

## Meeting the NHS FT Code of Governance

The board continues to seek to comply with the FT Code of Governance and through the Risk and Audit committee has reviewed compliance against provisions of the code.

With the exception of the following provisions, the Board considers itself compliant with the NHS FT Code of Governance and has made the required disclosures within this annual report.

Provision B1.2 states that *“At least half the Board, excluding the Chairman, should comprise Non-executive Directors determined by the Board to be independent.”*

Explanation: The Board of Directors consists of six Executive Directors including the Chief Executive and six Non-executive Directors including the Chairman. When the Chairman is absent, the Board of Directors is chaired by another Non-executive Director. Paragraph 3.1(7) of the Standing Orders ensures that where a vote is taken at a Board of Directors meeting, the Chairman of the meeting has a second, casting vote. This ensures that the Non-executive members of the Board can outnumber the Executive members when a vote is required.

The resignation from the Board of Directors of a Non-executive Director from 31 March 2016 has further impacted on the balance of independence on the Board. The Board of Directors is satisfied that arrangements have been put in place in respect of Non-executive chairmanship / membership of Board Committees and, that on the basis of past need to hold a vote within a Board meeting, the timeline for recruitment to this vacancy is appropriate.

The Board has also identified further areas where the Trust's compliance could be strengthened. Some of these areas relate to the Governors' consultation and engagement with the membership (provision B.5.6).

In relation to B.1.1, one Non-executive Director, Ms Sarah Jones, has served more than six years on the Board of the Foundation Trust. As noted in the Annual Report, it is the view of the Board and the Council of Governors that evidence from Board meeting discussions demonstrated that Ms Jones retains an independent mindset and ability to challenge; and as such the Trust complied with this provision.

Provision B.6.2, introduced as a requirement of the provider licence under the Health and Social Care Act 2012, requires trusts to undertake a governance review that is externally facilitated every three years. This something is that the Trust is planning to undertake by 30 April 2017 and the Board has the self-assessment step of Monitor's Well-led Framework guidance underway.

Further details of how the Trust has applied the Code principles and complied with its provisions are set out throughout the annual report. The disclosures required by the NHS FT Code of Governance in relation to the Board, Council of Governors, Nominations Committees, Risk and Audit Committee and membership are included in Annual Report. The disclosures required by the Code in relation to the Remuneration Committee are contained in the Remuneration Report within the Annual Report.