHS Foundation Trust and the skills and expertise required within the Board of Directors to meet them. This is factored into this appointment/reappointment process. C.2.2 of the Code of Governance states that 'the nominations committee should evaluate, at least annually, the balance of skills, knowledge, experience and diversity on the board of directors and, in the light of this evaluation, describe the role and capabilities required for appointment of both executive and non-executive directors, including the chair.
- Participation in regional and national Chair/NED/Associate NED development programmes.
With regard to succession of the Chair of the Board and also the Chairs of the Committees, each Committee/Trust Board Vice-Chair – in conjunction with the Chair, be offered the opportunity to chair at least one Committee/Board meeting during their term of office.
- The Associate NED role was introduced in 2024/25 to support Board succession strategy, diversity and achieving a balance of Board level skills. The Board supports Associate NEDs to build their personal and professional capability and bridge knowledge gaps, with the aim of them converting to a substantive NED role within the next 24 months (either within the Trust, or if there are no vacant NED posts, then in another organisation).

Effective succession planning will take place through the recruitment of Associate NEDs with specific skills where it is known that a NED plans to stand down to allow a sufficient handover/training with the outgoing NED.

The criteria for independence of Non-Executive Director is specified within the latest applicable Code of Governance. The Code of Governance advises that NEDs should be independent, specifically:

Provision 2.6: The Board of Directors should identify in the annual report each Non-Executive Director it considers to be independent.

Circumstances to be considered include whether a director (B.2.6):

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- *has been an employee of the NHS Foundation Trust within the last two years;*
- *has, or has had within the last two years, a material business relationship with the Trust either directly, or as a Partner, Shareholder, Director or Senior Employee of a body that has such a relationship with the Trust;*
- *has received or receives remuneration from the Trust apart from a Director's fee, participates in the Trust's performance related pay scheme, or is a Member of the Trust's pension scheme;*
- *has close family ties with any of the Trust's Advisers, Directors or Senior Employees;*
- *holds cross-directorships or has significant links with other Directors through involvement with other Companies or Bodies;*
- *has served on the Trust Board for more than six years from the date of their first appointment; or*
- *is an appointed representative of the Trust's University Medical or Dental School.*

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Appendix A.1: Legal and constitutional requirements

Any appointments process must

- **comply** with the Trust's Constitution
- **take account of** the Guidance set out in the Code of Governance
- **satisfy** the legal, organisational and business needs of the Trust

What the Trust constitution says

- Non-Executive Directors shall be appointed by a duly authorised Nominations Committee.
- The maximum tenure for any Non-Executive Director (including the Chair) shall be 9 years in aggregate.

Appendix A.2: The Code of Governance

The Code of Governance is 'guidance' rather than mandatory. Whenever the Trust chooses not to comply it must put an explanation of why it decided not to comply in its Annual Report.

The Code of Governance states that:

- *All Non-Executive Directors and elected governors should be submitted for re-appointment or re-election at regular intervals (not exceeding three years).*
- *Non-Executive Directors, including the Chair, should be appointed by the Council of Governors for specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to the removal of a Director.*

Any term beyond six years (e.g. two three year terms) for a Non-Executive Director should be subject to particularly rigorous review. The Code of Governance states that 'To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHSE.'

Appendix A.3: Membership and duties of the Nominations Committee

The Nominations Committee consists of the Chair, SID, and designated Public Governors, an Appointed Governor and a Staff Governor. The Nominations Committee is a formal Committee established by the Council of Governors to make recommendations to the Council of Governors on the appointment, remuneration and allowances, and other terms and conditions of office, of the Chair and Non-Executive Directors of the Trust and on plans for their succession.

The purpose and function of the Committee is to gain assurance, on behalf of the Council of Governors:

- that the requirements of the Foundation Trust Constitution are adhered to in regard to the recruitment of the Chair and Non-Executive Directors;
- that appropriate mechanisms are put in place to specify, search for, select for interview, interview and recommend formally to the Council of Governors candidates for the posts of Chair and Non-Executive Directors, as the need arises; and
- to make recommendations to the Council of Governors on the appointment, remuneration and allowances, and other terms and conditions of office, of the Chair and Non-Executive Directors, and on plans for their succession.

The Committee is authorised by the Trust Council of Governors to investigate, or appoint investigators to investigate, any activity within its terms of reference.

The Nominations Committee is authorised to secure the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions, including whatever professional advice it requires.

Approved by the Nominations Committee – 12 February 2026

Reviewed by Council of Governors – [TBC - March 2026]

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