

Supplementary Papers

for the

Formal meeting of the

Kent Community Health NHS Foundation
Trust Board

In Public

to be held at 9.30am

on Thursday 9 September 2021

**The Boardroom, The Oast,
Hermitage Court, Hermitage Lane,
Barming, Maidstone ME16 9NT**

**This meeting will be broadcast to the
public on MS Teams Live Event**



Kent Community Health
NHS Foundation Trust

KENT COMMUNITY HEALTH NHS FOUNDATION TRUST

(A PUBLIC BENEFIT CORPORATION)

CONSTITUTION

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PREAMBLE

An NHS Foundation Trust is a Public Benefit Corporation which is authorised under the National Health Service Act 2006 to provide goods and services for the purposes of the health service in England. A Public Benefit Corporation is a body corporate which is constituted in accordance with Schedule 7 of the 2006 Act. The Constitution provides, inter alia, for the Foundation Trust to have Members, Governors and Directors, and determines who may be eligible for membership and how Governors and Directors are appointed and defines their respective roles and powers. Further, Members of the Foundation Trust may attend and participate at Members' meetings, vote in elections to, and stand for election for, the Council of Governors, as provided in this Constitution.

1. DEFINITIONS AND INTERPRETATIONS

- 1.1 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the 2006 Act as amended by the 2012 Act.
- 1.2 References in this Constitution to legislation include all amendments, replacements or re-enactments made and include all subordinate legislation made thereunder.
- 1.3 Headings are for ease of reference only and are not to affect interpretation.
- 1.4 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.
- 1.5 All annexes and appendices referred to in this Constitution form part of it.
- 1.6 References to paragraphs are to paragraphs in this Constitution save that where there is a reference to a paragraph in an annex or appendix to this Constitution it shall be a reference to a paragraph in that annex or appendix unless the contrary is expressly stated or the context otherwise so requires.
- 1.7 In this Constitution:

"2006 Act"

means the National Health Service Act 2006 (as amended);

"2012 Act"

means the Health and Social Care Act 2012;

"Age UK"

means the organisation based at Tavis House, 1-6 Tavistock Square, London, WC1H 9NA

"Accounting Officer"

means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;

"Annual Accounts"

means those accounts prepared by the Trust pursuant to paragraph 25 of Schedule 7 to the 2006 Act;

"Annual Governors' Meeting"

has the meaning ascribed to it in paragraph 4.4 of Annex 4 of the Constitution;

"Annual Members Meeting"

is defined in paragraph 6.11 of the Constitution;

"Annual Report"

means a report prepared by the Trust pursuant to paragraph 26 of Schedule 7 to the 2006 Act;

"Applicant Trust"

means Kent Community Health NHS Trust established under the Eastern and Coastal Kent Community Health NHS Trust (Establishment) Order 2010 (SI 2010/2463), as amended by the Eastern and Coastal Kent Community Health National Health Service Trust (Establishment) Amendment Order 2011 (SI 2011/890), which has made the application to become the Trust;

"Appointed Governors"

means a Local Authority Governor or an Appointed Governor;

"Area of the Trust"

means the area, consisting of all the areas, specified in Annex 1 of this Constitution, as an area for a Public Constituency;

"Audit and Risk Committee"

means a committee of the Board of Directors as established pursuant to paragraph 26 of this constitution;

"Auditor"

means the auditor of the Trust appointed by the Council of Governors pursuant to paragraph 25 of this Constitution;

"Authorisation"

means the authorisation of the Trust by Monitor under Section 35 of the 2006 Act;

"Board of Directors"

means the Board of Directors of the Trust as constituted in accordance with this Constitution;

"Chair"

means the person appointed in accordance with the Constitution to ensure that the Board of Directors and Council of Governors successfully discharge their overall responsibilities for the Trust as a whole. The expression "the Chair" shall be deemed to include the Deputy Chair or any other Non-Executive Director appointed if the Chair and/or Deputy Chair is absent from the meeting or is otherwise unavailable;

"Chief Executive"

means the Chief Executive of the Trust;

"Clear Day"

means a day of the week not including a Saturday, Sunday or public holiday;

"Constitution"

means this Constitution together with the annexes and appendices attached hereto;

"Council of Governors"

means the Council of Governors as constituted in this Constitution, which has the same meaning as the "Council of Governors" in paragraph 7 of Schedule 7 to the 2006 Act;

"Deputy Chair"

means the Deputy Chair of the Trust appointed pursuant to paragraph 28 of this Constitution;

"Deputy Chief Executive"

means an Executive Director appointed pursuant to paragraph 30 of this Constitution;

"Designated Organisation"

means an organisation and/or individuals registered as such in the Trust's register of Designated Organisations in accordance with paragraph 22.6 of this Constitution, whose employees or, in the case of an individual, who exercise functions for the purpose of the Trust;

"Disclosure and Barring Service"

means the Executive Agency of the Home Office to whom the Secretary of State has delegated his functions under Part V of the Police Act 1997 in relation to applications for criminal record certificates and enhanced criminal record certificates as established by section 87(1) of the Protection of Freedom Act 2012;

"Director"

means a member of the Board of Directors;

"Directors' Code of Conduct"

means the Code of Conduct for Directors of the Trust, as adopted by the Trust and as amended from time to time by the Board of Directors, which all Directors must subscribe to;

"Elected Governor"

means a Public Governor or a Staff Governor;

"Executive Director"

means an executive member of the Board of Directors of the Trust;

"Finance Director"

means the Finance Director of the Trust;

"Financial Year"

means:

- (a) a period beginning with the date on which the Trust is authorised as an NHS foundation trust and ending with the next 31 March; and
- (b) each successive period of twelve months beginning with 1 April;

"Forward Plan"

means the document prepared by the Trust pursuant to paragraph 27 of Schedule 7 to the 2006 Act;

"Governor"

means a member of the Council of Governors;

"Governors' Code of Conduct"

means the Code of Conduct for Governors of the Trust, as adopted by the Trust and as amended from time to time by the Council of Governors, which all Governors must subscribe to;

"Health Overview and Scrutiny Committee"

means a local authority overview and scrutiny committee established pursuant to section 21 of the Local Government Act 2000;

"Health Service Body"

shall have the meaning ascribed to 'NHS body' in Section 275 of the 2006 Act;

"Hospital"

means any hospital, facility or accommodation used by the Applicant Trust or the Trust (as the case may be) in the provision of goods and services and/or the discharge of its functions as further specified in paragraph 4 of the Constitution;

"Immediate Family Member"

means either a:

- (a) spouse;
- (b) person whose status is that of "Civil Partner" as defined in the Civil Partnerships Act 2004;
- (c) child, step child or adopted child;
- (d) sibling; or
- (e) parent;

"Interview Panel"

has the meaning set out in paragraph 1.3 of Annex 6;

“Kent Association of Head Teachers”

means the association based at Homewood School & Sixth Form Centre, Ashford Road, Tenterden, Kent. TN30 6LT

"Kent CAN"

means Kent Communities Action Network hosted by Kent County Council;

“Kent Chamber of Commerce”

means the Kent Invicta Chamber of Commerce located at Ashford Business Point, Waterbrook Avenue, Sevington, Ashford, Kent. TN24 OLH;

“Kent County Council”

means the county council in Kent with headquarters at County Hall, Maidstone, Kent, ME14 1XQ;

“Kent Fire and Rescue Service”

means the fire and rescue service in Kent with Headquarters at Kent Fire and Rescue Service Headquarters, The Godlands, Straw Mill Hill, Tovil, Maidstone, ME15 6XB

“Kent Police”

means the police force in Kent with headquarters at Kent Police Headquarters, Sutton Road, Maidstone, Kent, ME15 9BZ;

"Local Authority Governor"

means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of the Area of the Trust;

"Local Authority Partnership Agreement"

means an agreement made under section 75 of the 2006 Act;

“Medway Council”

means Medway Council located at Gun Wharf, Dock Road, Chatham, Kent, ME4 4TR

"Member"

means a Member of the Trust and the term "membership" shall be construed accordingly;

"Model Rules for Elections"

means the election rules set out in Annex 4 of this Constitution;

"Monitor"

means the corporate body of that name as provided by Section 61 of the 2012 Act;

"NHS Constitution"

means the document entitled "The NHS Constitution" published by the Secretary of State for Health on 21 January 2009 or any revised version of that document published under Sections 3 or 4 of the Health Act 2009;

"NHS Foundation Trust Code of Governance"

means the best practice advice published by Monitor on 11 March 2010, and as may be amended, varied or replaced by NHS Improvement from time to time;

“NHS Improvement”

means the corporate body of that name which incorporates Monitor, NHS Trust Development Authority, Patient Safety, the National Reporting and Learning System, the Advancing Change Team and the Intensive Support Teams.

"Nominated Officer"

means an Officer charged with the responsibility for discharging specific tasks within the SOs, the SFIs, or the Scheme of Delegation;

"Non-Executive Director"

means a Non-Executive Director of the Trust;

"Officer"

means an employee of the Trust or any other person holding a paid appointment or office with the Trust;

"Appointed Governor"

means a member of the Council of Governors other than: a Public Governor; Staff Governor; or Local Authority Governor;

"Partnership Organisation"

means an organisation that may appoint Appointed Governors and which is listed at paragraph 2.2 of Annex 2 of this Constitution;

"Principal Purpose"

means the purpose set out in Section 43(1) of the 2006 Act;

"Public Constituency"

has the meaning ascribed to it in paragraph 6.3 of this Constitution;

"Public Governor"

means a member of the Council of Governors elected by the members of one of the Public Constituencies;

"Registered Dentist"

means a fully registered person within the meaning of the Dentists Act 1984 who holds a license to practice under that Act;

"Registered Medical Practitioner"

means a fully registered person within the meaning of the Medicines Act 1983 who holds a license to practice under that Act;

"Registered Midwife"

means a fully registered person within the meaning of the Nurse and Midwifery Order 2001 (SI 2002/253);

"Registered Nurse"

means a fully registered person within the meaning of the Nurse and Midwifery Order 2001 (SI 2002/253);

"Regulatory Framework"

means the 2006 Act and the Constitution;

"Replacement Governor"

has the meaning ascribed to it in paragraph 7.6.3 of this Constitution;

"Remuneration and Nomination Committee"

means a committee appointed pursuant to paragraph 6.1.7 of this Constitution;

"Scheme of Delegation"

means the Trust's Reservation of Powers to the Board of Directors and Delegation of Powers;

"Secretary"

means the Secretary of the Trust or any other person other than a Governor, the Chief Executive or the Finance Director of the Trust, appointed by the Applicant Trust or (as the case may be) the Trust

to perform the roles and responsibilities of the Secretary as set out in Appendix 1 of Annex 6 of this Constitution and Appendix A of the NHS Foundation Trust Code of Governance;

"Sex Offenders Order"

means either:

- (a) a Sexual Offences Prevention Order made under either Section 104 or Section 105 of the Sexual Offences Act 2003; or
- (b) an Interim Sexual Offences Prevention Order made under Section 109 of the Sexual Offences Act 2003; or
- (c) a Risk of Sexual Harm Order made under Section 123 of the Sexual Offences Act 2003; or
- (d) an Interim Risk of Sexual Harm Order made under Section 126 of the Sexual Offences Act 2003;

"Sex Offenders Register"

means the notification requirements set out in Part 2 of the Sexual Offences Act 2003, commonly known as the Sex Offenders Register;

"Special Members' Meeting"

has the meaning ascribed to it in paragraph 6.12 of this constitution.

"Staff Constituency"

has the meaning ascribed to it in paragraph 6.4 of this Constitution;

"Staff Governor"

means a member of the Council of Governors elected by the members of the Staff Constituency;

"SFIs"

means the Trust's Standing Financial Instructions, which regulate the conduct of Directors and Nominated Officers in relation to all financial matters with which they are concerned;

"Standing Orders for the Board of Directors"

means the Standing Orders set out in Annex 5 of this Constitution and the term "SO" when used in Annex 5 shall be construed accordingly;

"Standing Orders for the Council of Governors"

means the Standing Orders set out in Annex 4 of this Constitution and the term "SO" when used in Annex 7 shall be construed accordingly;

"Trust"

means Kent Community Health NHS Foundation Trust;

"Trust Headquarters"

means Kent Community Health NHS Trust, The Oast, Unit D, Hermitage Court, Hermitage Lane, Barming, Maidstone, Kent, ME16 9NT;

"University"

means Kent University, Canterbury Christchurch University and Greenwich University;

"Volunteer"

means a person who provides goods or services to the Applicant Trust or (as the case may be) the Trust, but who is not employed to do so by the Applicant Trust or (as the case may be) the Trust.

2 NAME

- 2.1 The name of the foundation trust is Kent Community Health NHS Foundation Trust.

3 PRINCIPAL PURPOSE

- 3.1 The Trust's Principal Purpose is the provision of goods and services for the purposes of the National Health Service in England.

- 3.2 The Trust does not fulfil its Principal Purpose unless, in each Financial Year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Trust may provide goods and services for any purposes related to:
- 3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and
 - 3.3.2 the promotion and protection of public health.
- 3.4 The Trust may also carry on activities other than those mentioned in paragraph 3.3 above for the purpose of making additional income available in order to better carry on its Principal Purpose.

4 POWERS AND FUNCTIONS

- 4.1 The Trust shall have all the powers as set out in the 2006 Act.
- 4.2 All powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 4.3 Subject to any restriction contained in this Constitution or in the 2006 Act, and to paragraph 4.5 below, any of these powers may be delegated to a Committee of Directors or to an Executive Director.
- 4.4 Where the Trust is exercising functions of managers pursuant to Section 23 of the Mental Health Act 1983 (as amended), those functions may be exercised by any three or more persons authorised by the Board of Directors, each of whom must be neither an Executive Director of the Trust, nor an employee of the Trust.
- 4.5 In performing its NHS functions the Trust shall have regard to the NHS Constitution. For the purposes of this paragraph, "NHS functions" means functions under an enactment which is a function concerned with, or connected to, the provision, commissioning or regulation of NHS services and "NHS services" means health services provided in England for the purposes of the health service under Section 1(1) of the 2006 Act.

5 OTHER PURPOSES

- 5.1 The purpose of the Trust is to provide goods and services, including education, training and research and other facilities for purposes related to the provision of health care, in accordance with its statutory duties.
- 5.2 The Trust may carry out research in connection with the provision of health care and make facilities and staff available for the purposes of education, training or research carried on by others.
- 5.3 The Trust may fulfil the social care functions of any local authority as specified by an agreement made under Section 75 of the 2006 Act.
- 5.4 The Trust may also undertake activities other than those mentioned in paragraphs 5.1 to 5.3 above subject to the Regulatory Framework. These activities must be for the purpose of making additional income available in order to carry out the Trust's Principal Purpose better.

6 MEMBERSHIP AND CONSTITUENCIES

6.1 THE MEMBERSHIP CONSTITUENCIES

- 6.1.1 The Trust shall have two Membership Constituents, namely:
- 6.1.1.1 The Public Constituency, constituted in accordance with paragraph 6.3; or
 - 6.1.1.2 The Staff Constituency, constituted in accordance with paragraph 6.4.

6.2 APPLICATION FOR MEMBERSHIP

- 6.2.1 Subject to paragraph 6.4.8 below, an individual who is eligible to become a Member of the Trust may do so on application to the Trust as set out in paragraphs 6.3 and 6.4 below.
- 6.2.2 Subject to paragraph 6.4.8 below, applicants for membership of the Trust must complete and sign an application in the form prescribed by the Chief Executive or his delegated Officer.

6.3 PUBLIC CONSTITUENCIES

- 6.3.1 Subject to the eligibility criteria as set out below, an individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a Member of the Trust.
- 6.3.2 Those individuals who live in an area specified for a public constituency are referred to collectively as the "Public Constituency".
- 6.3.3 The minimum number of Members in each Public Constituency is specified in Annex 1.
- 6.3.4 An eligible individual shall become a Member upon entry to the Trust's register of members pursuant to an application by them. The Secretary may require any individual to supply supporting evidence to confirm eligibility.
- 6.3.5 The Secretary shall, normally within 7 days of receipt of an application for membership, and subject to being satisfied that the applicant is eligible, cause the applicant's name to be entered in the Trust's register of Members.

6.4 STAFF CONSTITUENCY

- 6.4.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a Member of the Trust provided:
 - 6.4.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - 6.4.1.2 he has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 6.4.2 Individuals who are employed by a Designated Organisation and who otherwise exercise functions for the purposes of the Trust otherwise than under a contract of employment with the Trust may become or continue as members of the Staff Constituency provided such individuals have exercised these functions continuously for a period of at least 12 months. For the avoidance of doubt, this does not include Volunteers and individuals who assist or provide goods or services to the Trust on a voluntary or not for profit basis and subject to paragraph 9.10 below excludes Voluntary Organisations. The Secretary shall maintain a register of Trust Designated Organisations.
- 6.4.3 Those individuals who are eligible for membership of the Trust by reason of the provisions of paragraph 6.4.1 and 6.4.2 above are referred to collectively as the "Staff Constituency".
- 6.4.4 For the purposes of paragraphs 6.4.1 and 6.4.2 above, Chapter 1 of Part 14 of the Employment Rights Act 1996 shall apply for the purposes of determining whether an individual has been continuously employed by the Trust or has exercised functions for the purposes of the Trust as it applies for the purposes of that Act.

- 6.4.5 The Staff Constituency shall be divided into 4 descriptions of individuals who are eligible for membership of the Staff Constituency, as set out below:
- 6.4.5.1 Children and young people, for those individuals who are employed by the Trust and who are both clinical and non-clinical staff employed within the Children and Young People Operational Directorate ("**Children and Young People Staff Class**");
 - 6.4.5.2 Adult services for those individuals who are employed by the Trust and who are both clinical and non-clinical staff employed within the Adult Operational Directorate ("**Adult Services Staff Class**");
 - 6.4.5.3 Health and wellbeing for those individuals who are employed by the Trust and who are both clinical and non-clinical staff employed within the Health Improvement and Sexual Health Services ("**Health and Wellbeing Staff Class**"); and
 - 6.4.5.4 Corporate services for those individuals who are employed by the Trust or Designated Organisations and who are staff employed within the Corporate Services; Commercial; Finance; Human Resources, Organisational Development and Communications; Transformation, Nursing and Quality Directorates and the Chair and Chief Executive Office ("**Corporate Services Staff Class**").
- 6.4.6 The minimum number of Members of each Staff Constituency is 25, and is set out in Annex 1.
- 6.4.7 Staff from a Designated Organisation, as defined in 6.4.2. above, who apply for membership and are eligible, will be assigned to the Corporate Services Staff Class.
- 6.4.8 An individual who is eligible to become a member of the Staff Constituency under paragraph 6.4.1 above and who is invited by either the Applicant Trust or the Trust (as the case may be) to become a member of the Staff Constituency, shall become a member of the Trust as a member of the Staff Constituency without an application being made unless he informs the Applicant Trust or the Trust, that he does not wish to do so.
- 6.4.9 Any individual who is eligible to become a member of the Staff Constituency under paragraph 6.4.2 above shall become a member upon entry to the Trust's register of Members pursuant to an application by them.
- 6.4.10 On receipt of an application for membership as described in paragraph 6.4.9 above, and subject to being satisfied that the applicant is eligible, the Secretary shall cause the applicant's name to be entered into the Trust's register of members.

6.5 MEMBERSHIP STRATEGY

- 6.5.1 The Trust shall at all times strive to ensure that, taken as a whole, its actual membership is representative of those eligible for membership. To this end:
- 6.5.1.1 The Trust shall at all times have in place and pursue a membership strategy which shall be approved by the Council of Governors and shall be reviewed by them from time to time (including following the election and appointment of the initial Governors) and at least every three years.
 - 6.5.1.2 The Council of Governors shall present to each Annual Governors' Meeting: a report on steps taken to secure that, taken as a whole, the actual membership of its constituencies and the classes of constituencies is representative of those eligible for such membership; the progress of the membership strategy; and any changes to the membership strategy.

6.6 RESTRICTION ON MEMBERSHIP

- 6.6.1 All members must be a minimum of 14 years of age to satisfy the eligibility requirement.
- 6.6.2 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 6.6.3 Individuals who are eligible to join more than one Staff Constituency class, shall be allocated to the staff class for which they are primarily employed, by the Trust or a Designated Organisation.
- 6.6.4 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency even in the event that they opt out of membership of the Staff Constituency in accordance with the provisions set out below.
- 6.6.5 All membership is individual and there shall be no facility for corporate membership.
- 6.6.6 Save as provided for under paragraph 7.11 below, Members are not entitled to receive payments or dividends from the Trust and no Member is entitled to preferential receipt of any goods or services provided by the Trust.
- 6.6.7 Save as provided for in this Constitution, no Member may represent himself in writing or verbally as belonging to a category of membership of the Trust:
 - 6.6.7.1 in a manner which might associate the Trust with the personal opinions expressed by the Member in question; and
 - 6.6.7.2 save for members of the Staff Constituency, no Member shall designate the Trust as his personal or professional postal address in any published work or any communication to the media.

6.7 DISQUALIFICATION FROM MEMBERSHIP

- 6.7.1 A person may not become or continue as a Member of the Trust if:
 - 6.7.1.1 he has demonstrated aggressive or violent behaviour (such as verbal assault, physical assault, violence or harassment) at any Hospital or other NHS establishment or against any of the Applicant Trust's or (as the case may be) the Trust's employees or other persons who exercise the functions for the purposes of the Trust, whether or not in circumstances leading to his removal or exclusion from any Hospital or other NHS establishment;
 - 6.7.1.2 he has been confirmed as a 'persistent complainant' in accordance with the relevant Applicant Trust or (as the case may be) the Trust policy for handling complaints;
 - 6.7.1.3 he has been removed as a member from another NHS foundation trust;
 - 6.7.1.4 he has been deemed to have acted in a manner contrary to the interests of the Applicant Trust or (as the case may be) the Trust;
 - 6.7.1.5 he fails or ceases to fulfil the criteria for membership of the Public Constituency or the Staff Constituency; or
 - 6.7.1.6 he has been dismissed (otherwise than by reason of redundancy) from a position of employment with the Trust.

- 6.7.2 Where the Trust is on notice that a Member may be disqualified from membership, or may no longer be eligible to be a Member, or it appears to the Secretary that a Member no longer wishes to be a Member, the Secretary shall give the Member 14 days written notice to show cause why his name should not be removed from the register of Members. On receipt of any such information supplied by the Member, the Secretary may, if he considers it appropriate, remove the Member from the register of Members. In the event of any dispute about entitlement to membership, the dispute shall be resolved in accordance with the procedure set out in paragraph 6.10 below.
- 6.7.3 All Members of the Trust shall be under a duty to provide written notification to the Secretary of any change in their particulars which may affect their entitlement as a Member.

6.8 EXPULSION FROM MEMBERSHIP

- 6.8.1 A Member may be expelled by a resolution approved by not less than two-thirds of the members of the Council of Governors present and voting at a meeting of the Council of Governors. The following procedure is to be adopted:
- 6.8.1.1 Any Member may complain to the Secretary that another Member has acted in a way detrimental to or contrary to the interests of the Trust, or is otherwise disqualified as set out in paragraph 6.7 above.
- 6.8.1.2 Subject to paragraphs 6.8.1.3 to 6.8.1.7 below, if a complaint is made the Council of Governors, or a delegated committee or sub-committee or joint committee of the Council of Governors, the Council will consider the complaint, having taken such steps as it (or they) consider appropriate, to ensure that each Member's point of view is heard and may either:
- 6.8.1.2.1 dismiss the complaint and take no further action; or
- 6.8.1.2.2 arrange for a resolution to expel the Member complained of to be considered at the next meeting of the Council of Governors.
- 6.8.1.3 If a resolution to expel a Member is to be considered at a meeting of the Council of Governors pursuant to paragraph 6.8.1.2 above, details of the complaint must be sent to the Member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
- 6.8.1.4 At the meeting referred to in paragraph 6.8.1.2 above, the Council of Governors will consider the evidence and any representations made in support of the complaint and such other evidence and any representations made by the Member making the complaint which is placed before them.
- 6.8.1.5 If the Member complained of fails to attend the meeting mentioned in 6.8.1.2 above without due cause the meeting may proceed in their absence. The decision to proceed in these circumstances will be at the sole discretion of the person chairing the meeting in question.
- 6.8.1.6 A person expelled from membership under the provisions as set out in paragraph 6.8.1.1 to 6.8.1.5 above will cease to be a Member upon the declaration by the Chair of the meeting that the resolution to expel them is carried.
- 6.8.1.7 No person who has been expelled from membership pursuant to the provisions of 6.8.1.1 to 6.8.1.5 above is to be re-admitted as a Member except by a resolution of the Council of Governors carried by votes of two-thirds of the members of the Council of Governors present and voting at a general meeting of the Council of Governors.

6.9 TERMINATION OF MEMBERSHIP

6.9.1 A Member shall cease to be a Member on:

6.9.1.1 death; or

6.9.1.2 resignation by notice in writing to the Secretary; or

6.9.1.3 ceasing to fulfil the requirements of paragraphs 6.3, 6.4 or 6.6 above, as the case may be; or

6.9.1.4 being disqualified pursuant to paragraph 6.7 above, or being expelled pursuant to paragraph 6.8 above.

6.10 MEMBERSHIP DISPUTES

6.10.1 In the event of any dispute about the entitlement to membership, the dispute shall be referred to the Secretary who shall make a determination on the point in issue. If the Member or applicant (as the case may be) is aggrieved at the decision of the Secretary he may appeal in writing within 14 days of the Secretary's decision to the Council of Governors or a delegated committee or sub-committee of the Council of Governors or a joint committee of the Council of Governors and the Board of Directors, whose decision shall be final.

6.11 ANNUAL MEMBERS' MEETINGS

6.11.1 The Trust shall hold an annual meeting of its Members ("Annual Members' Meeting"). The Annual Members' Meeting shall be open to members of the public.

6.11.2 At least one member of the Board of Directors must attend the meeting and present the following documents to the Members at the meeting:

6.11.2.1 the annual accounts;

6.11.2.2 any report of the auditor on them; and

6.11.2.3 the annual report.

6.12 SPECIAL MEMBERS' MEETINGS

6.12.1 The Board of Directors may resolve to call special meetings of the Trust for the benefit of its Members (a "Special Members' Meeting") for the purpose of providing Members with information and to offer Members an opportunity to provide feedback to the Trust.

6.12.2 Special Members' Meetings are open to all Members of the Foundation Trust, Governors, Directors and representatives of the Auditor and any external consultant, but not to members of the general public or representatives of the press, save in circumstances as set out below in 6.12.3.

6.12.3 The Board of Directors may invite representatives of the press and any experts or advisors whose attendance they consider to be in the best interests of the Trust to attend a Special Members' Meeting.

6.12.4 All Special Members' Meetings are to be convened by the Secretary by order of the Board of Directors.

6.12.5 Notice of at least 14 calendar days before the date of the meeting, must be given, prior to holding a Special Members' Meeting. Notice shall be given to all Members, Governors,

Directors, the Auditor and any external consultant personally, or be displayed prominently displayed at the Trust's Headquarters and on the Trust's website.

- 6.12.6 The notice referred to in 6.12.5 above must state the time, date and place of the meeting; and indicate the business to be dealt with at the meeting.
- 6.12.7 No business may be conducted at a Special Members' Meeting unless a quorum is present. The quorum for Special Members' Meetings is the Chair (or Deputy Chair) and at least one Member from each of the Staff Constituency and the Public Constituency class.
- 6.12.8 If at any Special Members' Meeting there is no quorum present within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned to such date, time and place as the person chairing the meeting shall in his absolute discretion determine, and the Secretary shall give or shall procure the giving of 14 calendar days' notice to all Members, Governors, Directors, the Auditor and any external consultant of the date, time and place of that adjourned meeting.
- 6.12.9 The Chair, or in his absence the Deputy Chair, shall act as Chair at all Special Members' Meetings. If neither the Chair nor the Deputy Chair is present, the members of the Board of Directors present shall elect one of their number to chair the meeting. If there is only one Director present and willing to act, then he shall chair the meeting.
- 6.12.10 It is the responsibility of the person chairing the meeting to ensure that any issues to be decided upon at the meeting are clearly explained; and sufficient information is provided to those in attendance to enable rational discussion to take place.
- 6.12.11 Any resolution put to the vote at a Special Members' Meeting shall be decided upon by a poll.
- 6.12.12 Every Member present and every Member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the person chairing the meeting is to have a second or casting vote. The term "electronic communications" shall have the meaning ascribed to it in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.
- 6.12.13 The result of any vote will be declared by the person chairing the meeting and the Secretary shall cause the result to be entered in the minute book. The minute book will be conclusive evidence of the result of that vote.

7 COUNCIL OF GOVERNORS

7.1 COMPOSITION OF GOVERNORS

- 7.1.1 The composition of the Council of Governors is specified in Annex 2.
- 7.1.2 The Trust is to have a Council of Governors, which shall comprise both Elected Governors and Appointed Governors.

7.2 ELECTION OF GOVERNORS

- 7.2.1 The members of the Council of Governors, other than the Appointed Governors, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency.
- 7.2.2 The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 2

- 7.2.3 Elections for Elected Governors shall be conducted in accordance with the Model Rules for Elections, as may be varied from time to time, and as are attached at Annex 3. Elections for Elected Governors shall be conducted using the First Past the Post system. Thus, where appropriate, the alternative rules marked "FPP" (First Past the Post) should be used.
- 7.2.4 The Model Rules for Elections, as published from time to time by the Department of Health, form part of this Constitution. The Model Rules for Elections current at the date of the Trust's Authorisation are attached at Annex 3.
- 7.2.5 A subsequent variation of the Model Rules for Elections by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 31 (Amendment of the Constitution) below. For the avoidance of doubt, the Trust cannot amend the Model Rules for Elections.
- 7.2.6 An election, if contested, shall be by secret ballot.
- 7.2.7 A person may not vote at an election for or stand for election as an Elected Governor unless within the specified period stated in the Model Rules for Elections he has made a declaration in the forms specified in Appendix A of Annex 4 of this Constitution. It is an offence (other than in relation to the Staff Constituency) to knowingly or recklessly make such a declaration which is false in a material particular.
- 7.2.8 The specified form of declaration referred to at paragraph 7.2.7 of this Constitution regarding the declaration to stand for election as an Elected Governor shall be as set out on the nomination paper referred to in the Model Rules for Elections at Annex 3 and shall state as follows:

"I declare that I am resident at the address detailed in Section 1 of this form. I declare that to the best of my knowledge I am eligible to stand for election to the Council of Governors for the seat named in Section 2 of this form. I declare that to the best of my knowledge I am not de-barred from standing for election by any of the provisions detailed at Section 3 of this form. I declare that I have stated details of any of my political membership and any financial interests I have in the Applicant Trust (or, as the case may be, the Trust) at Section 4 of this form. I understand that if any of these declarations are later found to be false I will if elected lose my seat on the Council of Governors and may also have my membership withdrawn."

7.3 TERMS OF OFFICE

7.3.1 Elected Governors

- 7.3.1.1 An Elected Governor may hold office for a period of up to 3 years.
- 7.3.1.2 An Elected Governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.
- 7.3.1.3 Subject to paragraph 7.3.1.4 below, an Elected Governor shall be eligible for re-election at the end of his term.
- 7.3.1.4 An Elected Governor may hold office for a maximum of 9 years.

7.3.2 Appointed Governors

- 7.3.2.1 An Appointed Governor may hold office for a period of up to 3 years.
- 7.3.2.2 An Appointed Governor shall cease to hold office if the relevant sponsoring organisation withdraws its sponsorship of him by notice in writing to the Secretary.

7.3.2.3 An Appointed Governor shall cease to hold office if he ceases to be employed by or associated with the relevant sponsoring organisation.

7.3.2.4 An Appointed Governor shall be eligible for re-appointment at the end of his term.

7.3.3 For the purposes of the tenure provisions set out in paragraph 7.3.1 and 7.3.2 above, a "year" means a period of 12 consecutive months commencing immediately on the date of Authorisation and each successive period of 12 months thereafter.

7.3.4 The appointment of Appointed Governors is subject to the veto provisions contained at paragraph 2.3 of Annex 2.

7.4 TERMINATION OF TENURE

7.4.1 A Governor may resign from that office at any time during the term of that office by giving notice in writing to the Secretary.

7.4.2 If a Governor fails to attend any meeting of the Council of Governors for a consecutive period of twelve months or alternatively attends less than one third of formal meetings in any 12 month period his tenure of office shall be terminated immediately by the Secretary unless, on application by that Governor to the Council of Governors, the Council of Governors resolves by a 75% majority that:

7.4.2.1 the absence was due to a reasonable cause;

7.4.2.2 he will be able to start attending meetings of the Council of Governors again within such a period as the other Governors consider reasonable and

7.4.2.3 to retain him would not be of detriment to the efficient running of the Council

7.4.3 Notwithstanding the provisions of paragraph 7.4.2. above, if a Governor fails to attend 2 out of 3 consecutive meetings of the Council of Governors or attends less than one third of formal meeting in any 12 month period and he has previously been the subject of a decision in his favour under paragraph 7.4.2 above, that Governor's tenure of office is to be terminated immediately unless the Chair exercises his right to veto the termination.

7.4.4 If a Governor has knowingly or recklessly not upheld this constitution or is considered to have acted in a manner inconsistent with::

7.4.4.1 The constitution or in a manner detrimental to the interest of the Trust; or

7.4.4.2 The Governor's Code of Conduct or

7.4.4.3 he made a false declaration for any purpose provided for under this Constitution or in the 2006 Act; or

or

7.4.4.4 his continuing as a Governor would be likely to:

7.4.4.4.1 contravene the Code of Conduct expected by Governors as adopted by the Trust; or

7.4.4.4.2 prejudice the ability of the Trust to fulfil its principle purpose or other purposes under this Constitution or otherwise to discharge its duties or functions; or

- 7.4.4.4.3 harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services; or
- 7.4.4.4.4 adversely affect public confidence in the goods and services provided by the Trust; or
- 7.4.4.4.5 otherwise bring the Trust into disrepute.

he is adjudged to have so acted by a majority of not less than 75% of the members of the Council of Governors present and voting then the Governor shall vacate his office immediately.

- 7.4.5 Upon a Governor resigning or upon the Council of Governors resolving to terminate a Governor's tenure of office under paragraph 7.4 that Governor shall cease to be a Governor and his name shall be forthwith removed from the Register of Governors notwithstanding any reference to the Dispute Resolution Procedure.
- 7.4.6 Any decision of the Council of Governors to terminate a Governor's tenure of office may be referred by that Governor to the Dispute Resolution Procedure within 28 days of the date upon which notice of writing of the Council of Governors' decision is given to the Governor.
- 7.4.7 A Governor or whose office is terminated under paragraph 7.4 shall not be eligible to stand for re-election or re-appointment to the Council of Governors for a period of 3 years from the date of his resignation or removal from office or the date upon which any appeal against his removal from office is disposed of, whichever is later. The Chair has absolute discretion to reduce the exclusion period to one year for a governor who resigns or is removed under 7.4.1 or 7.4.2.

7.5 DISQUALIFICATION

- 7.5.1 A person may not become or continue as a Governor if;
 - 7.5.1.1 he is under 16 years of age at the point of nomination or election;
 - 7.5.1.2 in the case of an Elected Governor, he ceases to be a member of the constituency or where relevant, the class within the constituency he represents;
 - 7.5.1.3 in the case of an Appointed Governor, the sponsoring organisation withdraws their sponsorship of him;
 - 7.5.1.4 the relevant Partnership Organisation which he represents ceases to exist;
 - 7.5.1.5 he has within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
 - 7.5.1.6 NHS Improvement has exercised its powers to remove that person as a Governor or has suspended him from office or has disqualified him from holding office as a Governor for a specified period or NHS Improvement has exercised any of those powers in relation to the person concerned at any other time whether in relation to the Trust or any other Foundation Trust;
 - 7.5.1.7 he is a person whose tenure of office as the Chair or as a member or director of a Health Service Body has been terminated on the grounds that his appointment is not in the interest of the health service;
 - 7.5.1.8 he is a Director of the Trust, or a governor, executive director, non-executive director, Chair, chief executive officer of another Health Service Body (unless they are appointed Partnership Organisation which is a Health Service Body);

- 7.5.1.9 he has been a director of the Applicant Trust or a Director of the Trust in the preceding 5 years prior to the date of his nomination to stand for election as an Elected Governor, or in the case of an Appointed Governor, the date of his appointment;
- 7.5.1.10 he has had his name removed from a list maintained under regulations pursuant to Sections 91, 106, 123, or 146 of the 2006 Act including Primary Health lists, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had his name included in such a list and due to the reason(s) for such removal he is considered by the Trust to be unsuitable to be a Governor;
- 7.5.1.11 he is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- 7.5.1.12 he is a member of a local authority Health Overview and Scrutiny Committee;
- 7.5.1.13 he is an Immediate Family Member of a Governor or Director of the Trust;
- 7.5.1.14 he has failed to repay (without good cause) any amount of monies properly owed to the Applicant Trust or the Trust;
- 7.5.1.15 he is a person who is the subject of a disqualification order made under the Company Directors' Disqualification Act 1986;
- 7.5.1.16 he has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 7.5.1.17 he is a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986).
- 7.5.1.18 he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- 7.5.1.19 he has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff; or
- 7.5.1.20 he has been expelled from the post of governor of another NHS foundation trust;
- 7.5.1.21 he is an active member of a body or organisation with policies or objectives such that his membership would likely to cause the Foundation Trust to be in breach of its statutory obligations or to bring the Foundation Trust into disrepute
- 7.5.1.22 he has refused without reasonable cause to undertake any training which the Trust and/or Council of Governors requires all Governors to undertake;
- 7.5.1.23 he has failed to sign and deliver to the Secretary a statement in the form required by the Trust confirming acceptance of the Governor's Code of Conduct, and or he has failed to make, or has falsely made, any declaration as required by paragraph 7.2.7 of the Constitution;
- 7.5.1.24 in the absolute discretion of both the Chair and Chief Executive his appointment would cause significant reputational damage to the trust.
- 7.5.2 Where an individual is deemed by the Chief Executive and/or the Chair in their absolute discretion, to be incapable by reason of mental disorder, illness or injury of managing and/or administering his property and/or affairs for the purposes of paragraph 7.5.1.11 above, the Secretary shall either:

- 7.5.2.1 temporarily suspend the individual from office until such time as the Chief Executive and/or the Chair, in their absolute discretion, considers him to be capable of managing and/or administering his property and/or affairs; or
- 7.5.2.2 (where the Chief Executive and/or the Chair in their absolute discretion, considers him to be permanently incapable of managing and/or administering his property and affairs) declare that the individual is disqualified from office:
- 7.5.2.3 In considering whether an individual is incapable by reason of mental disorder, illness, or injury of managing and/or administering his property and/or affairs, the Chief Executive and/or the Chair shall take into account the provisions of the Mental Capacity Act 2005, or any statutory modification thereof and he shall be entitled to take appropriate professional advice from internal Trust advisors, and/or external advisors as necessary.
- 7.5.3 Where a person has been elected or appointed to be a Governor and he becomes disqualified or is removed from office for failing to meet the eligibility criteria in para 7.5 of the Constitution he shall notify the Secretary in writing of such disqualification and/or (as the case may be), removal as soon as is practicable and, in any event, within 14 days of first becoming aware of those matters which rendered him disqualified or removed.
- 7.5.4 If it comes to the notice of the Secretary at the time of his taking office or later that the Governor is so disqualified, the Secretary shall immediately declare that the person in question is disqualified and notify him in writing to that effect as soon as is practicable.
- 7.5.5 Upon despatch of any such notification under paragraphs 7.5.2 or 7.5.3 above, that person's tenure of office, if any, shall be terminated and he shall cease to act as a Governor, and the Secretary shall cause his name to be removed from the register of Governors.

7.6 VACANCIES

- 7.6.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of a term of office, the following provisions will apply.
- 7.6.2 Where the vacancy arises amongst the Elected Governors, the Council of Governors shall decide either:
 - 7.6.2.1 to call an election within three months to fill the seat for the remainder of that term of office; or
 - 7.6.2.2 to invite the next highest polling candidate for that seat at the most recent election or (where relevant) by-election, who is willing to take office, to fill the seat until the next election, at which time the seat will fall vacant and be subject to election for any unexpired period of the term of office, or
 - 7.6.2.3 to leave the seat vacant until the next scheduled elections are held if the unexpired period of office is less than six months.
- 7.6.3 Where the vacancy arises amongst the Appointed Governors, the Secretary will request that the relevant organisation appoint a "Replacement Governor" within 30 days to hold office for the remainder of the term of office. Appointed Governors shall be replaced in accordance with the processes agreed pursuant to paragraph 2 of Annex 2 of this Constitution.
- 7.6.4 The validity of any act of the Council of Governors is not affected by any vacancy among the Governors or by any defect in the appointment of any Governor.

7.7 ROLES AND RESPONSIBILITIES

7.7.1 At a formal meeting or otherwise, Governors will:

- 7.7.1.1 represent the interest of the Members of the Trust as a whole and the interest of the public.;
- 7.7.1.2 from time to time review, not less than every three years, the membership strategy of the Trust and its policy for the composition of the Council of Governors and the Non-Executive Directors; and
- 7.7.1.3 hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors; holding the Board of Directors to account in relation to the Trust's performance in accordance with the terms of the Authorisation.
- 7.7.1.4 approve (by a majority of the members of the Council of Governors present and voting at the meeting) an appointment (by the Non-Executive Directors) of the Chief Executive (and Accounting Officer) other than the initial Chief Executive appointed in accordance with paragraph 19 (5) of Schedule 7 to the 2006 Act;
- 7.7.1.5 give the views of the Council of Governors to the Directors for the purposes of the preparation (by the Directors) of the Forward Plan in respect of each Financial Year to be given to NHS Improvement;
- 7.7.1.6 notwithstanding the provisions of paragraphs 7.7.1 above, the Governors may exercise other functions at the request of the Board of Directors, and must respond as appropriate when consulted with by the Directors.

7.7.2 At a formal meeting Governors will;

- 7.7.2.1 subject to this Constitution, appoint or remove the Chair and the other Non-Executive Directors. The removal of a Non-Executive Director requires the approval of three-quarters of the members of the Council of Governors;
- 7.7.2.2 decide the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors;
- 7.7.2.3 appoint or remove the Auditor;
- 7.7.2.4 be presented with the approved Annual Accounts, any report of the Auditor on them and the Annual Report;
- 7.7.2.5 consider disputes as to membership referred to it pursuant to paragraph 3.1 of Annex 6; and
- 7.7.2.6 consider and approve as appropriate resolutions to remove or retain a Governor pursuant to paragraph 7.4 of this Constitution.
- 7.7.2.7 consider any proposals for mergers, acquisitions, dissolution or separation of the Trust in accordance with paragraph 32 of the Constitution;
- 7.7.2.8 consider the approved Annual Accounts, any report of the Auditor on them and the Annual Report;
- 7.7.2.9 consider any amendments to the Constitution in accordance with paragraph 31 of the Constitution; and

- 7.7.3 The Trust will take steps to ensure that the Governors are equipped with the skills and knowledge they require in their capacity as such.

7.8 MEETINGS OF GOVERNORS

- 7.8.1 The Council of Governors shall comply with the Standing Orders for its procedure and practice set out in Annex 4.
- 7.8.2 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 11) or, in his absence, the Deputy Chair (appointed in accordance with the provisions of paragraph 13), shall preside at meetings of the Council of Governors and the person chairing the meeting shall have a second or casting vote.
- 7.8.3 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting or part of a meeting for special reasons by resolution of the Council of Governors on the grounds that the Council of Governors considers that publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of the business or the proceedings.
- 7.8.4 For the purposes of obtaining information about the Trust's performance of its functions or the Director's performance of their duties (and deciding whether to propose a vote on the Trust's or Director's performance), the Council of Governors may require one or more of the Directors to attend a meeting of the Council of Governors.
- 7.8.5 The Council of Governors is to hold a formal meeting at least four times per year, including an annual meeting no later than 30 September in each year apart from the first year, when the Council of Governors is to receive and consider the Annual Accounts and any report of the Auditor on them and the Board of Directors is to present to the Council of Governors the Annual Report (the "Annual Governors' Meeting") in accordance with paragraph 44 of this Constitution
- 7.8.6 The Secretary shall call meetings in accordance with 7.8.3 and 7.8.5 above.
- 7.8.7 Any meeting of the Council of Governors requires a quorum of one third of the total number of Governors to be present with a majority of those present being Public Governors.
- 7.8.8 No business shall be carried out at a meeting which is not quorate.
- 7.8.9 If at any meeting of the Council of Governors, there is no quorum present within 15 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for a period of 7 days and the Secretary shall give or shall procure the giving of notice to all Governors of the date, time and place of that adjourned meeting. Notwithstanding paragraph 7.8.7 above, upon reconvening, those present shall constitute a quorum.

7.9 REFERRAL TO THE PANEL

- 7.9.1 In this paragraph, the 'Panel' means a panel of persons appointed by NHS Improvement to which a Governor of the Trust may refer a question as to whether the Trust has failed or is failing:
- 7.9.2 to act in accordance with its Constitution, or
- 7.9.3 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 7.9.4 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors present and voting at a meeting of the Council of Governors approve the referral.

7.10 CONFLICTS OF INTEREST OF GOVERNORS

- 7.10.1 If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it.
- 7.10.2 The Standing Orders for Governors make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

7.11 TRAVEL AND OTHER EXPENSES

- 7.11.1 Subject to any Trust policy on the payment of expenses, the Trust may pay travelling and other costs and expenses to members of the Council of Governors at such rates as the Board of Directors decides from time to time in its absolute discretion.

7.12 FURTHER PROVISIONS

- 7.12.1 Further provisions with respect to the Council of Governors are set out in Annex 4, the Standing Orders for Practice and Procedure of the Council of Governors, and also are provided in Annex 6, Further Provisions.

8 BOARD OF DIRECTORS – COMPOSITION

- 8.1 The Trust is to have a Board of Directors, which shall comprise both Executive Directors and Non-Executive Directors.
- 8.2 The Board of Directors is to comprise:
- 8.2.1 a Non-Executive Director Chair; and
 - 8.2.2 up to a maximum of 7 other Non-Executive Directors; and
 - 8.2.3 up to a maximum of 7 Executive Directors.
- 8.3 One of the Executive Directors shall be the Chief Executive.
- 8.4 The Chief Executive shall be the Accounting Officer.
- 8.5 One of the Executive Directors shall be the Finance Director.
- 8.6 One of the Executive Directors is to be a Registered Medical Practitioner (or a Registered Dentist).
- 8.7 One of the Executive Directors is to be a Registered Nurse or a Registered Midwife.
- 8.8 In the event that the number of Non-Executive Directors (including the Chair) is equal to the number of Executive Directors, the Chair (and in his absence, the Deputy Chair), shall have a second or casting vote at meetings of the Board of Directors in accordance with the Standing Orders for the Board of Directors.
- 8.9 The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director.
- 8.10 Subject to the provisions of paragraphs 8.2 to 8.7 above, the Board of Directors shall determine any change in the number of Directors, provided that:

8.10.1 any change in the number of Directors is within the range set out in paragraph 8.2 above; and

8.10.2 there shall be a majority of Non-Executive Directors (including the Chair).

9 BOARD OF DIRECTORS – GENERAL DUTY

9.1 The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the Members of the Trust as a whole and for the public.

10 BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

10.1 Subject to the provisions of paragraph 12.3 below, a person may be appointed as a Non-Executive Director only if:

10.1.1 he is a member of the Public Constituency; and

10.1.2 he is not disqualified by virtue of paragraph 16 below.

11 BOARD OF DIRECTORS – APPOINTMENT, SUSPENSION AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

11.1 Subject to paragraph 11.2 below the Council of Governors at a general meeting of the Council of Governors shall appoint, suspend (in a case where there may be grounds to remove) or remove the Chair of the Trust and the other Non-Executive Directors.

11.2 During any general meeting of the Council of Governors at which the Chair may be suspended or removed, the Deputy Chair shall preside, or if the Deputy Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, another Non-Executive Director, as shall be appointed by the Council of Governors, shall preside.

11.3 Suspension or removal of the Chair or another Non-Executive Director shall require a resolution to be submitted by the Lead Governor. Such a resolution must be seconded by at least two thirds of the Governors (such Governors being those who have not submitted the resolution in the first instance). Suspension or removal of the Chair or another Non-Executive Director shall require a resolution to be approved by three-quarters of all of the members of the Council of Governors.

11.4 The Governor sponsoring the resolution mentioned in paragraph 11.3 above shall provide written reasons in support of the resolution to the Chair or other Non-Executive Director in question, who shall be given the opportunity to respond to such reasons at the meeting of the Council of Governors which the resolution is to be considered and voted upon. If the individual in question fails to attend the meeting without due cause, the meeting may proceed in their absence. The decision to proceed in these circumstances will be at the sole discretion of the person chairing the meeting in question.

11.5 In making any decision to remove either the Chair or a Non-Executive Director under paragraph 11.3 above, the Council of Governors shall take into account the results of the annual appraisal concerning the Chair (or, as the case may be) the Non-Executive Director in question.

11.6 If any resolution to remove either the Chair or a Non-Executive Director is not approved at a meeting of the Council of Governors in accordance with paragraph 11.3 above, no further resolution can be put forward to remove such Non-Executive Director, or the Chair which is based on the same reasons within 12 calendar months of the meeting of the Council of Governors at which the resolution mentioned in paragraph 11.3 above was considered.

11.7 The initial Chair and the initial Non-Executive Directors are to be appointed in accordance with paragraph 12 below.

12 BOARD OF DIRECTORS – APPOINTMENT OF INITIAL CHAIR AND INITIAL OTHER NON-EXECUTIVE DIRECTORS

- 12.1 The Council of Governors shall appoint the Chair of the Applicant Trust shall as the initial Chair of the Trust, if he wishes to be appointed.
- 12.2 The Council of Governors shall appoint the other Non-Executive Directors of the Trust (other than the Chair) as the initial Non-Executive Directors of the Trust who wish to be appointed.
- 12.3 The criteria for qualification for appointment as a Non-Executive Director set out in paragraph 10 above (other than disqualification by virtue of paragraph 16 below) do not apply to the appointment of the initial Chair and the initial other Non-Executive Directors in accordance with the procedures set out in this paragraph 12.
- 12.4 An individual appointed as the initial Chair or as an initial Non-Executive Director in accordance with the provisions of this paragraph 12 shall be appointed for the unexpired period of his term of office as Chair or (as the case may be) Non-Executive Director of the Applicant Trust, but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months.

13 BOARD OF DIRECTORS – APPOINTMENT OF DEPUTY CHAIR

- 13.1 The Council of Governors at a formal meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chair for such period not exceeding his term of office as a Non-Executive Director, as the Council of Governors may specify on appointing him. Any Non-Executive Director so appointed under this paragraph may at any time resign from the office of Deputy Chair by giving notice in writing to the Secretary. The Council of Governors may hereupon appoint another Non-Executive Director in accordance with this paragraph.
- 13.2 If the Chair is unable to discharge his functions as Chair of the Trust, the Deputy Chair will be the "acting Chair" of the Trust until such time as the Chair is able to discharge his functions as Chair, or a new Chair is appointed by the Council of Governors in accordance with paragraph 11 above.

14 BOARD OF DIRECTORS - APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

- 14.1 The Non-Executive Directors shall appoint or remove the Chief Executive.
- 14.2 Subject to the provisions of paragraph 15 below, the appointment of the Chief Executive shall require the approval of a majority of the members of the Council of Governors present and voting at a meeting of the Council of Governors.
- 14.3 The initial Chief Executive is to be appointed in accordance with paragraph 15 below.
- 14.4 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

15 BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF INITIAL CHIEF EXECUTIVE

- 15.1 The Non-Executive Directors shall appoint the chief officer of the Applicant Trust as the initial Chief Executive of the Trust if he wishes to be appointed.
- 15.2 The appointment of the chief officer of the Applicant Trust as the initial Chief Executive of the Trust shall not require the approval of the Council of Governors.
- 15.3 The Chief Executive shall nominate by way of written resolution, one of the Executive Directors to be the Deputy Chief Executive, and the resolution in question is to be approved by a majority of members of the Board of Directors present and voting at a meeting of the Board of Directors.

16 BOARD OF DIRECTORS – DISQUALIFICATION

16.1 The following may not become or continue as a member of the Board of Directors:

- 16.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 16.1.2 a person in relation to whom a moratorium period under a debt relieve order applies (under Part 7A of the Insolvency Act 1986);
- 16.1.3 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- 16.1.4 a person who within the preceding five years has been convicted of any offence anywhere in the world and a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him;
- 16.1.5 a person whose tenure of office as a Chair or member or director of a Health Service Body has been terminated on the grounds that his appointment is not in the interests of the health service;
- 16.1.6 a person who has had his name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had his name included in such a list and due to such reasons, he is considered by the Trust to be unsuitable to be a Director;
- 16.1.7 a person who has within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 16.1.8 a person who is a member of a local authority Health Overview and Scrutiny Committee;
- 16.1.9 a person who is the subject of a disqualification order made under the Company Directors' Disqualification Act 1986;
- 16.1.10 a person who has failed without reasonable cause to fulfil any training requirement established by the Board of Directors;
- 16.1.11 a person who has failed to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the Directors' Code of Conduct;
- 16.1.12 a person who is an Immediate Family Member of a Director or a Governor;
- 16.1.13 a person who is the subject of a Sex Offenders Order and/or his name is included in the Sex Offenders Register;
- 16.1.14 a person who by reference to information revealed by a Disclosure and Barring Service check is considered by the Trust to be inappropriate on the grounds that his appointment may adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;
- 16.1.15 a person who has demonstrated aggressive or violent behaviour (such as verbal assault, physical assault, violence or harassment) at any Hospital or other NHS establishment or against any of the Applicant Trust's or (as the case may be) the Trust's employees or other persons who exercise the functions for the purposes of the Trust, whether or not in circumstances leading to his removal or exclusion from any Hospital or other NHS establishment; or

16.1.16 subject to the provisions of paragraph 5 of Appendix 1 of Annex 5, a person who lacks or loses capacity for any reason, including through illness or injury, resulting in them being unable to manage and/or administer their property and/or their affairs.

17 BOARD OF DIRECTORS – MEETINGS

17.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons by resolution of the Board of Directors on the grounds that publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for the other special reasons stated in the resolution and arising from the business or nature of the proceedings.

17.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

18 BOARD OF DIRECTORS – STANDING ORDERS

18.1 The Standing Orders for the Board of Directors are attached at Annex 5.

19 BOARD OF DIRECTORS - CONFLICTS OF INTEREST OF DIRECTORS

19.1 The duties that a Director of the Trust has by virtue of being a Directors include in particular:

19.1.1 a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust (a "Conflict").

19.1.2 a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.

19.2 The duty referred to in sub-paragraph 19.1.1 above is not infringed if:

19.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

19.2.2 the matter has been authorised in accordance with the Constitution.

19.3 The duty referred to in paragraph 19.1.2 above is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

19.4 In paragraph 19.1.2 above, "third party" means a person other than:

19.4.1 the Trust, or

19.4.2 a person acting on its behalf.

19.5 If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

19.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

19.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.

19.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.

- 19.9 A Director need not declare an interest:
- 19.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 19.9.2 if, or to the extent that, the Directors are already aware of it;
 - 19.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
 - 19.9.3.1 by a meeting of the Board of Directors, or
 - 19.9.3.2 by a committee of the Directors appointed for the purpose under the Constitution.
- 19.10 A matter shall have been authorised for the purposes of paragraph 19.2.2 above if:
- 19.10.1 the Directors, in accordance with the requirements set out in this paragraph 19.10, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an "Interested Director") breaching his duty under paragraph 19.2.1 above to avoid Conflicts:
 - 19.10.1.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of this Constitution;
 - 19.10.1.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interest Director; and
 - 19.10.1.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other Interested Director's vote had not been counted.
 - 19.10.2 Any authorisation of a Conflict under this paragraph 19.10 may (whether at the time of giving the authorisation or subsequently):
 - 19.10.2.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 19.10.2.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - 19.10.2.3 provide that the Interested Director be shall or shall not be an eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - 19.10.2.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - 19.10.2.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Trust) information that is confidential to a third party, he will not be obliged to disclose that information to the Board of Directors, or to use it in relation to the Trust's affairs where to do so would amount to a breach of that confidence; and
 - 19.10.2.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.

- 19.10.3 Where the Directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict.
- 19.10.4 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.
- 19.10.5 A Director is not required, by reason of being a Director, to account to the Trust for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

20 BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE

- 20.1 The Council of Governors at a formal meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors, but pending its decision on such matters, these matters are to continue in accordance with the remuneration and allowances and the other terms and conditions of office of the respective individuals as engaged by the Applicant Trust.
- 20.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors, but pending the establishment of such a committee and its decisions, these matters are to be decided in accordance with the remuneration and allowances and other terms and conditions of office of the respective individuals as employed by the Applicant Trust.

21 REGISTERS

- 21.1 The Trust shall have:
- 21.1.1 a register of Members showing, in respect of each Member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;
 - 21.1.2 a register of members of the Council of Governors;
 - 21.1.3 a register of interests of the members of the Council of Governors;
 - 21.1.4 a register of the members of the Board of Directors;
 - 21.1.5 a register of interests of the members of the Board Directors;
 - 21.1.6 a register of Designated Organisations.
- 21.2 The Secretary shall be responsible for compiling and maintaining the registers in paragraph 21.1 above, and the registers may be kept in either paper or electronic form. Admission to and removal from any register shall be in accordance with the provisions of this Constitution. The Secretary shall update the registers with new or amended information as soon as is practical and in any event within 14 days of receipt.

22 ADMISSION TO AND REMOVAL FROM THE REGISTERS

22.1 Register of Members

The Secretary shall maintain the register of Members in two parts:

- 22.1.1 Part one, which shall be the register referred to in the 2006 Act, shall include the name of each Member and the constituency and where there are classes within it, the class to

which they belong, and shall be open to inspection by the public in accordance with paragraphs 23 and 24 below.

22.1.2 Part two shall contain all the information from the application referred to in paragraph 6.2 above and shall not be open to inspection by the public nor may copies or extracts from it be made available to any third party (save to the extent that copies or extracts from it be made available to any third party appointed by the Trust to maintain the register of the Members and to conduct elections in accordance with the provisions of paragraph 7.2 above).

22.1.3 Notwithstanding the provisions of paragraphs 22.1.1 and 22.1.2 above, the Trust shall extract such information as it needs in aggregate to satisfy itself that the actual membership of the Trust is representative of those eligible for membership and for the administration of the provisions of this Constitution.

22.2 Register of members of the Council of Governors

The register of members of the Council of Governors shall list:

22.2.1 the name of each Governor;

22.2.2 their category of membership of the Council of Governors (public, staff, patients', university, local authority, or partnership organisation); and

22.2.3 an address through which they may be contacted which may be the Secretary.

22.3 Register of interests of the Council of Governors

The register of interests of the members of the Council of Governors shall contain:

22.3.1 the names of each Governor;

22.3.2 whether he has declared any interests and, if so, the interests declared in accordance with this Constitution and the Standing Orders for the Council of Governors.

22.4 Register of the members of the Board of Directors

The register of the members of the Board of Directors shall list:

22.4.1 the names of Directors;

22.4.2 their capacity on the Board of Directors; and

22.4.3 an address through which they may be contacted which may be the Secretary.

22.5 Register of interests of Board of Directors

Register of interests of members of the Board of Directors shall contain:

22.5.1 names of each Director;

22.5.2 whether he has declared any interests and, if so, the interests declared in accordance with this Constitution and the Standing Orders for the Board of Directors.

22.6 Register of Designated Organisations

The register shall contain the names of each Designated Organisation which is designated by the Trust for the purposes of membership of the Trust.

23 REGISTERS – INSPECTION AND COPIES

- 23.1 The Trust shall make the registers available as specified in paragraphs 22.1 to 22.6 above available for inspection by members of the public, except in the circumstances set out below in paragraph 23.2 or as otherwise prescribed by regulations including, for the avoidance of doubt, the Public Benefit Corporation (Register of Members) Regulations 2004 (SI 2004/539).
- 23.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any Member of the Trust, if the Member so requests.
- 23.3 So far as the registers are required to be made available:
- 23.3.1 they are subject to paragraph 23.4 below to be available for inspection free of charge at all reasonable times; and
 - 23.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 23.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

24 DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

- 24.1 Subject to paragraph 24.3 below, the Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times as well as on the Trust's website:
- 24.1.1 a copy of the current Constitution;
 - 24.1.2 a copy of the latest Annual Accounts and of any report of the Auditor on them; and
 - 24.1.3 a copy of the latest Annual Report;
- 24.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:
- 24.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act;
 - 24.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;
 - 24.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act;
 - 24.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;
 - 24.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act;
 - 24.2.6 a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time) 65KA(NHS Improvement's decision), 65KB (Secretary of State's response to NHS Improvement's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;

24.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;

24.2.8 a copy of any final report published under section 65I (administrator's final report);

24.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act; and

24.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

24.3 Subject to paragraph 24.4 below, any person who request a copy of or extract from any of the above documents is to be provided with a copy or extract.

24.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

25 AUDITOR

25.1 The Trust is to have an Auditor.

25.2 The Council of Governors shall appoint or remove the Auditor at a general meeting of the Council of Governors.

25.3 In appointing the Auditor, the Council of Governors shall have regard to the recommendations (if any) of the Audit Committee.

25.4 The Accounting Officer shall ensure that the Auditor is to carry out his duties in accordance with Schedule 10 to the 2006 Act and in accordance with any guidance or best practice advice issued by NHS Improvement on standards, procedures and techniques to be adopted.

25.5 The Board of Directors may resolve that an "external consultant" be appointed to review and publish a report on any other aspect of the Trust's performance. Any such "external consultant" is to be appointed by the Board of Directors.

26 AUDIT AND RISK COMMITTEE

The Board of Directors shall cause the Trust to establish a committee of Non-Executive Directors as an Audit and Risk Committee to perform such monitoring, reviewing and other functions as are appropriate.

27 ACCOUNTS AND RECORDS

27.1 The Trust must keep proper accounts and proper records in relation to those accounts.

27.2 NHS Improvement may with the approval of the Secretary of State for Health, give directions to the Trust as to the content and form of its accounts.

27.3 The accounts are to be audited by the Auditor.

27.4 The Trust shall prepare in respect of each Financial Year, Annual Accounts in such form as NHS Improvement may with the approval of the Secretary of State for Health direct.

27.5 The functions of the Trust referred to in this paragraph 27 shall be delegated to the Accounting Officer.

28 ANNUAL REPORT, FORWARD PLANS AND NON-NHS WORK

28.1 The Trust shall prepare an Annual Report and send it to NHS Improvement.

- 28.2 Each Annual Report must give:
- 28.2.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of any Public Constituency is representative of those eligible for such membership;
 - 28.2.2 information on the impact that income received by the Trust otherwise than from the fulfilment of the Principal Purpose has had on the provision by the Trust of goods and services for those purposes; and
 - 28.2.3 such other information as may be prescribed by NHS Improvement.
- 28.3 The Trust shall give the Forward Plan in respect of each Financial Year to NHS Improvement.
- 28.4 The Forward Plan shall be prepared by the Board of Directors.
- 28.5 In preparing the Forward Plan, the Board of Directors shall have regard to the views of the Council of Governors.
- 28.6 Each Forward Plan must include information about:
- 28.6.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and
 - 28.6.2 the income that it expects to receive from doing so.
- 28.7 Where a Forward Plan contains a proposal that the Trust carry on an activity of a kind mentioned in paragraph 28.6.1 above, the Council of Governors must:
- 28.7.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its Principal Purpose or the performance of its other functions; and
 - 28.7.2 notify the Directors of the Trust of its determination.
- 28.8 The Trust may implement a proposal to increase by 5% or more the proportion of its total income in any Financial Year attributable to activities other than the fulfilment of the Principal Purpose only if more than half of the members of the Council of Governors present and voting at a meeting of the Council of Governors approve the implementation of the proposal.

29 PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS TO THE GOVERNORS AND MEMBERS

- 29.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 29.1.1 the Annual Accounts;
 - 29.1.2 any report of the Auditor on them; and
 - 29.1.3 the Annual Report.
- 29.2 The documents shall also be presented to the Members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.
- 29.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 29.1 above with the Annual Members' Meeting.

30 INSTRUMENTS

- 30.1 The Trust shall have a seal.
- 30.2 The seal shall not be affixed except under the authority of the Board of Directors as set out in the Standing Orders for the Board of Directors.

31 AMENDMENT OF THE CONSTITUTION

- 31.1 The Trust may make amendments of its Constitution only if:
- 31.1.1 more than half of the members of the Council of Governors of the Trust present and voting at a meeting of the Council of Governors approve the amendments, and
 - 31.1.2 more than half of the members of the Board of Directors of the Trust present and voting at a meeting of the Board of Directors approve the amendments.
- 31.2 Amendments made under paragraph 31.1 above take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.
- 31.3 Where an amendment is made to the Constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):
- 31.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
 - 31.3.2 the Trust must give the Members an opportunity to vote on whether they approve the amendment.
- 31.4 If more than half of the Members present and voting at the Annual Members' Meeting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.
- 31.5 Amendments by the Trust of its Constitution are to be notified to NHS Improvement. For the avoidance of doubt, NHS Improvement's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

32 MERGERS ETC. AND SIGNIFICANT TRANSACTIONS

- 32.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.
- 32.2 The Constitution does not contain any descriptions of the term 'significant transaction' for the purposes of section 51A of the 2006 Act and therefore, for the avoidance of doubt, no transactions are 'significant transactions' for the purposes of section 51A of the 2006 Act.

ANNEX 1 – THE TRUST CONSTITUENCIES

PUBLIC CONSTITUENCY			
NAME OF CONSTITUENCY	AREA	MINIMUM NUMBER OF MEMBERS	NUMBER OF GOVERNORS
Ashford	The electoral ward areas comprising the area covered by Ashford Borough Council and for the avoidance of doubt any successor of Ashford Borough Council	50	1
Canterbury	The electoral ward areas comprising the area covered by Canterbury City Council and for the avoidance of doubt any successor of Canterbury City Council	50	1
Dartford	The electoral ward areas comprising the area covered by Dartford Borough Council and for the avoidance of doubt any successor of Dartford Borough Council	50	1
Dover	The electoral ward areas comprising the area covered by Dover District Council and for the avoidance of doubt any successor of Dover District Council	50	1
Gravesham	The electoral ward areas comprising the area covered by Gravesham Borough Council and for the avoidance of doubt any successor of Gravesham Borough Council	50	1
Maidstone	The electoral ward areas comprising the area covered by Maidstone Borough Council and for the avoidance of doubt any successor of Maidstone Borough Council	50	1
Sevenoaks	The electoral ward areas comprising the area covered by Sevenoaks District Council and for the avoidance of doubt any successor of Sevenoaks District Council	50	1
Folkestone and Hythe	The electoral ward areas comprising the area covered by Folkestone and Hythe District Council and for the avoidance of doubt any successor of Folkestone and Hythe District Council	50	1
Swale	The electoral ward areas comprising the area covered by Swale Borough	50	1

	Council and for the avoidance of doubt any successor of Swale Borough Council		
Thanet	The electoral ward areas comprising the area covered by Thanet District Council and for the avoidance of doubt any successor of Thanet District Council	50	1
Tonbridge	The electoral ward areas comprising the area covered by Tonbridge and Malling Borough Council and for the avoidance of doubt any successor of Tonbridge and Malling Borough Council	50	1
Tunbridge Wells	The electoral ward areas comprising the area covered by Tunbridge Wells Borough Council and for the avoidance of doubt any successor of Tunbridge Wells Borough Council	50	1
Rest of England	All other electoral ward areas in England except those comprising: Ashford Canterbury Dartford Dover Gravesham Maidstone Sevenoaks Folkestone and Hythe Swale Thanet Tonbridge Tunbridge Wells	25	1
Totals	Minimum Members	625	
	Public Governors		13

STAFF CONSTITUENCY

NAME OF CONSTITUENCY	AREA	MINIMUM NUMBER OF MEMBERS	NUMBER OF GOVERNORS
Children and Young People Staff Class	Children and Young People	25	1
Adult Services Staff Class	Adult Services	25	2
Health and Well Being Staff Class	Health and Well Being	25	1
Corporate Services Staff Class	Corporate Services	25	1

ANNEX 2 - COMPOSITION OF COUNCIL OF GOVERNORS

The composition of the Council of Governors shall be as follows:

1 Composition

1.1 The Council of Governors shall comprise:

1.1.1 13 Public Governors;

- one (1) being elected from the Ashford Public Constituency;
- one (1) being elected from the Canterbury Public Constituency;
- one (1) being elected from the Dartford Public Constituency;
- one (1) being elected from the Dover Public Constituency;
- one (1) being elected from the Gravesham Public Constituency;
- one (1) being elected from the Maidstone Public Constituency;
- one (1) being elected from the Sevenoaks Public Constituency;
- one (1) being elected from the Folkestone and Hythe Public Constituency;
- one (1) being elected from the Swale Public Constituency;
- one (1) being elected from the Thanet Public Constituency;
- one (1) being elected from the Tonbridge Public Constituency;
- one (1) being elected from the Tunbridge Wells Public Constituency; and
- one (1) being elected from the Out of Area Public Constituency.

1.1.2 5 Staff Governors;

- one (1) being elected from the Children and Young People Services Staff Class;
- two (2) being elected from the Adult Services Staff Class;
- one (1) being elected from the Health and Wellbeing Services Staff Class; and
- one (1) being elected from the Corporate Services Staff Class.

1.1.3 1 Kent County Council Governor;

who have, in the considered view of the County Council the in depth experience and background to be of greatest value to the Council

1.1.4 5 Appointed Governors

- one (1) being elected from a University;
- one (1) being elected from the Kent Association of Head Teachers;
- one (1) being elected from Age UK;

- one (1) being elected from Kent Dementia Action Alliance;
- one (1) being elected from Carers FIRST.

1.2 The aggregate number of Public Governors is to be more than half of the total membership of the Council of Governors.

2 Appointed Governors

2.1 Local Authority Governors

2.1.1 Subject to paragraph 2.3 of this Annex 3, Kent County Council may appoint 1 one Local Authority Governor by notice in writing and delivered to the Secretary.

2.2 Appointed Governors

Subject to paragraph 2.3 of this Annex 3, the following organisations can each appoint 1 one Appointed Governor by notice in writing signed and delivered to the Secretary:

2.2.1 University Governor – This will be one representative agreed between Kent University, Canterbury Christchurch University and Greenwich University;

2.2.2 Kent Association of Head Teachers

2.2.3 Age UK - This will be one representative from a local Age UK branch, coordinated through the national body.

2.2.4 Kent Dementia Action Alliance

2.2.5 Carers FIRST

2.3 Chair's right of veto

Notwithstanding the provisions of paragraphs 2.1 and 2.2 above, the Chair may veto the appointment of an Appointed Governor by serving notice in writing to the relevant sponsoring organisation or Partnership Organisation (as the case may be) where he believes that the appointment in question is unreasonable, irrational or otherwise inappropriate. Following the service of the notice the sponsoring organisation or the Partnership Organisation shall thereupon appoint an alternative individual in accordance with the provisions of paragraphs 2.1 and 2.2 above (as appropriate).

MODEL ELECTION RULES 2014

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1. Interpretation

1.1 In these rules, unless the context otherwise requires:

“*2006 Act*” means the National Health Service Act 2006;

“*corporation*” means the public benefit corporation subject to this constitution;

“*council of governors*” means the council of governors of the corporation;

“*declaration of identity*” has the meaning set out in rule 21.1;

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

“*e-voting*” means voting using either the internet, telephone or text message;

“*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “*internet voting record*” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“*lead governor*” means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (NHS Improvement, December 2013) or any later version of such code.

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

“*NHS Improvement*” means the corporate body known as NHS Improvement as provided by section 61 of the 2012 Act;

“*numerical voting code*” has the meaning set out in rule 64.2(b)

“*polling website*” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“*telephone short code*” means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2;

“*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“*text voting record*” has the meaning set out in rule 26.6 (d);

“*the telephone voting system*” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“the text message voting system” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“voter ID number” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“voting information” means postal voting information and/or e-voting information

- 1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

2. Timetable

2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

4. Returning Officer

- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

- 5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

- 6.1 The corporation is to pay the returning officer:
- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
 - (b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation

- 7.1 The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

- 8.1 The returning officer is to publish a notice of the election stating:
- (a) the constituency, or class within a constituency, for which the election is being held,
 - (b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (c) the details of any nomination committee that has been established by the corporation,
 - (d) the address and times at which nomination forms may be obtained;
 - (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
 - (f) the date and time by which any notice of withdrawal must be received by the returning officer
 - (g) the contact details of the returning officer
 - (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

- 9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.
- 9.2 The returning officer:
- (a) is to supply any member of the corporation with a nomination form, and
 - (b) is to prepare a nomination form for signature at the request of any member of the corporation,
- but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

- 10.1 The nomination form must state the candidate's:
- (a) full name,
 - (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
 - (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

- 11.1 The nomination form must state:
- (a) any financial interest that the candidate has in the corporation, and
 - (b) whether the candidate is a member of a political party, and if so, which party,
- and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

- 12.1 The nomination form must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination form is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
- (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
- (d) that the paper does not include a declaration of eligibility as required by rule 12, or
- (e) that the paper is not signed and dated by the candidate, if required by rule 13.

14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
 - (b) the declared interests of each candidate standing,
- as given in their nomination form.
- 15.3 The statement must list the candidates standing for election in alphabetical order by surname.
- 15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.
- 16. Inspection of statement of nominated candidates and nomination forms**
- 16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.
- 16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.
- 17. Withdrawal of candidates**
- 17.1 A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.
- 18. Method of election**
- 18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
 - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

19. Poll to be taken by ballot

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:
- (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;
 - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;
 - (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
- (a) the name of the corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (d) the names and other particulars of the candidates standing for election, with the details

and order being the same as in the statement of nominated candidates,

- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public and patient constituencies)

21.1 The corporation shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:

- (a) that the voter is the person:
 - (i) to whom the ballot paper was addressed, and/or
 - (ii) to whom the voter ID number contained within the e-voting information was allocated,
- (b) that he or she has not marked or returned any other voting information in the election, and
- (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,

("declaration of identity")

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

21.2 The voter must be required to return his or her declaration of identity with his or her ballot.

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

22.2 The list is to include, for each member:

- (a) a postal address; and,
 - (b) the member's e-mail address, if this has been provided
- to which his or her voting information may, subject to rule 22.3, be sent.

22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

23.1 The returning officer is to publish a notice of the poll stating:

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
- (g) the address for return of the ballot papers,
- (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
- (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
- (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
- (k) the date and time of the close of the poll,
- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the returning officer.

24. Issue of voting information by returning officer

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope,
 - (b) the ID declaration form (if required),
 - (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
 - (d) a covering envelope;
- ("postal voting information").

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required),

- (b) the voter's voter ID number,
 - (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,
- ("e-voting information").

24.3 The corporation may determine that any member of the corporation shall:

- (a) only be sent postal voting information; or
- (b) only be sent e-voting information; or
- (c) be sent both postal voting information and e-voting information;

for the purposes of the poll.

24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –

- (a) the completed ID declaration form if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").

26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").

26.4 The returning officer shall ensure that the polling website and internet voting system provided

will:

- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote and how to make a declaration of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

26.5

The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

- (a) require a voter to
 - (i) enter his or her voter ID number in order to be able to cast his or her vote; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;
- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that

constituency, or class within that constituency,

- (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
 - (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote
 - (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
 - (f) prevent any voter from voting after the close of poll.

26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

- (a) require a voter to:
 - (i) provide his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;

in order to be able to cast his or her vote;
- (b) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

27.1 An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

28. Voting by persons who require assistance

28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote

to be made.

- 28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

29. Spoilt ballot papers and spoilt text message votes

- 29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.
- 29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:
- (a) is satisfied as to the voter’s identity; and
 - (b) has ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):
- (a) the name of the voter, and
 - (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
 - (c) the details of the unique identifier of the replacement ballot paper.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a “spoilt text message vote”), that voter may apply to the returning officer for a replacement voter ID number.
- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter’s identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list (“the list of spoilt text message votes”):
- (a) the name of the voter, and
 - (b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and
 - (c) the details of the replacement voter ID number issued to the voter.

30. Lost voting information

- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:
- (a) is satisfied as to the voter’s identity,

- (b) has no reason to doubt that the voter did not receive the original voting information,
- (c) has ensured that no declaration of identity, if required, has been returned.

30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):

- (a) the name of the voter
- (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
- (c) the voter ID number of the voter.

31. Issue of replacement voting information

31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):

- (a) the name of the voter,
- (b) the unique identifier of any replacement ballot paper issued under this rule;
- (c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public and patient constituencies)

32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

Polling by internet, telephone or text

33. Procedure for remote voting by internet

33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.

33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.

33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.

34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.

- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35. Voting procedure for remote voting by text message

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

36. Receipt of voting documents

- 36.1 Where the returning officer receives:
- (a) a covering envelope, or
 - (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,
- before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.
- 36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:
- (a) the candidate for whom a voter has voted, or
 - (b) the unique identifier on a ballot paper.
- 36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

37. Validity of votes

- 37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and
 - (b) put the ballot paper aside for counting after the close of the poll.
- 37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) mark the ballot paper “disqualified”,

- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
- (d) place the document or documents in a separate packet.

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
- (c) place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (public and patient constituency)¹

38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:

- (a) mark the ID declaration form “disqualified”,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
- (c) place the ID declaration form in a separate packet.

39. De-duplication of votes

39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.

39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:

- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
- (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number

39.3 Where a ballot paper is disqualified under this rule the returning officer shall:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier and the voter ID number on the ballot paper in the list of

¹ It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

disqualified documents;

- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoilt ballot papers and the list of spoilt text message votes,
- (d) the list of lost ballot documents,
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“ballot document” means a ballot paper, internet voting record, telephone voting record or text voting record.

“continuing candidate” means any candidate not deemed to be elected, and not excluded,

“count” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

“deemed to be elected” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“mark” means a figure, an identifiable written word, or a mark such as “X”,

“non-transferable vote” means a ballot document:

- (a) on which no second or subsequent preference is recorded for a continuing candidate, or
- (b) which is excluded by the returning officer under rule STV49,

“preference” as used in the following contexts has the meaning assigned below:

- (a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,
- (b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and
- (c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“quota” means the number calculated in accordance with rule STV46,

“surplus” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

“stage of the count” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

“transferable vote” means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“transferred vote” means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been

transferred, and

“*transfer value*” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42. Arrangements for counting of the votes

- 42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.
- 42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:
- (a) the board of directors and the council of governors of the corporation have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
 - (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

- 43.1 The returning officer is to:
- (a) count and record the number of:
 - (iii) ballot papers that have been returned; and
 - (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
 - (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.
- 43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.
- 43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

- STV44.1 Any ballot paper:
- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
 - (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
 - (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
 - (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in

the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.4 The returning officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

FPP44.6 and, where applicable, each heading must record the number of ballot papers rejected in part. Any text voting record:

- (a) on which votes are given for more candidates than the voter is entitled to vote,
- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.8 A text voting record on which a vote is marked:

- (a) otherwise than by means of a clear mark,
- (b) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.9 The returning officer is to:

- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

- STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.
- STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.
- STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

- STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.
- STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).
- STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

- STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:
- (a) according to next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.
- STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:
- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
 - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.

- STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-paragraph of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:
- (a) a transfer value calculated as set out in rule STV47.4(b), or
 - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,
- whichever is the less.
- STV47.8 Each transfer of a surplus constitutes a stage in the count.
- STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
 - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.
- STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

- STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:
- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
 - (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.
- STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:
- (a) record the total value of the votes transferred to each candidate,
 - (b) add that value to the previous total of votes recorded for each candidate and record the new total,
 - (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
 - (d) compare:
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

- STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.
- STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of candidates

- STV49.1 If:
- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
 - (b) subject to rule STV50, one or more vacancies remain to be filled,
- the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).
- STV49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:
- (a) ballot documents on which a next available preference is given, and
 - (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).
- STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.
- STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub- parcels according to their transfer value.
- STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.

- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
 - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
 - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
 - (d) compare:
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.
- STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.
- STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:
- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
 - (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

STV50. Filling of last vacancies

- STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.
- STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.
- STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

- STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.
- STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at

the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

- STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

- FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

FPP52. Declaration of result for contested elections

FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected:
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Trust, or
 - (ii) in any other case, to the Chair of the corporation; and
- (c) give public notice of the name of each candidate whom he or she has declared elected.

FPP52.2 The returning officer is to make:

- (a) the total number of votes given for each candidate (whether elected or not), and
 - (b) the number of rejected ballot papers under each of the headings in rule FPP44.5,
 - (c) the number of rejected text voting records under each of the headings in rule FPP44.10,
- available on request.

STV52. Declaration of result for contested elections

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Trust, or
 - (ii) in any other case, to the Chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
 - (b) any transfer of votes,
 - (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
 - (d) the order in which the successful candidates were elected, and
 - (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
 - (f) the number of rejected text voting records under each of the headings in rule STV44.3,
- available on request.

53. Declaration of result for uncontested elections

53.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the Chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

54. Sealing up of documents relating to the poll

54.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with “rejected in part”,
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoilt ballot papers and the list of spoilt text message votes,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 The returning officer must endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the Chair of the corporation.

57. Retention and public inspection of documents

- 57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.
- 57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.
- 57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

58. Application for inspection of certain documents relating to an election

- 58.1 The corporation may not allow:
- (a) the inspection of, or the opening of any sealed packet containing –
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
 - (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,
- by any person without the consent of the board of directors of the corporation.
- 58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.
- 58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –
- (a) persons,
 - (b) time,
 - (c) place and mode of inspection,
 - (d) production or opening,
- and the corporation must only make the documents available for inspection in accordance with those terms and conditions.
- 58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:
- (a) in giving its consent, and
 - (b) in making the documents available for inspection
- ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

- (i) that his or her vote was given, and
- (ii) that NHS Improvement has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of candidate

- FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
 - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.
- FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
 - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 The returning officer is to endorse on each packet a description of:
- (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the corporation to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.
- FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the Chair of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

- STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) publish a notice stating that the candidate has died, and
 - (b) proceed with the counting of the votes as if that candidate had been excluded from the

count so that –

- (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
- (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

*Election expenses***60. Election expenses**

- 60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to NHS Improvement under Part 11 of these rules.

61. Expenses and payments by candidates

- 61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

62. Election expenses incurred by other persons

- 62.1 No person may:

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

- 62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

*Publicity***63. Publicity about election by the corporation**

- 63.1 The corporation may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

- 63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

64. Information about candidates for inclusion with voting information

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility ("numerical voting code"), and
- (c) a photograph of the candidate.

65. Meaning of "for the purposes of an election"

65.1 In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.

65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to NHS Improvement for the purpose of seeking a referral to the independent election arbitration panel (IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to NHS Improvement by:
- (a) a person who voted at the election or who claimed to have had the right to vote, or
 - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. NHS Improvement will refer the application to the independent election arbitration panel appointed by NHS Improvement.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 NHS Improvement shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

67. Secrecy

67.1 The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

68. Prohibition of disclosure of vote

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

69. Disqualification

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

70. Delay in postal service through industrial action or unforeseen event

70.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

ANNEX 4 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

**KENT COMMUNITY HEALTH NHS FOUNDATION TRUST
STANDING ORDERS FOR THE COUNCIL OF GOVERNORS**

1. INTRODUCTION

- 1.1 The Kent Community Health NHS Foundation Trust became a Public Benefit Corporation on 1 March 2015 following Authorisation by NHS Improvement pursuant to the 2006 Act.
- 1.2 The Trust's principal place of business is the Trust Headquarters
- 1.3 The Trust is governed by the Regulatory Framework. The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework requires the Council of Governors to adopt SOs for the regulation of its proceedings and business and to adhere at all times to the Governors' Code of Conduct.

2. INTERPRETATION

- 2.1 Save as otherwise permitted by law, at any meeting of the Council of Governors, the Chair of the Trust shall be the final authority on the interpretation of the SOs (on which he should be advised by the Secretary).
- 2.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these SOs shall bear the same meaning as in the Constitution.
- 2.3 The provisions of paragraphs 1.2 to 1.3 of the Constitution apply to these SOs, save that any reference to "Constitution" shall be read as a reference to these "SOs".

3. THE COUNCIL OF GOVERNORS

- 3.1. The roles and responsibilities of the Governors are set out in 7.7 of the Constitution and have effect as if incorporated into the SOs. Certain powers and decisions may only be exercised by the Council of Governors in formal session. These powers and decisions are set out in paragraphs 7.7.2 of the Constitution.

4. MEETINGS OF THE COUNCIL OF GOVERNORS

4.1. Admission of the public

- 4.1.1. The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors except where it resolves by special resolution that members of the public and representatives of the press be excluded from all or part of a meeting on the grounds that:
 - 4.1.2. any publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or
 - 4.1.3. for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Council of Governors believe are special reasons for excluding the public from the meeting in accordance with the Constitution.
- 4.1.4. Nothing in these SOs shall require the Council of Governors to allow members of the public and representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Chair.

4.2. Calling meetings

- 4.2.1. Meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine and there shall be at least 4 meetings in any year including:
 - 4.2.1.1. the Annual Governors' Meeting; and

4.2.1.2. any other meetings required of the Governors in order to fulfil their functions in accordance with the Constitution.

4.2.2. The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the total number of Governors and specifying the business to be transacted at the meeting, has been presented to him, or if, without so refusing, the Chair does not call a meeting within 7 Clear Days after such requisition has been presented to him at the Trust's Headquarters, such one-third or more of the Governors may forthwith call a meeting for the purpose of conducting that business.

4.2.3. The Council of Governors may invite the Chief Executive, members of the Board of Directors or a representative of the Auditor or other advisors to attend a formal meeting or committee meeting of the Council of Governors.

4.2.4. The Council of Governors may agree that Governors can participate in its meetings by telephone or video link. Participation in a meeting in this manner shall constitute presence in person at the meeting for the purposes of SO 4.17 (Quorum).

4.3 Notice of meetings and agenda

4.3.1. Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, shall be delivered to, the usual place of residence of every Governor or sent electronically, so as to be available to him at least 10 Clear Days before the meeting save in the case of emergencies.

4.3.2. Before each meeting of the Council of Governors a public notice of the time and place of the meeting, and if possible the public part of the agenda, shall be displayed at the Trust's Headquarters and shall be advertised on the Trust's website at least 10 Clear Days before the meeting, save in the case of emergencies.

4.3.3. Want of service of the notice of meeting on any Governor shall not affect the validity of a meeting. A notice of meeting shall be presumed to have been served one day after posting or, in the case of a notice sent electronically, on the date of transmission.

4.3.4. In the case of a meeting called by Governors in default of the Chair in accordance with SO 4.2.2, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the requisition.

4.3.5. Agendas will be sent to Governors before the meeting and supporting papers (including draft minutes of the previous meeting), whenever possible, shall accompany the agenda, but will certainly be despatched no later than 3 Clear Days before the meeting, save in the case of emergencies.

4.3.6. In the event of an emergency giving rise to the need for an immediate meeting failure to comply with the notice periods referred to in SOs 4.3.1, 4.3.2 and 4.3.5 shall not prevent the calling of or invalidate such meeting provided that every effort is made to contact members of the Council of Governors who are not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.

4.4. Annual Governors' Meeting

4.4.1. The Council of Governors shall hold an Annual Governors' Meeting in each Financial Year (apart from the first year) and, subject to SO 4.4.2, shall present to that meeting:

- a) a report on the proceedings of its meetings held since the last Annual Governors' Meeting;
- b) a report on the progress since the last Annual Governors' Meeting on implementing the membership strategy including the steps taken to ensure that the actual membership of the Public Constituencies is representative of the persons who are eligible to be Members under the Constitution;

- c) a report on any change to the Governors which has taken place since the last Annual Governors' Meeting; and
- d) a report containing such comments as it wishes to make regarding the performance of the Trust and the accounts of the Trust for the preceding Financial Year and the future service development plans of the Trust.

4.4.2. The reports set out in SOs 4.4.1.1 for the first Annual Governors' Meeting shall cover the period from the date of Authorisation to the date of that meeting.

4.5. Setting the agenda

4.5.1. The Council of Governors may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted ("Standing Items").

4.5.2. A member of the Council of Governors desiring a matter other than a Standing Item to be included on an agenda, shall make his request in writing to the Secretary at least 10 Clear Days before the meeting. For the purposes of this SO 4.5.2, receipt of any such requests via electronic communications is acceptable. A request for a formal motion must be signed or transmitted by at least 2 Governors. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests for matters to be included on the agenda received less than 10 Clear Days before a meeting may be included on the agenda at the discretion of the Chair.

4.5.3. All requests received by the Secretary pursuant to SO 4.5.2 will be acknowledged by the Secretary in writing to the Governors who have signed or transmitted the same.

4.6. Petitions

4.6.1. Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next meeting of the Council of Governors.

4.7. Written motions

4.7.1. In urgent situations and with the consent of the Chair, business may be affected by a Governor's written motion to deal with business otherwise required to be conducted at a meeting of the Council of Governors.

4.7.2. If all members of the Council of Governors have been notified of the proposal and a majority of Governors entitled to attend and vote at a meeting of the Council of Governors confirms acceptance of the written motion either in writing or electronically to the Secretary within 5 Clear Days of dispatch then the motion will be deemed to have been resolved, notwithstanding that the Governors have not gathered in one place.

4.7.3. The effective date of the resolution shall be the date that the last confirmation is received by the Secretary and, until that date, a Governor who has previously indicated acceptance can withdraw, and the motion shall fail.

4.7.4. Once the resolution has been passed, a copy certified by the Secretary shall be recorded in the minutes of the next ensuing meeting where it shall be signed by the person presiding at it.

4.8. Chair of meeting

4.8.1. At any formal meeting of the Council of Governors, the Chair, if present, shall preside.

4.8.2. If the Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, the Deputy Chair shall preside.

4.8.3.If the Deputy Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, another Non-Executive Director as shall be appointed by the Council of Governors for that Trust meeting shall preside.

4.9. Motions

4.9.1.Where a Governor has requested inclusion of a matter on the agenda in accordance with SO 4.5.2 above as a matter to be formally proposed for discussion and voting on at the meeting, the provisions of this SO 4.9 shall apply in respect of the motion.

4.9.2.Subject to SO 4.9.6 below, the mover of the motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto, or to raise a point of order.

4.9.3.When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move (without prior notice having been given):

- 4.9.3.1. that the motion be withdrawn; or
- 4.9.3.2. an amendment to the motion; or
- 4.9.3.3. the adjournment of the discussion or the meeting; or
- 4.9.3.4. that the meeting proceed to the next item of business on the agenda; or
- 4.9.3.5. the appointment of an ad hoc group to deal with a specific item of business; or
- 4.9.3.6. that the motion be now put; or
- 4.9.3.7. that the public be excluded from the meeting in relation to the discussion concerning the motion under SO 4.1.

4.9.4.In the case of SOs 4.9.3.(d) and 4.9.3.(f) above, to ensure objectivity these matters may only be put by a Governor who has not previously taken part in the debate and who is eligible to vote.

4.9.5.No amendment to the motion shall be admitted if, in the opinion of the Chair, the amendment negates the substance of the motion.

4.9.6.For the avoidance of doubt, the following motions may be moved at a meeting of the Council of Governors without notice pursuant to SO 4.5.2 above:

- a) a motion in relation to the accuracy of the minutes of the previous meeting of the Council of Governors;
- b) a motion to change the order of business in the agenda for that meeting;
- c) a motion to refer a matter discussed at a meeting to an appropriate body or individual;
- d) a motion to appoint an ad hoc committee or a working group to deal with a specific item of business;
- e) a motion to receive reports or adopt recommendations made by the Board of Directors;
- f) a motion to withdraw a motion;
- g) a motion to amend a motion;
- h) a motion to proceed to the next item of business on the agenda;

- i) a motion that the question be now put;
- j) a motion to adjourn a debate;
- k) a motion to adjourn a meeting;
- l) a motion to suspend a particular SO (subject to SO 4.15 below);
- m) a motion to exclude the public and press from the meeting in question pursuant to SO 4.1 above;
- n) a motion to not hear further from a Governor, or to exclude them from the meeting in question (if a Governor persistently disregards the ruling of the Chair or behaves improperly or offensively or deliberately obstructs business, the Chair, in his absolute discretion, may move that the Governor in question be not heard further at the meeting in question. If seconded, the motion will be voted on without discussion. If the Governor continues to behave improperly after such a motion is carried, the Chair may move that either the Governor leaves the meeting room or that the meeting in question is adjourned for a specified period. If seconded, the motion will be voted on without discussion); and
- o) a motion to give the consent of the Council of Governors to any matter where its consent is required pursuant to the Constitution.

4.10. Report from the Board of Directors

- 4.10.1. Unless otherwise agreed in writing between the Council of Governors and the Board of Directors, at each meeting of the Council of Governors, the Board of Directors through the Chair or an Executive Director (or Nominated Officer) is required to report to the Council of Governors on the Trust's general progress and forward planning.

4.11. Chair's ruling

- 4.11.1. Subject to SO 4.11.2 below, statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time, and subject to SO 2.1, the decision of the Chair on questions of order, relevancy, regularity and any other matters for the effective running of the meeting shall be final.
- 4.11.2. This SO applies to all forms of speech/debate by Governors in relation to motions or questions under discussion at a meeting of the Council of Governors.

4.12. Content and length of speeches

- 4.12.1. Any approval to speak must be given by the Chair. Speeches must be directed to the matter, motion or question under discussion or to a point of order. In the interests of time the Chair may, in his absolute discretion, limit the number of replies, questions or speeches which are heard at any one meeting.

4.13. Voting

- 4.13.1. A Governor may not vote at a meeting of the Council of Governors unless, he has declared at least 7 Clear Days prior to the commencement of the meeting he has:
 - 4.13.1.1. made a declaration in the form specified within Appendix A of these SOs, that he is a member of the constituency which elected him; and
 - 4.13.1.2. that he is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 to the 2006 Act or under the Constitution.

- 4.13.2. A Governor shall be deemed to have confirmed the declarations on attending a subsequent meeting of the Council of Governors, unless he otherwise notifies the Secretary in writing.
- 4.13.3. Subject to SO 4.13.4 below, every question at a meeting can be determined by a majority of the votes of the Chair and the Governors present and voting at a meeting on the question.
- 4.13.4. Whoever is Chair of the meeting of the Council of Governors shall in the case of an equality of votes on any question or proposal have a second or casting vote.
- 4.13.5. A resolution for the removal of the Chair or a Non-Executive Director shall be passed only if three-quarters of the total number of Governors vote in favour of it.
- 4.13.6. All questions put to the vote shall, at the discretion of the Chair, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 4.13.7. If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 4.13.8. If a Governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.13.9. A Governor may only vote if present at the time of the vote on which the question is to be decided; no Governor may vote by proxy but a Governor is considered to have been present at the meeting if they took part by telephone or video link or computer and so is therefore entitled to vote.
- 4.13.10. In certain circumstances, the Chair may specify in a notice of meeting any matter which requires approval by a written resolution and such a matter may be approved in writing provided that at least three-quarters of the Governors, and a majority of Governors who are members of the Staff Constituency and Public Constituency of the Trust, approve the resolution in writing within the timescale imposed in such a notice.
- 4.13.11. All decisions taken in good faith at the meeting of the Council of Governors or at any meeting of a committee shall be valid even if it is subsequently discovered that there was a defect in the calling of the meeting or the appointment of the Governors attending the meeting.

4.14. **Special provisions relating to termination of Governors' tenure:**

- 4.14.1. Where a person has been elected or appointed to be a Governor and he becomes disqualified from office under the provisions of the Constitution, he shall notify the Secretary in writing of such disqualification as soon as practicable and in any event within 14 days of the first becoming aware of those matters which render him disqualified. The Secretary shall forthwith remove him from the register of Members of the Council of Governors.
- 4.14.2. If it comes to the notice of the Secretary that the Governor is disqualified pursuant to SO 4.13.1, whether at the time of the Governor's appointment or (as the case may be) election, or later, the Secretary shall immediately declare that the individual in question is disqualified and give him notice in writing to that effect as soon as practicable and in any event within 14 days of the date of the said declaration. In the event that the Governor shall dispute that he is disqualified the Governor may refer the matter to the dispute resolution procedure set out in paragraph 3 Appendix 2 of Annex 6 of the Constitution within 28 days of the date upon which the notice was given to the Governor.
- 4.14.3. The Chair shall be authorised to take such action as may be immediately required, including but not limited to exclusion of the Governor concerned from the meeting so that any allegation made against a Governor on the grounds set out in paragraph 15 of the Constitution can be investigated.

- 4.14.4. Where any grounds within SO 4.13.3 are alleged, it shall be open to the Council of Governors to decide, by two-thirds majority of those present and voting, to lay a formal charge of non-compliance or misconduct.
- 4.14.5. The Governor in question will be notified in writing of the allegations and grounds upon which the charges referred to in SO 4.13.4 are made, inviting and considering his response within a defined, appropriate and reasonable timescale.
- 4.14.6. The Governor may be invited to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence.
- 4.14.7. The Governors, by three-quarters majority of those present and voting can decide whether to uphold the charge.
- 4.14.8. Should the Governors uphold the charge in accordance with SO 4.13.7, The Governors can impose such sanctions as shall be deemed appropriate. Such sanctions may range from the issuing of a written warning as to the Governor's future conduct and consequences, to non-payment of expenses, or removal of the Governor from office in accordance with paragraph 14 of the Constitution.
- 4.14.9. Upon disqualification, removal or termination of a Governor's office under this SO, the Secretary shall cause his name to be removed immediately from the Register of members of the Council of Governors.
- 4.14.10. Any decision of the Council of Governors to terminate a Governor's tenure of office may be referred by the Governor concerned to the dispute resolution procedure set out in paragraph 3.2 of Annex 6 of the Constitution within 28 days of the date upon which notice in writing of the Board of Governor's decision made in accordance with SOs 4.13.7 and 4.13.8 is communicated to the Governor concerned.
- 4.14.11. A Governor may resign from that office at any time during the term of that office by giving notice to the Secretary in writing, upon which he shall cease to hold office.

4.15. Minutes

- 4.15.1. The minutes of the proceedings of a meeting of the Council of Governors shall be drawn up by the Secretary and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.
- 4.15.2. No discussion shall take place upon the minutes except upon their accuracy or where the person chairing the meeting considers discussion appropriate.
- 4.15.3. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.16. Record of attendance

- 4.16.1. The names of the person chairing the meeting and Governors present at the meeting shall be recorded in the minutes.

4.17. Quorum

- 4.17.1. No business shall be transacted at a meeting unless the required quorum of one third of the total number of Governors with a majority of those being Public Governors is present.
- 4.17.2. If a Governor has been disqualified from participating in the discussion on any matter and/or from other voting on any resolution by reason of the declaration of a conflict of interest as provided in SO 7, he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be

discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5. LEAD GOVERNOR AND DEPUTY LEAD GOVERNOR

- 5.1.1. The Governors shall appoint a lead Governor and a deputy lead Governor at the first formal meeting of the Council of Governors and every three years thereafter.
- 5.1.2. The role and responsibilities of the lead Governor will be produced by the Council of Governors following consultation with the Board of Directors and consideration of their views (save for the first version of this, which shall be produced by the Applicant Trust) and should include the relevant provisions of Appendix B of the NHS Foundation Trust Code of Governance.
- 5.1.3. The deputy lead Governor shall be responsible for supporting the lead Governor in his role and for performing the responsibilities of the lead Governor whenever he is known to be unavailable. The deputy lead governor role can be shared by agreement with a majority of the Council.
- 5.1.4. The lead Governor and deputy lead Governor so appointed shall hold office until the annual election but shall be eligible for re-appointment at that time.
- 5.1.5. The Secretary will coordinate and oversee the process for the election of Lead and Deputy Lead Governor. Voting may be conducted at a meeting or through post or e-mail. Each nomination shall be made in writing by the Governor seeking appointment. There shall be separate forms of nomination for appointment to the position of lead Governor and the position of deputy lead Governor and eligible Governors may be nominated for both positions.
- 5.1.6. In the event of there being two or more nominations for either appointment a secret ballot shall be held with each Governor having one vote for each contested appointment.
- 5.1.7. The Secretary shall count the votes in the presence of another trust senior officer and the Governor whose nomination receives the largest number of votes for each position shall be appointed.
- 5.1.8. In the event of an equality of votes the Chair shall have a casting vote.
- 5.1.9. If one Governor receives the largest number of votes for appointment as both the lead Governor and the deputy lead Governor that Governor shall be appointed as lead Governor and the Governor who receives the second largest number of votes for the position of deputy lead Governor shall be appointed as deputy lead Governor.
- 5.1.10. The results of the ballot shall be announced at a formal meeting of the Council.
- 5.1.11. Any individual appointed under the provisions of paragraphs 5.10 to 5.12 above may at any time resign from the office of lead Governor or deputy lead Governor by giving notice in writing to the Secretary. The Council of Governors shall thereupon appoint another lead Governor or deputy lead Governor (as required) in accordance with the provisions of paragraphs 5.5 to 5.11 above.

6. COMMITTEES

- 6.1.1. Subject to any guidance or best practice advice as may be issued by NHS Improvement, the Council of Governors may and, if directed by NHS Improvement, shall appoint committees of the Council of Governors to assist it in the proper performance of its functions under the Regulatory Framework, consisting wholly or partly of the Chair, Governors and others.
- 6.1.2. A committee appointed under SO 6 may, subject to such directions as may be given by the Council of Governors, appoint sub-committees consisting wholly or partly of members of the committee. Formal Committees will be minuted and these minutes may be available to Council members.

- 6.1.3. These SOs, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Council of Governors with the terms "Chair" to be read as a reference to the Chair of the committee, and the term "Governor" to be read as a reference to a member of the committee as the context permits.
- 6.1.4. Each such committee shall have such terms of reference and powers and be subject to such conditions as the Council of Governors shall decide and shall be in accordance with the Regulatory Framework and any guidance or best practice advice issued by NHS Improvement, but the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors at a formal meeting.
- 6.1.5. Where committees are authorised to establish sub-committees they may not delegate their powers to the sub-committee unless expressly authorised by the Council of Governors.
- 6.1.6. Any committee or sub-committee established under this SO 6 may call upon outside advisers to assist them with their tasks, subject to the advance agreement of the Board of Directors. Any conflict arising between the Council of Governors and the Board of Directors under this paragraph shall be determined in accordance with the dispute resolution procedure set out at paragraph 3 of Annex 6 of the Constitution.
- 6.1.7. The Council of Governors shall approve the appointments to each of the committees which it has formally constituted.
- 6.1.8. Where the Council of Governors is required to appoint persons to a committee to undertake statutory functions, and where such appointments are to operate independently of the Council of Governors, such appointments shall be made in accordance with applicable statute and regulations and with guidance or best practice advice issued by NHS Improvement.
- 6.1.9. Where the Council of Governors determines that persons who are neither Governors, nor Directors or Officers of the Trust, shall be appointed to a committee, the terms of such appointment shall be determined by the Council of Governors subject to the payment of travelling expenses and other allowances being in accordance with such sum as may be determined by the Board of Directors.
- 6.1.10. The Council of Governors may appoint Governors to serve on joint committees with the Board of Directors on the request of the Chair.

7. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

7.1. Declaration of interests

- 7.1.1. The Regulatory Framework requires each Governor to declare to the Secretary (before the Trust enters into the transaction or arrangement):
- 7.1.1.1. any actual or potential interest, direct or indirect interest in a proposed transaction or arrangement with the Trust, as described in SO 7.2.1; and
 - 7.1.1.2. any actual or potential pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust, as described in SOs 7.2.2 and 7.2.3; and
 - 7.1.1.3. any actual or potential family interest, direct or indirect, of which the Governor is aware, as described in SO 7.2.5.
- 7.1.2. Such a declaration shall be made either at the time of the Governor's election or appointment or as soon thereafter as the interest arises, and in a form prescribed by the Secretary as attached at Appendix B to these SOs.
- 7.1.3. In addition, if a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as

soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter.

7.1.4.If a declaration under paragraph 7.1.2 above proves to be, or becomes, inaccurate or incomplete, the Governor must make a further declaration before the Trust enters into the transaction or arrangement. This does not require a declaration of an interest which the Governor is not aware of or where the Governor is not aware of the transaction or arrangement in question.

7.1.5.A Governor does not need to declare an interest:

7.1.5.1. if, it cannot reasonably be regarded as likely to give rise to a conflict of interest;

7.1.5.2. if, or to the extent that, the Governors are already aware of it.

7.1.6.Subject to SO 7.2.4, if a Governor has declared a pecuniary interest (as described in SOs 7.2.2 and 7.2.3) he shall not take part in the consideration or discussion of the matter. At the time the interests are declared, they should be recorded in the Governor's meeting minutes. Any changes in interests should be officially declared at the next relevant meeting following the change occurring.

7.1.7.This SO 7 applies to any committee, sub-committee or joint committee of the Council of Governors and applies to any member of any such committee, sub-committee, or joint committee (whether or not he is also a Governor).

7.1.8.The interests of Governors in companies likely or possibly seeking to do business with the Trust should be published in the Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

7.2. Nature of interests

7.2.1.Interests which should be regarded as "relevant and material" are as follows and are to be interpreted in accordance with guidance issued by NHS Improvement and will include:

7.2.1.1. directorships, including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies); or

7.2.1.2. ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or the Trust; or

7.2.1.3. any close family members in employment with the Trust

7.2.1.4. any connection to an organisation likely or potentially to do business with the Trust.

7.2.2.A Governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

7.2.2.1. he, or a nominee of his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

7.2.2.2. he is a partner of, or is in the employment of, a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.

7.2.3.A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

7.2.3.1. of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; or

7.2.3.2. of an interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or

7.2.3.3. of any travelling or other expenses or allowances payable to a Governor in accordance with the Constitution.

7.2.4. Where a Governor:

7.2.4.1. has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and

7.2.4.2. the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and

7.2.4.3. if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, the Governor shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his duty to disclose his interest.

7.2.5. A family interest is an interest of an Immediate Family Member of a Governor which if it were the interest of that Governor would be a personal interest or a pecuniary interest of his.

7.2.6. If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Secretary. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships should also be considered.

7.3. Register of members of the Council of Governors

7.3.1. The register of members of the Council of Governors shall list the names of Governors, their category of membership of the Council of Governors and an address through which they may be contacted which may be the Secretary.

7.4. Register of interests of members of the Council of Governors

7.4.1. The Secretary shall keep a register of interests of members of the Council of Governors which shall contain the names of each Governor, whether he has declared any interest, and if so, the interest declared.

8. STANDARDS OF BUSINESS CONDUCT

8.1. Members of the Council of Governors shall comply with the Governors' Code of Conduct and any guidance or best practice advice issued by NHS Improvement.

9. APPOINTMENTS AND RECOMMENDATIONS

9.1. A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment but this paragraph of this SO shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.

9.2. Informal discussions outside nominations panels, appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee in question.

- 9.3. Every Governor shall disclose to the Chief Executive or his delegated Officer any relationship between himself and a candidate of whose candidature that Governor or Officer is aware. It shall be the duty of the Chief Executive or his delegated Officer to report to the Council of Governors any such disclosure made.
- 9.4. On appointment, members of the Council of Governors should disclose to the Council of Governors whether they are related to any other member of the Council of Governors or holder of any office in the Trust.
- 9.5. Where the relationship to a member of the Council of Governors of the Trust is disclosed, SO 7 shall apply.

10. MISCELLANEOUS

- 10.1. The Secretary shall provide a copy of these SOs to each Governor and endeavour to ensure that each Governor understands his responsibilities within these SOs.
- 10.2. If for any reason these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Council of Governors for action or ratification. All Governors have a duty to disclose any non-compliance with these SOs to the Chair as soon as possible.

Appendix A - Declaration to the Secretary of Kent Community Health NHS Foundation Trust

I hereby declare that I am at the date of this declaration a member of the [Public/Staff]²Constituency, and I am not prevented from being a member of the Council of Governors by reason of any provision of paragraph 8 of Schedule 7 to the 2006 Act or the Constitution.

² Please delete as appropriate.

Appendix B - Prescribed Form of Declaration of Interests

Declaration to the Secretary of Kent Community Health NHS Foundation Trust

Date [insert]

To the Secretary of Kent Community Health NHS Foundation Trust

Dear [insert]

In fulfilment of the obligations imposed on me by paragraph 17 of the Constitution of the Trust and the provisions of Standing Order 7 of the Standing Orders for the Council of Governors generally, and in particular Standing Order 7.1.2, I hereby give notice to the Trust of my interest in [insert details of the nature and extent of the relevant interest(s) (e.g. pecuniary, non pecuniary, direct, indirect, actual, potential, etc.)] as of the date posted above.

I require the nature and extent of my interest(s) to be recorded in the Trust's register of interests of the members of the Council of Governors.

Yours faithfully

[insert name]

ANNEX 5 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

KENT COMMUNITY HEALTH NHS FOUNDATION TRUST
STANDING ORDERS
FOR THE
BOARD OF DIRECTORS

1. Statutory Framework

- 1.1 The Trust became a Public Benefit Corporation on 1 March 2015 following Authorisation by NHS Improvement pursuant to the 2006 Act.
- 1.2 The Trust's principal place of business is the Trust Headquarters.
- 1.3 The Trust is governed by the Regulatory Framework. The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework and in particular paragraph 33 of the Constitution requires the Board Directors to adopt SOs for the regulation of its proceedings and business.
- 1.4 As a Public Benefit Corporation, the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.
- 1.5 The SOs, Scheme of Delegation and SFIs provide a comprehensive business framework for the administration of the Trust's affairs, and these need to be read in conjunction with the Regulatory Framework. All Directors and Nominated Officers should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions contained within them.
- 1.6 The Trust will deal with NHS Improvement in an open and co-operative manner and must promptly notify NHS Improvement of anything relating to the Trust which NHS Improvement would reasonably expect prompt notice of, including, without prejudice to the foregoing generality, any anticipated failure or anticipated prospect of failure on the part of the Trust to meet its obligations under its Authorisation or any financial or performance thresholds which NHS Improvement may specify from time to time.
- 1.7 The Chair, Chief Executive or any other person giving information to the public on behalf of the Trust shall ensure that they follow the principles set out in the Directors' Code of Conduct.
- 1.8 Delegation of Powers – Scheme of Delegation
 - 1.8.1 Under SO 5 (Arrangements for the exercise of functions by delegation) the Board of Directors exercises its power to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee of the Board of Directors appointed by virtue of SO 6 or by an Executive Director of the Trust, in each case subject to such restrictions and conditions as the Board of Directors thinks fit. Delegated powers are covered in the Scheme of Delegation.

2. INTERPRETATION

- 2.1 Save as otherwise permitted by law, at any meeting of the Board of Directors, the Chair of the Trust shall be the final authority on the interpretation of the SOs (on which he should be advised by the Chief Executive and Secretary).
- 2.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these SOs shall bear the same meaning as in the Constitution.
- 2.3 The provisions of paragraphs 1.2 to 1.7 of the Constitution apply to these SOs, save that any reference to "Constitution" shall be read as a reference to these "SOs".

3. THE BOARD OF DIRECTORS

- 3.1 All business shall be conducted in the name of the Trust.
- 3.2 All funds received in trust shall be in the name of the Trust as corporate trustee. Directors acting on behalf of the Trust as corporate trustees are acting as quasi-trustees.

- 3.3** In relation to Funds held on Trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as the Trust. Accountability for charitable Funds held on Trust is to the Charity Commission.
- 3.4** The Trust has the functions conferred on it by the Regulatory Framework.
- 3.5** The powers of the Trust shall be exercised by the Board of Directors meeting either in public or private session except as otherwise provided for in SO 4.1.
- 3.6** The Trust has resolved that certain powers and decisions may only be exercised or made by the Board of Directors. These powers and decisions are set out in the Scheme of Delegation.
- 3.7** The Board of Directors may appoint any Non-Executive Director as the "senior independent director", for such period not exceeding the remainder of his term as a Non-Executive Director, as they may specify on appointing him. The Board of Directors may consult the Council of Governors prior to such appointment.
- 3.8** Any Non-Executive Director appointed under SO 3.7 may at any time resign from the office of "senior independent director" by giving notice in writing to the Chair. The Board of Directors (in consultation with the Council of Governors) may thereupon appoint another Non-Executive Director as "senior independent director" in accordance with the provisions in SO 3.7.

4. MEETINGS OF THE BOARD OF DIRECTORS

4.1 Admission of the public and the press

- 4.1.1** Meetings of the Board of Directors shall be held in public unless the Board of Directors in its absolute discretion determines any special reasons exist that require any meeting of the Board of Directors to be held in private.
- 4.1.2** Where a meeting of the Board of Directors is held in public, the public and representatives of the press shall be afforded facilities to attend such meeting of the Board of Directors but shall be required to withdraw upon the Board of Directors resolving as follows:
- 4.1.3** *"...that representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity of which would be prejudicial to the public interest".*
- 4.1.4** The Chair shall give such directions as he thinks fit to ensure that the Board of Directors' business shall be conducted without interruption or disruption and, without prejudice to the power to exclude the public and representatives of the press under SO 4.1.2 above, members of the public and representatives of the press) will be required to withdraw upon the Board of Directors resolving as follows:
- 4.1.5** *"...that in the interests of public order the meeting adjourn for [the period to be specified] to enable the Board of Directors to complete business without the presence of the public or press."*

4.2 Calling meetings

- 4.2.1** Subject to SO 4.2.2 below, meetings of the Board of Directors shall be held at such times and places as the Board of Directors may, in its absolute discretion, determine.
- 4.2.2** The Chair may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of members of the Board of the Directors and specifying the business to be transacted at the meeting, and this has been presented to him, or if, without so refusing, the Chair does not call a meeting within 7 Clear Days after such requisition has been presented to him, at the Trust's Headquarters, such one-third or more members of the Board of Directors may forthwith call a meeting for the purpose of conducting that business.

4.3 Notice of meetings

- 4.3.1 Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it, shall be delivered to every Director, so as to be available to him at least 10 Clear Days before the meeting, save in the case of emergencies.
- 4.3.2 Before a public meeting of the Board of Directors, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's Headquarters and shall be advertised on the Trust's website at least 10 Clear Days before the meeting, save in the case of emergencies.
- 4.3.3 Want of service of the notice on any one member of the Board of Directors shall not affect the validity of a meeting but failure to serve such a notice on more than 2 Executive Directors and 2 Non-Executive Directors will invalidate the meeting. A notice of the meeting shall be presumed to have been served one day after posting or, in the case of a notice sent electronically, on the date of transmission.
- 4.3.4 In the case of a meeting called by the Directors in default of the Chair in accordance with SO 4.2.2 above, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the requisition.
- 4.3.5 In the event of an emergency giving rise to the need for an immediate meeting, failure to comply with the notice periods referred to in SO 4.3.1 and (where relevant) SO 4.3.2 above) shall not prevent the calling of, or invalidate, such a meeting provided that every effort is made to make personal contact with every Director who is not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.

4.4 Agendas and supporting papers

- 4.4.1 Agendas will be sent to members of the Board of Directors 5 Clear Days before the meeting and supporting papers (including the minutes of the previous meeting of the Board of Directors), whenever possible, shall accompany the agenda, but will certainly be dispatched no later than 3 Clear Days before the meeting, save in an emergency giving rise to the need for an immediate meeting of the Board of Directors, as set out in SO 4.3.5 above. The agenda will be sent to the members of the Council of Governors 5 clear days before the meeting. Failure to serve the agenda and (where relevant) supporting papers on more than 2 Executive Directors and 2 Non-Executive Directors will invalidate the meeting. The agenda and supporting papers shall be presumed to have been served one day after posting or, in the case of a notice being sent electronically, on the date of transmission. The Chair may, at his discretion, waive this requirement when he is made aware of issues which make this unreasonable.

4.5 Setting the agenda

- 4.5.1 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted ("Standing Items").
- 4.5.2 A Director desiring a matter to be included on an agenda, other than a Standing Item or a motion under SO 4.10 (emergency motions and written motions) below, including a formal proposition for discussion and voting on at a meeting, shall make his request in writing to the Chair at least 10 Clear Days before the meeting. Requests made less than 10 Clear Days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.5.3 No business may be transacted at any meeting of the Board of Directors which is not specified in the notice of that meeting unless the Chair, in his absolute discretion, agrees that the item and (where relevant) any supporting papers should be considered by the Board of Directors as a matter of urgency. A decision by the Chair to permit consideration of the item in question and (where relevant) the supporting papers shall be recorded in the minutes of that meeting.

4.6 Petitions

- 4.6.1 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next meeting of the Board of Directors.

4.7 Chair of meeting

- 4.7.1 At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair, if there is one and he is present, shall preside. If the Chair and Deputy Chair are absent such Non-Executive Director as the members of the Board of Directors present shall choose, shall preside.
- 4.7.2 If the Chair is absent temporarily on the grounds of a declared conflict of interest, the Deputy-Chair, if present, shall preside. If the Chair and Deputy-Chair are absent, or are disqualified from participating, such Non-Executive Director as the members of the Board of Directors present shall choose shall preside.
- 4.7.3 If any matter for consideration at a meeting of the Board of Directors relates to the interests of the Chair or the Non-Executive Directors as a class, neither the Chair nor any of the Non-Executive Directors shall preside over the period of the meeting during which the matter is under discussion. The Directors (excluding the Chair and the Non-Executive Directors) shall elect one of the number to preside during that period and that person shall exercise all the rights and obligations of the Chair, including (for the avoidance of doubt) the right to exercise a second or casting vote where the numbers of votes for and against a motion is equal.

4.8 Chair's ruling

- 4.8.1 Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and subject to SO 2.1, the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

4.9 Notices of motion

- 4.9.1 Notwithstanding the provisions of SO 4.5 above, and subject to the provisions of SO 4.11 (Motions: procedure at and during a meeting) and SO 4.12 (Motion to rescind a resolution) below, a member of the Board of Directors wishing to move or amend a motion shall send a written notice to the Chair.
- 4.9.2 The notice shall be delivered at least 3 Clear Days before the meeting. The Chair shall include in the agenda for the meeting all notices so received that are in order and permissible under these SOs. Subject to SO 4.3.4, this SO shall not prevent any motion being moved without notice on any business mentioned on the agenda for the meeting.

4.10 Emergency motions and written motions

4.10.1 Emergency motions

- a) Subject to the agreement of the Chair, and subject also to the provisions of SO 4.11 (Motions: procedure at and during a meeting), a member of the Board of Directors may give the Chair written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared by the Chair to the Board of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

4.10.2 Written motions

- a) In urgent situations and with the consent of the Chair, business may be effected by a Director's written motion to deal with business otherwise required to be conducted at a meeting of the Board of Directors.
- b) If all members of the Board of Directors have been notified of the proposal and a majority of Directors entitled to attend and vote at a meeting of the Board of Directors confirms acceptance of the written motion either in writing or electronically to the Secretary within 5 Clear Days of dispatch then the

motion will be deemed to have been resolved notwithstanding that the Directors have not gathered in one place.

- c) The effective date of the resolution shall be the date that the last confirmation is received by the Secretary and, until that date a Director who has previously indicated acceptance can withdraw and the motion shall fail.
- d) Once the resolution is passed, a copy certified by the Secretary shall be recorded in the minutes of the next ensuing meeting where it shall be signed by the person presiding at it.

4.11 Motions: procedure at and during a meeting

4.11.1 Who may propose

- a) A motion properly notified under SO 4.9 above may be proposed by the Chair of the meeting or any other member of the Board of Directors present at the meeting. All motions so proposed must be seconded by another member of the Board of Directors.

4.11.2 Contents of motions

- a) The Chair may exclude from the debate at his sole discretion any motion of which notice was not given on the notice summoning the meeting other than a motion relating to;
- b) the reception of a report;
- c) consideration of any item of business before the Board of Directors;
- d) the accuracy of minutes;
- e) that the Board of Directors proceed to the next item of business on the agenda;
- f) that the Board of Directors adjourn the discussion or the meeting; or
- g) that the question be now put.

4.12 Amendments to motions

- 4.12.1 A motion for amendment shall not be discussed unless it has been proposed and seconded.
- 4.12.2 Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board of Directors.
- 4.12.3 If there are a number of amendments proposed and seconded to a motion, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

4.13 Rights of reply to motions

4.13.1 Amendments

- 4.13.2 The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

4.13.3 Substantive/original motion

- 4.13.4 The mover who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

4.14 Withdrawing a motion

- 4.14.1 A motion or an amendment to a motion, once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

4.14.2 Motions once under debate

When a motion is under debate, no motion may be moved other than:

- a) an amendment to the motion; or
 - b) the adjournment of the discussion, or the meeting; or
 - c) that the meeting proceed to the next item of business on the agenda; or
 - d) the appointment of an ad hoc committee to deal with a specific item of business; or
 - e) that the motion be now put; or
 - f) (where relevant), a motion under SO 4.1 above resolving to exclude the public (including the press); or
 - g) that a member of the Board of Directors be not further heard.
- 4.14.3 In the case of motions under SO 4.11.2 e) (proceed to next business) or 4.142.(a)(e) (motion be now put), in the interests of objectivity these motions should only be put forward by a member of the Board of Directors who has not previously taken part in the debate and who is eligible to vote.
- 4.14.4 If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.
- 4.14.5 The Chair shall have absolute discretion to the time permitted to members of the Board of Directors to move a motion or respond or reply to the motion

4.15 Motion to rescind a resolution

- 4.15.1 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the member of the Board of Directors who gives it and also the signature of three other members of the Board of Directors, and before considering any such motion of which notice shall have been given, the Board of Directors may refer the matter to an appropriate committee of the Board of Directors or the Chief Executive for recommendation.
- 4.15.2 When any such motion has been dealt with by the Board of Directors, it shall not be competent for any member of the Board of Directors other than the Chair to propose a motion to the same effect within 6 calendar months. However, the Chair may do so if he considers it appropriate. This SO shall not apply to motions moved in pursuance of a report or recommendations of a committee of the Board of Directors or the Chief Executive.

4.16 Voting

- 4.16.1 Subject to SO 4.15 (Suspension of Standing Orders), or as otherwise provided by the SOs, every question at a meeting shall be determined by a majority of the votes of the Directors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the Chair shall have a second or casting vote.
- 4.16.2 All questions put to the vote shall, at the discretion of the Chair, be determined by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

- 4.16.3 If at least one-third of the members of the Board of Directors present so request, the voting (other than by paper ballot), on any question may be recorded to show how each Director present voted or abstained.
- 4.16.4 If a Director so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.16.5 In no circumstances may:
- a) an absent Director vote by proxy (absence is defined as being absent at the time of the vote); or
 - b) a resolution be passed if it is opposed by all of the Non-Executive Directors present and voting, or by all of the Executive Directors present and voting.
- 4.16.6 An Officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

4.17 Minutes

- 4.17.1 The minutes of the proceedings of a meeting of the Board of Directors shall be drawn up by the Secretary and submitted for agreement at the next ensuing meeting, where they will be signed by the person presiding at it.
- 4.17.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.
- 4.17.3 Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.17.4 Minutes of the meetings of the Board of Directors shall be retained in the Chief Executive's office.
- 4.17.5 Minutes shall be circulated in accordance with Directors' wishes.
- 4.17.6 Where providing a record of a public meeting the minutes shall be made available to the public, save for items discussed by the Directors following the exclusion of the public and representatives of the press under SO 4.1.2 and 4.1.3.

4.18 Record of attendance and apologies

- 4.18.1 The names of the Directors present at the meeting shall be recorded in the minutes, together with the names of any Nominated Officers, Officers and others invited by the Chair to be in attendance, save for members of the public or representatives of the press.
- 4.18.2 Directors who are unable to attend a meeting of the Board of Directors shall notify the Secretary in writing in advance of the meeting in question so that their apologies may be submitted.

4.19 Quorum

- 4.19.1 No business shall be transacted at a meeting of the Board of Directors unless at least six Directors are present, including at least one Executive Director, one Non-Executive Director and the Chair.
- 4.19.2 An Officer in attendance for an Executive Director but without formal acting up status as described in SO 4.16.6 above may not count towards the quorum.

- 4.19.3 If the Chair or a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest as provided in SO 8 below that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the Remuneration and Nomination Committee).

4.20 Meetings: electronic communication

- 4.20.1 In this SO, "communication" and "electronic communication" shall have the meanings set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.
- 4.20.2 A Director in electronic communication with the Chair and all other parties to a meeting of the Board of Directors or of a committee or sub-committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.
- 4.20.3 A meeting at which one or more of the Directors attends by way of electronic communication is deemed to be held at such a place as the Directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chair of the meeting is physically present.
- 4.20.4 Meetings held in accordance with this SO are subject to SO 4.19 (Quorum). For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.
- 4.20.5 The minutes of a meeting held in this way must state that it was held by electronic communication and that the Directors were all able to hear each other and were present throughout the meeting.

4.21 Adjournment of meetings

- 4.21.1 The Board of Directors may, by resolution, adjourn any meeting to some other specified date, place and time and such adjourned meeting shall be deemed a continuation of the original meeting.
- 4.21.2 No business shall be transacted at any adjourned meeting which was not included in the agenda of the meeting of which it is an adjournment.
- 4.21.3 When any meeting is adjourned to another day, other than the following day, notice of the adjourned meeting shall be sent to each Director specifying the business to be transacted and the date, time and place of the adjournment.

4.22 Reports from the Executive Directors

- 4.22.1 At any meeting of the Board of Directors a Director may ask any question through the Chair without notice on any report by an Executive Director, or other Officer of the Trust, after that report has been received by or while such report is under consideration by the Board of Directors at the meeting. The Chair may, in his absolute discretion, reject any question from any Director if, in his opinion, the question is substantially the same and relates to the same subject matter as a question which has already been put to that meeting or a previous meeting.

5. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 5.1 Subject to SO 3.6, the Regulatory Framework and such guidance or best practice advice as may be issued by NHS Improvement, the Board of Directors may make arrangements for the exercise of any of its functions by a committee or sub-committee appointed by virtue of SO 5.3 below or by an

Executive Director subject to such restrictions and conditions as the Board of Directors considers appropriate.

5.2 Emergency powers

- 5.2.1 The powers which the Board of Directors has retained to itself within these SOs or the Scheme of Delegation may, in emergency or for an urgent decision, be exercised by the Chief Executive and the Chair after having consulted at least two other Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors for ratification.

5.3 Delegation to committees

- 5.3.1 The Board of Directors shall agree from time to time to the delegation of powers to be exercised by committees of the Board of Directors, which it has formally constituted. The constitution and terms of reference of these committees and their specific powers shall be approved by the Board of Directors.

5.4 Delegation to Nominated Officers

- 5.4.1 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to a committee of the Board of Directors shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he will perform personally and shall nominate Officers to undertake the remaining functions for which he will still retain accountability to the Board of Directors.
- 5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his proposals, which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.
- 5.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Director of Finance or other Executive Director to provide information and advise the Board of Directors in accordance with any statutory requirements.
- 5.4.4 The arrangements made by the Board of Directors as set out in the Scheme of Delegation shall have effect as if incorporated in these SOs, but for the avoidance of doubt, the Scheme of Delegation does not form part of the Constitution.

5.5 Duty to report non-compliance with Standing Orders

- 5.5.1 If for any reason these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board of Directors for action or ratification. All members of the Board of Directors and all Officers (including Nominated Officers) have a duty to disclose any non-compliance with these SOs to the Secretary as soon as possible.

6. COMMITTEES

6.1 Appointment of committees

- 6.1.1 Subject to SO 3.6, the Regulatory Framework and such guidance or best practice advice issued by NHS Improvement, the Board of Directors may and, if directed by NHS Improvement, shall appoint committees of the Board of Directors consisting wholly or partly of Directors.
- 6.1.2 A committee appointed under SO 6.1.1 may, subject to the Regulatory Framework and such guidance and/or best practice advice as may be issued by NHS Improvement or the Board of Directors, appoint sub-committees consisting wholly or partly of Directors.

- 6.1.3 The SOs, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees (and any sub-committees or joint committees appointed under SO 6.1.2) established by the Board of Directors, in which case the term "Chair" is to be read as a reference to the Chair of the committee (or sub-committee or joint committee) as the context permits, and the term "member" is to be read as a reference to a member of the committee (or sub-committee or joint committee) also as the context permits.
- 6.1.4 Each such committee, sub-committee or joint committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide in accordance with any legislation, and/or regulations and/or such guidance or best practice advice issued by NHS Improvement. Such terms of reference shall have effect as if incorporated into the SOs, but for the avoidance of doubt, these terms of reference do not form part of the Constitution.
- 6.1.5 Where committees are authorised to establish sub-committees they may not delegate powers to the sub-committee unless expressly authorised by the Board of Directors.
- 6.1.6 The Board of Directors shall approve the appointments to each of the committees, which it has formally constituted. Where the Board of Directors determines, and the Regulatory Framework permits, that persons, who are neither Directors nor Officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board of Directors as defined by the Regulatory Framework. The Board of Directors shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses.
- 6.1.7 The committees established by the Board of Directors are:
- a) Audit and Risk Committee;
 - b) Charitable Funds Committee;
 - c) Finance Committee
 - d) Remuneration and Nomination Committee; and
 - e) Quality Committee.
- 6.1.8 The Constitution and terms of reference of the committees listed in SOs 6.1.7 above shall be agreed by the Board of Directors.
- 6.1.9 Notwithstanding the provisions of SO 6.1.7 above, the Board of Directors may establish other committees, sub-committees and joint committees, including ad hoc committees, sub-committees and joint committees from time to time at its discretion.

6.2 Confidentiality

- 6.2.1 A member of a committee (including sub-committees or joint committees) shall not disclose any matter dealt with, by, or brought before, the committee, sub-committee or joint committee without its permission until the committee, sub-committee or joint committee (as appropriate) shall have reported to the Board of Directors or shall otherwise have concluded on that matter.
- 6.2.2 A Director or a member of a committee, sub-committee or joint committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the committee, sub-committee or joint committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee, sub-committee or joint committee resolve that it is confidential.

7. INTERFACE BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS

- 7.1** The Board of Directors will cooperate with the Council of Governors as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to the following matters which are set out within the Constitution:
- 7.2** The Directors, having regard to the views of the Council of Governors, are to prepare the Forward Plan in respect of each Financial Year to be given to NHS Improvement.
- 7.3** The Board of Directors are to present to the Council of Governors at a general meeting of the Council of Governors the Annual Accounts, any report of the Auditor on them, and the Annual Report.
- 7.4** The Annual Report is to give:
- 7.4.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of its Public Constituency is representative of those eligible for such membership;
 - 7.4.2 information on the impact that income received by the Trust otherwise than from the fulfilment of the Principal Purpose has had on the provision by the Trust of goods and service for those purposes; and
 - 7.4.3 any other information which NHS Improvement requires.
- 7.5** In order to comply with the Regulatory Framework in all respects and in particular in relation to the matters which are set out above, the Council of Governors may request that a matter which relates to paragraphs 27 and 29 of the Constitution is included on the agenda for a meeting of the Board of Directors.
- 7.6** If the Council of Governors so desires such a matter as described within SO 7.5 above to be included on an agenda item, they shall make their request in writing to the Chair at least 10 Clear Days before the meeting of the Board of Directors. The Chair shall decide whether the matter is appropriate to be included on the agenda. Requests made less than 10 Clear Days before a meeting may be included on the agenda at the discretion of the Chair.

8. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS OF THE MEMBERS OF THE BOARD OF DIRECTORS

- 8.1** The Constitution requires members of the Board of Directors to declare (before the Trust enters into the transaction or arrangement):
- 8.1.1 any direct or indirect interest in a proposed transaction or arrangement with the Trust, and
 - 8.1.2 any actual or potential pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust; and
 - 8.1.3 any family interest, direct or indirect of which the Director is aware.
- 8.2** All members of the Board of Directors must declare such interests as soon as the Director in question becomes aware of it. Any members of the Board of Directors appointed subsequently to the date of the Authorisation must do so on appointment.
- 8.3** Such a declaration shall be made by completing and signing a form, as prescribed by the Secretary from time to time, setting out any interests required to be declared outside a meeting in accordance with the Constitution or the SOs and delivering it to the Secretary on appointment or as soon thereafter as the interest arises, but within 7 Clear Days of becoming aware of the existence of a relevant and material interest.
- 8.4** If a declaration under SO 8.1 or 8.2 above proves to be, or becomes, inaccurate or incomplete, the Director must make a further declaration before the Trust enters into the transaction or arrangement.

This does not require a declaration of an interest of which the Director is not aware of the transaction or arrangement in question.

8.5 A Directors need not declare an interest:

- 8.5.1 if, it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 8.5.2 if, or to the extent that, the Directors are already aware of it;
- 8.5.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered by:
 - a) a meeting of the Board of Directors; or
 - b) by a committee of the Directors appointed for the purpose.

8.6 In addition, if a Director is present at a meeting of the Board of Directors and has an interest of any sort in any matter which is the subject of consideration, he must at the meeting and as soon as practicable after its commencement disclose the fact and he must then withdraw from the meeting and play no part in the relevant discussion and he shall not vote on any question with respect to the matter.

8.7 If a Director has declared a pecuniary interest in accordance with SO 8.8 below he shall not take part in the consideration or discussion of the matter in respect of which an interest has been disclosed and shall be excluded from the meeting whilst that matter is under consideration. At the time the interests are declared, they should be recorded in the Director's meeting minutes. Any changes in interests should be officially declared at the next relevant meeting following the change occurring.

8.8 Subject to any guidance or best practice advice issued by NHS Improvement, interests which should be regarded as "relevant and material" for the purposes of these SOs are:

- 8.8.1 Directorships, including non-executive directorships held in private companies or public listed companies (with the exception of those of dormant companies);
- 8.8.2 Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or the Trust;
- 8.8.3 majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS or the Trust;
- 8.8.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
- 8.8.5 any connection with a voluntary or other organisation contracting for NHS or Trust services or commissioning NHS or Trust services;
- 8.8.6 any connection with an organisation, entity or company considering entering into or having entered into a financial agreement with the Foundation Trust, including but not limited to, lenders or banks;
- 8.8.7 research funding or grants that may be received by an individual or their department; and
- 8.8.8 interests in pooled funds that are under separate management.

8.9 Members of the Board of Directors who hold directorships in companies likely or possibly seeking to do business with the NHS or the Trust should be published in the Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

8.10 A Director shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- 8.10.1 he, or a nominee of his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
- 8.10.2 he is a partner or associate of, or is in the employment of, a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.
- 8.11** A Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- 8.11.1 of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; or
- 8.11.2 of an interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 8.12** Where a Director:
- 8.12.1 has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
- 8.12.2 the total nominal value of those securities does not exceed £5,000 or one percent of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- 8.12.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, the Director shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his duty to disclose his interest in accordance with the Constitution and these SOs.
- 8.13** In the case of Immediate Family Members, the interest of one Immediate Family Member shall, if known to the other, be deemed for the purposes of the Constitution and these SOs to be also an interest of the other.
- 8.14** If Directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Secretary. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships should also be considered.
- 8.15** Any remuneration, compensation or allowances payable to a Director by virtue of paragraph 18 to Schedule 7 of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this SO.
- 8.16** SO 8 applies to any committee, sub-committee or joint committee of the Board of Directors and applies to any member of any such committee, sub-committee or joint committee (whether or not he is also a Director).
- 8.17 Register of interests of the members of the Board of Directors**
- 8.17.1 The register of interests of members of the Board of Directors shall contain the names of each Director, whether he has declared any interests and, if so, the interests declared in accordance with the Constitution or these SOs.
- 8.17.2 In accordance with SO 8.3 above, it is the obligation of the Director to inform the Secretary in writing within 7 Clear Days of becoming aware of the existence of a relevant or material

interest. The Secretary shall be responsible for compiling and maintaining the registers in accordance with paragraph 36.2 of the Constitution.

- 8.17.3 The register of interests of members of the Board of Directors will be available to the public in accordance with paragraph 38.1 of the Constitution.

9. STANDARDS OF BUSINESS CONDUCT

9.1 Policy

- 9.1.1 Directors and (where relevant) Nominated Officers should comply with the Directors' Code of Conduct and any guidance and best practice advice issued by NHS Improvement. This section of the SOs should be read in conjunction with these documents.

9.2 Interest of Directors and Officers in contracts

- 9.2.1 Any Director or Officer who comes to know that the Trust has entered into or proposes to enter into a contract in which he has any pecuniary interest, direct or indirect, shall give notice in writing of such fact to the Chief Executive or Secretary as soon as practicable, but in any event within 7 days of first becoming aware of the fact. In the case of Immediate Family Members, the interest of one Immediate Family Member shall, if known to the other, be deemed to be also the interest of that Immediate Family Member.
- 9.2.2 A Director or Officer must also declare to the Chief Executive or Secretary any other employment or business or other relationship of his, or of an Immediate Family Member, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust in accordance with SO 8. The Trust shall require such interests to be recorded in the register of interests of members of the Board of Directors.

9.3 Canvassing of, and recommendations by, Directors in relation to appointments

- 9.3.1 Canvassing of Directors or members of any committee, sub-committee or joint committee of the Board of Directors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of these SOs shall be included in application forms or otherwise brought to the attention of candidates.
- 9.3.2 A Director of the Board of Directors shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this SO shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.
- 9.3.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee in question.

9.4 Relatives of Directors or Officers

- 9.4.1 Directors and Officers shall bear in mind that candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- 9.4.2 Directors and Officers shall disclose to the Secretary any relationship between himself and a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Secretary to report to the Board of Directors any such disclosure made.
- 9.4.3 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) must disclose to the Secretary whether they are related to any other member of the Board of Directors, the Council of Governors, or holder of any office in the Trust.

9.4.4 Where the relationship to an Officer, Governor, or another Director is disclosed, SO 8 shall apply.

9.5 External consultants

9.5.1 SO 9 will apply equally to all external consultants or other agents acting on behalf of the Trust.

10. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

10.1 Custody of seal

10.1.1 The common seal of the Trust shall be kept by the Secretary or their Nominated Officer in a secure place.

10.2 Sealing of documents

10.2.1 The common seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board of Directors or of a committee, thereof or where the Board of Directors has delegated its powers in accordance with the Scheme of Delegation.

10.2.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (or their Nominated Officer) and authorised and countersigned by the Chief Executive (or their Nominated Officer who shall not be within the originating directorate).

10.2.3 Where it is necessary that a document shall be sealed, the common seal of the Trust shall be affixed in the presence of two Officers duly authorised by the Chief Executive, and also not from the originating department, and shall be attested by them.

10.3 Register of Sealing

10.3.1 The Secretary shall make an entry of every sealing (numbered consecutively) in a book provided for that purpose, and shall ensure that each entry is signed by the persons who shall have approved and authorised the document and those who attested the seal. The Secretary shall make a report of all sealings to the Board of Directors at least annually (the report shall contain details of the seal number, the description of the document and date of sealing).

11. SIGNATURE OF DOCUMENTS

11.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

11.2 The Chief Executive or Nominated Officers shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board of Directors or committee of the Board of Directors to which the Board of Directors has delegated appropriate authority.

11.3 Notwithstanding the generality of SOs 11.1 and 11.2 above, in land transactions the signing of certain supporting documents may be delegated to Nominated Officers, as set out in the Scheme of Delegation, but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works, or main warranty agreements) or any document which is required to be executed as a deed.

12. MISCELLANEOUS

12.1 Standing Orders to be given to Directors and Nominated Officers

- 12.1.1 It is the duty of the Chief Executive to ensure that existing Directors and Nominated Officers and all new appointees are notified of and understand their responsibilities within these SOs.
- 12.1.2 Copies of the SOs shall be issued to Directors and Nominated Officers designated by the Secretary. The Secretary shall ensure that new Directors and Nominated Officers are informed of these SOs in writing and shall receive copies of these SOs.

12.2 Documents having the standing of Standing Orders

- 12.2.1 The SFIs and the Scheme of Delegation shall have the effect as if incorporated into these SOs, but for the avoidance of doubt, neither the SFIs nor the Scheme of Delegation form part of this Constitution.

13. REVIEW OF STANDING ORDERS

- 13.1 The SOs shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in SOs

14. CORPORATE DOCUMENTS

- 14.1 Any corporate documents specific to the setting up of the Trust shall be held in a secure place by the Chief Executive.

ANNEX 6 - FURTHER PROVISIONS

Appendix 1 - The Role and Responsibilities of the Secretary

1. The Trust shall have a Secretary who may be an Officer of the Trust, but may not be a Governor or Director of the Trust.
2. Notwithstanding the specific functions of the Secretary, as set out in this Constitution, the Secretary will be expected inter alia to
 - a. ensure good information flows within the Board of Directors and its committees and between senior management and the Council of Governors, and Members;
 - b. ensure that the procedures of the Board of Directors (as set out in this Constitution and the Standing Orders for the Board of Directors) are complied with;
 - c. ensure that the procedures of the Council of Governors (as set out in this Constitution and the Standing Orders for the Council of Governors) are complied with;
 - d. advise the Board of Directors and the Council of Governors (through the Chair or the Deputy Chair, as the case may be) on all governance matters;
 - e. be available to give advice and support to individual Directors and Governors and assistance with professional development;
 - f. be available to give advice and guidance to Directors and Governors on their respective statutory duties and corporate governance-related matters;
 - g. attend as necessary all meetings of the Board of Directors and Council of Governors including their committees, sub-committees and joint committees, and to keep accurate minutes of these meetings; and
 - h. attend the Annual Members' Meetings and keep accurate minutes of the meeting.

ANNEX 6 - FURTHER PROVISIONS

Appendix 2

1 PROCESS FOR APPOINTING NON-EXECUTIVE DIRECTORS AND THE CHAIR

Subject to the provisions of paragraphs 26 to 27 of the Constitution, the process for appointing new Non-Executive Directors and the Chair will be as follows:

- 1.1 Not less than six months before the end of the term of office of the Chair or a Non-Executive Director (as the case may be) the Council of Governors will direct the Nomination Committee to seek a suitable replacement. The Nomination Committee will be constituted in accordance with paragraphs 1.7 and 1.8 below.
- 1.2 Where the Nomination Committee considers that either the Chair or the Non-Executive Director coming to the end of his term of office should be reappointed for a further term, the Nomination Committee shall make a recommendation to the Council of Governors to that effect.
- 1.3 Where:
 - 1.3.1 the Nomination Committee does not make a recommendation that the Chair or a Non-Executive Director should be reappointed in accordance with paragraph 1.2 above; or
 - 1.3.2 the Chair or (as the case may be) the Non-Executive Director in question does not want to be reappointed; or
 - 1.3.3 the Council of Governors rejects a recommendation that the Chair or (as the case may be) a Non-Executive Director should be reappointed in accordance with paragraph 1.2 above,the Nomination Panel shall initiate a process of open competition for the appointment of the Chair and/or Non-Executive Director, and the post will be advertised. Further, the Nomination Committee shall identify the balance of individual skills, knowledge and experience that is required at the time a vacancy arises and, accordingly, draft a job description and person profile for each new appointment. The Nomination Committee will have the power to establish a sub-committee ("**the Interview Panel**") for the purposes of undertaking any practical steps required to identify suitable individuals including the interviewing of selected candidates that have applied for the relevant post. The Interview panel shall have at least three members, one NED and a majority of Governors.
- 1.4 The Interview Panel for a Chair will consist of the Deputy Chair and at least two Governors. The Interview Panel for a Non-Executive Director will consist of the Chair and at least two governors.
- 1.5 If the number of Governors prepared to serve on the Interview Panel is greater than the number of places available, the panel members will be selected by an election by their peer Governors. The Non-Executive Director will chair the Interview Panel. Each member of the Interview Panel will have one vote. In the event of an equality of votes, the Chair or Deputy Chair (as applicable) will have a casting vote.
- 1.6 The Nomination Committee will make recommendations to the Council of Governors, including recommendations about pay and allowances and, in order to ensure the proper level of remuneration and allowances to be paid to the Chair and the Non-Executive Directors, the Nomination Committee shall from time to time, and at least every 3 years, benchmark, at the Trust's expense if required, with external advisors recognised as experts at appointments and/or remuneration to identify the proper level of remuneration and allowances to be paid to the Chair and/or the Non-Executive Directors, as recommended by the Secretary.
- 1.7 The Nominations Committee will consist of the Chair and at least three Governors including at least one Public Governor and one Staff Governor. If the number of Governors prepared to serve on the Nominations Committee is greater than the number of places available, the committee members will be selected by an election by their peer Governors.

- 1.8 The Nomination Committee constituted under paragraphs 1.6 and 1.7 or the Interview Panel constituted under paragraph 1.4 or 1.5 may, if it considers it appropriate, be supported by appropriate advice from within the Trust including members of the Board and a human resources specialist. It may also engage an external organisation or individual recognised as expert at appointments to identify the qualifications, skills and experience required for the positions of Chair and/or Non-Executive Director and to assist in the process generally.
- 1.9 The Nomination Committee or Interview Panel constituted under paragraphs 1.6 and 1.7 above may invite an independent assessor to attend in an advisory capacity only.
- 1.10 The Council of Governors will not consider nominations for membership of the Board of Directors other than those made by the appropriate Nomination Committee or the Interview Panel (as applicable).

2 Indemnity

- 2.1 Members of the Council of Governors, the Board of Directors and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions save where they have acted recklessly. Any costs arising in this way will be met by the Trust.
- 2.2 The Trust may purchase and maintain insurance against this liability for its own benefit and for the benefit of members of the Council of Governors, the Board of Directors and the Secretary.
- 2.3 The Trust may take out insurance either through the NHS Litigation Authority or otherwise in respect of directors and officers liability, including liability arising by reason of the Trust acting as a corporate trustee of an NHS charity.

3 Dispute Resolution Procedures

Membership disputes

- 3.1 In the event of any dispute about entitlement to membership, the dispute shall be referred to the Secretary who shall make a determination on the point in issue. If the member or applicant (as applicable) is aggrieved at the decision of the Secretary, he may appeal in writing within 14 days of the secretary's decision to the Council of Governors whose decision shall be final.

Other Disputes

- 3.2 In the event of any dispute in relation to this Constitution that concerns anything other than membership, the dispute shall be referred to the Chair who shall make a determination on the point in issue. If the Member or complainant (as the case may be) is aggrieved at the decision of the Chair he may appeal in writing within 14 days of the Chair's decision to the Board of Directors whose decision shall, subject to the provisions of paragraphs 3.3 and 3.4 below, be final.
- 3.3 In the event of a dispute being referred to the Chair under SO 4.13.10 of Annex 4 of this Constitution and a determination being made in accordance with the procedure set out in paragraph 3.2 above, if the Governor in question is aggrieved at the decision of the Board of Directors he may apply in writing within 7 days to the Board of Directors for the decision to be referred to an independent assessor. The independent assessor will then consider the evidence and conclude whether the proposed removal is reasonable or otherwise.
- 3.4 On receipt of an application under paragraph 3.2 above the Board of Directors and the applicant Governor will co-operate in good faith to agree on the appointment of the independent assessor. If the parties fail to agree on an independent assessor within 21 days of the date upon which the application is received by the Board of Directors the independent assessor will be nominated by the NHS England Kent and Medway Area Team Director. The independent assessor's decision will be binding and conclusive on the parties.

Disputes between the Council of Governors and the Board of Directors

- 3.5 In the event of dispute between the Council of Governors and the Board of Directors:
- 3.5.1 in the first instance the Chair on the advice of the Secretary, and such other advice as the Chair may see fit to obtain, shall seek to resolve the dispute;
 - 3.5.2 if the Chair is unable to resolve the dispute he shall appoint a committee comprising equal numbers of Directors and Governors to consider the circumstances and to make recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute this may involve the use of mediation (the "Special Committee");
 - 3.5.3 if the recommendations (if any) of the Special Committee are unsuccessful in resolving the dispute, the Chair may refer the dispute back to the Board of Directors who shall make the final decision.

This process shall not preclude referral to NHS Improvement, or another regulatory or legal body

4 Notices

- 4.1 Save where a specific provision of the Constitution otherwise requires or permits, any notice required by this Constitution to be given shall be given in writing or shall be given using electronic communications to an address for the time being notified for that purpose.
- 4.2 For the purposes of this constitution "electronic communication" shall have the meaning ascribed to it in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.
- 4.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice served pursuant to paragraph 4.1 above shall be deemed to have been received 48 hours after the envelope containing it was posted, or in the case of a notice contained in an electronic communication, 48 hours after it was sent.



Kent Community Health
NHS Foundation Trust

“the most
challenging
year in NHS
history...”

Welcome to our 10th annual report
2020 to 2021

 we care 

www.kentcht.nhs.uk



Kent Community Health
NHS Foundation Trust

Annual report and accounts 2020 to 2021

Presented to Parliament pursuant to Schedule 7,
paragraph 25 (4) (a) of the National Health Service Act 2006

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Snapshot 2020 to 2021

These numbers
don't tell the whole
story about the
incredible work of
our staff – it's
a small snapshot
of the past year.

3,317,900
pairs of gloves

2,628,480
disposable aprons

“We are all
working hard
together to beat
this virus and I am
proud to work for
the NHS.”


54,960
visors

66,048

FFP3 masks

67,053

tubs of chlorine wipes



“I feel like I’m making a difference and I know the hard work of the Personal Protective Equipment (PPE) Team is appreciated.”

2,627,900

surgical masks

“It is a difficult time for patients but we’re helping by doing little things that matter, such as making sure their phones are charged.”

“Patients on the ward couldn’t have visitors, so to lift their spirits I was singing into my mop.”

6,900

goggles

“The pandemic has shown the NHS at its best – people from all jobs, all walks of life, pulling together.”

649.91

litres of alcohol gel

UK lockdown began on 23 March 2020.



In all, **470** staff were redeployed in wave one to help colleagues in tier one services, followed by 120 whole time equivalent in wave two.

We **launched digital consultations** for our service, where appropriate, and carried out thousands of online appointments.



At the height of the pandemic in May 2020, we had 73 Covid-positive patients in our community hospitals – on 23 March 2021, we had two.

together



Our Facebook following increased to more than

12,500 as people looked to us to provide the latest information and advice.



Our Estates Team completed 323 risk assessments to make sure everyone remained safe as services returned to our buildings.

We had excellent staff survey results. Out of 10 themes, we had the top score in five of them: Quality, diversity and inclusion, health and wellbeing, immediate managers, morale and safety culture.

To keep colleagues up-to-date, we sent **186 digital newsletters** – with a daily briefing at the height of the pandemic and launched a dedicated Coronavirus hub on our intranet to give colleagues easy to digest latest information and guidance.

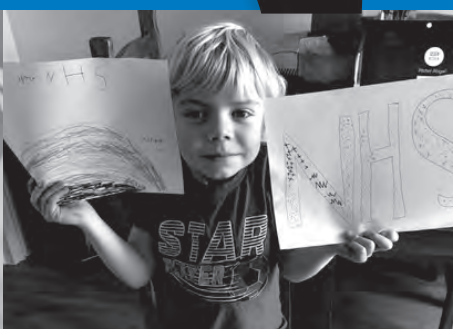




At the start of the pandemic, the trust received more than **150 enquiries to volunteer** – 25 new volunteers helped in our community hospitals and made deliveries to patients.



In the past year, we treated **655 Covid-positive patients** in our community hospitals.



Our charity i care received a staggering **£27,585 of generous donations** on our Just Giving page and NHS Charities Together donated £120k to help our staff through the pandemic.



When visiting was suspended, we helped keep loved ones connected by buying **45 tablets**, shared across our community hospitals in Kent, so patients could video call their families and stay in touch.



We delivered **2,472** training sessions, **20** virtual career workshops for staff and welcomed **315** apprentices.

We recruited 3,800 external and 1,400 internal team members to support our vaccination programme.



Overview of performance:

Welcome to our 10th annual report

This annual report 2020/21 covers the year in which COVID-19 took over our lives and changed so much in the way we provide healthcare and the way in which the NHS is perceived by the people we serve. The impact of the pandemic has changed the country and has impacted so many in such profound ways and while we take a moment to reflect upon the work of the trust, we want to recognise the loss and suffering which so many have experienced this year.

We are very proud of our 5,117-strong workforce – increased by the teams delivering the vaccination programme – who continue to deliver high-quality care to the people we serve in Kent, Medway, East

Sussex and parts of London. That pride in our work and the amazing people we have at KCHFT has helped us address the challenges brought about by COVID-19.

The Covid crisis has provided excellent examples of colleagues stepping up every day to deliver incredible care and this report seeks to celebrate those staff because, as always, during the past 12 months, our focus – despite the pandemic – has remained the people we see, treat and care for together with their families, our people and our partners as we continue with our mission to empower adults and children to live well, to be the best employer and work with our partners as one.



In the period covered by this report, our achievements as a trust have been remarkable.

Our outstanding teams have developed new ways of working and embraced technology like never before to make sure the most vulnerable in the community could still be cared for, despite the restrictions placed on us by COVID-19.

The contribution of each and every KCHFT team member – whether in a frontline or supporting role – is commendable.

In March 2021, the results from the last national staff survey, which took place in the autumn, were announced. And what fantastic feedback it was. The questions are grouped into 10 themes and in the majority of these, we scored significantly higher than the other community trusts we were benchmarked against. In five of them, we had the top score. These were: Quality, diversity and inclusion, health and wellbeing, immediate managers, morale and safety culture.

The Freedom to Speak Up index is calculated as the mean average of responses to the following four questions from the 2020 NHS Staff Survey:

- per cent of staff “agreeing” or “strongly agreeing” that their organisation treats staff who are involved in an error, near miss or incident fairly (question 16a)
- per cent of staff “agreeing” or “strongly agreeing” that their organisation encourages them to report errors, near misses or incidents (question 16b)
- per cent of staff “agreeing” or “strongly agreeing” that if they were concerned about unsafe clinical practice, they would know how to report it (question 17a)
- per cent of staff “agreeing” or “strongly agreeing” that they would feel secure raising concerns about unsafe clinical practice (question 17b).

The national average of the index was 79.2 per cent and community trusts averaging 84.6 per cent in 2020. KCHFT scored 87.0 per cent the second

highest ranking trust in the country compared to the best of 87.6 per cent.

Our vision is to be the best employer for our people and these results will help us strive to be even better at supporting and empowering our staff during one of the most challenging years in NHS history, and in years to come.

And while our priority is the delivery of great care for all the people we serve, managing the money well means we can provide outstanding care and invest in what our patients, clients and service users need. We also remain in a strong, stable financial position, with the highest rating for our financial performance.

The pandemic is far from over, we know that, and while the delivery of the Kent and Medway vaccination programme is another great success story in how we have worked together to protect our population. We know the effects of the pandemic are long-lasting.

The challenges remain and that is why we want to thank all our team members for the exceptional work they have carried out this year for the people we see, treat and care for. We thank you for your support during these 12 months, we really appreciate it.



John Goulston
Chair

Signed 

Date: 17 June 2021



Paul Bentley
Chief Executive

Signed 

Date: 17 June 2021

Kent Community Health NHS Foundation Trust
Annual report and accounts 2020 to 2021

Who we are and what we do

Kent Community Health NHS Foundation Trust was formed in April 2011. We are a large provider of NHS care in patients' homes and in the community in England. In July 2019, the trust was rated as outstanding by the Care Quality Commission.

Our budget was £248m but we spent £257m including £11m on the Covid response (of which £3m related to the vaccination programme). Our year end accounts show expenditure of £269m because it includes expenditure for PPE we received free (but paid for and valued nationally) and for employers pension costs which were paid by NHS England. We employ in the region of 5,117 (31 March 2020) in a wide range of clinical and support roles. We serve three million people; 1.5million living in Kent and 1.5million people outside of Kent.

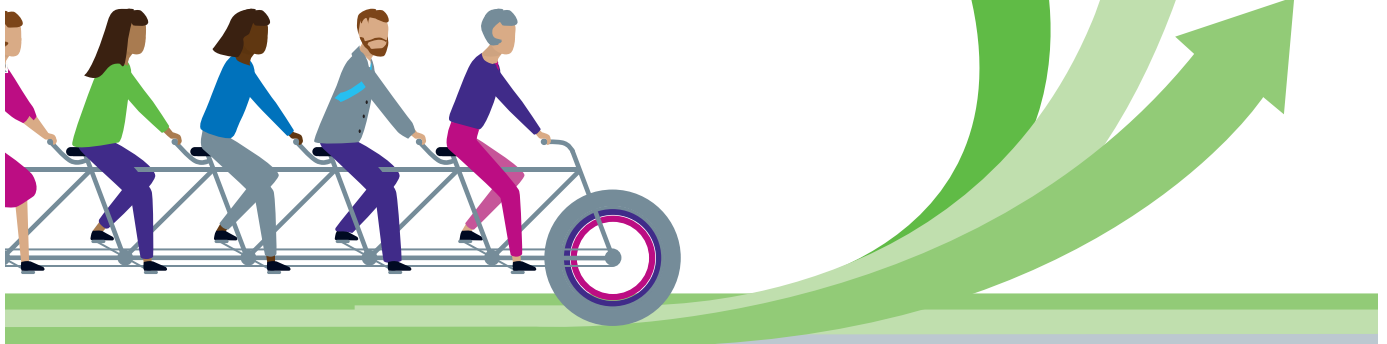
Our workforce includes doctors, community nurses, dietitians, health visitors, dentists, podiatrists, occupational therapists, physiotherapists, family therapists, clinical psychologists, speech and language therapists, radiographers, pharmacists, health trainers and many more.

In March 2020, COVID-19 was something we knew little about. During the past 12 months, our workforce has overcome so much to make sure our patients, clients, service users and their families remain at the heart of everything we do – despite the challenges brought about by the global pandemic.

Our teams have shown grit, determination and commitment.

In April 2020, hundreds of staff were temporarily moved into new roles to support colleagues delivering essential services. These included those who picked up mops and buckets to help with hospital cleaning, community dietitians who moved into hospitals to help patients in intensive care, children's nurses who worked with adult patients and an information analyst who joined a hospital catering team. Others found themselves supporting patients at the worst time in their lives, providing the very best care they could.

When Julie Caddock, Clinical Services Manager in East Sussex, heard Edenbridge and District War Memorial Hospital's cleaning team needed extra help, she put her hand up straight away. She said: "I volunteered because I wanted to help out and welcomed the opportunity for a totally new experience."



Our clinicians embraced change like never before as the pandemic meant they had to create new and innovative approaches to delivering care, including more virtual – by video or phone – appointments.

Our East Kent Frailty Home Treatment Service is good example of a service changing the way it worked to meet the complex needs of patients in our community during the pandemic. The service supports people with frailty and complex conditions to stay at home rather than be admitted to hospital.

Consultant Geriatrician Shelagh O’Riordan said: “We quickly realised at the start of the pandemic we needed to keep as many people away from main (acute) hospitals as possible, and thanks to some fast planning and a flexible workforce, we were able to do exactly that.”

Our School Health Team offered children, young people and their families access to help and counselling on the phone and our health visitors were also just a phone call away.

Speech and language therapists offered virtual appointments, while cardiac rehabilitation counsellors delivered online sessions.

Sexual health clinics switched to virtual ways of working. Rather than patients dropping in, they were able to send in photos of their rashes, sores, bumps or lumps, to help with assessments. The team could then phone the patient to discuss their concerns.

In December 2020, the trust began its vaccination journey with our first site for health and social care colleagues in Aylesham, which quickly included Sheppey and now our five large-scale public vaccination centres in Folkestone, Gravesend, Tonbridge, Thanet and Chatham.

Throughout this challenging year, our workforce – both frontline and support services – have remained dedicated to the people we serve. We might be doing things differently, but we are still here for our patients, every step of the way.

Cardiac Rehabilitation Service Counsellor Susan Walley said: “We were quite familiar with using Skype by the time we were compelled to work from home and we’ve found it’s the closest we can get to actually being in a room with someone.”

Engagement with the public, patients, local groups and organisations

There have been some significant and positive developments in how patients, service users and family carers work together with us to shape and deliver what we do.

In 2020, a new Participation, Engagement and Patient Experience Directorate was created to make sure patients, service users and family carers can use their own lived experiences to develop our services. The Patient and Care Partnership Team leads on all participation and engagement work in the trust. It works with our staff to develop initiatives to make sure there are opportunities for patients, service users and family carers to be involved as equal partners in the decision-making process.

Our Patient and Carer Council was established in 2020; its aim is to drive cultural changes needed in participation, co-design, shared decision-making and engagement. The council is co-chaired by our director of participation, engagement and patient experience and a patient representative. It is made up of existing patients, carers, public governors and KCHFT colleagues. The group receives reports about activities relating to participation, involvement and engagement being carried out by the trust, supports and oversees our quality priorities linked to patient, service user and family carer involvement and submits reports to the quality and workforce committees for assurance.

Our Patient Engagement Group became the new People's Network in August 2020. The People's Network carries out essential participation and engagement work in partnership with KCHFT staff and aims to engage and involve our patients in activities that promote self-care, wellness, empowerment as well as shape and design relevant services. The People's Network was involved in a number of initiatives from August 2020, including: Co-designing our complaints policy and training, shaping our quality improvement training, carer initiatives, a new Always Event project, we care visits, newsletter design, governance groups and focus groups to evaluate patient experience of care during the pandemic.

We continued to develop our carer initiatives across the trust and established our carer involvement steering group to raise awareness of the vital role carried out by unpaid carers. In November 2020, the group held a virtual carers awareness event, hosted on our social media pages, which reached more than 23,000 people. East Kent Carers Support and INVOLVE supported the event by holding a Facebook Live and Helen Whately MP, Minister for Care, shared a video message for our carers. A social media awareness event for Young Carers' Action Day was held in March 2021. The group has developed a new carers' questionnaire and will play a major role in the implementation of the Triangle of Care, which promotes the importance of involving carers, alongside service users and staff, to support recovery and sustain wellbeing.



KCHFT, supported by the Patient and Carer Partnership Team, continues to provide translation services for people whose first language is not English and interpreting services for people who have a disability, sensory loss or impairment. Video translation was rolled out across the trust in March 2020, increasing accessibility to those unable to travel during the pandemic and reaching interpreters from across the globe.

The team continued to engage with people with learning disabilities and, in partnership with East Kent Mencap, tests easy-read patient information. Throughout 2020, the group continued to meet virtually and has tested KCHFT's bereavement pack, patient appointment letters and Patient Advice and Liaison Service (PALS) contact forms for the Ask Listen Do project. This project, which aims to improve the feedback and complaints process for those with a learning disability and/or autism, has led to learning disability and/or autism awareness training for staff and the redesign of the 'your feedback' page on our website.

Our volunteers played a significant and valuable role in supporting our COVID-19 response and helping at our vaccination centres across Kent and Medway; we recruited 94 volunteers to support as stewards at these centres, along with support from more than 400 Rotary Club volunteers and 170 people from the Kent Resilience Forum.

KCHFT now has more than 550 volunteers.



Kent Community Health NHS Foundation Trust
Annual report and accounts 2020 to 2021

Our mission, vision and values



Our mission

To **empower adults and children** to live well, to be the **best employer** and **work with our partners** as one.

Our vision

A community that **supports each other** to live well.



Our values

We have four values:

Compassionate

We put patients and our service users at the heart of everything we do. We're positive, kind and polite. We understand diversity. We're respectful, patient and tolerant.

Aspirational

We feel empowered and we empower our patients. We strive to improve. Our focus is on research and generating ideas and innovations. We're open, transparent and we think creatively.

Responsive

We listen. We act. We communicate clearly. We do what we say we will. We take account of the opinions of others.

Excellent

We strive to deliver the best care we can. We grow a culture of excellence in our teams. We challenge complacency.



Compassionate



Aspirational



Responsive



Excellent

Our goals

- Prevent ill health.
- Deliver high-quality care at home and in the community.
- Integrate services.
- Develop sustainable services.

Our priorities for 2020/21

Improve quality – innovate, improve and learn – so everyone gets the best health and wellbeing outcomes.

Support our people – engage, develop and value our people so they deliver high-quality care throughout long, rewarding careers.

Joined up care – progress partnerships so people feel supported by one multi-skilled team.

Develop our digital ways of working – invest in technology and training to give more time to care, better access to services and the power of information to all.

Reset and reimagine – follow our strong response to COVID-19 with a progressive reset plan – meet changing demand, build on positive differences and transform system working.



Our enablers

Digital – having accessible and integrated technology.



People – engaging, developing and valuing our people.



Environmental sustainability – improving our environmental impact.



System leadership – improving population health and wellbeing.



Partnership working across Kent and Medway

This past year, the health economy in Kent and Medway stood shoulder-to-shoulder, as a true integrated care partnership to provide mutual aid to each other in all its forms and save lives.

The workforce has battled with commitment and resilience that has been second-to-none – and they are the true heroes. Across the patch, primary, community, secondary and voluntary sector teams changed the way they worked and switched, with speed, to provide care at home through digital consultations.

Primary care networks, groups of GP practices and community teams worked with speed and agility to free up hospital beds to cope with huge increases in critical care.

NHS trusts supported care homes; offering digital support, infection prevention training, supplies of personal protective equipment (PPE) and swabbing; alongside delivering innovative new projects to keep residents out of hospital.

Across Kent and Medway, NHS staff moved to where help was most needed – colleagues were deployed into different roles and different trusts. Working together also resulted in better purchasing power for personal protective equipment (PPE) and made sure GPs and community pharmacy also had fast access.

New models of care developed with speed and we had a phenomenal response from our volunteers and voluntary sector workforce, thanks to our district council colleagues, who delivered prescriptions and food parcels to our most vulnerable, shielding patients.

The Salvation Army provided free refreshments at some of our sites since the start of the pandemic and companies and individuals across Kent have been generously donating treats to staff in the vaccination centres since they opened in December.

We know the challenges will continue, but this past year demonstrated that by working together we can provide better lives for the people of Kent

On 1 April 2021, Kent and Medway became an integrated care system (ICS).

Generous donations to make us smile – charity update

This year saw staggering donations to the NHS. The public weighed in with its support and we received £27,585 of generous donations on our Just Giving page.

NHS Charities Together donated £120k to help our staff through the pandemic. Who can forget the incredible Sir Captain Tom Moore and the millions he raised for NHS charities.

i care...

KCHFT's charity i care was one of dozens throughout the NHS to receive this funding and with this money, we were able to:

- send out 1,241 colouring packs for the children of people who work for KCHFT to say thank you for supporting their parents and loved ones as they worked tirelessly through COVID-19

- provide a 'Together' badge for KCHFT team members to wear with pride in recognition of their efforts

- deliver a campaign that saw 3,625 colleagues claim a £10 voucher to support their health and wellbeing.



In March 2021, the charity also funded a dedicated health and wellbeing booklet for all KCHFT colleagues, and funds will be used to buy outdoor furniture for some of our sites and for services to be able to do something that supports their health and wellbeing as a team.

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Going concern

The annual accounts describe KCHFT's end of year financial position and key financial performance information.

An NHS foundation trust's assessment of whether the going concern basis is appropriate for its accounts should only be based on whether it is anticipated the services it provides will continue to be provided with the same assets in the public sector.

This is expected to be the case for NHS foundation trusts unless exceptional circumstances indicate otherwise. Where the continued provision of services in the public sector is anticipated to apply, there will not be any material uncertainties over going concern requiring disclosure.

After making enquiries, the directors have a reasonable expectation the services provided by the trust will continue to be provided by the public sector for the foreseeable future. For this reason, the directors have adopted the going concern basis in preparing the accounts, following the definition of going concern in the public sector adopted by HM Treasury's Financial Reporting Manual.

The principle risks and uncertainties facing the trust are included in the annual governance statement.

Sustainability report

In October 2020, Kent Community Health NHS Foundation Trust agreed a set of 41 actions as part of the trust's Sustainability Strategy 2021 to 2026. At the core of this strategy is a focus on the health of the communities we serve now and for generations to come. The dedicated sustainability lead position has been created to progress and report against this strategy, consistent with our commitment to the NHS Long Term Plan and Sustainability Agenda. The trust's strategy targets five broad areas: Journeys, the built environment, supply, wildlife and biodiversity, and our people (figure one).



Journeys:

By reducing non-essential travel and promoting sustainable transportation, we will contribute to cleaner air and healthier journeys.



The built environment:

By managing and designing our buildings responsibly, we will create healthier spaces for our patients and staff without reliance on burning fossil fuels.



Supply:

By sourcing products locally and supporting our suppliers and service providers to operate more sustainably, we will strengthen the resilience and economies of our communities.



Wildlife and biodiversity:

By caring for our wildlife and investing in our outdoor spaces, we will develop beautiful and healthy spaces for our patients, staff and communities to recover, work and live in.



Our people:

By supporting and empowering our amazing workforce, we will identify opportunities for beneficial change and build a culture of sustainability.

Figure one. The five core focuses areas that KCHFT focus on through the 2021/26 strategy.

Each of the 41 actions embedded within these focus areas have been designed to improve the related health, environmental and financial outcomes (figure two).

For example, we are committed to reducing the non-essential journeys connected with our operations. This is beneficial for the environment due to fewer greenhouse gas emissions being released into the atmosphere, beneficial for the trust's finances by reducing mileage claims and beneficial for health through the reduction of air pollution which is recognised to be strongly correlated with respiratory diseases.



Figure two: An overview of how the 41 sustainability-focused actions for the 2021/22 targets.



Our Sustainability Strategy 2021 to 2026 details our commitment to continue to offer a healthcare provision of the highest quality in a way which will not limit our ability to do so in the future. Our targets include:

- reduce carbon emissions attributed to journeys by supporting alternative means of travel
- measure, monitor and reduce the emissions associated with our buildings
- introduce enhanced sustainable criteria into our tendering processes so sustainability is explicitly and meaningfully considered as part of selecting suppliers
- raise awareness around the importance of green spaces and engage our communities with the creation of these spaces
- support projects identified and spear-headed by our sustainability champions.

Quantifying our journeys, estates and waste impacts

The journeys we make

- Between November 2019 and November 2020, 7.2 million miles were travelled in privately owned or leased vehicles as part of KCHFT operations, costing more than £3.2million in mileage claims.
- In March 2020, a nationwide lockdown was implemented, which affected KCHFT operations. While in February 2020 we made 756,000 miles of journeys, we saw that number reduce to 411,000 in April 2020, a reduction of 45 per cent. This reduction in mileage was consistent for the remainder of 2020 (figure three).
- The monitored reduction in staff mileage is being investigated in the context of increased virtual consultations, an increase in online training and a reduction in face-to-face meetings. This relationship shows how we can continue to deliver healthcare provision of the highest quality without the associated carbon emissions from petrol and diesel-fuelled vehicles.

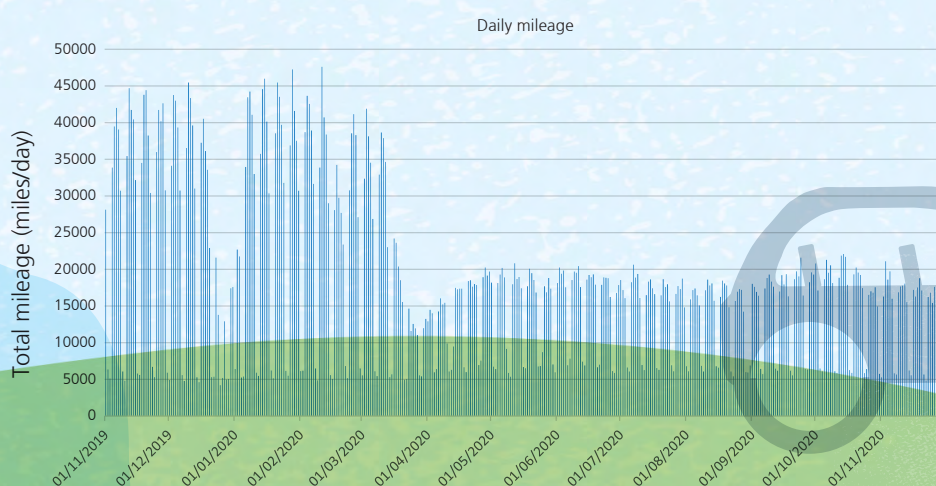


Figure three. An assessment of journeys made as part of trust operations between November 2019 and November 2020 shows the impact of the March 2020 lockdown and how we can continue to deliver healthcare provision of the highest quality without the associated carbon emissions.

The waste we generate

- The trust has worked hard to continually reduce the total quantity of waste generated across the estate and increase the percentage of waste being recycled. In 2019/20, 45 per cent of all trust waste was recycled (figure four).
- Through collaboration with other NHS trusts in the region, any waste destined for landfill is instead redirected for use in the energy from waste process. This means that no trust waste is sent to landfill.
- We are keen to continue to reduce the waste and recycling we generate as we collaborate with others to turn our waste into assets as part of the circular economy.

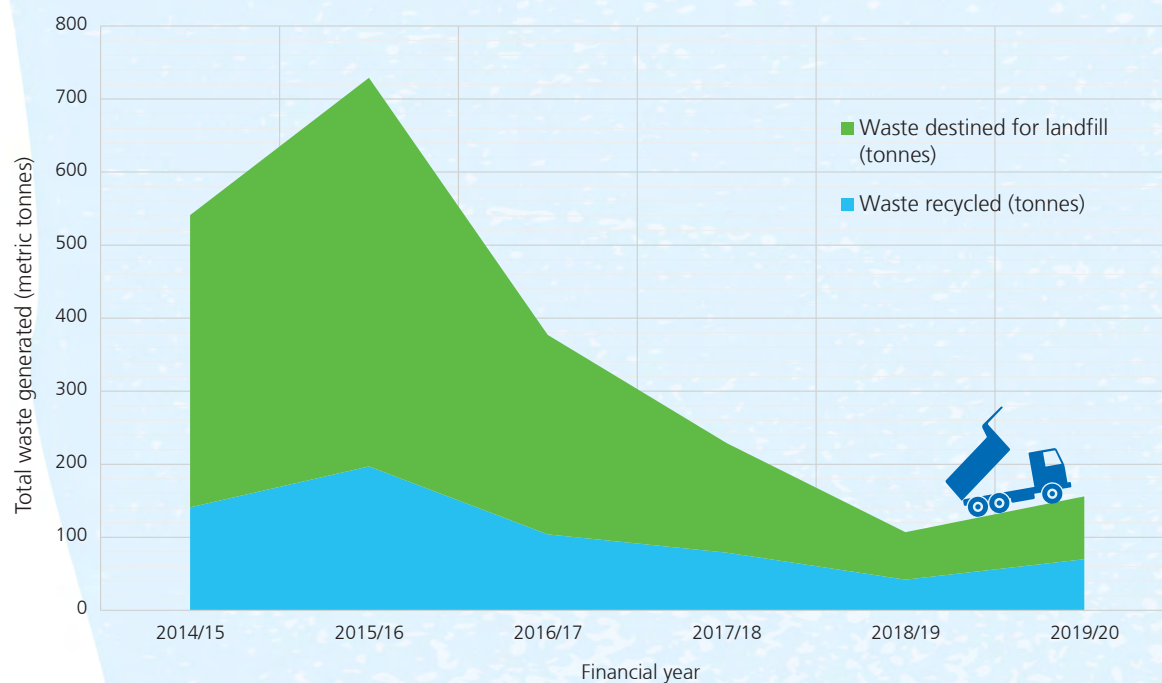


Figure four: A visualisation of the metric tonnes of waste generated by the trust from 2014/15 to 2019/20.

These figures include the waste associated with the continence service.

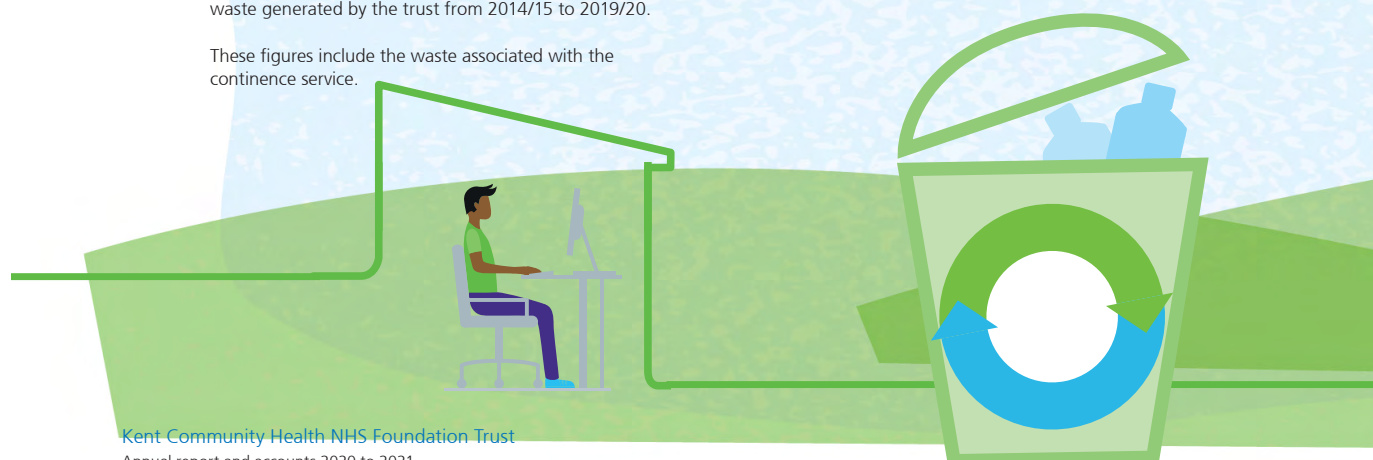
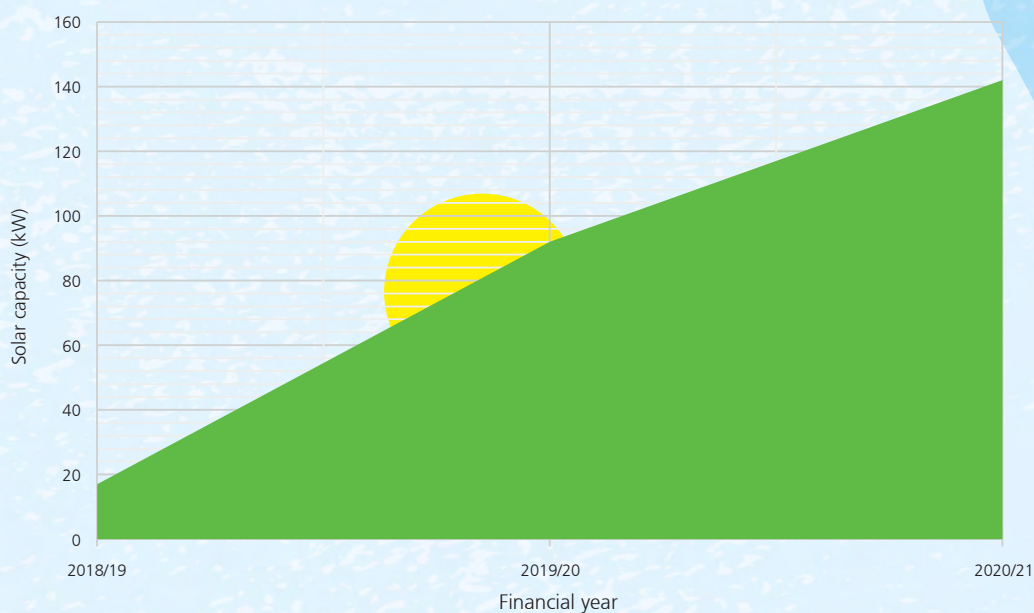


Figure five: The trust's solar generation capacity has increased from 17kW in 2018/19 to 142kW in 2020/21.

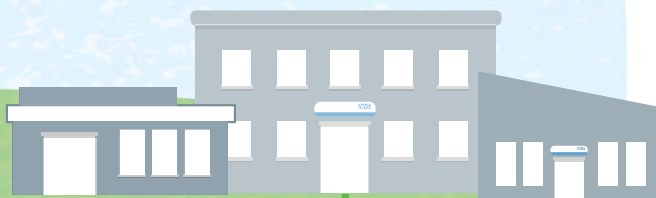


The energy we consume

- In April 2020, the trust committed to obtaining all electricity for trust sites from renewable sources using the Renewable Energy Guarantee of Origin (REGO) scheme.
- Through this initiative, it is estimated that approximately 60 per cent of energy used across trust sites will have been from a renewable source over 2020/21.
- The trust installed a new photovoltaic solar panel array at Hawkhurst Community Hospital in May 2020, increasing trust-wide solar capacity to 142kW (figure five).
- In July 2020, Hawkhurst Community Hospital became the first trust site to be energy-independent for at least one day by generating more electricity than was consumed.
- We will continue to install means of generating our own electricity across trust sites while increasing the energy efficiency of our buildings to reduce the impacts connected with powering our estate.

Signed.....

Paul Bentley,
Chief Executive Officer
Date: 17 June 2021





Accountability report

The directors' report

Board as of 31 March 2021.

Non-executive directors

Sola Afuape
Pippa Barber
Paul Butler
Peter Conway
Prof. Francis Drobniowski
Bridget Skelton
Nigel Turner

Council of Governors



Chair
John Goulston



Chief Executive
Paul Bentley



Chief Operating Officer
Pauline Butterworth



**Director of Finance and
Deputy Chief Executive**
Gordon Flack



Medical Director
Dr Sarah Philips



Chief Nurse
Dr Mercia Spare



**Director of
Corporate Services**
Natalie Davies



**Director of Workforce,
Organisational Development
and Communications**
Louise Norris



**Director of Strategy
and Partnerships**
Gerard Sammon

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Portfolios of executive members include:

- the chief executive: The accountable officer for the trust
- the director of finance/deputy chief executive: Leads on audit, finance, contracting, performance, information management and technology, business development and service improvement and COVID-19 vaccination
- chief operating officer: Leads on operations
- the director of workforce, organisational development and communications, organisational development and communications: Leads on workforce and organisational development, communications and engagement; executive sponsor for the Black, Asian and Minority Ethnic Staff Network
- the chief nurse: Leads on clinical strategy, quality, clinical governance and is the director of infection prevention and control and safeguarding assurance; nominated individual Care Quality Commission; Caldicott Guardian; operational senior responsible officer for COVID-19 pandemic; executive sponsor for the LGBTQ+ Staff Network
- the medical director: Leads the clinical strategy, quality, medical revalidation, clinical audit, research and development and quality improvement; executive sponsor for the Menopause Staff Network
- the director of strategy and partnerships: Leads on the development of strategy for the trust including organisational priorities. The role has a particular focus on the changes made by national policy, that of the Kent and Medway system and the trust's wider partnership work. The director also plays a key role in developing and maintaining relationships with stakeholder organisations and groups.

- the director of corporate services: Leads on regulatory framework, members and governors, governance and risk, estates, and environmental sustainability strategy
- the director of participation, experience and patient engagement: Leads on patient and carer engagement and experience; and equality, diversity and inclusion; executive sponsor for the Disability and Carers' Network.

The Board is responsible for setting the vision and strategy of the organisation and for its overall performance. This is informed by the views of the Council of Governors, following consultation with foundation trust members.

Membership of the Board is consistent with requirements of the foundation trust's constitution. The non-executive directors' skills and experience make sure there is sufficient scrutiny of executive decision-making. The Board meets in public four times a year.

The Board delegates responsibility for the day-to-day implementation of strategy to the chief executive. All board members have confirmed their support for, and adherence to, the code of conduct for NHS board members. All non-executive directors are considered to be independent.

Directors' roles and responsibilities

Executive directors

John Goulston Trust Chair

Appointed November 2018



John is a father-of-three, from Beckenham, who has a wealth of experience working in non-executive and executive roles. John is also interim chair of Kent and Medway Sustainability and Transformation Partnership (from 1 April 2021 – Kent and Medway Integrated Care System) and chair of NHS London Procurement Partnership. Formerly, John was chief executive of both acute and community health providers. He has been an executive director of NHS London, the strategic health authority for London, plus director of finance at two London teaching hospitals during his career.

During his time as chief executive at Croydon Health Services NHS Trust, John helped establish the One Croydon Alliance, a 10-year agreement to integrate services across health and social care for all. Aimed at increasing partnership working between Croydon's NHS, GPs, the local authority and the voluntary sector in the borough, the alliance seeks to give people greater control of their health and choice of services. Much of his early career was in Kent, working in Maidstone during the 80s. John's daughter is a doctor and his wife is a community physiotherapist.

- Chair of Remuneration and Terms of Service Committee.

Paul Bentley Chief Executive



Appointed March 2016

Paul Bentley – named as one of the top NHS chief executives in the country by the Health Service Journal in 2021 – has held the position of chief executive of Kent Community Health NHS

Foundation Trust since 1 March 2016.

Under Paul's leadership, KCHFT has held an 'outstanding' rating by the Care Quality Commission since 2019. In 2021, staff rated the organisation among the best in

the country to work for in the annual NHS staff survey results and as one of the highest performing community trusts in the country in five areas.

Paul has spearheaded improvements in patient satisfaction and staff engagement, as well as making sure the trust remained in financial balance; he is proud these have been delivered and enabled teams to work in different ways rather than be told what to do.

Passionate about partnerships, Paul is a key player in the Kent and Medway Integrated Care System and the development of integrated care partnerships. He is the senior responsible officer (SRO) for the east Kent integrated care partnership, as well as SRO for community services transformation across the south east and is leading work to improve care for people with learning disabilities and autism in Kent and Medway; this is something he feels passionate about. He has also led the trust to sign partnership agreements with Kent County Council and Kent and Medway Health and Social Care Partnership.

A father of three grown-up young people, Paul has a wealth of experience of not only NHS healthcare, but has also studied in the US. Before joining KCHFT, Paul was Director of Workforce and Communications at Maidstone and Tunbridge Wells NHS Trust since 2011.

He has worked in the NHS since 1987 and as an NHS director since 1998 at various times leading on strategy, organisational development and workforce and communications. During this time, he was also interim chief executive of an acute trust in Surrey, and held the position of non-executive director for NHS innovations South East.

He lives in south west London with his wife and dog. There is no escaping health as Paul's wife also works as a health consultant and his daughter is a junior doctor. His two sons haven't followed in their parents' footsteps, although they have both overtaken him when running half-marathons.

Paul is passionate about KCHFT delivering high-quality care for all and believes it's important for colleagues to have a work life balance. In his spare time, Paul enjoys time with his family, and running to try and stay fit, including completing half marathons; he is also a long suffering supporter of Gloucester Rugby Club.

Pauline Butterworth

Chief Operating Officer

Appointed December 2019



Pauline, who is originally from Carnoustie, Scotland, joined the trust from East Sussex Healthcare Trust where she was the deputy chief operating officer since 2013. During that time, she was also programme

director for transformation of urgent care at Hastings and Rother and Eastbourne and Seaford Clinical Commissioning Group. A trained clinician, Pauline worked as a therapist and manager in the USA and in paediatrics in Australia, before returning to the UK. She started with the NHS in 2008 and has worked across a breadth of services, including community, acute and commissioning, as well as social care.

- Member of Finance, Business and Investment Committee.
- Member of Quality Committee.
- Member of Strategic Workforce Committee.

Ali Carruth

Director of Participation, Engagement and Patient Experience

Appointed January 2020; previously Chief Nurse (Board)



Ali qualified as a registered general nurse in 1994. She completed a number of postgraduate studies and qualified as a registered mental health nurse in 2004. Ali graduated from the NHS Leadership Academy Nye Bevan Executive Healthcare Leadership Award

in 2014. She has worked in the NHS for more than 30 years holding a variety of senior nursing posts in a number of trusts in London, Devon, Kent, Surrey and Sussex and as an executive director for more than seven years. Ali is passionate about making sure patients and their carers are equal partners in their care and receive the best experience possible while using our services. She has a clinical background in acute, community and mental health nursing, as well as holding a national position with NHS England providing clinical leadership to the National Ebola Team.

Ali lives in West Sussex with her wife and children.

Natalie Davies

Director of Corporate Services and Trust Secretary

Appointed 2015



Natalie has worked within the NHS in both acute and community settings for more than 20 years. As the corporate services director, Natalie has a strong background in corporate governance, risk management and compliance.

Natalie has primary responsibility for a number of areas, including estates, facilities, legal, risk, compliance and environmental sustainability.

In addition to spending time with her two boys, Natalie has a number of hobbies including working with local acting groups.

- Natalie is a non-voting member of the Board.

Gordon Flack

Executive Director of Finance and Deputy Chief Executive

Appointed 2011



Gordon is a fellow of the Chartered Association of Certified Accountants (FCCA) and has a professional background in NHS finance spanning 37 years. Following an early career with health authorities, his director

experience is with acute and community trusts and has been at the trust since 2011. His responsibilities include financial management and control, capital and audit, IM&T, business development and service improvement, as well as performance and business intelligence. Gordon lives in Essex with his wife and two sons and is keen on gliding and sailing.

- Member of Finance, Business and Investment Committee.

Louise Norris

Director of Workforce, Organisational Development and Communications

Appointed July 2015



Louise has more than 30 years' experience in NHS human resources and has worked at regional, trust and primary care level. She is a Fellow of the Chartered Institute of Personnel and Development. She has an MBA and an MA in strategic human resources. She is a management side representative on the NHS Staff Council.

Louise lives with her husband in West Malling.

- Member of Strategic Workforce Committee.

Dr Sarah Phillips

Medical Director

Appointed 2017



Sarah is a GP at Newton Place Surgery in Faversham, Kent. Before joining the trust as the medical director, Sarah was clinical chair of Canterbury and Coastal Clinical Commissioning Group and chair of East Kent Strategy

Board. The board was set up by local health and care commissioners to spearhead the drive to determine how best to provide health and care services to the population of east Kent. Its work was part of the wider Sustainability and Transformation Plan (STP) for Kent and Medway. Sarah's work on this board included reviewing issues around staff retention, the use of technology, buildings and estates, and clinical pathways such as maternity, paediatrics, end-of-life care and mental health.

Until April 2017, Sarah was also commissioner co-chair of Kent and Medway Sustainability and Transformation Partnership Clinical Board, which was set up to make sure the NHS future plans met the health and social care needs of the communities it serves.

Sarah lives in Canterbury with her two children. She is also a keen tennis player.

- Member of Quality Committee.

Gerard Sammon

Director of Strategy and Partnerships

Appointed January 2020; previously director of strategy October 2018 (Board).



Before joining KCHFT, Gerard had spent more than 20 years in a number of NHS board and leadership roles including serving as an interim chief executive. In previous posts, he led system-wide changes and programmes of work with other health and care

organisations that spanned north Kent and south east London and pioneered the introduction of group models into the NHS. He previously studied at King's College London, Ashfridge Business School and was a member of the NHS Top Leaders Programme.

He is keen on coaching youth basketball and is married with three children.

- Member of Finance, Business and Investment Committee.

Dr Mercia Spare

Chief Nurse

Appointed January 2020; previously interim chief nurse



Mercia joined as permanent chief nurse in January 2020 following a 13-month secondment from NHS Improvement. Mercia has worked in the health service for 35 years and describes herself as a 'passionate champion of the NHS and

the values it embodies'. Her clinical experience includes transplantation, coronary care, renal and cardiothoracic nursing. Mercia holds a Bachelor of Science degree in applied and human biology and a doctorate in clinical research. During her career, Mercia has held a number of senior leadership roles within the NHS at both an operational and strategic level. She has led a number of large scale national improvement projects and supported the development of a range of tools that have focused on improving the safety of patients. She has worked for a number of provider organisations including University Hospitals Birmingham NHS Foundation Trust, the Department of Health, the Trust Development Authority and NHS Improvement.

- Member of Charitable Funds Committee.
- Member of Quality Committee.
- Member of Strategic Workforce Committee.

Non-executive directors

Sola Afuape

Non-executive Director

Appointed December 2019



Sola has 20 years' experience advising, designing and implementing national, regional and local public sector programmes most notably delivering health inequalities and service improvements. She has been a chair of a national charity tackling social and health inequalities with a particular focus on mental health, for which she was awarded an MBE.

In the early part of her career, she held a number of advisory roles and worked across the Department of Health, Public Health England, Standing Commissioning on Carers and the Arts and more recently across a collaboration of CCGs as a lay advisor in integrated care and transformational workforce and organisation development.

She runs her own consultancy specialising in strategy, organisational development and equalities and conducting independent reviews across health and social care and the wider public sector for organisations such as CafCass and the Nursing and Midwifery Council. She is also a special advisor for the Care Quality Commission and independent member of HMRC's London Advisory Committee.

Sola has a deep passion for the wellbeing of patients, their families and carers, staff and citizen voice, co-production and systems leadership.

- Member and deputy chair of Charitable Funds Committee.
- Member of Finance, Business and Investment Committee.
- Member of Quality Committee
- Member of Remuneration and Terms of Service Committee.
- Non-executive director lead for freedom to speak up.

Pippa Barber

Non-executive Director

Appointed December 2016



Pippa Barber brings a wealth of experience with a strong clinical background and focus on governance, quality and improvement from nearly 40 years' experience in the NHS. She has spent the past 20 years in various

board roles including most recently as a non-executive director. Pippa has significant past experience working in senior clinical roles including chief nurse and director, with a number of different organisations across the system – acute, community, primary care, clinical network, mental health and commissioning.

She also works as the independent nurse for a clinical commissioning group in London, where she maintains an essential focus on system learning, health inequalities, quality and performance and is a trustee for a Kent-based charity.

Pippa lives in Kent.

- Chair of Quality Committee.
- Member; and deputy chair of Audit and Risk Committee.
- Member of Charitable Funds Committee.
- Member of Remuneration and Terms of Service Committee.
- Non-executive director lead for mortality and learning from deaths.

Paul Butler

Non-executive Director

Appointed March 2020



Paul is a chartered accountant with extensive management, financial and regulatory experience.

From 2001 to 2020, Paul had been Managing Director of Mid Kent Water and subsequently South East Water.

Previously, Paul worked as group financial controller of Mid Kent Water and he has been a non-executive director of Water UK, the water industry trade body and chair of UKWIR, a research organisation for the water sector.

- Chair of Finance, Business and Investment Committee.
- Member of Remuneration and Terms of Service Committee.

Peter Conway

Non-executive Director and Vice Chair (from May 2019)

Appointed March 2015



Peter has a professional background in banking and finance spanning 28 years, latterly as a finance director with Barclays Bank PLC. He has been a non-executive director with the NHS since 2006. He has held a portfolio of public

sector roles including:

- Non-executive director and audit chair, Rural Payments Agency.
- Non-executive director and audit chair, NHS West Kent.
- Independent member of the Audit Committees of the Home Office, Ministry of Justice, DEFRA, Health and Safety Executive and Child Maintenance and Enforcement Commission.
- Trustee director, Citizens Advice North and West Kent.
- He was appointed as a non-executive director with Kent and Medway NHS and Social Care Partnership Trust in 2020.
- Chair of Audit and Risk Committee.
- Member of Finance, Business and Investment Committee.
- Member of Remuneration and Terms of Service Committee.

Professor Francis Drobniowski

Non-executive Director

Appointed October 2018 (Designate); February 2019 (Board)



Professor Francis Drobniowski divides his time between clinical practice, education and research. He is professor of global health and tuberculosis (TB) at Imperial College, London, a consultant medical microbiologist and was a tuberculosis

physician. He has worked in Europe, USA and Africa focussing on tuberculosis and other respiratory infections, HIV and antimicrobial resistance, and was director of the public health UK National TB Laboratory for 19 years. Francis was clinical TB adviser for the National Institute of Clinical Excellence (NICE) until recently and an advisor to the World Health Organisation (WHO).

Having spent 20 years as a consultant, Francis is keen to do more in strategic development of health services and public health. He has worked in acute services and public health and with community services and believes in keeping people out of hospital wherever possible.

- Chair of Charitable Funds Committee.
- Member and deputy chair of Quality Committee.
- Member of Strategic Workforce Committee.
- Member of Remuneration and Terms of Service Committee.
- Non-executive director end of life champion.

Bridget Skelton

Non-executive Director



Appointed March 2015

Bridget Skelton has 25 years' experience as a senior executive and board member in organisations in the legal, financial, management consultancy, retail, public and voluntary sectors. She brings

particular know how to effect business transformation, enhance performance and manage cultural development and change. Bridget lives in rural Kent.

- Senior independent director
- Chair of Strategic Workforce Committee.
- Member of Audit and Risk Committee.
- Member and deputy chair of Finance, Business and Investment Committee.
- Member and deputy chair of Remuneration and Terms of Service Committee.

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Nigel Turner

Non-executive Director

Appointed October 2018



Nigel is a group human resources director with a proven track record in leading transformational people-change in some of the most challenging recent UK organisational scenarios. His career has included

leading the operational people agenda of the modernisation/privatisation of Royal Mail for the 140,000 UK nation's postal workers. He led the people agenda of the Argos digital transformation and sale to Sainsbury's, Spire Healthcare's recovery and also provided strategic support to the Board at Northern Rock following the financial crisis. Nigel also consults on change with Jaguar Landrover, a current and major client.

He lives in Harrietsham, near Maidstone.

- Member of Quality Committee.
- Member and deputy chair of Strategic Workforce Committee.
- Member of Remuneration and Terms of Service Committee.

Board and committee attendance

Board, committee and Council of Governor meetings continued throughout the pandemic and were carried out virtually. Virtual Board and Council of Governor meetings were made available to the public by MS Teams live event or recordings available on the trust's website.

Where a director is unable to attend a meeting s/he receives papers in advance and has the opportunity to provide comments to the chair of the Board, or to the relevant committee chair.

	Audit and Risk Committee		Charitable Funds Committee		Council of Governors		Finance Business and Investment Committee		Formal Board		Quality Committee		Strategic Workforce Committee	
Non-executive directors	A	B	A	B	A	B	A	B	A	B	A	B	A	B
Sola Afuape	0	3	3	3	0	2	6	5	9	7	8	6*	0	3
Pippa Barber	4	4	3	3	0	2	0	2	9	9	8	8	0	2
Paul Butler	0	1	0	0	0	3	6	6	9	9	0	2	0	0
Peter Conway	4	4	0	0	0	0	6	5	9	9	0	2	0	4
Prof Francis Drobniowski	0	2	3	3	0	1**	0	1	9	8	8	7	6	6
John Goulston	0	1	0	0	3	3	0	4	9	9	0	4	0	2
Bridget Skelton	4	3	0	1	0	2	6	6	9	9	0	3	6	6
Nigel Turner	0	0	0	0	0	1	0	0	9	9	8	8	6	6

Executive directors	A	B	A	B	A	B	A	B	A	B	A	B	A	B
Paul Bentley	0	1	0	0	0	2	0	4	9	8†	0	1	0	0
Pauline Butterworth	0	1	0	0	0	1	6	6	9	9	8	6	6	6
Natalie Davies	0	4	0	0	0	3	0	5	9	9	0	0	0	1
Gordon Flack	0	3	0	1	0	1	6	5	9	9	0	0	0	0
Louise Norris	0	0	0	1	0	1††	0	0	9	9	0	1	6	6
Dr Sarah Phillips	0	0	0	0	0	0	4	3	9	9	8	7	0	2
Gerard Sammon	0	0	0	0	0	0	6	6	9	9	0	0	0	0
Dr Mercia Spare	0	0	3	1	0	1‡	0	0	9	9	8	7	6	4

A total number of meetings the director was eligible to attend as a member of the committee.

B total number of meetings the director did attend.

* Sola Afuape attended all Quality Committee meetings but did not attend the two extraordinary committee meetings.

** Prof. Francis Drobniowski was on sick leave for one meeting.

† Paul Bentley was on sick leave for one meeting.

†† Louise Norris sent a representative for one meeting.

‡ Dr Mercia Spare sent a representative for one meeting.

Directors' report: Compliance statements

The directors' register of interests is available on the trust's website www.kentcht.nhs.uk

The Board and Council of Governors comply with the fit and proper persons test.

The trust has in place a major incident plan that is fully compliant with the requirements of the NHS England Preparedness, Resilience and Response Framework 2015. The trust regularly participates in exercises and training with public sector partners. The trust's internal auditor produces an annual internal audit plan, which reviews the economy, efficiency and effectiveness of resources. The work programme is agreed and monitored by the Audit and Risk Committee.

Better payment practice code 2020/21

The trust complies with the Better Payment Practice Code (BPPC) which, requires NHS organisations to pay all creditors within 30 days of receipt of goods or a valid invoice (whichever is later) unless other payment terms have been agreed.

The trust's compliance with the BPPC for 2020/21 is set out here:

Non-NHS payables	2020/21 number	2020/21 £000s
Total non-NHS trade invoices paid in the period	32,741	82,280
Total non-NHS trade invoices paid within target	32,268	81,258
Percentage of non-NHS trade invoices paid within target	98.56%	98.76%

NHS payables

	2020/21 number	2020/21 £000s
Total NHS trade invoices paid in the period	1,729	17,464
Total NHS trade invoices paid within target	1,564	15,064
Percentage of NHS trade invoices paid within target	90.46%	86.26%

Total

Total non-NHS and NHS trade invoices paid in the period	34,470	99,744
Total non-NHS and NHS trade invoices paid within target	33,832	96,322
Percentage of non-NHS and NHS trade invoices paid within target	98.15%	96.57%

The trust is a signatory of the Prompt Payment Code (PPC) which sets standards for payment practices and best practice and is administered by the Chartered Institute of Credit Management.

Throughout 2020/21, the trust has also aligned with Cabinet Office direction to ensure prompt payment practices in response to the COVID-19 pandemic.

Council of Governors as at 31 March 2021

Public governors



Ashford
Kathy Walters



Canterbury
Lynne Spencer



Dartford
Elaine Ashford



Dover/Deal
Carol Coleman



Gravesham
Dot Marshall



Maidstone
David Price



Sevenoaks
Gillian Harris



**Folkestone
and Hythe**
Hodgson Birkby



Thanet
Jane Hethington



Rest of England
John Woolgrove



Swale
Miles Lemon



Tunbridge Wells
Loretta Bellman



**Tonbridge
and Malling**
Ruth Davies

Staff governors



**William
Anderson**
Adult Services



Dawn Gaiger
Adult Services



Jan Allen
Corporate Services



**Maria-Loukia
Bratsou**
Children and Families



Kimberley Lloyd
Health and
Wellbeing

Appointed governors



**Dr Susan
Plummer**
Universities



**Andrew
Scott-Clark**
Public Health



Nigel Stratton
Age UK



Matthew Wright
Head Teachers'
Association



Alison Carter
Kent Dementia
Action Alliance

Governors are elected for a period of three years.

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Membership: Representation and effectiveness

The trust agreed a membership strategy for 2018 to 2021, which set out four objectives, linked to our communication and engagement goals, to make sure our members were fully informed and involved.

The action plan set against these objectives is monitored by the governors' Communications and Engagement Committee.

The four objectives are:

1. to provide members with accurate information about our services and how to improve on their health and wellbeing
2. to increase opportunities for membership to feedback on our services and make sure these are fed into service design and improvement
3. to increase membership levels by two per cent year-on-year (with a stretch target of five per cent) and make sure our membership reflects the population that we serve
4. to make sure members know who their local governor is, what they do/their role and why and how to contact them.



Understanding the views of governors and members

Throughout 2020/21, governors were kept up-to-date virtually via the Council of Governors meetings, development sessions, informal monthly governor update meetings, as well as sharing of information via email. The new governor induction was also conducted virtually. The trust continued to support governors to make sure they were able to develop their role, represent their constituents and hold the trust to account for its performance.

Governors are invited to at least one full-day development session each year, as well as four morning sessions held before the council meetings. The development session planned for April 2020 was cancelled due to the COVID-19 pandemic, but all other sessions took place virtually and were well attended by governors. These sessions are devoted to a range of topics, including service presentations and board committee deep dive discussions.

Under ordinary circumstances, governors would usually be invited to attend a number of trust visits, internal reviews and engagement events in person throughout the year. However, due to the pandemic most of these events did not take place during 2020/21.

Instead, the trust embraced virtual meetings and governors were invited to observe board meetings and other events, such as the Patient and Carer Council meetings, using MS Teams.

During 2020/21, our governors carried out a number of statutory duties, including the approval of the remuneration and appraisal process for the chair and non-executive directors and the approval of the contract extension for the external auditor.

Governor support staff from Kent and Medway foundation trusts continued to meet virtually on a quarterly basis, to share best practice, discuss matters of interest and concern and to make sure they could offer a good and consistent support mechanism for their members.

Remuneration report

This presents information from the 1 April 2020 to 31 March 2021.

Annual statement on remuneration

Information not subject to audit.

The chief executive and medical directors' performance against the agreed objectives was discussed by the Remuneration Committee. These were met in full and consequently the committee agreed there would be no claw back of salary. In addition, performance related pay was agreed for the chief executive and deputy chief executive

There were no other substantial changes relating to senior managers' remuneration made during the year.

The Council of Governors reviewed the salaries for the chair and the non-executive directors in January 2021 and it wished to maintain the remuneration at the current levels.

Senior managers' remuneration policy

Policy on remuneration for executive directors

The Remuneration Committee determines the salaries of the chief executive and the other executive directors by considering market rates. Existing Trust Very Senior

Manager (VSM) contracts and notice periods of six months follow the VSM guidance from the Department of Health and Social Care.

Notice periods for all very senior managers hired after 1 March 2015 is three months. Notice periods should normally be worked to make sure the NHS receives benefit during the notice period. This could include carrying out special projects and short term placements.

Pay component	How that component supports the trust's short and long-term strategy	How it operates	Maximum payable
<p>Senior managers are entitled to a basic salary which is determined by the Remuneration Committee.</p> <p>The rates paid to individual directors are determined by the Remuneration Committee, which takes into account:</p> <ul style="list-style-type: none"> • qualifications required for the role • spans of responsibility and accountability • performance • market forces 	<p>The trust believes its senior managers should be fairly remunerated for their work. Trust salaries should be competitive and enable the trust to attract, and in due course, retain high calibre staff.</p> <p>However, salaries should not be overly high and should be positioned in the top quartile of salaries for similar organisations.</p> <p>The Remuneration Committee will therefore reference its salaries to the NHS Providers survey of executive salaries and independent advice as required.</p>	<p>Salaries are reviewed against external NHS benchmarking and set at the lower end of the upper quartile for similar organisations, taking into account other factors including performance and qualifications.</p> <p>In the case of any salary above £150,000 the views of ministers are sought.</p> <p>A claw back scheme is in place for the medical director's salary. Should objectives not be achieved the salary is reduced by 10 per cent. A report is presented to the Remuneration Committee.</p>	
The annual uplift		A cost of living award of £1,067 and a non-consolidated bonus equal to an overall 1.67 per cent in line with what was implemented for Agenda for Change for those at the top of band 8d and 9.	1.67 per cent of which only £1,067 was consolidated

Pay component	How that component supports the trust's short and long-term strategy	How it operates	Maximum payable
Chief executive earn back	<p>The trust believes the chief executive should be properly remunerated for their work. Trust salaries should be competitive and enable the trust to attract high calibre staff.</p> <p>However, salaries should not be overly high and should be positioned in the top quartile of salaries for similar organisations.</p> <p>The Remuneration Committee will therefore reference its salaries to the NHS Providers survey of executive salaries and independent advice, as required. Where applicable views of ministers are sought.</p>	A claw back scheme is in place. Should objectives not be achieved the salary is reduced by 10 per cent.	10 per cent of salary
Performance related pay	To make sure the delivery of the trust strategic objectives a bonus payment can be made to the chief executive and deputy chief executive.	On the achievement of objectives.	Up to £17K

Each contract for directors gives the trust the right to deduct from a director's salary, or any other sums owed, any money owed to the trust. If, on termination of the appointment, the director has taken in excess of their accrued holiday entitlement, the trust shall be entitled to recover by way of deduction from any payments due. No provisions for the recovery of sums paid or for withholding of sums to senior managers have been made in the period. The trust's policy on senior managers' remuneration and its general policy on employees' remuneration differ only, in so far as other staff are on the Agenda for Change or Medical and Dental pay scales, while directors' pay is determined outside of this framework.

Policy on remuneration for non-executive directors

The remuneration for non-executive directors (NEDs) is set by the Council of Governors. No 'golden hellos', compensation for loss of office or other remuneration from the trust was paid during 2020/21. Non-executive members do not receive pensionable remuneration.

The Council of Governors determines the pay for the chairman and non-executive directors and in doing so, take into account comparative remuneration of other foundation trusts. They are on fixed term, renewable contracts. There is no compensation for early termination.

There are three levels of remuneration based on the level of commitment expected of the post holder: Trust chairman; chair of audit and risk, quality and finance, business and investment committees, strategic workforce committee; other non-executive directors.

Pay component	Description	Application
Chair basic pay	A spot rate salary £46,500	Trust's chair
Non-executive basic pay	A spot rate salary £13,800 for NEDs appointed before September 2019.	Five NEDs
	For those appointed after this date £13,000 in line with NHSI guidance.	Two NEDs
NED committee – chair responsibility	20 per cent uplift.	Quality Committee chair Strategic Workforce Committee chair Audit and Risk Committee chair Finance, Business and Investment Committee chair

Service contracts obligations

There is one standard contract for all directors. The chief executive and medical directors' contracts includes a clause regarding claw back. In addition, the chief executive and deputy chief executives' contracts include performance related pay. This standard contract puts the following obligations on the trust:

- review performance annually
- give reasonable notice of any variation to salary
- any redundancy payment will be calculated in accordance with paragraphs 16.8 and 16.9 of the NHS terms and conditions of service handbook
- to pay appropriate expenses incurred in the course of duties in accordance with the trust's Travel and Expenses policy
- annual leave follows standard NHS terms, likewise sickness

- the notice period for all executive directors appointed post April 2015 except the chief executive is three months. The chief executive has to give six months' notice
- no executive director is on a fixed term contract.

Policy on loss of office

- notice periods as above for resignation for chief executive and all directors
- payments in lieu of notice are at the discretion of the trust
- senior manager's performance is relevant for loss of office when a material element of the business plan has not been delivered and then there can be dismissal without notice.

Setting senior managers' remuneration policy

The pay and conditions of employees (including any other group entities) were taken into account when setting the remuneration policy for senior managers.

The trust did not consult with employees when preparing the senior managers' remuneration policy.

The chief executive confirms the remuneration report covers senior managers who have authority or responsibility for directing or controlling the major activities of the trust. These managers influence the decisions of the entity as a whole rather than the decisions of individual directorates or department.

The policy on diversity and inclusion used by the remuneration committee

As an employer for, and a provider of, health services in Kent, London and East Sussex the Remuneration Committee takes the issues of fairness, rights and equality very seriously.

The committee carries out an equality impact assessment on all policies and decisions.

Annual report on remuneration

Information not subject to audit.

Remuneration Committee

The committee is a formal committee of the Board. The purpose of this committee is to advise the Board on all aspects of the remuneration and terms of conditions for the chief executive, executive directors and directors reporting to the chief executive making sure these properly support the objectives of the trust, represent value for money and comply with statutory requirements.

The committee's members are the non-executive directors of the trust and the committee is chaired by the trust's chair. Between 1 April 2020 and 31 March 2021 there were four meetings of the Remuneration Committee.

Remuneration Committee	Meetings attended 2020/21
John Goulston	4
Peter Conway	4
Bridget Skelton	4
Pippa Barber	4
Francis Drobniowski	4
Nigel Turner	4
Paul Butler	2
Sola Afuape	2

The chief executive and director of workforce, organisational development and communications also attend meetings by invitation; however, they are not present where matters relating to them are under discussion. Bevan Brittan and Capsticks have provided legal advice in relation to employer's pension contributions opt-out policy.

This committee determines the remuneration and conditions of service of the chief executive, other directors and senior managers with Board responsibility who report directly to the chief executive, making sure these properly support the objectives of the trust, represent value for money and comply with statutory requirements. The committee does not determine the remuneration of the non-executive chair and the non-executive directors, which is set by the Council of Governors.

Service contracts

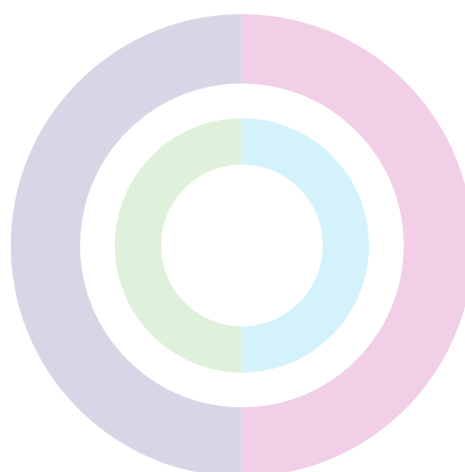
Executive director service contracts are permanent with the following notice periods:

Senior manager	Date effective	Notice
Paul Bentley, Chief Executive Officer	1 March 2016	6 months
Pauline Butterworth, Chief Operating Officer	16 December 2019	3 months
Ali Carruth, Director of Quality Improvement and Patient Experience	6 January 2020	3 months
Natalie Davies, Director of Corporate Services	1 April 2015	3 months
Gordon Flack, Director of Finance and Deputy Chief Executive Officer	1 March 2015	6 months
Louise Norris, Director of Workforce, Organisational Development and Communications	7 July 2015	3 months
Sarah Phillips, Medical Director	10 April 2017	3 months
Gerard Sammon, Director of Strategy and Partnerships	1 October 2019	3 months
Mercia Spare, Chief Nurse	1 January 2020	3 months
Lesley Strong, Chief Operating Officer and Deputy Chief Executive Officer (to 05/12/19), Returned to Executive Team 16/03/20 to 31/07/20.	16 March 2020	3 months

Non-executive director service contracts are fixed-term with the following unexpired terms as at the 31 March 2021:

Non-executive directors	Date effective	End date	Unexpired term
John Goulston, Chair	1 November 2018	31 October 2021	7 months
Peter Conway, Vice Chair	1 April 2018	31 March 2022	1 year
Sola Afuape, Non-executive Director	1 December 2019	30 November 2022	1 year, 8 months
Pippa Barber, Non-executive Director	1 December 2019	30 November 2022	1 year, 8 months
Paul Butler, Non-executive Director	1 March 2020	28 February 2023	1 year, 11 months
Francis Drobniowski, Non-executive Director	1 October 2018	31 January 2022	10 months
Bridget Skelton, Non-executive Director	7 April 2019	6 April 2022	1 year
Nigel Turner, Non-executive Director	1 October 2018	30 September 2021	6 months

Peter Conway's contract was extended within the year by an additional year; this was approved by the Council of Governors.



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Expenses of senior managers and governors

The following expenses were paid to senior managers in the period:

Directors and senior managers	Expenses* (rounded to nearest 100) £00	
	2020/21	2019/20
Paul Bentley, Chief Executive Officer	4	13
Lesley Strong, Chief Operating Officer/Deputy CEO (to 05/12/19), Returned to Executive Team 16/03/20 to 31/07/20	1	17
Pauline Butterworth, Chief Operating Officer (from 16/12/19)	1	1
Gordon Flack, Director of Finance and Deputy CEO	–	15
Ali Carruth, Chief Nurse (to 05/01/20), Director of Quality Improvement and Patient Experience (from 06/01/20)	–	–
Mercia Spare, Chief Nurse	3	3
Sarah Phillips, Medical Director	2	22
Natalie Davies, Director of Corporate Services	–	10
Louise Norris, Director of Workforce, OD and Communications	1	17
Gerard Sammon, Director of Strategy and Partnerships	2	18
John Goulston, Chairman	9	32
Richard Field, Vice Chairman (to 30/04/19)	–	2
Peter Conway, Vice Chairman (from 01/05/19)	3	10
Sola Afuape, Non-executive Director (from 01/12/19)	2	11
Pippa Barber, Non-executive Director	–	23
Paul Butler, Non-executive Director (from 01/03/20)	–	–
Martin Cook, Non-executive Director (from 01/10/18 to 30/09/19)	–	4
Francis Drobniowski, Non-executive Director	5	14
Steve Howe, Non-executive Director (to 30/04/19)	–	3
Bridget Skelton, Non-executive Director	2	7
Jennifer Tippin, Non-executive Director (to 01/03/20)	–	–
Nigel Turner, Non-executive Director	5	–
Total	40	222

There were a total of 18 executive and non-executive directors in post in the reporting period 2020/21 and 13 of these received expenses paid by the trust. The aggregate sum of directors' expenses totals £4,001.75.

The following expenses were paid to governors in the period:

Governors	Expenses (rounded to nearest 100) £00	
	2020/21	2019/20
Jo Clifford	–	2
Carol Coleman	2	10
Ruth Davies	–	2
John Fletcher	–	3
John Harris	–	1
Miles Lemon	1	2
David Price	–	3
Anthony Quigley	–	1
Nigel Stratton	–	1
Total	3	25

There are a total of 23 governor positions. There have been 27 individuals working as governors within the year, with four leaving and seven starting in the period. As of 31 March 2021, there are 23 governors in post, with no vacant positions. In the reporting period 2020/21, two governors received expenses paid by the trust.

The aggregate sum of governors' expenses totals £345.75.

The remaining information in this report is subject to audit

Name and title	2020/21						2019/20					
	Salary and fees	Taxable benefits	Annual performance -related bonuses	Long-term performance -related bonuses	All pension -related benefits	Total	Salary and fees	Taxable benefits	Annual performance -related bonuses	Long-term performance -related bonuses	All pension -related benefits	Total
	(bands of £5,000) £000	(to the nearest £100) £	(bands of £5,000) £000	(bands of £5,000) £000	(bands of £2,500) £000	(bands of £5,000) £000	(bands of £5,000) £000	(to the nearest £100) £	(bands of £5,000) £000	(bands of £5,000) £000	(bands of £2,500) £000	(bands of £5,000) £000
Paul Bentley, Chief Executive Officer	205–210				505–507.5	715–720	185–190				0	185–190
Lesley Strong, Chief Operating Officer/Deputy CEO (to 05/12/19), Returned to Executive Team 16/03/20 31/07/20	20–25		0–5		0	20–25	95–100				0	95–100
Pauline Butterworth, Chief Operating Officer (from 16/12/19)	130–135		0–5		50–52.5	185–190	35–40				10–12.5	45–50
Gordon Flack, Director of Finance and Deputy CEO (Deputy CEO from 01/12/19)	160–165		0–5		0	165–170	150–155	2,500			0	155–160
Ali Carruth, Chief Nurse (to 05/01/20), Director of Quality Improvement and Patient Experience (from 06/01/20)	75–80		0–5		0	75–80	60–65				0–2.5	65–70
Mercia Spare, Interim Chief Nurse (from 26/11/18 to 31/12/19), Chief Nurse (from 01/01/20)	125–130		0–5		90–92.5	215–220	110–115				122.5–125	230–235
Sarah Phillips, Medical Director	170–175				25–27.5	195–200	175–180				52.5–55	230–235
Natalie Davies, Director of Corporate Services	105–110		0–5		12.5–15	120–125	100–105				45–47.5	150–155
Louise Norris, Director of Workforce, OD and Communications	120–125		0–5		37.5–40	160–165	120–125				42.5–45	160–165
Gerard Sammon, Director of Strategy and Partnerships	140–145		0–5		170–172.5	315–320	125–130				0	125–130

*The annual performance-related bonuses are non-consolidated bonuses issued in line with the annual uplift pay component outlined in the Policy on Remuneration for Executive Directors.

**The taxable benefits above are in relation to lease car benefits.

Name and title	2020/21						2019/20					
	Salary and fees	Taxable benefits	Annual performance -related bonuses	Long-term performance -related bonuses	All pension -related benefits	Total	Salary and fees	Taxable benefits	Annual performance -related bonuses	Long-term performance -related bonuses	All pension -related benefits	Total
	(bands of £5,000) £000	(to the nearest £100) £	(bands of £5,000) £000	(bands of £5,000) £000	(bands of £2,500) £000	(bands of £5,000) £000	(bands of £5,000) £000	(to the nearest £100) £	(bands of £5,000) £000	(bands of £5,000) £000	(bands of £2,500) £000	(bands of £5,000) £000
John Goulston, Chairman	45–50					45–50	45–50					45–50
Richard Field, Vice Chairman (to 30/04/19, Interim Chairman from 25/05/18 to 31/10/18)							0–5					0–5
Peter Conway, Vice Chairman (from 01/05/19)	15–20					15–20	15–20					15–20
Sola Afuape, Non-executive Director (from 01/12/19)	10–15					10–15	10–15					0–5
Pippa Barber, Non-executive Director	15–20					15–20	15–20					15–20
Paul Butler, Non-executive Director (from 01/03/20)	15–20					15–20	0–5					0–5
Martin Cook, Non-executive Director (from 01/10/18 to 30/09/19)							5–10					5–10
Francis Drobniowski, Non-executive Director (from 01/10/18)	10–15					10–15	10–15					10–15
Steve Howe, Non-executive Director (to 30/04/19)							0–5					0–5
Bridget Skelton, Non-executive Director	15–20					15–20	15–20					15–20
Jennifer Tippin, Non-executive Director (to 01/03/20)							10–15					10–15
Nigel Turner, Non-executive Director (from 01/10/18)	10–15					10–15	10–15					10–15

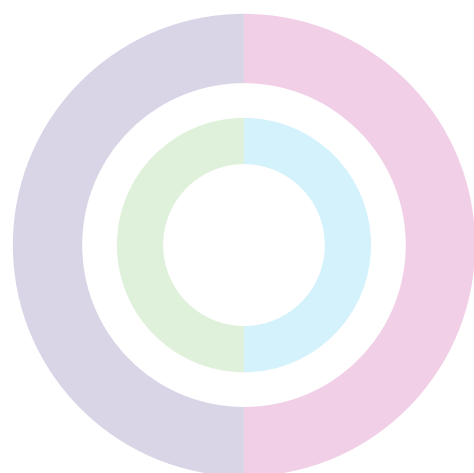
During the period 1 April 2020 to 31 March 2021, there has been only one change in personnel to the executive team. Lesley Strong left the executive team at the end of July 2020. Lesley retired from the trust in December 2019 and returned in early 2020 on a part-time basis as a programme director to oversee project work. Due to the COVID-19 pandemic Lesley re-joined the executive team in March 2020.

The Remuneration Committee unanimously agreed the chief executive performance had been outstanding and in line with the procedure for performance reviews of executive directors offered a cost of living award. The chief executive declined to accept this and as such his salary remained unchanged.

The trust remunerates Dr Sarah Phillips solely for her management role, as she does not carry out a direct patient care role with the trust.

With reference to the tables above, the value of pension benefits accrued during the year is calculated as the real increase in pension multiplied by 20, less the contributions made by the individual. The real increase excludes increases due to inflation or any increase or decrease due to a transfer of pension rights. This value derived does not represent an amount that will be received by the individual. It is a calculation that is intended to provide an estimation of the benefit being a member of the pension scheme could provide. The pension benefit table provides further information on the pension benefits accruing to the individual.

No payments were made for loss of office or to past senior managers in the period.



Pension benefits

Name and title	Real increase in pension age (bands of £2,500) £000	Real increase in pension lump sum at pension age (bands of £2,500) £000	Total accrued pension at 31.03.21 (bands of £5,000) £000	Lump sum at pension age related to accrued pension at 31.03.21 (bands of £5,000) £000	Cash equivalent transfer value at 01.04.20 £000	Cash equivalent transfer value at 31.03.21 £000	Real increase in cash equivalent transfer value £000	Employer's contribution to stakeholder pension £000
Paul Bentley , Chief Executive Officer	22.5–25	60–62.5	70–75	210–215	1082	1627	498	n/a
Lesley Strong , Chief Operating Officer/Deputy CEO (to 05/12/19), Returned to Executive Team 16/03/20 Returned to Executive Team 16/03/20 to 31/07/20	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Pauline Butterworth , Chief Operating Officer (from 16/12/19)	2.5–5	0	25–30	0	308	367	37	n/a
Gordon Flack , Director of Finance and Deputy CEO (Deputy CEO from 01/12/19)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Ali Carruth , Chief Nurse (to 05/01/20), Director of Quality Improvement and Patient Experience (from 06/01/20)	0	0	30–35	55–60	685	507	0	n/a
Mercia Spare , Interim Chief Nurse (from 26/11/18 to 31/12/19), Chief Nurse (from 01/01/20)	2.5–5	10–12.5	40–45	105–110	783	920	106	n/a
Sarah Phillips , Medical Director	2.5–5	0	25–30	25–30	345	385	11	n/a
Natalie Davies , Director of Corporate Services	0–2.5	0	30–35	65–30	509	544	12	n/a
Louise Norris , Director of Workforce, OD and Communications	2.5–5	0–2.5	55–60	145–150	1154	1243	52	n/a
Gerard Sammon , Director of Strategy and Partnerships	7.5–10	15–17.5	50–55	110–115	755	924	149	n/a

Any data expressed as n/a in the above tables is not applicable.

Lesley Strong and Gordon Flack opted out of the NHS Pension Scheme in October 2018. Gerard Sammon opted out of the NHS Pension scheme in July 2020.

As non-executive members do not receive pensionable remuneration, there are no entries in respect of pensions for non-executive members.

Cash equivalent transfer values

A Cash Equivalent Transfer Value (CETV) is the actuarially assessed capital value of the pension scheme benefits accumulated by a member at a particular point in time. The benefits valued are the member's accumulated benefits and any contingent spouse's pension payable from the scheme. CETVs are calculated within the guidelines and framework prescribed by the Institute and Faculty of Actuaries.

A CETV is a payment made by a pension scheme or arrangement to secure pension benefits in another pension scheme or arrangement when the member leaves a scheme and chooses to transfer the benefits accrued in their former scheme. The pension figures shown relate to the benefits the individual has accrued as a consequence of their total membership of the pension scheme, not just their service in a senior capacity to which disclosure applies. The CETV figures and the other pension details include the value of any pension benefits in another scheme or arrangement which the individual has transferred to the NHS pension scheme. They also include any additional pension benefit accrued to the member as a result of their purchasing additional years of pension service in the scheme at their own cost. CETV figures are only applicable up to the Normal Pension Age (NPA). NPA is age 60 in the 1995 Section, age 65 in the 2008 Section, or State Pension Age (SPA) or age 65, whichever is the later in the 2015 scheme.

Real increase in CETV

This reflects the increase in CETV effectively funded by the employer. It does not include the increase in accrued pension due to inflation or contributions paid by the employee (including the value of any benefits transferred from another scheme or arrangement).

Inflation figure applied to calculate real increases to pensions, lump sums and CETVs during the period

The inflation applied to the accrued pension, lump sum and CETV is the percentage (if any) by which the Consumer Prices Index (CPI) for the September before the start of the tax year is higher than it was for the previous September. The Consumer Price Index up to September 2019 was 1.7 per cent, therefore for calculation purposes the trust has used an inflation rate assumption of 1.7 per cent to calculate real increases to pensions, lump sums and CETVs over the period. This is in line with the latest Greenbury Pension Guidance.

Fair pay multiple

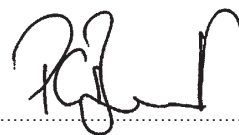
Reporting bodies are required to disclose the relationship between the remuneration of the highest paid director in their organisation and the median remuneration of the organisation's workforce.

The banded remuneration of the highest paid director in Kent Community Health NHS Foundation Trust in the financial year 2020-21 was £205k-£210k (2019-20, £185k-£190k). This was 7.6 times (2019-20, 7.0 times) the median remuneration of the workforce, which was £27k (2019-20, £27k).

In 2020/21, no employee (2019/20, no employee) received remuneration in excess of the highest-paid director. Remuneration ranged from £18k to £209k (2019/20 £11k-£189k).

Total remuneration includes salary, non-consolidated performance-related pay and benefits-in-kind. It does not include severance payments, employer pension contributions and the cash equivalent transfer value of pensions.

The slight increase in the fair pay multiple is as a result of the change to the remuneration of the most highly paid director. Though it should be noted this change is temporary as it was not an adjustment to their base pay, but as a result of sale of annual leave entitlement in the year.



Signed.....

Paul Bentley, Chief Executive Officer
(On behalf of the Board)

Date: 17 June 2021

Staff report

This year has certainly been an unprecedented year for everyone due to the COVID-19 pandemic. Our people have been truly amazing and continued to deliver outstanding care to our patients during the most difficult of times and we are proud of what was achieved.

This year has also saw us develop our new People Strategy for 2020/2021 to 2023/2024. This has been developed in partnership with our people and reflects the NHS People Plan.

We continued to expand our Nursing Academy and now have a total of 91 apprentices in our academy, comprising registered nurse apprentices, nursing associate apprentices, occupational therapist apprentices and learning disability nurse apprentices. We are truly growing our own workforce of the future for the organisation.

Key achievements in 2020/2021

- We achieved our best ever staff survey results, reaching second place in our benchmark category of community trusts.
- We achieved a reduction in vacancy rate from 6.92 per cent in February 2020 to 4.29 per cent in February 2021.
- We achieved a reduction in turnover from 15.52 per cent in February 2020 to 13.90 per cent in February 2021.
- We exceeded our appraisal completion rate target of 85 per cent, achieving 94.6 per cent (as at February 2021).
- We exceeded our statutory and mandatory training target of 85 per cent, achieving 96.3 per cent (as at February 2021).
- We recruited and trained more than 3,500 colleagues to support the Covid vaccination programme.

The information in the following tables is subject to audit

Staff costs

	Permanent £000	Other £000	2020/21 Total £000	2019/20 Total £000
Salaries and wages	138,730	10,958	149,688	135,634
Social security costs	11,876	865	12,741	11,351
Apprenticeship levy	715	–	715	645
Employer's contributions to NHS pensions	25,802	1,092	26,894	24,309
Pension cost – other	46	2	48	47
Other post-employment benefits	–	–	–	–
Other employment benefits	–	–	–	–
Termination benefits	91	–	91	171
Temporary staff	–	6,913	6,913	6,571
Total gross staff costs	177,260	19,830	197,090	178,728
Recoveries in respect of seconded staff	–	(9)	(9)	(299)
Total staff costs	177,260	19,821	197,081	178,429
Of which Costs capitalised as part of assets	1,108	271	1,379	902

Total staff costs on the COVID-19 response during 2020/21 were £6.4 million, of which £2.4m related to the COVID-19 vaccination programme.

Staff numbers

Average number of employees (WTE basis)

	Permanent number	Other number	2020/21 Total number	2019/20 Total number
Medical and dental	78	7	85	85
Ambulance staff	–	–	–	–
Administration and estates	1,440	93	1,533	1,449
Healthcare assistants and other support staff	917	148	1,065	970
Nursing, midwifery and health visiting staff	1,119	131	1,250	1,186
Nursing, midwifery and health visiting learners	25	–	25	11
Scientific, therapeutic and technical staff	730	21	751	719
Total average numbers	4,309	400	4,709	4,418
Of which Number of employees (WTE) engaged on capital projects	28	3	31	19

Total average number of employees on the COVID-19 response during 2020/21 were 253 WTE, of which 190 WTE related to the COVID-19 vaccination programme.

Gender distribution

The gender distribution of our workforce as at 31 March 2021 is:

Role	Female (FTE)	Female (%)	Male (FTE)	Male (%)	Total (FTE)	% Total
Director	5.6	65.1	3.0	34.9	8.6	100.0
Other senior managers	19.3	79.4	5.0	20.6	24.3	100.0
Other employees	3,777.4	88.0	517.2	12.0	4,294.6	100.0
Grand total	3,802.3	87.9	525.2	12.1	4,327.5	100.0

Staff sickness absence

Staff absence data can be found at

<https://digital.nhs.uk/data-and-information/publications/statistical/nhs-sickness-absence-rates>.

Staff policies and actions

Equality and diversity

This year has seen the recruitment of a workforce equality, diversity and inclusion lead to accelerate our progress in this area and deliver on the equality and diversity strategic intent approved by the Board.

As an inclusive employer, the trust is committed to making sure equality of access to employment, career development and training and the application of human rights for all staff.

This approach is set out in the trust's Equality and Diversity Policy, which gives full and fair consideration to disabled applicants and continuing support to staff who become disabled.

Our Workforce Equality Group developed guidance for managers and staff on implementing reasonable adjustments and unconscious bias training was rolled out across the organisation.

Equality is written into the trust's values framework. It makes sure all staff receive training in the subject, it uses equality analysis, and equality and diversity is embedded into trust policies.

Additionally, we use Equality Diversity System Two to record and evidence work we do and publish equality objectives annually on our website. Staff networks promote and support staff from a BAME background, as well as LGBTQ+ disabled staff and those who have religious beliefs.

We are also working closely with Kent Supported Employment Agency to actively recruited disabled people. We were thrilled to be finalists in the Recruitment Industry Disability Initiative (RIDI) awards for our work in this area.

We are proud to have been awarded Disability Confident Level Two and will continue to work with our partners and people to make sure we maximise every opportunity to build the best and most diverse workforce possible.

Gender pay gap

Due to the COVID-19 pandemic, there was an extension to when our gender pay gap information for 2020/21 needs to be submitted. Therefore, the latest data available is for 2019/20 submission which is based on a snapshot as at 31 March 2019.

Information about our gender pay gap is available on our website: <https://www.kentcht.nhs.uk/download/gender-pay-gap-report-2019/> or via <https://gender-pay-gap.service.gov.uk>.

Freedom to speak up

The trust had a freedom to speak up guardian (FTSU) in post all year – this person has a key role in fostering a culture of openness.



A campaign to promote the benefits of speaking up ran throughout the year and will continue during 2021/22. The campaign sought to raise awareness of speaking up and included ways to get in touch, such as the dedicated email and phone line for colleagues to report their concerns.

Between 1 April 2020 and 31 March 2021, the FTSU guardian logged and was involved in 24 new cases. Themes of the cases were discussed with the chief executive and a six-monthly report was presented to the Strategic Workforce Committee. The trust has a named non-executive director lead for freedom to speak up, who acts as an alternative source of advice and support for the guardian. Sola Afuape is the non-executive director lead.

The trust also has a number of freedom to speak up ambassadors and their role includes encouraging colleagues to speak up by providing informal advice, sign-posting and promoting positive examples of changes that have occurred as a result of speaking up.

The FTSU index is calculated as the mean average of responses to the following four questions from the 2020 NHS Staff Survey:

- per cent of staff "agreeing" or "strongly agreeing" that their organisation treats staff who are involved in an error, near miss or incident fairly (question 16a)
- per cent of staff "agreeing" or "strongly agreeing" that their organisation encourages them to report errors, near misses or incidents (question 16b)
- per cent of staff "agreeing" or "strongly agreeing" that if they were concerned about unsafe clinical practice, they would know how to report it (question 17a)
- per cent of staff "agreeing" or "strongly agreeing" that they would feel secure raising concerns about unsafe clinical practice (question 17b).

The national average of the index was 79.2 per cent and community trusts averaging 84.6 per cent in 2020. KCHFT scored 87.0 per cent the second highest ranking trust in the country compared to the best of 87.6 per cent.

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Consultation with staff

The trust takes a consultative approach to engagement with staff. Our active staff partnership forum is well attended by both Staffside and management representatives. All change proposals are taken to this forum for discussion, as well as full staff consultation regarding any changes that will impact staff. Views from all parties are gathered and given due consideration before any final decisions are made.

Involvement of staff in trust performance

The trust has a robust performance reporting structure from the Board down with a clear line of accountability and monitoring. The Integrated Performance Report is supported by division level performance reports that are produced monthly and reviewed and discussed at performance reviews with the Executive Team. These division reports also include service level dashboards and in some cases include performance data for individual teams to allow services to have a clear understanding of their performance. Service leads are encouraged to share these reports within their teams to give staff an understanding of their role in performance and share accountability.

In addition, the trust has a business intelligence tool which gives team leaders and managers the ability to access performance data on a more routine basis and share this information with their teams, or investigate areas of adverse performance.

A regular snapshot of organisational performance on key metrics is shared with all teams via the Team Brief newsletter, which is prepared by our Communications Team. During the COVID-19 pandemic we also produced a weekly infographic with key information – such as levels of PPE in stock, which was shared directly with all staff.

Health and safety performance

The trust fully meets all its obligations under the Health and Safety at Work etc. Act 1974 and various associated regulations. The trust has a Health and Safety Committee, which reports to the Corporate Assurance and Risk Management Group. Health and safety, fire, security, estates and moving and handling report into the Health and Safety Committee to provide assurance of compliance with safety legislation.

For 2020/21, the trust reported 15 incidents, which fell under the requirements of the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 (RIDDOR). All reports were submitted to the Health and Safety Executive within the required legal timeframes.

The trust's approach to health and safety is documented in the health and safety policy and other associated policies, strategies and guidance available on the staff intranet.

Occupational health and counselling

Optima is our occupational health provider. It provides pre-employment screening, vaccinations, advice to managers following referral to support our staff, as well as numerous online resources available to both staff and managers to help them with their health and wellbeing needs.

Our staff counselling provision is provided by Staff Care Services and can be accessed by colleagues directly or via a management referral. The service is entirely confidential. The initial four sessions are funded by the trust with the option to extend this provision if necessary with the agreement of the line manager.

Counter fraud and corruption

The trust's counter fraud specialists provide professional expertise and operate within a national legal framework for tackling fraud, corruption and bribery. All work was completed in accordance with legal standards and in compliance with guidance from NHS Counter Fraud Authority. The trust's approach to counter fraud and corruption is documented in its Counter Fraud, Corruption and Bribery Policy, available to staff on the intranet.

Staff survey

Staff engagement

A detailed action plan was compiled in response to the 2019 staff survey results, however, due to the pandemic, business continuity commenced.

Looking back at that action plan, we achieved many of the actions due to our response to the pandemic. The table below shows what our actions were and how we addressed these through the pandemic.

Action	Pandemic response
Run communication campaigns to engage with staff	Daily covid updates to all staff, PPE infographics, video messages from Executive Team colleagues, Schwartz Rounds, and Big Listen 2 engagement campaign to inform our new people strategy.
Making staff feel valued	Increased communication from senior leadership team, wobble rooms created, redeployment of resources organisationally to support frontline colleagues, constant messaging of what a phenomenal job everyone was doing during unprecedented times. Letters of appreciation to staff.
Promotion of flexible working	Many of our colleagues worked remotely from home during the pandemic. Managers were encouraged to consider whether or not permanent working from home options could be made available for their team members. In support of this, a permanent home working toolkit was developed.

We have also made sure our people have been well supported throughout the pandemic with access to multiple resources should they need them. These include:

- a dedicated section on our staff intranet called 'You' which sets out a range of wellbeing interventions for our staff to access. This includes videos on relaxation, breathing exercises, how to stay fit, our counselling service and Time to Change mental health champions, a dedicated health and care staff support service including confidential support via phone and text message

- specialist bereavement support
- free access to mental health and wellbeing apps
- guidance for key workers on how to have difficult conversations with their children
- group and one-to-one support, including specialist services to support our black, Asian and minority ethnic (BAME) colleagues
- mental health resources and support
- webinars providing a forum for support and conversation with experts
- coaching and mentoring support
- online resources, toolkits and guidance on topics such as maintaining team and individual resilience; managing stress and maintaining routines; compassionate leadership in a crisis; and creating pause spaces to support teams working under pressure, REACT mental health conversation training for managers to enable them to support staff through compassionate, caring conversations about mental health and emotional wellbeing.
- wobble rooms at each main site
- virtual wobble rooms for colleagues working remotely
- time to talk rooms
- extended counselling service
- Schwartz Rounds
- guidance on domestic abuse, debt management (including access to grants), managing media anxiety
- physical wellbeing tips on working from home
- deals and discounts
- promotion of the Kent Together helpline
- regular thanks from senior colleagues including direct communications from the chief executive and chair

We also developed our new People Strategy this year, covering 2021 to 2024, which our workforce contributed to formulating through our Big Listen 2 event. A key part of our People Strategy has been our culture change programme and this will be a continued focus. We are developing a culture of trust and ownership, where people feel engaged and empowered to make decisions and act upon them.

NHS staff survey

The NHS staff survey is carried out annually. From 2019 onwards, the results from questions are grouped to give scores in 11 key themes. The indicator scores are based on a score out of 10 for certain questions with the indicator score being the average of those.

The NHS staff survey is conducted annually. From 2019 onwards, the results from questions are grouped to give scores in 11 key themes. The indicator scores are based on a score out of 10 for certain questions with the indicator score being the average of those.

The response rate to the 2020 survey among trust staff was 62.4 per cent (2019: 58.8 per cent), the highest the organisation has ever achieved. Scores for each indicator together with that of the survey benchmarking group (other community trusts) for the past three years are presented below. Please note that the comparison figure for benchmarking is the average score of our comparator organisation (with best and worse scores shown in brackets).

	2020/21		2019/20		2018/19	
	KCHFT	Benchmarking Group – other community Trusts*	KCHFT	Benchmarking Group – other community Trusts*	KCHFT	Benchmarking Group – other community Trusts*
Equality, diversity and inclusion	9.5	9.4 (best 9.5/worst 8.8)	9.5	9.4 (best 9.6/worst 8.8)	9.5	9.3 (best 9.6/worst 8.8)
Health and wellbeing	6.7	6.3 (best 6.7/worst 6.0)	6.4	6.0 (best 6.7/worst 5.4)	6.2	5.9 (best 6.5/worst 5.2)
Immediate managers	7.6	7.2 (best 7.6/worst 7.0)	7.6	7.2 (best 7.6/worst 6.9)	7.4	7.0 (best 7.6/worst 6.7)
Morale	6.7	6.5 (best 6.7/worst 6.1)	6.6	6.3 (best 6.7/worst 5.9)	6.2	6.1 (best 6.6/worst 5.7)
Quality of care	7.6	7.5 (best 7.9/worst 7.1)	7.6	7.4 (best 8.0/worst 7.1)	7.3	7.3 (best 8.0/worst 7.1)
Safe environment – bullying and harassment	8.8	8.5 (best 8.9/worst 8.0)	8.6	8.4 (best 8.7/worst 7.6)	8.6	8.4 (best 8.8/worst 7.1)
Safe environment – violence	9.8	9.7 (best 9.9/worst 9.6)	9.8	9.7 (best 9.9/worst 9.6)	9.8	9.7 (best 9.9/worst 9.6)
Safety culture	7.5	7.1 (best 7.5/worst 6.7)	7.3	7.0 (best 7.5/worst 6.5)	7.0	7.0 (best 7.3/worst 6.2)
Staff engagement	7.4	7.3 (best 7.5/worst 6.9)	7.4	7.2 (best 7.5/worst 6.6)	7.0	7.1 (best 7.5/worst 6.5)
Team working	7.4	6.9 (best 7.5/worst 6.6)	7.5	7.1 (best 7.5/worst 6.5)	7.2	6.9 (best 7.4/worst 6.5)

Key data highlights

- KCHFT had better results than 2019/20 in four themes, all of which were statistically significant improvements.
- There were no themes which received a statistically significant lower score than 2019/2020. KCHFT maintained or improved across all themes.
- KCHFT is the best performing community trusts in five themes.
- KCHFT had the highest response rate that the organisation has ever achieved.
- KCHFT came second in the benchmarking group overall.

Future priorities and targets

Our approach will be to develop action plans, both corporate and directorate level, to address the areas of the survey with the biggest variance from our community trust comparators. We believe we can push ourselves to achieve the “best” within our benchmarking group.

Our main overall corporate focus will continue to be:

- reducing discrimination felt by colleagues via the equality and diversity strategy and action plan
- further developments on health and wellbeing including MSK
- re-energising Quality Improvement
- quality of care
- reimagine team working.
- staff engagement as this underpins all themes

The Strategic Workforce Committee will monitor progress against action plans. Quarterly, we will measure whether or not actions are having an impact via the staff friends and family test.

Overall, the staff survey findings for 2020 are very positive. It is important we continue to strive to improve all scores; that there is ownership of actions and these are followed through so every member of staff understands what they have to say does matter and that as a trust we listen and act on feedback.

Summary of local surveys

- Engagement with our 5,000-strong workforce needs to happen all-year round.
- The NHS staff survey is an excellent way of measuring how colleagues feel, but we know that more needs to be done to make sure the trust is having a consistent two-way conversation with our workforce.
- In 2020/21, we held Big Listen 2 during the summer. This was first held two years ago. Originally, it was designed to find out if people were happy working at KCHFT or if they intended to leave the organisation at some point. Feedback from it helped shape priorities for the organisation.
- Last summer's Big Listen 2 asked exactly the same questions as before, but also focussed on the trust's Covid response and our revised People Strategy.
- In all, 1,153 colleagues took part and the feedback was overwhelmingly positive and constructive; it again is helping shape work within KCHFT. As part of Big Listen 2, 15 virtual one-hour information follow-up sessions were held with 88 people attending.
- Any colleagues who were temporarily moved to support the effort against COVID-19 were asked to take part in a survey rating and feeding back on their experience.
- We also use regular polls on our intranet flo to temperature check how colleagues are feeling and asking for input, for example around organisational priorities.
- We also carry out regular surveys to our workforce, including one around what our quality priorities should be, for example.
- In February 2020, a communications and engagement survey was carried out asking colleagues about preferred channels of communication, specific projects (to provide benchmark data) and ambitions for the future.
- The national staff friends and family test was suspended in 2020/21 as a result of the pandemic.

Trade union facility time disclosures

Table 1

Relevant union officials

Number of employees who were relevant union officials during the relevant period	FTE employee numbers
12	11.11

Table 2

Percentage of time spent on facility time

Percentage of time	Number of employees
0	4
1 – 50	8
51 – 99	0
100	0

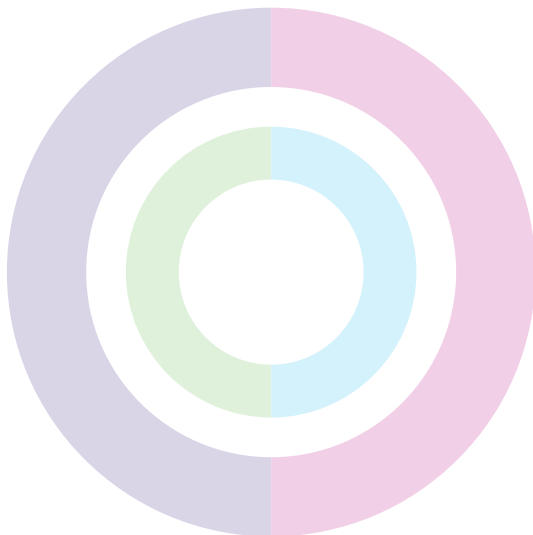


Table 3

Percentage of pay bill spent on facility time

Provide the figures requested in the first column of the table below to determine the percentage of your total pay bill spent on paying employees who were relevant union officials for facility time during the relevant period.

	Figures
Provide the total cost of facility time	£13,489
Provide the total pay bill	£187,732,193
Provide the percentage of the total pay bill spent on facility time	0.0072%

Table 4

Paid trade union activities

As a percentage of the total paid facility time hours, how many hours were spent by employees who were relevant union officials during the relevant period on paid trade union activities?

Time spent on paid trade union activities as a percentage of total paid facility time hours
32 per cent

*best and worse scores in brackets

Expenditure on consultancy

The trust's own expenditure on consultancy in 2020/21 was £637k (2019/20 £1,457k). The trust hosted the Kent and Medway Sustainability and Transformation Partnership until 30 September 2020, which incurred consultancy expenditure of £1,242k (2019/20 £2,483k) during the reporting period.

Highly-paid off-payroll worker engagements as at 31 March 2021 earning £245 per day or greater	Number of engagements
Number of existing engagements as of 31 March 2021	0
Of which...	
Number that have existed for less than one year at time of reporting.	0
Number that have existed for between one and two years at time of reporting.	0
Number that have existed for between two and three years at time of reporting.	0
Number that have existed for between three and four years at time of reporting.	0
Number that have existed for four or more years at time of reporting.	0

All highly-paid off-payroll workers engaged at any point during the year ended 31 March 2021 earning £245 per day or greater	Number of engagements
Number of off-payroll workers engaged during the year ended 31 March 2021	0
Of which...	
Not subject to off-payroll legislation*	0
Subject to off-payroll legislation and determined as in-scope of IR35*	0
Subject to off-payroll legislation and determined as out-of-scope of IR35*	0
Number of engagements reassessed for compliance or assurance purposes during the year	0
Of which: number of engagements that saw a change to IR35 status following review	0

*A worker that provides their services through their own limited company or another type of intermediary to the client will be subject to off-payroll legislation and the trust must carry out an assessment to determine whether or not that worker is in-scope of Intermediaries legislation (IR35) or out-of-scope for tax purposes.

For any off-payroll engagements of board members, and/or, senior officials with significant financial responsibility, between 1 April 2020 and 31 March 2021	Number of engagements
Number of off-payroll engagements of board members, and/or, senior officials with significant financial responsibility, during the financial year.	0
Number of individuals that have been deemed 'board members and/or senior officials with significant financial responsibility' during the financial year. This figure must include both off-payroll and on-payroll engagements.	18

Exit packages

The information in the following tables is subject to audit

Reporting of compensation schemes – exit packages 2020/21

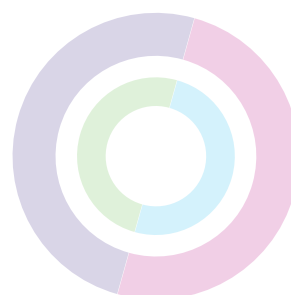
	Number of compulsory redundancies number	Number of other departures agreed number	Total number of exit packages number
Exit package cost band (including any special payment element)			
<£10,000	2	20	22
£10,001-£25,000	–	–	–
£25,001-50,000	2	–	2
£50,001-£100,000	–	–	–
£100,001-£150,000	–	–	–
£150,001-£200,000	–	–	–
>£200,000	–	–	–
Total number of exit packages by type	4	20	24
Total resource cost (£)	£91,000	£59,000	£150,000

Reporting of compensation schemes – exit packages 2019/20

	Number of compulsory redundancies number	Number of other departures agreed number	Total number of exit packages number
Exit package cost band (including any special payment element)			
<£10,000	6	13	19
£10,001-£25,000	5	1	6
£25,001-50,000	1	–	1
£50,001-£100,000	–	–	–
£100,001-£150,000	–	–	–
£150,001-£200,000	–	–	–
>£200,000	–	–	–
Total number of exit packages by type	12	14	26
Total resource cost (£)	£171,000	£55,000	£226,000

Exit packages: other (non-compulsory) departure payments

	2020/21		2019/20	
	Payments agreed number	Total value of agreements number	Payments agreed number	Total value of agreements number
Exit packages: other (non-compulsory) departure payments				
Voluntary redundancies including early retirement contractual costs	–	–	–	–
Mutually agreed resignations (MARS) contractual costs	–	–	–	–
Early retirements in the efficiency of the service contractual costs	–	–	–	–
Contractual payments in lieu of notice	20	59	14	55
Exit payments following employment tribunals or court orders	–	–	–	–
Non-contractual payments requiring HMT approval	–	–	–	–
Total			14	55
Of which:				
Non-contractual payments requiring HMT approval made to individuals where the payment value was more than 12 months' of their annual salary	–	–	–	–



Disclosures set out in the NHS foundation trust code of governance

NHS foundation trust code of governance

Kent Community Health NHS Foundation Trust has applied the principles of the NHS Foundation Trust Code of Governance on a comply or explain basis. The NHS Foundation Trust Code of Governance, most recently revised in July 2014, is based on the principles of the UK Corporate Governance Code issued in 2012.

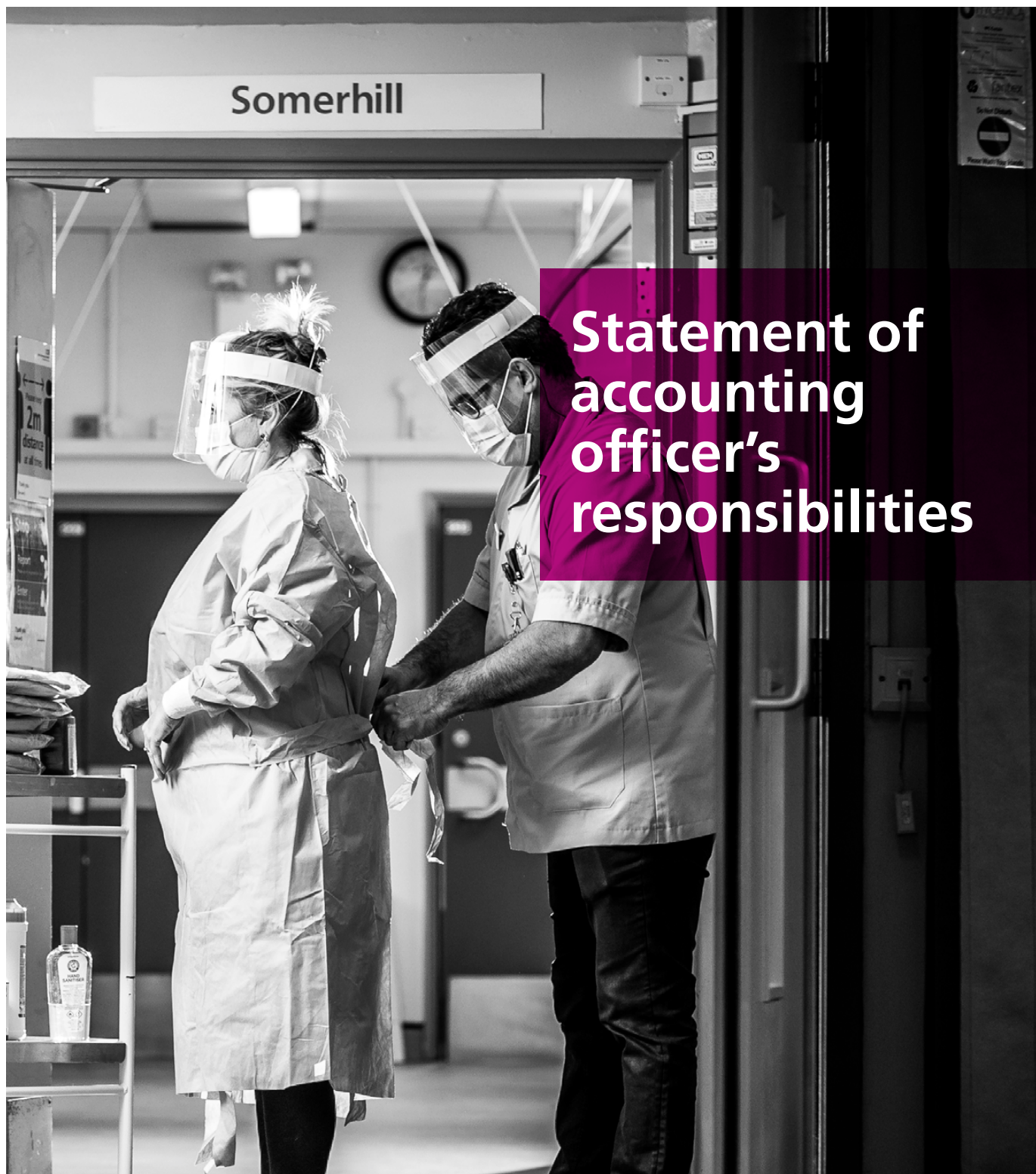
This table of disclosures is required so the trust complies with the requirements of the code of governance.

Disclosure relating to	NHS Improvement Code of Governance reference	Kent Community Health NHS Foundation Trust disclosure
Board and Council of Governors	A.1.1	The trust's Board meets nine times a year; four of those meetings are held in public. During the COVID-19 pandemic, the public are unable to attend and the meetings are broadcast virtually. Five meetings are held to discuss trust strategy and board development. There are approved standing orders, standing financial instructions and a scheme of delegation in place. The annual governance statement describes the role of each of the Board's committees. The trust's constitution sets out how disagreements between the council and the Board would be resolved; the chair, as chair of both bodies, would initially seek to resolve the disagreement, if this is not successful, a joint committee of governors and directors would be established. If this committee's recommendations were unable to resolve the dispute, the Board would make a final decision. A referral to NHS England and NHS Improvement or other external body might also be considered. There has been no requirement to activate this process during 2020/21.
Board, Nomination Committee(s), Audit and Risk Committee, Remuneration and Terms of Service Committee	A.1.2.	This annual report describes the roles and responsibilities of the Board on pages 27 to 32. The number of Board, Council and committee meetings and a record of attendance are found on page 33.
Council of Governors	A.5.3	Page 35 of this annual report identifies the members of the Council of Governors, the lead governor and their respective constituencies. The council has formally met three times during 20120/21. It is due to continue formal quarterly meetings. The April 2020 meeting was cancelled due to COVID-19.
Board	B.1.1	The directors of the trust all meet the required independence criteria set out by NHS England and NHS Improvement. The directors are identified on pages 25 to 32 of this annual report. All material pecuniary and non-pecuniary interests are declared and reported as per the trust's policy and regularly reported to the Board. They are also included in this annual report and are published on the Trust's public website.
Board	B.1.4	The biographies of Board members are included in this report on pages 27 to 32. The Board has completed a self-assessment and considers that the skills and experience of the members gives an appropriate balance in order to effectively conduct its business. This is reviewed continually through the Nominations Committee.

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Disclosure relating to	NHS Improvement Code of Governance reference	Kent Community Health NHS Foundation Trust disclosure
Board Council of Governors	B.2.2	Directors on the Board and governors on the Council of Governors meet the fit and proper persons test as described in the provider licence. The trust also abides by the updated guidance from the Care Quality Commission (CQC) regarding appointments to senior positions in the organisation subject to CQC regulations.
Nominations Committee(s)	B.2.10	The Nominations Committee is a committee of the council, which is designed to consider the appointment or removal, succession planning and process for appraisal for non-executive directors. The committee does this by reviewing the overall balance and skills of all the non-executive directors and makes recommendations to the council for consideration. The Nominations Committee met twice in the past year. The April Nominations Committee was cancelled due to COVID-19.
Chair/ Council of Governors	B.3.1.	The job specification for the trust's chair defines the role and capabilities required and the expected time commitment. The Nominations Committee will oversee future appointments, as required.
Council of Governors	B.5.6	Mechanisms for canvassing members continue to develop. Election of governors – there is a process for electing new governors, which is conducted by an external election company (formerly Election Reform Services). In the past 12 months, seven public governors were elected. The council now consists of 13 publicly elected governors, five staff elected governors and four appointed governors. All governors have been to at least one formal meeting of the council during the past 12 months.
Board	B.6.1	The Board is assessed for effectiveness and individual effectiveness assessments of Board members are conducted as part of the appraisal process. The Board collectively assesses its effectiveness after every formal meeting.
Board	B6.2	The Audit and Risk Committee takes responsibility for oversight of the governance process. It achieves this through internal audit, external audit, deep dives and the assessment of the risk profile of the organisation.
Board	C.1.1	The statement of the directors' responsibilities for the annual report and accounts is on page 27.
Board	C.2.1	This is covered in the annual governance statement included in this annual report.
Audit Committee/ Control Environment	C.2.2	This is covered in the annual governance statement included in this annual report. The independent auditor's report is on page 78.

Disclosure relating to	NHS Improvement Code of Governance reference	Kent Community Health NHS Foundation Trust disclosure
Audit Committee/ Council of Governors	C.3.5	This information is included in the trust's annual governance statement, included in this report.
Audit Committee	C.3.9	This information is included in the trust's annual governance statement, included in this report.
Board/Remuneration Committee	D.1.3	None of the trust's executive directors are released to serve on external appointments, such as non-executive directorships elsewhere.
Board	E.1.5	The members of the Board and, in particular the non-executive directors, will attend meetings of the Council of Governors, as and when required, to develop an understanding of the views of the council and the trust's members about the organisation. The Board will take account of surveys and consultations canvassing the opinion of the membership.
Board/Membership	E.1.6	There is a trust membership strategy. The methodology for NHS monitoring of effective member engagement and how representative it is of the community the trust serves is included in the communications and engagement strategy. The council has established a Communications and Engagement Committee to discharge this responsibility.
Membership	E.1.4	The trust's corporate services director oversees compliance with this requirement. The governors of the trust can be contacted by: email: kcht.governors@nhs.net phone 07468 700220 Post: Governor Support Office Kent Community Health NHS Foundation Trust The Oast Unit D Hermitage Court Hermitage Lane Barming Maidstone Kent ME16 9NT



Statement of accounting officer's responsibilities

Statement of the chief executive's responsibilities as the accounting officer of Kent Community Health NHS Foundation Trust

The NHS Act 2006 states that the chief executive is the accounting officer of the NHS foundation trust. The relevant responsibilities of the accounting officer, including their responsibility for the propriety and regularity of public finances for which they are answerable, and for the keeping of proper accounts, are set out in the NHS Foundation Trust Accounting Officer Memorandum issued by NHS Improvement.

NHS Improvement, in exercise of the powers conferred on Monitor by the NHS Act 2006, has given accounts directions that require Kent Community Health NHS Foundation Trust to prepare for each financial year a statement of accounts in the form and on the basis required by those directions. The accounts are prepared on an accruals basis and must give a true and fair view of the state of affairs of Kent Community Health NHS Foundation Trust and of its income and expenditure, total recognised gains and losses and cash flows for the financial year.

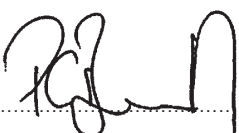
In preparing the accounts, the accounting officer is required to comply with the requirements of the Department of Health and Social Care Group Accounting Manual and in particular to:

- observe the accounts direction issued by NHS Improvement, including the relevant accounting and disclosure requirements, and apply suitable accounting policies on a consistent basis
- make judgements and estimates on a reasonable basis
- state whether applicable accounting standards as set out in the NHS Foundation Trust Annual Reporting Manual (and the Department of Health and Social Care Group Accounting Manual) have been followed, and disclose and explain any material departures in the financial statements

- make sure the use of public funds complies with the relevant legislation, delegated authorities and guidance
- confirm the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for patients, regulators and stakeholders to assess the NHS foundation Trust's performance, business model and strategy
- prepare the financial statements on a going concern basis.

The accounting officer is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the NHS foundation trust and to enable him/her to make sure the accounts comply with requirements outlined in the above mentioned act. The accounting officer is also responsible for safeguarding the assets of the NHS foundation trust and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

To the best of my knowledge and belief, I have properly discharged the responsibilities set out in the NHS Foundation Trust Accounting Officer Memorandum.

Signed.....

Paul Bentley, Chief Executive Officer

Date: 17 June 2021



Annual governance statement

Annual Governance Statement

1 April 2020 to 31 March 2021

Kent Community Health NHS Foundation Trust
(Organisational Code – RYY)

1. Scope of responsibility

As accounting officer, I have responsibility for maintaining a robust system of internal control that supports the achievement of the NHS Foundation Trust's policies, aims and objectives, while safeguarding the public funds and departmental assets for which I am personally responsible, in accordance with the responsibilities assigned to me.

I am also responsible for making sure the NHS foundation trust is administered prudently and economically and resources are applied efficiently and effectively. I acknowledge my responsibilities as set out in the NHS Foundation Trust Accounting Officer Memorandum.

In the delivery of my responsibilities and objectives, I am accountable to the Board and my performance is reviewed regularly and formally by the chair on behalf of the Board.

During 2020/21, the organisation routinely reported on financial, operational, and strategic matters.

2. The purpose of the system of internal control

The system of internal control is based on a continuing programme designed to recognise, identify and prioritise the trust's risks against the achievement of aims, objectives and compliance of trust policies. The aim of the internal control systems is to alleviate the likelihood of risks occurring and to manage them effectively and efficiently.

The system of internal control has been in place in Kent Community Health NHS Foundation Trust for the year end 31 March 2021 and up to the date of approval of the annual reports and accounts.

3. Capacity to handle risk

The Governance Framework of Kent Community Health NHS Foundation Trust is overseen by the trust Board, which comprises of executive and non-executive directors.

The Board's function is to:

- make sure all stakeholders have a good understanding of Kent Community Health NHS Foundation Trust's purpose
- set the values for the trust and its strategic direction
- hold management to account for the success and safety of the trust, including risk management
- shape the organisational culture that supports its vision and values and encourages openness, honesty and integrity.

Through its strategic vision, values and goals, the Board is committed to delivering a strong, financially viable and sustainable organisation with quality of service at the heart of its business.

In March 2015, the trust was authorised as a foundation trust and continues to assess itself to meet all of the requirements of the NHS Code of Governance. The Board and Audit and Risk Committee receive regular reports of the key risks received from the organisation and regularly review the Board Assurance Framework which contains the trust's strategic risks.

The trust's approach to risk management is proactive. Leadership and co-ordination of risk management activities is provided by the director of corporate services and their team with support from all members of the Executive Team. During 2020/21, Kent Community Health's trust risk appetite has been tested in full in response to the COVID-19 pandemic.

Operational responsibility rests with all staff aligned to their individual roles. Risk management training is part of staff induction and training updates for existing staff are also provided.

Risk identification, prioritisation, mitigation or elimination occurs through assessment and grading using a nationally recognised matrix of impact and likelihood. Incident reporting is a factor in the continuing assessment of risk and results in the instigation of changes in practice. Complaints and other feedback from users and stakeholders are also used and reported to the Board.

Identifying sources of potential risk and proactively assessing risk situations forms part of everyday working practice throughout the trust, this includes:

- identifying potential risk issues through incidents, near misses and complaints through the triangulation of data
- investigating and analysing root cause analysis
- discussing risk and incident management through local governance agendas
- risk management is incorporated in objective setting and appraisals
- Risk Team ownership of monitoring the delivery and effectiveness of actions taken to control risk
- learning from near misses, risk events, legal claims and complaints and sharing the lessons learned across the trust.

Through its strategic vision, values and goals, the Board is committed to delivering a strong, financially viable and sustainable organisation with quality of service at the heart of its business. Given the changing landscape initiated by the COVID-19 pandemic and its impact on the system, the trust has taken this as an opportunity to review risk appetite to support key decision-making moving forward.

To give Board members grounding and greater understanding and clarity, there has been development in engaging each member with service reviews, to help understand patient journeys and pathways with case interrogation of individual case studies. In addition, the Board is invited to senior managers' conferences, team leaders' conferences and executive and heads of service events, where they meet senior management and discuss new service models, service improvements and innovations.

4. Risk Management Controls Framework

As accountable officer, I have overall responsibility for risk management. Specific responsibilities are delegated to senior managers throughout the organisation. The Board oversees risks, establishes a risk appetite for high level risks on a risk-by-risk basis and encourages proactive identification and mitigation of risks.

The Risk Management Policy was presented to the Audit and Risk Committee in 2020. The policy describes the trust's risk appetite and the approach to managing and tolerating risks. The effective implementation of the strategy enables the delivery of a quality service and, alongside staff training and support, provides an improved awareness of the measures needed to prevent, control and contain risk.

The top risks identified through the risk management process that have a significant impact on the ability of the trust to deliver its strategic goals are documented in the Board Assurance Framework.

During 2020/21 there has been a significant amount of work carried out to manage, rationalise and make sure consistency of the risks identified through the risk management process. Key strategic risks (Board Assurance Framework) have been identified through strategic assessment, triangulation and business planning process. These are:

- risk that the significant impact on the system and the organisation due to the COVID-19 pandemic may result in the inability to delivery services to an acceptable standard either in coverage or quality.
- risk that the balance of factors, including safety, operational effectiveness, patient need and engagement, to consider as part of reset may impact our ability to stand up all services
- system and partner plans to reset and restart could be insufficient or insufficiently coordinated to meet the demand resulting in the system being overwhelmed and patients not receiving the services they need
- risk that the organisation's services may be overwhelmed as result of the impact of winter pressures in combination with COVID-19
- risk that the on-going pressure and staff shortages specifically in community hospitals and rapid response services, as a result of growing vacancies, high acuity of patients and staff absence may result in unacceptable demands on staff and impact on safer staffing levels, a poorer service to patients and/or the need to shut services with the resultant impact on the system
- risk that the organisation may encounter collaborative challenges with health partners and demands of an unprecedented logistical scale could result in the trust not being able to cope with the system wide delivery of the COVID-19 vaccination programme
- the pace of integrated care system transition is resulting in an inconsistent narrative, which could impact our ability to progress the strategic aims of the organisation.

Risk management is a core component of job descriptions within the trust. A range of risk management training is provided to members of staff and there are procedures in place which describe roles and responsibilities in relation to the identification, management and control of risk, along with the risk management process of escalation and de-escalation to be followed. All relevant risk policies and procedures are available to colleagues on the intranet.

The trust learns from good practice through a range of mechanisms including clinical supervision, continuing professional development, clinical and process audit and application of evidence-based practice. At the heart of the trust's risk management policy is the desire to learn from events and situations in order to continuously improve quality of care.

Leadership and co-ordination of risk management activities is provided by the corporate services director, assistant director of corporate operations and the Risk Management Team with support from all members of the Executive Team. Risk management training is part of staff induction and training updates for existing colleagues are also provided.

Risk identification, prioritisation, mitigation or elimination occurs through assessment and grading using a nationally-recognised matrix of impact and likelihood. Incident reporting is a factor in the ongoing assessment of risk and results in the instigation of changes in practice. Complaints and other feedback from users and stakeholders are also used and reported to the Board. The trust operates a We Care review programme which encompasses the NHS Improvement's well-led framework. The visits encourage shared learning, provide assurance and stimulate quality improvements. The visits focus on assessing our CARE values in action, as well as assessing compliance with the CQC fundamental standards – safe, effective, caring, responsive and well-led.

4.1 Risk Management during the pandemic

The pandemic has undeniably presented us with the opportunity to look objectively at our processes. Just as the trust has taken this time for a refreshed approach to its strategy and governance, our risk appetite and ambitions are also on the forefront of the 'reset and re-imagine programme'. Namely, the fundamental principles of our risk management strategy going forward will be to:

- continue to deliver and embed the trust's defined risk appetite

- always available approach to one-to-one risk management support for all staff
- embrace change and taking risks to shape the, new normal. Align risk appetite to our new strategic ambitions and clearly set out the process of embedding into operational and front line approach.

5. Care Quality Commission

In 2019, the CQC carried out a full inspection of trust services which concluded an overall 'Outstanding' rating. This makes Kent Community Health NHS Foundation Trust the third community trust in the country to be outstanding overall and one of 23 provider trusts to be outstanding overall in England. We are the only community provider trust in the south east to have this rating.

Individual ratings against each domain were:

- Are services safe? **Good**
- Are services effective? **Outstanding**
- Are services caring? **Outstanding**
- Are services responsive? **Good**
- Are services well-led? **Good**

Findings included:

- engagement with patients, staff and stakeholders seen as business as usual and vital to delivering services
- leaders have an inspiring purpose, striving to deliver and motivate staff to succeed. Staff felt supported, valued and respected by their leaders
- there was significant cultural shift to reduce bureaucracy and a healthy and authentic culture of valuing staff, openness, fairness and putting the patient at the heart of every policy, strategy and service delivered.
- a clear proactive approach to seeking out and embedding new and more sustainable models of care.
- safe use of innovative and pioneering approaches to care and how it is delivered are actively encouraged.
- rigorous and constructive challenge from patients was welcomed.

6. The Governance Framework of the Organisation

6.1 Council of Governors

The Council of Governors represent the interests of our members and the wider public. It has two general duties – to hold the non-executive directors to account for the performance of the Board and to represent the views of the local population.

The governors' role is to enable local people, patients, staff and our partners to have a say about the development of community services. They are a direct link between the trust and the people it serves.

Governors have an important role to play in making the trust publicly accountable for the services it provides. Each category of governor – public, staff and appointed governors – brings valuable perspectives and contributions to the trust's activities and future planning.

The full Council of Governors normally meets quarterly but the April 2020 meeting was cancelled due to COVID-19. Due to the pandemic and government restrictions, a digital annual meeting was presented in September 2020, alongside the trust's annual meeting. This can be viewed at www.kentcht.nhs.uk/annualmeeting

6.2 Trust Board

The trust's Board has overall responsibility for the activity, integrity and strategy of the trust and is held accountable, through its chair, by our Council of Governors, which is made up of members of the public elected to represent the views of residents.

In order to give the Board members grounding and greater understanding and clarity there has been development in engaging each member with we care reviews to help understand the patient journeys and pathways with interrogation of individual case studies. During the pandemic, we care visits took place between September and November with non-executive directors in attendance. Non-executive directors also attended the virtual quality review panels which identified the key lines of enquiry for further exploration during the on-site visit.

The Board is also invited to the senior manager conferences, executive and heads of service conferences where they meet the senior management and discuss new service models, service improvements and innovations. These events took place virtually during the pandemic.

The Board has the following key functions:

- to set strategic direction, define trust objectives and agree trust operating plans
- to monitor performance and ensure corrective action is taken, where required
- to make sure financial stewardship is met
- to make sure high standards of corporate and clinical governance are met
- to appoint, appraise and remunerate directors
- to encourage dialogue with external stakeholders.

The board is made up of non-executive directors who use the skills and experience gained from the private, public and voluntary sectors to help run the trust, but who do not have day-to-day managerial responsibilities within the trust and executive directors who are paid employees with clear areas of work responsibility within the trust.

To support the whole organisation's focus on the pandemic, governance processes were assessed and revised to align to the response while still ensuring the core assurance required. This was supported by daily or real time information and assurance reporting on key areas of performance including incidents, activity and patient feedback.

As part of the response to the COVID-19 pandemic, the trust enhanced the governance processes with the implementation of daily incident command and control meetings that reported through to the Executive Team.

6.3 Committees of the trust's Board

The trust is supported by committees whose membership includes non-executive directors, directors and senior managers of the organisation. A formal update report for each committee is reported to the Board, regularly outlining the activity carried out against the individual committee's terms of reference. During the pandemic, the committees continued to meet virtually. The committees are:

6.2.1 Audit and Risk Committee

This committee is a non-executive committee of the Board with delegated decision-making powers to provide assurance and hold the Executive Team to account for the corporate governance and internal control.

The director of finance, director of corporate services, head of internal audit, head of external audit and the local counter fraud specialist attend meetings. Other individuals with specialist knowledge attend for specific items with the consent of the chair.

The Audit and Risk Committee provides the board with assurance on key aspects including:

- effective systems of internal control and risk management.
- effective internal audits and service reviews
- reviewing the findings of external audits and other significant assurance functions
- reviewing risks which have been assigned to the committee and providing assurance that key controls and action plans are adequate to address gaps in controls

- reviewing and reporting on the annual report and financial statements.

It is incumbent upon the Audit and Risk Committee to work closely with other committees of the trust's Board to make sure all issues relating to finance, risk management and internal control are considered in a holistic and integrated way throughout the system.

6.2.2 Charitable Funds Committee

This committee acts on behalf of the corporate trustee, in accordance with the Kent Community Health NHS Foundation Trust's standing orders to oversee the charity's operation and to make sure the administration of charitable funds is distinct from the trust's exchequer funds.

The committee is authorised by the Board to obtain reasonable external, legal or other independent professional advice, and to secure the attendance of outsiders with relevant experience or expertise, if it considers this to be necessary.

The Charitable Funds Committee oversees all aspects relating to charitable funds within Kent Community Health NHS Foundation Trust. The committee's main functions include:

- supporting and monitoring fundraising on behalf of the trust's charity
- developing and approving charitable funds guidelines and policies
- considering and managing charitable funds, applications and investments
- reviewing risks which have been assigned to the committee and providing assurance that key controls and action plans are adequate to address gaps in controls

6.2.4 Finance Business and Investment Committee

This is a committee of the Board and maintains robust financial management by monitoring financial performance and making recommendations to the executive team and the Board. Executive directors and senior service leads attend by invitation when the committee discusses issues relating to their area of responsibility. The committee's main functions include:

- receiving and approving financial strategy and policy documents
- monitoring the financial management of income and expenditure
- approving and monitoring the financial management of the balance

- approving and assessing commercial management issues
- scrutinising current financial performance and future financial plans
- monitoring performance against cost improvement plans
- scrutinising the development and implementation of service line reporting and service line management
- monitoring decisions to bid for business opportunities and approve those up to £15 million contract turnover in line with trust strategy and reviewing and then referring and recommending larger and novel bids to the Board for approval
- reviewing and approving capital investment decisions between £1million to £3 million within capital budget and the overall capital programme development, referring with recommendation, larger cases to the Board for approval
- reviewing and approving revenue business cases between £1million to £3 million annual values and referring with recommendation, larger cases to the Board or approval
- approving Treasury Management Policy and scrutinising implementation
- reviewing risks which have been assigned to the committee and providing assurance that key controls and action plans are adequate to address gaps in controls.

6.2.5 Quality Committee

This is a committee of the Board with delegated decision-making powers. The chief nurse, the medical director, chief operating officer and the director of participation, experience and patient engagement are members. Other individuals with specialist knowledge attend for specific items with the consent of the chair. The committee invites clinical representatives to attend its meetings to provide assurance on key governance and risk issues and quality improvement.

The Quality Committee provides leadership and assurance that clinical governance systems and processes are in place and effective in providing safe, high quality care. The Committee's main functions include:

- providing oversight of performance and risk of the trust strategic objectives/enablers preventing ill health and high quality care as assigned to the committee by the Board
- making sure the strategic priorities for quality assurance are focused on those which best support

delivery of the trust's quality priorities in relation to patient experience, safety of patients and service users and effective outcomes

- reviewing compliance with regulatory standards and statutory requirements, for example those of the Duty of Candour, the Care Quality Commission, NHS Resolution and the NHS Performance Framework
- overseeing we care visits associated action plans and risks
- reviewing quality risks which have been assigned to the Quality Committee and providing assurance that key controls and action plans are adequate to address gaps in controls
- reviewing the annual quality report ahead of its submission to the Board for approval
- overseeing deep dive reviews of identified risks to quality identified by the Board or the committee, particularly serious incidents and how well any recommended actions have been implemented
- reviewing how lessons are disseminated, learned from and embedded in the trust from 'ward to Board'
- Overseeing the ratification of clinical policies and any other formal clinical document where mandatory compliance is required.

The trust's approach to quality is informed by listening to patient experience and understanding safety alongside delivering and maintaining services. This approach has been formally identified through trust values and strategic objectives with executive leadership and Board ownership.

6.2.6 Remuneration and Terms of Service Committee

Committee members are non-executive directors. The committee is chaired by the trust's chair. The chief executive and director of workforce, organisational development and communications will also normally attend meetings, except where matters relating to them are under discussion.

The committee is responsible for setting the remuneration and conditions of service for the chief executive and other directors with Board responsibility who report directly to the chief executive and other directors; making sure these properly support the objectives of the trust, represent value for money and comply with statutory requirements.

The committee does not determine the remuneration of the non-executive chair and the non-executive directors, which is set by the Council of Governors.

When required, the committee will oversee the appointment of executive directors in accordance with standing orders. During these sittings, the committee will be known as the executive appointments committee and the minutes reflect this position.

6.2.7 Strategic Workforce Committee

This is an assurance committee that has delegated authority from the Board to provide assurance and hold the executive team to account for strategic workforce issues. Its purpose is also to keep abreast of the strategic context in which the trust is operating in, the consequences and implications on the workforce.

The Strategic Workforce Committee provides advice and assurance to the Board on all matters relating to workforce planning, strategy and pay and rewards. It is also responsible for organisational development including health and wellbeing and equality, diversity and inclusion.

The committee's main functions include:

- overseeing the development and implementation of the trust's people strategy, making sure the trust has robust plans in place to support continuing development of the workforce
- reviewing the trust's plans to identify and develop leadership capacity and capability in the trust, including talent management
- making sure there is an effective workforce plan in place, so the trust has sufficient staff with the necessary skills and competencies to meet the needs of patients and service users
- making sure the trust continually reviews its workforce models, to reflect new roles and new ways of working to support delivery of the trust's contractual obligations
- receiving and providing assurance that the trust has an appropriate pay and reward system linked to delivery of the organisation's strategic objectives, outcomes and desired behaviours
- making sure the training and education provided and commissioned by the trust is fully aligned to the trust's strategy
- making sure there are mechanisms to support the mental and physical health and wellbeing of the trust's staff
- receiving information on strategic themes relating to employment issues, making sure they are understood and actioned

- making sure the trust is compliant with relevant legislation and regulations relating to workforce matters
- reviewing risks which have been assigned to the committee and providing assurance that key controls and action plans are adequate to address gaps in controls
- making sure the trust has appropriate workforce policies in place.

Members of the strategic workforce committee include two non-executive directors (one as chair), director of workforce, organisational development and communications; chief operating officer; chief nurse and medical director. The deputy director of finance and deputy director of workforce are also members.

6.2.8 Executive Team

The Executive Team operates on behalf of the trust Board to make sure Kent Community Health NHS Trust operates efficiently and effectively in the development and implementation of strategy, operational plans, policies and procedures. The Executive Team will peer review operating and financial performance; strategic, corporate and operational risk; discuss and quality assure documents and issues before they are reported to the Board and its committees. This provides the opportunity for cross directorate engagement and appropriate delegation of work:

- to make sure the effective operational management of the trust
- development of corporate and business strategy, operational plans, policies and procedures and objectives for recommendations to the trust Board and its committees
- provide a forum for key policy areas to be debated and refined
- review operational, financial, risk and performance of the trust
- validate all newly identified high risks to make sure risks are accurately described and rated
- make sure the trust remains fit for purpose by continuously reviewing effectiveness and efficiency of management and leadership
- formulate and implement service changes and developments
- seek ways to continuously improve the quality of working life for employees
- seek ways to continually improve the patient experience and engagement

- ensure effective partnership working across the health economy

7. NHS Pension Scheme

As an employer with staff entitled to membership of the NHS Pension Scheme, control measures are in place to make sure all employer obligations contained within the scheme regulations are complied with.

This includes making sure deductions from salary, employer's contributions and payments into the scheme are in accordance with the scheme rules, and that member pension scheme records are accurately updated in accordance with the timescales detailed in the regulations.

8. Sustainability

In support of the NHS Long Term Plan and sustainability agenda, our vision is to be a leading provider of outstanding low-carbon care to our patients and staff, which incorporates the seven elements of sustainability and resource efficiency. Our aim is to reduce our carbon footprint by 50 percent over the next five years.

In October 2020, Kent Community Health NHS Foundation Trust agreed a set of 41 actions as part of the trust's Sustainability Strategy 2021/26. At the core of this strategy is a focus on the health of the communities we serve now and for generations to come. The dedicated sustainability lead position has been created to progress and report against this strategy, consistent with our commitment to the NHS Long Term Plan and sustainability agenda. The trust's strategy targets five broad areas: Journeys, the built environment, supply, wildlife and biodiversity, and our people.

9. Workforce

The trust ensures short, medium and long-term workforce strategies and staffing systems are in place which assures the Board staffing processes are safe, sustainable and effective.

Assurance is provided through the trust's Strategic Workforce Committee, People Strategy, related KPIs and action plans. Workforce risks are also managed throughout the trust's committee structures.

The Executive Team receives a monthly report on safe staffing as does the Quality Committee. The Executive and Strategic Workforce Committee make sure this is reported to the Board. The requirements of the 2016 NQBs guidance is responded to in the safe staffing reports.

To support safe staffing, the trust uses evidence-based tools, developed against national requirements and local specifics in terms of acuity and need. The forward rotas, outcomes and lessons learned are regularly considered and monitored by professionals at different levels of seniority with a clear reporting and assurance process through line management, the executive and the Quality Committee to the Board. I receive assurance through the chief nurse and medical director that staffing rotas are safe, effective and sustainable.

The workforce plan is developed annually to fundamentally assure safe care and to deliver the trust's objectives, developments and goals. The plan is reviewed by the Executive and Strategic Workforce Committee.

10. Review of economy, efficiency and effectiveness of the use of resources

The Board takes responsibility for oversight and risk management assurance throughout the trust and receives the Board Assurance Framework at its formal meetings.

The trust's strategic goals form the basis of the Board Assurance Framework. The strategic goals are linked to key risks, internal controls and assurance sources. Mitigating controls and assurances are recorded and monitored to deliver reasonable assurance for prevention of risks, deterrent to risks arising and management of current risks. The control mechanisms in place are designed to minimise or eliminate the risk of failure to deliver business objectives, including robust corporate and performance management frameworks, service level agreements and contract monitoring, policies and procedures.

The Board delegated detailed oversight of the Board Assurance Framework to the Audit and Risk Committee. This committee assesses the effectiveness of risk management by: Managing and monitoring the implementation of the Risk Management Strategy; considering findings from internal and external audit reviews; calling executive directors to account for their risk portfolios and monitoring the Board Assurance Framework at each of its meetings. The Audit and Risk Committee is supported by the corporate services director who produces regular reports on risk for review.

The end of year review of the Board Assurance Framework by audit has resulted in an opinion of reasonable assurance that the Board Assurance Framework is effective.

Clinical risk and patient safety are overseen by the trust Quality Committee, the chief nurse, the medical director and the operational director. The Board receives monthly quality reports encompassing the quality and patient safety aspects for the trust. The Quality Committee has focused on assurance that the trust is embedding the lessons identified from incidents across the trust. It has also sought assurance on the progress of the action plans that were developed in relation to the Trust's NHS Improvement Quality Governance Assurance Framework score, and the Care Quality Commission's inspection of the trust. This assurance is Kent Community Health NHS Foundation Trust annual report, quality report and accounts 2020 to 2021 reported to the Board.

Specialised risk management activities, for example, emergency planning and business continuity, health, safety, fire and security, are carried out by the Corporate Assurance and Risk Management Group that reports to the Executive Team and is accountable to the Audit and Risk Committee.

The Audit and Risk Committee receives regular reports from the local counter fraud specialist which identifies specific fraud risks and investigates whether or not there was evidence of those being exploited. No significant risks, classes of transactions or account balances were identified. The committee has focused some attention on the relationship between claims and the associated costs, and incidents reported.

Control measures are in place to make sure that all the organisation's obligations under equality, diversity and human rights legislation are complied with. These include policies, the committee structure and Board assessment of compliance with, and progress against, equality and diversity best practice.

The trust has published an up-to-date register of interests for decision-making staff within the past 12 months.

The impact of the COVID-19 pandemic and the challenges of resetting has touched every area of trust work and operation and for the purposes of this statement, is included as a significant control issue. This is on the basis that the annual plan, goals and finances were significantly impacted.

11. Information governance

The trust takes all information governance incidents very seriously and, regardless of severity, are analysed and where appropriate categorised as a serious incident needing further investigation. For the period 1 April 2020 to 31 March 2021, there were two serious incidents reported to the regulatory body, the Information Commissioner. The Information

Commissioner's Office responded and did not take any action against the trust in respect of either incident.

12. Emergency preparedness, resilience and response

The trust has a duty to prepare for emergencies and to have plans in place to make sure it returns to business as usual as soon as possible following an event. The trust has developed a comprehensive management framework to make sure it complies with the NHS Core standards of emergency preparedness, resilience and response. The framework confirms the trust has quality tested business continuity plans and these are regularly tested through a range of exercises.

For 2020/21, the trust gained fully compliant status within the annual assurance assessment. In 2020/21, the government declared a level four incident in relation to COVID-19. The trust responded to this incident using its emergency planning and business continuity plans.

13. Review of effectiveness

As accounting officer, I have responsibility for reviewing the effectiveness of the system of internal control. My review of the effectiveness of the system of internal control is informed by the work of the internal auditors, clinical audit and the executive managers and clinical leads within the NHS foundation trust who have responsibility for the development and maintenance of the internal control framework. I have drawn on the content of the quality report and other performance information available to me. My review is also informed by comments made by the external auditors in their management letter and other reports. I have been advised on the implications of the result of my review of the effectiveness of the system of internal control by the Board, the Audit and Risk Committee and Quality Committee and a plan to address weaknesses and ensure continuous improvement of the system is in place.

There is a clear, dynamic process for monitoring progress against audit recommendations with oversight by the Audit and Risk Committee. Recommendations from any reports providing limited assurance are prioritised.

Director statements from executive directors and senior managers within the organisation who have responsibility for the development and maintenance of the system of internal control provide me with assurance. The Board Assurance Framework provides me with evidence that the effectiveness of controls that manage the risks to the organisation achieving its

principal objectives have been reviewed and addressed.

I have been advised on the implications of the result of my review of the effectiveness of the system of internal control by the Board supported by the Audit and Risk and Quality committees' regular reports to the Board.

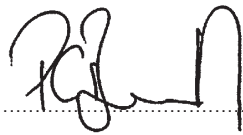
Processes are in place to maintain and review the effectiveness of the system of internal control by:

- the Board providing overall leadership for the management of risk against the achievement of organisational objectives
- the Board's receipt of the Board Assurance Framework at its meetings
- the Audit and Risk Committee and the Corporate Assurance and Risk Management Group providing assurance on the effective operation of the risk management system
- each level of management being responsible for the risks in their areas, regularly reviewing them and the controls in place to mitigate them
- the internal assurance process used to monitor compliance with the Care Quality Commission Essential Standards.

The impact of the COVID-19 pandemic has touched every area of trust's work and operation and for the purposes of this statement, is included as a significant control issue. This is on the basis that the annual plan, goals and finances were significantly impacted.

14. Conclusion

My review confirms that Kent Community Health NHS Foundation Trust has a sound system of internal control. The Head of Internal Audit has assessed Kent Community Health NHS Foundation Trust and given the trust a rating of reasonable assurance overall which supports the achievement of the goals, vision, values, policies, aims and objectives of the organisation.

Signed.....

Paul Bentley, Chief Executive Officer

Date: 17 June 2021

NHS Oversight Framework

‘NHS Improvement, incorporating the former foundation trust regulator, Monitor, is the regulator for health services in England and has a role to protect and promote the interests of patients.’

The NHS Oversight Framework provides the framework for overseeing providers and identifying potential support needs.

The framework is intended to:

- provide one framework to oversee providers, irrespective of their legal form
- help them identify problems, and risks of problems, as they emerge
- pinpoint the source of the problem, allowing them to tailor their support packages to the specific needs of providers and local health systems.

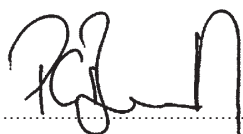
Segmentation

NHS Improvement will segment providers into four groups based on information relating to the five themes, and will specify the level of support required for each provider on this basis.

The latest segmentation information available as at 31 March 2021 places Kent Community Health NHS Foundation Trust in segment two.

The trust’s Board considers performance against national priorities set out in the NHS Oversight Framework for NHS Providers, which sets out how NHS Improvement works alongside trusts to support the delivery of high quality and sustainable services for patients.

Signed



Paul Bentley, Chief Executive Officer

Date: 17 June 2021

Independent auditor's report to the Council of Governors of Kent Community Health NHS Foundation Trust

Report on the Audit of the Financial Statements

Opinion on financial statements

We have audited the financial statements of Kent Community Health NHS Foundation Trust (the 'Trust') for the year ended 31 March 2021, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and international accounting standards in conformity with the requirements of the Accounts Directions issued under Schedule 7 of the National Health Service Act 2006, as interpreted and adapted by the Department of Health and Social Care Group Accounting Manual 2020 to 2021.

In our opinion, the financial statements:

- give a true and fair view of the financial position of the Trust as at 31 March 2021 and of its expenditure and income for the year then ended;
- have been properly prepared in accordance with international accounting standards as interpreted and adapted by the Department of Health and Social Care Group Accounting Manual 2020 to 2021; and
- have been prepared in accordance with the requirements of the National Health Service Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law, as required by the Code of Audit Practice (2020) ("the Code of Audit Practice") approved by the Comptroller and Auditor General. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the Trust in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the Accounting Officer's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Trust to cease to continue as a going concern.

In our evaluation of the Accounting Officer's conclusions, and in accordance with the expectation set out within the Department of Health and Social Care Group Accounting Manual 2020 to 2021 that the Trust's financial statements shall be prepared on a going concern basis, we considered the inherent risks associated with the continuation of services provided by the Trust. In doing so we had regard to the guidance provided in Practice Note 10 Audit of financial statements and regularity of public sector bodies in the United Kingdom (Revised 2020) on the application of ISA (UK) 570 Going Concern to public sector entities. We assessed the reasonableness of the basis of preparation used by the Trust and the Trust's disclosures over the going concern period.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Trust's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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In auditing the financial statements, we have concluded that the Accounting Officer's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

The responsibilities of the Accounting Officer with respect to going concern are described in the 'Responsibilities of the Accounting Officer and Those Charged with Governance for the financial statements' section of this report.

Other information

The Accounting Officer is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Other information we are required to report on by exception under the Code of Audit Practice

Under the Code of Audit Practice published by the National Audit Office in April 2020 on behalf of the Comptroller and Auditor General (the Code of Audit Practice) we are required to consider whether the Annual Governance Statement does not comply with the disclosure requirements set out in the NHS foundation trust annual reporting manual 2020/21 or is misleading or inconsistent with the information of which we are aware from our audit. We are not required to consider whether the Annual Governance Statement addresses all risks and controls or that risks are satisfactorily addressed by internal controls.

We have nothing to report in this regard.

Opinion on other matters required by the Code of Audit Practice

In our opinion, based on the work undertaken in the course of the audit:

- the parts of the Remuneration Report and the Staff Report to be audited have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Accounts Directions issued under Schedule 7 of the National Health Service Act 2006; and
- based on the work undertaken in the course of the audit of the financial statements and our knowledge of the Trust, the other information published together with the financial statements in the annual report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

Under the Code of Audit Practice, we are required to report to you if:

- we issue a report in the public interest under Schedule 10 (3) of the National Health Service Act 2006 in the course of, or at the conclusion of the audit; or
- we refer a matter to the regulator under Schedule 10 (6) of the National Health Service Act 2006 because we have reason to believe that the Trust, or an officer of the Trust, is about to make, or has made, a decision which involves or would involve the incurring of unlawful expenditure, or is about to take, or has begun to take a course of action which, if followed to its conclusion, would be unlawful and likely to cause a loss or deficiency.

We have nothing to report in respect of the above matters.

Responsibilities of the Accounting Officer and Those Charged with Governance for the financial statements

As explained more fully in the Statement of the Chief Executive's responsibilities as the accounting officer set out on page 66, the Chief Executive, as Accounting Officer, is responsible for the preparation of the financial statements in the form and on the basis set out in the Accounts Directions included in the NHS foundation trust annual reporting manual 2020/21, for being satisfied that they give a true and fair view, and for such internal control as the Accounting Officer determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Accounting Officer is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Accounting Officer has been informed by the relevant national body of the intention to dissolve the Trust without the transfer of its services to another public sector entity.

The Audit and Risk Committee is Those Charged with Governance. Those Charged with Governance are responsible for overseeing the Trust's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Trust and determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting frameworks (international accounting standards and the National Health Service Act 2006, as interpreted and adapted by the Department of Health and Social Care Group Accounting Manual 2020 to 2021).
- We enquired of management and the Audit and Risk Committee, concerning the Trust's policies and procedures relating to:
 - the identification, evaluation and compliance with laws and regulations;
 - the detection and response to the risks of fraud; and
 - the establishment of internal controls to mitigate risks related to fraud or non-compliance with laws and regulations.
- We enquired of management, Internal Audit and the Audit and Risk Committee, whether they were aware of any instances of non-compliance with laws and regulations or whether they had any knowledge of actual, suspected or alleged fraud.

- We assessed the susceptibility of the Trust's financial statements to material misstatement, including how fraud might occur, by evaluating management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls and any other fraud risks identified for the audit.
- Our audit procedures involved:
 - evaluation of the design effectiveness of controls that management has in place to prevent and detect fraud;
 - journal entry testing, with a focus on large and unusual journals;
 - challenging assumptions and judgements made by management in its significant accounting estimates in respect of property, plant and equipment valuations and **[include details]**;
 - assessing the extent of compliance with the relevant laws and regulations as part of our procedures on the related financial statement item.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. However, detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as those irregularities that result from fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- The team communications in respect of potential non-compliance with relevant laws and regulations, including the potential for fraud in revenue and/or expenditure recognition, and the significant accounting estimates related to land and building valuations, depreciation, provisions, accruals and credit loss and impairment allowances.
- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation
 - knowledge of the health sector and economy in which the Trust operates
 - understanding of the legal and regulatory requirements specific to the Trust including:
 - the provisions of the applicable legislation
 - NHS Improvement's rules and related guidance
 - the applicable statutory provisions.
- In assessing the potential risks of material misstatement, we obtained an understanding of:
 - the Trust's operations, including the nature of its income and expenditure and its services and of its objectives and strategies to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement.
 - the Trust's control environment, including the policies and procedures implemented by the Trust to ensure compliance with the requirements of the financial reporting framework.

Report on other legal and regulatory requirements – the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources

Matter on which we are required to report by exception – the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources

Under the Code of Audit Practice, we are required to report to you if, in our opinion, we have not been able to satisfy ourselves that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources for the year ended 31 March 2021.

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Our work on the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources is not yet complete. The outcome of our work will be reported in our commentary on the Trust's arrangements in our Auditor's Annual Report. If we identify any significant weaknesses in these arrangements, these will be reported by exception in our Audit Completion Certificate. We are satisfied that this work does not have a material effect on our opinion on the financial statements for the year ended 31 March 2021.

Responsibilities of the Accounting Officer

The Chief Executive, as Accounting Officer, is responsible for putting in place proper arrangements for securing economy, efficiency and effectiveness in the use of the Trust's resources.

Auditor's responsibilities for the review of the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources

We are required under paragraph 1 of Schedule 10 of the National Health Service Act 2006 to be satisfied that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources. We are not required to consider, nor have we considered, whether all aspects of the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources are operating effectively.

We undertake our review in accordance with the Code of Audit Practice, having regard to the guidance issued by the Comptroller and Auditor General in April 2021. This guidance sets out the arrangements that fall within the scope of 'proper arrangements'. When reporting on these arrangements, the Code of Audit Practice requires auditors to structure their commentary on arrangements under three specified reporting criteria:

- Financial sustainability: how the Trust plans and manages its resources to ensure it can continue to deliver its services;
- Governance: how the Trust ensures that it makes informed decisions and properly manages its risks; and
- Improving economy, efficiency and effectiveness: how the Trust uses information about its costs and performance to improve the way it manages and delivers its services.

We document our understanding of the arrangements the Trust has in place for each of these three specified reporting criteria, gathering sufficient evidence to support our risk assessment and commentary in our Auditor's Annual Report. In undertaking our work, we consider whether there is evidence to suggest that there are significant weaknesses in arrangements.

Report on other legal and regulatory requirements – Delay in certification of completion of the audit

We cannot formally conclude the audit and issue an audit certificate for Kent Community Health NHS Foundation Trust for the year ended 31 March 2021 in accordance with the requirements of Chapter 5 of Part 2 of the National Health Service Act 2006 and the Code of Audit Practice until we have completed our work on the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources.

Use of our report

This report is made solely to the Council of Governors of the Trust, as a body, in accordance with Schedule 10 of the National Health Service Act 2006. Our audit work has been undertaken so that we might state to the Trust's Council of Governors those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Trust and the Trust's Council of Governors, as a body, for our audit work, for this report, or for the opinions we have formed.

Sarah L Ironmonger

Sarah Ironmonger, Key Audit Partner

for and on behalf of Grant Thornton UK LLP, Local Auditor

London

25 June 2021

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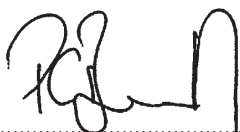
A black and white photograph of a woman, likely a waste management worker, wearing a light-colored short-sleeved uniform shirt with reflective stripes on the sleeves and a white face mask. She is leaning into the open rear hatch of a car, reaching her right hand towards a white, circular container. The background shows a parking lot with other cars and trees. A blue rectangular box is overlaid on the right side of the image, containing the text 'Annual accounts for the year ended 31 March 2021' in white.

Annual accounts for the year ended 31 March 2021

Foreword to the accounts

Kent Community Health NHS Foundation Trust

These accounts, for the year ended 31 March 2021, have been prepared by Kent Community Health NHS Foundation Trust in accordance with paragraphs 24 & 25 of Schedule 7 within the National Health Service Act 2006.



Signed Date 17 June 2021

Name Paul Bentley
Job title Chief Executive Officer

Statement of comprehensive income

for the year ended 31 March 2021

	Note	2020/21 £000	2019/20 £000
Operating income from patient care activities	3	247,487	237,120
Other operating income	4	21,804	13,285
Operating expenses	6, 8	(269,549)	(248,102)
Operating surplus/(deficit) from continuing operations		(258)	2,303
Finance income	11		253
Finance expenses	12	(13)	(1)
PDC dividends payable			(36)
Net finance costs		(13)	216
Surplus/(deficit) for the year from continuing operations		(271)	2,519
Surplus/(deficit) on discontinued operations and the gain/(loss) on disposal of discontinued operations		–	–
Surplus/(deficit) for the year		(271)	2,519
Other comprehensive income			
Will not be reclassified to income and expenditure:			
Impairments	7	(669)	125
Revaluations	15	468	380
Gain/(loss) arising from on transfers by modified absorption	34	420	
Total comprehensive income/(expense) for the period		(52)	3,024

The notes on pages 94 to 127 form part of this account.

Statement of financial position

as at 31 March 2021

	Note	31 March 2021 £000	31 March 2020 £000
Non-current assets			
Intangible assets	13	1,453	652
Property, plant and equipment	14	24,650	19,569
Receivables	19	238	414
Total non-current assets		26,341	20,635
Current assets			
Inventories	18	–	–
Receivables	19	17,471	17,938
Non-current assets for sale and assets in disposal groups	20	295	–
Cash and cash equivalents	21	42,859	44,666
Total current assets		60,625	62,604
Current liabilities			
Trade and other payables	22	(31,942)	(34,023)
Provisions	26	(367)	(889)
Other liabilities	23	(4,526)	(1,774)
Total current liabilities		(36,835)	(36,686)
Total assets less current liabilities		50,131	46,553
Non-current liabilities			
Provisions	26	(718)	(788)
Total non-current liabilities		(718)	(788)
Total assets employed		49,413	45,765
Financed by			
Public dividend capital		6,589	2,889
Revaluation reserve		1,166	1,199
Income and expenditure reserve		41,658	41,677
Total taxpayers' equity		49,413	45,765

The notes on pages 94 to 127 form part of this account.

The financial statements on pages 89 to 93 were approved by the Board on 17 June 2021 and signed on its behalf by:

Signed  Date 17 June 2021

Name Paul Bentley
Job title Chief Executive Officer

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Statement of changes in equity for the year ended 31 March 2021

	Public dividend capital £000	Revaluation reserve £000	Income and expenditure reserve £000	Total £000
Taxpayers' equity at 1 April 2020 – brought forward	2,889	1,199	41,677	45,765
Surplus/(deficit) for the year	–	–	(271)	(271)
Gain/(loss) arising from transfers by modified absorption	–	–	420	420
Transfers by absorption: Transfers between reserves	–	168	(168)	–
Impairments	–	(669)	–	(669)
Revaluations	–	468	–	468
Public dividend capital received	3,700	–	–	3,700
Taxpayers' equity at 31 March 2021	6,589	1,166	41,658	49,413

Statement of changes in equity for the year ended 31 March 2020

	Public dividend capital £000	Revaluation reserve £000	Income and expenditure reserve £000	Total £000
Taxpayers' equity at 1 April 2019 – brought forward	2,889	694	39,158	42,741
Surplus/(deficit) for the year	–	–	2,519	2,519
Impairments	–	125	–	125
Revaluations	–	380	–	380
Taxpayers' equity at 31 March 2020	2,889	1,199	41,677	45,765

Information on reserves

Public dividend capital

Public dividend capital (PDC) is a type of public sector equity finance based on the excess of assets over liabilities at the time of establishment of the predecessor NHS organisation. Additional PDC may also be issued to trusts by the Department of Health and Social Care. A charge, reflecting the cost of capital used by the trust, is payable to the Department of Health and Social Care as the public dividend capital dividend.

The trust received additional PDC of £3,700k during 2020/21 following application to the Department of Health and Social Care for centrally allocated capital funding programmes (£2,139k Health Service Lead Investment in Provider Digitisation; £1,356k Urgent and Emergency Care (Urgent Treatment Centres); £113k Cyber Security; £92k COVID-19 Response).

Revaluation reserve

Increases in asset values arising from revaluations are recognised in the revaluation reserve, except where, and to the extent that, they reverse impairments previously recognised in operating expenses, in which case they are recognised in operating income. Subsequent downward movements in asset valuations are charged to the revaluation reserve to the extent that a previous gain was recognised unless the downward movement represents a clear consumption of economic benefit or a reduction in service potential.

Income and expenditure reserve

The balance of this reserve is the accumulated surpluses and deficits of the trust.

Statement of cash flows

for the year ended 31 March 2021

	Note	2020/21 £000	2019/20 £000
Cash flows from operating activities			
Operating surplus/(deficit)		(258)	2,303
Non-cash income and expense:			
Depreciation and amortisation	6	3,767	3,147
Net impairments	7	373	(22)
(Increase)/decrease in receivables and other assets		291	8,055
Increase/(decrease) in payables and other liabilities		1,341	9,484
Increase/(decrease) in provisions		(603)	(104)
Net cash flows from/(used in) operating activities		4,911	22,863
Cash flows from investing activities			
Interest received		6	259
Purchase of intangible assets		(1,001)	(230)
Purchase of PPE and investment property		(9,768)	(5,318)
Net cash flows from/(used in) investing activities		(10,763)	(5,289)
Cash flows from financing activities			
Public dividend capital received		3,700	–
Other interest		(2)	(1)
PDC dividend (paid)/refunded		347	(284)
Net cash flows from/(used in) financing activities		4,045	(285)
Increase/(decrease) in cash and cash equivalents		(1,807)	17,289
Cash and cash equivalents at 1 April – brought forward		44,666	27,377
Cash and cash equivalents at 31 March	21	42,859	44,666

The notes on pages 94 to 127 form part of this account.

Notes to the accounts

Note 1 Accounting policies and other information

Note 1.1 Basis of preparation

NHS Improvement, in exercising the statutory functions conferred on Monitor, has directed that the financial statements of the trust shall meet the accounting requirements of the Department of Health and Social Care Group Accounting Manual (GAM), which shall be agreed with HM Treasury. Consequently, the following financial statements have been prepared in accordance with the GAM 2020/21 issued by the Department of Health and Social Care (DHSC). The accounting policies contained in the GAM follow International Financial Reporting Standards to the extent that they are meaningful and appropriate to the NHS, as determined by HM Treasury, which is advised by the Financial Reporting Advisory Board. Where the GAM permits a choice of accounting policy, the accounting policy that is judged to be most appropriate to the particular circumstances of the trust for the purpose of giving a true and fair view has been selected. The particular policies adopted are described below. These have been applied consistently in dealing with items considered material in relation to the accounts.

Accounting convention

These accounts have been prepared under the historical cost convention modified to account for the revaluation of property, plant and equipment, intangible assets, inventories and certain financial assets and financial liabilities.

Note 1.2 Going concern

These accounts have been prepared on a going concern basis. The financial reporting framework applicable to NHS bodies, derived from the HM Treasury Financial Reporting Manual, defines the anticipated continued provision of the entity's services in the public sector as normally sufficient evidence of going concern. The directors have a reasonable expectation that this will continue to be the case.

Note 1.3 Interests in other entities

NHS Charitable Fund

The trust is the corporate trustee of Kent Community Health Charitable Fund. The trust has assessed its relationship to the charitable fund and determined it to be a subsidiary because the trust is exposed to, or has rights to, variable returns and other benefits for itself, patients and staff from its involvement with the charitable fund and has the ability to affect those returns and other benefits through its power over the fund. However, the transactions are immaterial in the context of the group and transactions have not been consolidated. Details of the transactions with the charity are included in the related parties' notes.

Note 1.4 Revenue from contracts with customers

Where income is derived from contracts with customers, it is accounted for under IFRS 15. The GAM expands the definition of a contract to include legislation and regulations which enables an entity to receive cash or another financial asset that is not classified as a tax by the Office of National Statistics (ONS).

Revenue in respect of goods/services provided is recognised when (or as) performance obligations are satisfied by transferring promised goods/services to the customer and is measured at the amount of the transaction price allocated to those performance obligations. At the year end, the trust accrues income relating to performance obligations satisfied in that year. Where the trust's entitlement to consideration for those goods or services is unconditional a contract receivable will be recognised. Where entitlement to consideration is conditional on a further factor other than the passage of time, a contract asset will be recognised. Where consideration received or receivable relates to a performance obligation that is to be satisfied in a future period, the income is deferred and recognised as a contract liability.

Satisfaction of performance obligations will result in immediate payment (in cases of verbal or implied contracts) or creation of a contract receivable with payment from the customer expected in line with the credit terms outlined in the relevant written contract.

Revenue from NHS contracts

The accounting policies for revenue recognition and the application of IFRS 15 are consistently applied. The contracting arrangements in the NHS changed between 2019/20 and 2020/21 affecting the application of the accounting policy under IFRS 15. This difference in application is explained below.

2020/21

The main source of income for the trust is contracts with commissioners for health care services. In 2020/21, the majority of the trust's income from NHS commissioners was in the form of block contract arrangements. During the first half of the year the trust received block funding from its commissioners. For the second half of the year, block contract arrangements were agreed at a sustainability and transformation partnership level. The related performance obligation is the delivery of healthcare and related services during the period, with the trust's entitlement to consideration not varying based on the levels of activity performed.

The trust has received additional income outside of the block and system envelopes to reimburse specific costs incurred and other income top-ups to support the delivery of services. Reimbursement and top-up income are accounted for as variable consideration.

Comparative period (2019/20)

In the comparative period (2019/20), the trust's contracts with NHS commissioners for health care services was also the main source of income. A performance obligation relating to delivery of a spell of health care was generally satisfied over time as healthcare was received and consumed simultaneously by the customer as the trust performed it. The customer in such a contract was the commissioner, but the customer benefited as services were provided to their patient. Even where a contract could be broken down into separate performance obligations, healthcare generally aligned with paragraph 22(b) of the Standard entailing a delivery of a series of goods or services that were substantially the same and had a similar pattern of transfer. At the year end, the trust accrued income relating to the delivery of health care services in that year not yet invoiced or paid. This accrual was disclosed as a contract receivable as entitlement to payment for work completed was usually only dependent on the passage of time.

In the event a contract or invoice was challenged, revenue was recognised to the extent that collection of the consideration was probable.

The trust received income in 2019/20 from commissioners under Commissioning for Quality and Innovation (CQUIN) schemes. The CQUIN payments

were not considered distinct performance obligations in their own right; instead they formed part of the transaction price for performance obligations under the contract. In 2019/20, the Provider Sustainability Fund and Financial Recovery Fund enabled providers to earn income linked to the achievement of financial controls and performance targets. Income earned from the funds was accounted for as variable consideration.

For 2020/21 and 2019/20

In applying IFRS 15, a number of practical expedients offered in the Standard and mandated by the GAM have been employed. These are as follows:

- as per paragraph 121 of the Standard, the trust will not disclose information regarding performance obligations part of a contract that has an original expected duration of one year or less;
- the trust is to similarly not disclose information where revenue is recognised in line with the practical expedient offered in paragraph B16 of the Standard where the right to consideration corresponds directly with the value of the performance completed to date.

Note 1.4.1 Revenue grants and other contributions to expenditure

Government grants are grants from government bodies other than income from commissioners or trusts for the provision of services. Where a grant is used to fund revenue expenditure it is taken to the Statement of Comprehensive Income to match that expenditure. During 2020/21, the trust received a grant (Community Infrastructure Levy Receipts) from Sevenoaks District Council (refer to note 23 for further information).

Apprenticeship service income

The value of the benefit received when accessing funds from the Government's apprenticeship service is recognised as income at the point of receipt of the training service. Where these funds are paid directly to an accredited training provider from the trust's Digital Apprenticeship Service (DAS) account held by the Department for Education, the corresponding notional expense is also recognised at the point of recognition for the benefit.

Note 1.4.2 Other income

Income from the sale of non-current assets is recognised only when all material conditions of sale have been met, and is measured as the sums due under the sale contract.

Note 1.5 Expenditure on employee benefits

Short-term employee benefits

Salaries, wages and employment-related payments such as social security costs and the apprenticeship levy are recognised in the period in which the service is received from employees. The cost of annual leave entitlement earned but not taken by employees at the end of the period is recognised in the financial statements to the extent that employees are permitted to carry-forward leave into the following period. Payments for overtime and enhancements are paid one month in arrears and the accounts presented incorporate an accrual for the cost of overtime and enhancements worked in March 2021 but to be paid in April 2021.

Pension costs

NHS Pension Scheme

Past and present employees are covered by the provisions of the two NHS Pension Schemes. Both schemes are unfunded, defined benefit schemes that cover NHS employers, general practices and other bodies, allowed under the direction of Secretary of State for Health and Social Care in England and Wales. The schemes are not designed in a way that would enable employers to identify their share of the underlying scheme's assets and liabilities. Therefore, the schemes are accounted for as though they are defined contribution schemes: The cost to the trust is taken as equal to the employer's pension contributions payable to the schemes for the accounting period. The contributions are charged to operating expenses as and when they become due.

Additional pension liabilities arising from early retirements are not funded by the schemes except where the retirement is due to ill-health. The full amount of the liability for the additional costs is charged to operating expenses at the time the trust commits itself to the retirement, regardless of the method of payment.

National Employment Savings Trust (NEST)

The Pensions Act 2008 (the Act) introduced a new requirement for employers to automatically enrol any eligible job holders working for them into a workplace pension scheme that meets certain requirements and provides a minimum employer contribution. Where an employee is eligible to join the NHS Pension Scheme then they will be automatically enrolled into this scheme. However, where an employee is not eligible to join the NHS Pension Scheme, an alternative scheme must be made available by the trust. The trust's alternative scheme is NEST. NEST is a defined contribution pension scheme that was created as part

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of the Government's workplace pensions reforms under the Pensions Act 2008. Employers' pension cost contributions are charged to operating expenses as and when they become due.

Note 1.6 Expenditure on other goods and services

Expenditure on goods and services is recognised when, and to the extent that they have been received, and is measured at the fair value of those goods and services. Expenditure is recognised in operating expenses except where it results in the creation of a non-current asset such as property, plant and equipment.

Note 1.7 Property, plant and equipment

Recognition

Property, plant and equipment is capitalised where:

- it is held for use in delivering services or for administrative purposes
- it is probable that future economic benefits will flow to, or service potential be provided to, the trust
- it is expected to be used for more than one financial year
- the cost of the item can be measured reliably
- the item has cost of at least £5,000, or
- collectively, a number of items have a cost of at least £5,000 and individually have cost of more than £250, where the assets are functionally interdependent, had broadly simultaneous purchase dates, are anticipated to have similar disposal dates and are under single managerial control
- items forming part of the initial equipping and setting-up cost of a new building, ward or unit, irrespective of their individual or collective cost.

Where a large asset, for example a building, includes a number of components with significantly different asset lives, such as plant and equipment, then these components are treated as separate assets and depreciated over their own useful economic lives.

Measurement

Valuation

All property, plant and equipment assets are measured initially at cost, representing the costs directly attributable to acquiring or constructing the asset and bringing it to the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent measurement is as follows:

- Assets held for their service potential and are in use (for example operational assets used to deliver either front line services or back office functions) are measured at their current value in existing use. For in use non-specialised property assets, current value in existing use should be interpreted as market value for existing use.
- Specialised assets are held at current value in existing use which is interpreted as the present value of the asset's remaining service potential, which is assumed to be at least equal to the cost of replacing that service potential.
- Assets held for their service potential but are surplus are valued at current value in existing use, if there are restrictions on the trust or the asset which will prevent access to the market at the reporting date. If the trust can access the market then the surplus asset is valued at fair value using IFRS 13.
- Assets which are not held for their service potential are valued in accordance with IFRS 5 or IAS 40 depending on whether the asset is actively held for sale.
- Assets which are not being used to deliver services and there is no plan to bring it back into use, with no restrictions on sale, and do not meet the IFRS 5 and IAS 40 criteria, these assets are considered surplus and are valued at fair value using IFRS 13.

IFRS 13 Fair Value is adopted in full, however, IAS 16 and IAS 38 have been adapted and interpreted for the public sector context which limits the circumstances in which a valuation is prepared under IFRS 13.

Revaluations of property, plant and equipment are performed with sufficient regularity to ensure that carrying values are not materially different from those that would be determined at the end of the reporting period. Current values in existing use are determined as follows:

- land and non-specialised buildings – market value for existing use
- specialised buildings – depreciated replacement cost on a modern equivalent asset basis
- leasehold improvements – in respect of buildings for which the trust is a lessee under an operating lease will be depreciated over the lease duration (or other period deemed appropriate) and carried at depreciated historic cost, as this is not considered to be materially different from current value. Thus, improvements are not revalued, and no indexation is applied as the adjustments which would arise are not considered material.

Properties in the course of construction for service or administration purposes are carried at cost, less any impairment loss. Cost includes professional fees but not borrowing costs, which are recognised as expenses immediately, as allowed by IAS 23. Assets are revalued and depreciation commences on assets when they are brought into use, other than grouped information technology (IT) assets. Depreciation starts on grouped IT assets on receipt by the trust and not when the separable parts are brought into use, as this is more practicable by alleviating the requirement to depreciate the assets individually.

IT equipment, transport equipment, furniture and fittings, and plant and machinery that are held for operational use are valued at depreciated historic cost where these assets have short useful lives or low values or both, as this is not considered to be materially different from current value in existing use.

Subsequent expenditure

Subsequent expenditure relating to an item of property, plant and equipment is recognised as an increase in the carrying amount of the asset when it is probable that additional future economic benefits or service potential deriving from the cost incurred to replace a component of such item will flow to the enterprise and the cost of the item can be determined reliably. Where a component of an asset is replaced, the cost of the replacement is capitalised if it meets the criteria for recognition above. The carrying amount of the part replaced is de-recognised. Other expenditure that does not generate additional future economic benefits or service potential, such as repairs and maintenance, is charged to the Statement of Comprehensive Income in the period in which it is incurred.

Depreciation

Items of property, plant and equipment are depreciated over their remaining useful economic lives in a manner consistent with the consumption of economic or service delivery benefits. The estimated useful life of an asset is the period over which the trust expects to obtain economic benefits or service potential from the asset. This is specific to the trust and may be shorter than the physical life of the asset itself. Estimated useful lives and residual values are reviewed each year end, with the effect of any changes recognised on a prospective basis. Freehold land is considered to have an infinite life and is not depreciated.

Property, plant and equipment which has been reclassified as 'held for sale' ceases to be depreciated upon the reclassification.

Revaluation gains and losses

Revaluation gains are recognised in the revaluation reserve, except where, and to the extent that, they reverse a revaluation decrease that has previously been recognised in operating expenses, in which case they are recognised in operating income.

Revaluation losses are charged to the revaluation reserve to the extent that there is an available balance for the asset concerned, and thereafter are charged to operating expenses.

Gains and losses recognised in the revaluation reserve are reported in the Statement of Comprehensive Income as an item of 'other comprehensive income'.

Impairments

In accordance with the GAM, impairments that arise from a clear consumption of economic benefits or of service potential in the asset are charged to operating expenses. A compensating transfer is made from the revaluation reserve to the income and expenditure reserve of an amount equal to the lower of (i) the impairment charged to operating expenses; and (ii) the balance in the revaluation reserve attributable to that asset before the impairment.

An impairment that arises from a clear consumption of economic benefit or of service potential is reversed when, and to the extent that, the circumstances that gave rise to the loss is reversed. Reversals are recognised in operating expenditure to the extent that the asset is restored to the carrying amount it would have had if the impairment had never been recognised. Any remaining reversal is recognised in the revaluation reserve. Where, at the time of the original impairment, a transfer was made from the revaluation reserve to the income and expenditure reserve, an amount is transferred back to the revaluation reserve when the impairment reversal is recognised.

Other impairments are treated as revaluation losses. Reversals of 'other impairments' are treated as revaluation gains.

De-recognition

Assets intended for disposal are reclassified as 'held for sale' once all of the following criteria are met:

- the asset is available for immediate sale in its present condition subject only to terms which are usual and customary for such sales
- the sale must be highly probable for example:
 - management are committed to a plan to sell the asset
 - an active programme has begun to find a buyer and complete the sale

- the asset is being actively marketed at a reasonable price
- the sale is expected to be completed within 12 months of the date of classification as 'held for sale' and
- the actions needed to complete the plan indicate it is unlikely that the plan will be abandoned or significant changes made to it.

Following reclassification, the assets are measured at the lower of their existing carrying amount and their 'fair value less costs to sell'. Depreciation ceases to be charged. Assets are de-recognised when all material sale contract conditions have been met.

Property, plant and equipment which is to be scrapped or demolished does not qualify for recognition as 'held for sale' and instead is retained as an operational asset and the asset's useful life is adjusted. The asset is de-recognised when scrapping or demolition occurs.

Useful lives of property, plant and equipment

Useful lives reflect the total life of an asset and not the remaining life of an asset. The range of useful lives are shown in the table below:

	Min life Years	Max life Years
Buildings, excluding dwellings*	1	35
Plant and machinery	1	12
Transport equipment	2	4
Information technology	1	10
Furniture and fittings	1	4

*Category consists of both trust-owned properties and leasehold improvements and the minimum life stated recognises the short-term nature of some of the leases in place.

Note 1.8 Intangible assets

Recognition

Intangible assets are non-monetary assets without physical substance which are capable of being sold separately from the rest of the trust's business or which arise from contractual or other legal rights. They are recognised only where it is probable that future economic benefits will flow to, or service potential be provided to, the trust, where the cost of the asset can be measured reliably and where the cost is at least £5,000.

Internally generated intangible assets

Internally generated goodwill, brands, mastheads, publishing titles, customer lists and similar items are not capitalised as intangible assets.

Expenditure on research is not capitalised.

Expenditure on development is capitalised only where all of the following can be demonstrated:

- the project is technically feasible to the point of completion and will result in an intangible asset for sale or use
- the trust intends to complete the asset and sell or use it
- the trust has the ability to sell or use the asset
- how the intangible asset will generate probable future economic or service delivery benefits, such as the presence of a market for it or its output, or where it is to be used for internal use, the usefulness of the asset;
- adequate financial, technical and other resources are available to the trust to complete the development and sell or use the asset and
- the trust can measure reliably the expenses attributable to the asset during development.

Software

Software that is integral to the operation of hardware, such as an operating system, is capitalised as part of the relevant item of property, plant and equipment. Software which is not integral to the operation of hardware, e.g. application software, is capitalised as an intangible asset.

Measurement

Intangible assets are recognised initially at cost, comprising all directly attributable costs needed to create, produce and prepare the asset to the point that it is capable of operating in the manner intended by management. Subsequently intangible assets are measured at current value in existing use. Where no active market exists, intangible assets are valued at the lower of depreciated replacement cost and the value in use where the asset is income generating. Revaluations gains and losses and impairments are treated in the same manner as for property, plant and equipment. An intangible asset which is surplus with no plan to bring it back into use is valued at fair value under IFRS 13, if it does not meet the requirements of IAS 40 or IFRS 5.

Intangible assets held for sale are measured at the lower of their carrying amount or "fair value less costs to sell".

Amortisation

Intangible assets are amortised over their expected useful lives in a manner consistent with the consumption of economic or service delivery benefits.

Useful lives of intangible assets

Useful lives reflect the total life of an asset and not the remaining life of an asset. The range of useful lives are shown in the table below:

	Min life Years	Max life Years
Software licences	1	5

Note 1.9 Inventories

The trust holds no material inventories. Community hospitals hold consumables to cover approximately one week's consumption. Consumable expenditure is charged directly to operating expenses. In response to the COVID-19 pandemic, the Department of Health and Social Care (DHSC) centrally procured personal protective equipment and passed these to NHS providers free of charge. During 2020/21 the trust received £3,669k of items purchased by DHSC. In line with the trust's accounting policy for inventories, the deemed cost of these inventories was charged directly to expenditure on receipt with the corresponding benefit recognised in income (as referenced in Note 4 and Note 6).

Note 1.10 Cash and cash equivalents

Cash is cash in hand and deposits with any financial institution repayable without penalty on notice of not more than 24 hours. Cash equivalents are investments that mature in three months or less from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Note 1.11 Financial assets and financial liabilities

Recognition

Financial assets and financial liabilities arise where the trust is party to the contractual provisions of a financial instrument, and as a result has a legal right to receive or a legal obligation to pay cash or another financial instrument. The GAM expands the definition of a contract to include legislation and regulations which give rise to arrangements that in all other respects would be a financial instrument and do not give rise to transactions classified as a tax by ONS. This includes the purchase or sale of non-financial items (such as goods or services), which are entered into in accordance with the trust's normal purchase, sale or usage requirements and are recognised when, and to the extent which,

performance occurs, for example when receipt or delivery of the goods or services is made.

Classification and measurement

Financial assets and financial liabilities are initially measured at fair value plus or minus directly attributable transaction costs except where the asset or liability is not measured at fair value through income and expenditure. Fair value is taken as the transaction price, or otherwise determined by reference to quoted market prices or valuation techniques.

The trust's financial assets and financial liabilities are classified as subsequently measured at amortised cost.

Financial assets and financial liabilities at amortised cost

Financial assets and financial liabilities at amortised cost are those held with the objective of collecting contractual cash flows and where cash flows are solely payments of principal and interest. This includes cash equivalents, contract and other receivables, trade and other payables, rights and obligations under lease arrangements and loans receivable and payable.

The trust's financial assets consist of cash and cash equivalents; and contract and other receivables. The trust has not issued any loans and does not currently hold any financial assets with different characteristics to their host contract for example derivatives. The trust's financial liabilities consist of trade and other payables. The trust does not have any loans, financial guarantee liabilities or other financial liabilities.

Impairment of financial assets

For financial assets measured at amortised cost, for example contract and other receivables, the trust recognises an allowance for expected credit losses. The trust adopts the simplified approach to impairment for contract and other receivables, measuring expected losses as at an amount equal to lifetime expected losses. The expected credit loss for contract and other receivables is determined by separately categorising contract and other receivables into specific classes of debt, for example by type of debt and common credit characteristics. This classification exercise is completed on review of historical credit loss experience for each type of debt and modified to reflect current and forecast economic conditions. In devising such a provision matrix and in line with the GAM, the trust has excluded the recognition of expected credit losses in relation to other DHSC bodies as it is deemed that the DHSC will provide a guarantee of last resort against the debts of DHSC bodies. Expected losses are charged to operating expenditure within the Statement of Comprehensive Income and reduce the net carrying value of the financial asset in the Statement of Financial Position.

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Derecognition

Financial assets are de-recognised when the contractual rights to receive cash flows from the assets have expired or the trust has transferred substantially all the risks and rewards of ownership.

Financial liabilities are de-recognised when the obligation is discharged, cancelled or expires.

Note 1.12 Leases

Leases are classified as finance leases when substantially all the risks and rewards of ownership are transferred to the lessee. The trust does not currently have any finance leases.

All other leases are regarded as operating leases and the rentals are charged to operating expenses on a straight-line basis over the term of the lease. Operating lease incentives received are added to the lease rentals and charged to operating expenses over the life of the lease.

Note 1.13 Provisions

The trust recognises a provision where it has a present legal or constructive obligation of uncertain timing or amount; for which it is probable that there will be a future outflow of cash or other resources; and a reliable estimate can be made of the amount. The amount recognised in the Statement of Financial Position is the best estimate of the resources required to settle the obligation. Where the effect of the time value of money is significant, the estimated risk-adjusted cash flows are discounted using the discount rates published and mandated by HM Treasury.

Clinical negligence costs

NHS Resolution operates a risk pooling scheme under which the trust pays an annual contribution to NHS Resolution, which, in return, settles all clinical negligence claims. Although NHS Resolution is administratively responsible for all clinical negligence cases, the legal liability remains with the trust. The total value of clinical negligence provisions carried by NHS Resolution on behalf of the trust is disclosed at note 26.1 but is not recognised in the trust's accounts.

Non-clinical risk pooling

The trust participates in the Property Expenses Scheme and the Liabilities to Third Parties Scheme. Both are risk pooling schemes under which the trust pays an annual contribution to NHS Resolution and in return receives assistance with the costs of claims arising. The annual membership contributions, and any excesses payable in respect of particular claims are charged to operating expenses when the liability arises.

Note 1.14 Contingencies

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the trust. A contingent asset is disclosed where an inflow of economic benefits is probable. Contingent liabilities are not recognised, but are disclosed in note 27, unless the probability of a transfer of economic benefits is remote.

Contingent liabilities are defined as:

- possible obligations arising from past events whose existence will be confirmed only by the occurrence of one or more uncertain future events not wholly within the entity's control; or
- present obligations arising from past events but for which it is not probable that a transfer of economic benefits will arise or for which the amount of the obligation cannot be measured with sufficient reliability.

Note 1.15 Public dividend capital

Public dividend capital (PDC) is a type of public sector equity finance based on the excess of assets over liabilities at the time of establishment of the predecessor NHS organisation. HM Treasury has determined that PDC is not a financial instrument within the meaning of IAS 32.

The Secretary of State can issue new PDC to, and require repayments of PDC from, the trust. PDC is recorded at the value received.

A charge, reflecting the cost of capital utilised by the trust, is payable as public dividend capital dividend. The charge is calculated at the rate set by HM Treasury (currently 3.5%) on the average relevant net assets of the trust during the financial year. Relevant net assets are calculated as the value of all assets less the value of all liabilities, with certain additions and deductions as defined by the relevant Department of Health and Social Care policy, such as average daily cash balances held with the Government Banking Service.

This policy is available at <https://www.gov.uk/government/publications/guidance-on-financing-available-to-nhs-trusts-and-foundation-trusts>

In accordance with the requirements laid down by the Department of Health and Social Care (as the issuer of PDC), the dividend for the year is calculated on the actual average relevant net assets as set out in the "pre-audit" version of the annual accounts. The dividend calculated is not revised should any adjustment to net assets occur as a result the audit of the annual accounts.

As a result of the trust's average daily cash balances held with the Government Banking Service during 2020/21 being in excess of its calculated average relevant net assets, the trust's PDC dividend expense for 2020/21 is nil.

Note 1.16 Value added tax

Most of the activities of the trust are outside the scope of VAT and, in general, output tax does not apply and input tax on purchases is not recoverable. Irrecoverable VAT is charged to the relevant expenditure category or included in the capitalised purchase cost of fixed assets. Where output tax is charged or input VAT is recoverable, the amounts are stated net of VAT.

Note 1.17 Corporation tax

The trust has determined that it has no corporation tax liability on the basis it has no activities subject to corporation tax as all activities are core or related to core healthcare as defined in Health and Social Care Act legislation.

Note 1.18 Foreign exchange

The trust's functional currency and presentational currency is sterling. Transactions denominated in a foreign currency are translated into sterling at the exchange rate ruling on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are re-translated at the spot exchange rate on 31 March. Resulting exchange gains and losses for either of these are recognised in the trust's surplus/deficit in the period in which they arise.

Note 1.19 Third party assets

Assets belonging to third parties (such as money held on behalf of patients) are not recognised in the accounts since the trust has no beneficial interest in them. However, they are disclosed in a separate note to the accounts in accordance with the requirements of HM Treasury's FReM.

Note 1.20 Losses and special payments

Losses and special payments are items that parliament would not have contemplated when it agreed funds for the health service or passed legislation. By their nature they are items that ideally should not arise. They are therefore subject to special control procedures compared with the generality of payments. They are divided into different categories, which govern the

way that individual cases are handled. Losses and special payments are charged to the relevant functional headings in expenditure on an accruals basis.

The losses and special payments note is compiled directly from the losses and compensations register which reports on an accrual basis with the exception of provisions for future losses.

Note 1.21 Modified absorption accounting – transfer of former primary care trust assets to NHS providers

Transfers of former primary care trust assets from NHS Property Services to NHS providers under the DHSC asset transfer policy announced in May 2019, is accounted for via a modified absorption approach with the gain on transfer recognised directly in reserves (income and expenditure reserve).

For property, plant and equipment assets, the cost and accumulated depreciation balances from the transferring entity's accounts are preserved on recognition in the trust's accounts. Where the transferring body recognised revaluation reserve balances attributable to the assets, the trust makes a transfer from its income and expenditure reserve to its revaluation reserve to maintain transparency within public sector accounts.

Note 1.22 Early adoption of standards, amendments and interpretations

No new accounting standards or revisions to existing standards have been early adopted in 2020/21.

Note 1.23 Standards, amendments and interpretations in issue but not yet effective or adopted.

IFRS 16 Leases

IFRS 16 Leases will replace IAS 17 Leases, IFRIC 4 Determining whether an arrangement contains a lease and other interpretations and is applicable in the public sector for periods beginning 1 April 2022. The standard provides a single accounting model for lessees, recognising a right use asset and obligation in the statement of financial position for most leases; some leases are exempt through application of practical expedients explained below. For those recognised in the statement of financial position, the standard also requires the remeasurement of lease liabilities in specific

circumstances after the commencement of the lease term. For lessors, the distinction between operating and finance leases will remain and the accounting will be largely unchanged.

IFRS 16 changes the definition of a lease compared to IAS 17 and IFRIC 4. The trust will apply this definition to new leases only and will grandfather its assessments made under the old standards of whether existing contracts contain a lease.

On transition to IFRS 16 on 1 April 2022, the trust will apply the standard retrospectively with the cumulative effect of initially applying the standard recognised in the income and expenditure reserve at that date. For existing operating leases with a remaining lease term of more than 12 months and an underlying asset value of at least £5,000, a lease liability will be recognised equal to the value of remaining lease payments discounted on transition at the trust's incremental borrowing rate. The trust's incremental borrowing rate will be defined by HM Treasury. Currently this rate is 0.91% but this may change between now and adoption of the standard. The related right of use asset will be measured equal to the lease liability adjusted for any prepaid or accrued lease payments.

For leases starting in 2022/23, the trust will not recognise a right of use asset or lease liability for short term leases (less than or equal to 12 months) or for leases of low value assets (less than £5,000). Right of use assets will be subsequently measured on a basis consistent with owned assets and depreciated over the length of the lease term.

The implementation date for IFRS 16 in the NHS was revised to 1 April 2022 in November 2020. Due to the need to reassess lease calculations, together with uncertainty on expected leasing activity from April 2022 and beyond, a quantification of the expected impact of applying the standard in 2022/23 is currently impracticable. However, the trust does expect this standard to have a material impact on non-current assets, liabilities and depreciation.

Other standards, amendments and interpretations

The following issued accounting standard has not yet been adopted by the HM Treasury FReM and are therefore not applicable in 2020/21:

- IFRS 17 Insurance Contracts – application required for accounting periods beginning on or after 1 January 2021. Standard is not yet adopted by the FReM which is expected to be from April 2023 (early adoption is not permitted).

Note 1.24 Critical accounting estimates and judgements

In the application of the trust's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from those estimates and the estimates and underlying assumptions are continually reviewed. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the bases for the estimations that management have used in the process of applying the trust accounting policies and that have the most significant effect on the amounts recognised in the financial statements (note 26 provides further analysis of the provisions accounted):

Redundancy provision

A provision has been recognised in respect of redundancy as a result of service changes and other events, based on estimated probabilities as advised by expert opinion within the trust.

Legal Claims and other provisions

The trust has received expert opinion from external advisers as to the expected value, the assumptions on the timing of the associated cashflow and the probability of such costs being settled.

Valuation of Land and Buildings (owned)

This is based on the professional judgement of the trust's independent valuer with extensive knowledge of physical estate within the NHS and market factors.

The COVID-19 pandemic and measures taken to respond to the crisis continue to effect economies and real estate markets globally. Nevertheless, as at the valuation date property markets are mostly functioning again, with transaction volumes and other relevant evidence at levels where an adequate quantum of market evidence exists upon which to base opinions of value. Accordingly, and for the avoidance of doubt, the valuation provided by the appointed valuer as at 31 March 2021, is not reported as being subject to a 'material valuation uncertainty' as defined by RICs Valuation Global Standards.

The trust has not made any other assumptions concerning the future or applied any estimations that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Note 2 Operating segments

The trust does not produce any segmental analysis for any individual elements of the trust's operations. Indicative Service Line Reporting for income and expenditure is produced as management information. Assets and liabilities are not segmented.

The majority of funding was provided by clinical commissioning groups, local authorities and NHS England. Revenue for patient care and other operating activities from these bodies was as follows:

	2020/21 £000	% of total revenue
Clinical commissioning groups	162,748	60.44%
Local authorities	44,227	16.42%
NHS England	34,719	12.89%
Total	241,694	89.75%

	2019/20 £000	% of total revenue
Clinical commissioning groups	154,387	61.65%
Local authorities	44,853	17.91%
NHS England	24,877	9.93%
Total	224,117	89.50%

Note 3 Operating income from patient care activities

All income from patient care activities relates to contract income recognised in line with accounting policy 1.4

Note 3.1 Income from patient care activities (by nature)

	2020/21 £000	2019/20 £000
Community services		
Block contract/system envelope income*	185,234	173,532
Income from other sources (such as local authorities)	53,347	54,577
All services		
Private patient income	23	77
Additional pension contribution central funding**	8,131	7,372
Other clinical income	752	1,562
Total income from activities	247,487	237,120

*As part of the coronavirus COVID-19 pandemic response, transaction flows were simplified in the NHS and providers and commissioners moved on to block contract payments at the start of 2020/21. In the second half of the year, a revised financial framework built on these arrangements but with a greater focus on system partnership and providers derived most of their income from these system envelopes. Comparatives in this note are presented to be comparable with the current year activity. This does not reflect the contracting and payment mechanisms in place during the prior year.

**The employer contribution rate for NHS pensions increased from 14.3 per cent to 20.6 per cent (excluding administration charge) from 1 April 2019. Since 2019/20, NHS providers has continued to pay over contributions at the former rate with the additional amount being paid over by NHS England on providers' behalf. The full cost and related funding have been recognised in these accounts.

Note 3.2 Income from patient care activities (by source)

Income from patient care activities received from:

	2020/21 £000	2019/20 £000
NHS England	32,669	29,825
Clinical commissioning groups	161,448	152,641
Other NHS providers	7,007	7,320
Local authorities	44,227	44,853
Non-NHS: Private patients	23	77
Injury cost recovery scheme	306	387
Non NHS: Other	1,807	2,017
Total income from activities	247,487	237,120
Of which:		
Related to continuing operations	247,487	237,120
Related to discontinued operations	–	–

Note 4 Other operating income

	2020/21			2019/20		
	Contract income	Non-contract income	Total	Contract income	Non-contract income	Total
	£000	£000	£000	£000	£000	£000
Education and training	2,010	831	2,841	1,553	585	2,138
Non-patient care services to other bodies	4,454	–	4,454	6,398	–	6,398
Provider sustainability fund (2019/20 only)	–	–	–	2,313	–	2,313
Reimbursement and top up funding	9,814	–	9,814	–	–	–
Charitable and other contributions to expenditure	–	3,696	3,696	–	40	40
Other income	999	–	999	2,396	–	2,396
Total other operating income	17,277	4,527	21,804	12,660	625	13,285
Of which:						
Related to continuing operations			21,804			13,285
Related to discontinued operations			–			–

Included within 2020/21 non-patient care services to other bodies is income of £2.4m (£4.5m 2019/20) relating to the Kent and Medway Sustainability and Transformation Partnership (K&M STP). The trust agreed to become the financial host of the K&M STP budget from 1 October 2019 to 30 September 2020. This funding was provided in accordance with agreements made by each K&M STP partner with the K&M STP Board to cover the costs of the planned annual programme. As of 1 October 2020, financial hosting of the K&M STP budget transferred to NHS Kent and Medway Clinical Commissioning Group. The associated costs of the K&M STP incurred during the period of the trust's hosting arrangement are reported within the trust's operating expenses in note 6.

Reimbursement and top-up funding represents the value of additional income received from NHS England outside of the block and system envelopes to reimburse specific costs incurred and other income top-ups to support the delivery of services during 2020/21. £3.4m of this funding relates to the reimbursement of specific costs incurred by the trust in the preparation and operation of the COVID-19 vaccination programme during 2020/21. The costs of the COVID-19 vaccination programme are included in the trust's operating expenses in note 6.

Charitable and other contributions to expenditure includes £3,669k of income representing the benefit of the deemed cost of inventories (personal protective equipment consumables) received from the Department of Health and Social Care at nil cost during 2020/21. As outlined in note 1.9, the corresponding expense representing the deemed cost of these inventories has been charged directly to expenditure and is included in the trust's operating expenses in note 6.

The education and training income presented as non-contract income represents the value of benefit arising from apprenticeship levy funded training received. The corresponding notional expense is recognised within education and training costs in note 6.

Note 5.1 Additional information on contract revenue (IFRS 15) recognised in the period

	2020/21 £000	2019/20 £000
Revenue recognised in the reporting period that was included in within contract liabilities at the previous period end	1,421	1,364

Note 5.2 Transaction price allocated to remaining performance obligations

The trust has exercised the practical expedients permitted by IFRS 15 paragraph 121 in preparing this disclosure. Revenue from (i) contracts with an expected duration of one year or less and (ii) contracts where the trust recognises revenue directly corresponding to work done to date is not disclosed.

Note 5.3 Income from activities arising from commissioner requested services

Under the terms of its provider licence, the trust is required to analyse the level of income from activities that has arisen from commissioner requested and non-commissioner requested services. Commissioner requested services are defined in the provider license and are services that commissioners believe would need to be protected in the event of provider failure. This information is provided in the table below:

	2020/21 £000	2019/20 £000
Income from services designated as commissioner requested services	—	—
Income from services not designated as commissioner requested services	269,291	250,405
Total	269,291	250,405

In line with guidance from NHS Improvement, all foundation trusts' mandatory services were designated as 'Commissioner Requested Services' when licensing began. However commissioners were required to review this designation by 1 April 2016 and, as a result, none of the trust's services provided since 1 April 2016 have been designated as commissioner requested.

Note 6 Operating expenses

	2020/21 £000	2019/20 £000
Staff and executive directors costs	195,611	177,356
Remuneration of non-executive directors	190	163
Supplies and services – clinical (excluding drugs costs)	28,508	22,323
Supplies and services – general	2,165	1,209
Drug costs (drugs inventory consumed and purchase of non-inventory drugs)	4,211	4,678
Consultancy costs	1,879	3,940
Establishment	8,081	7,523
Premises	9,037	9,199
Transport (including patient travel)	3,063	5,345
Depreciation on property, plant and equipment	3,447	2,957
Amortisation on intangible assets	320	190
Net impairments	373	(22)
Movement in credit loss allowance: Contract receivables / contract assets	41	(18)
Movement in credit loss allowance: All other receivables and investments	13	53
Audit fees payable to the external auditor	–	–
audit services – statutory audit*	78	64
Internal audit costs	51	92
Clinical negligence	730	522
Legal fees	295	951
Insurance	162	144
Education and training	1,975	1,813
Rentals under operating leases	8,719	9,308
Redundancy	62	(161)
Hospitality	6	37
Losses, ex gratia and special payments	26	2
Other services, such as external payroll	374	301
Other	132	133
Total	269,549	248,102
Of which:		
Related to continuing operations	269,549	248,102
Related to discontinued operations	–	–

Total operating expenditure on the COVID-19 response during 2020/21 was £11.3m (£6.4m of staff costs), of which £3.4m (£2.4m of staff costs) related to the COVID-19 vaccination programme.

Supplies and services – clinical (excluding drugs costs) includes £3,669k deemed cost of inventories (personal protective equipment consumables) received from the Department of Health and Social Care at nil cost during 2020/21 and charged directly to expenditure on receipt (see also note 1.9 and note 4).

*The audit fees payable to the external auditor as presented in the above note include irrecoverable VAT.

Note 6.1 Limitation on auditor's liability

The auditor's liability for external audit work carried out for the financial year 2020/21 is limited to £2,000,000.

Note 7 Impairment of assets

	2020/21 £000	2019/20 £000
Net impairments charged to operating surplus/deficit resulting from:		
Changes in market price	373	(22)
Total net impairments charged to operating surplus/deficit	373	(22)
Impairments charged to the revaluation reserve	669	(125)
Total net impairments	1,042	(147)

The impairment values reported follow the full revaluation exercise carried out of the trust's owned properties (land and buildings) as at 31 March 2021. On physical review of the trust's estate, the valuer has confirmed a reduction in the value of Foster Street Clinic (£511k) and Hawkhurst Community Hospital (£379k) following an assessment of the current usage and occupation by the trust at the respective sites. The outcome of this independent assessment has been agreed by the trust's Estates Department.

The valuer also reported a reduction in the value of College Road Clinic land (£152k) as at 31 March 2021 following its transfer to the trust on 1 March 2021 from NHS Property Services (please also refer to Note 34 for further details of the transfer). The reduction in value is in the main due to the difference in valuation methodology adopted by the trust and the previous owner (NHS Property Services).

Note 8 Employee benefits

	2020/21 £000	2019/20 £000
Salaries and wages	149,688	135,634
Social security costs	12,741	11,351
Apprenticeship levy	715	645
Employer's contributions to NHS pensions	26,894	24,309
Pension cost – other	48	47
Termination benefits	91	171
Temporary staff (including agency)	6,913	6,571
Total gross staff costs	197,090	178,728
Recoveries in respect of seconded staff	(9)	(299)
Total staff costs	197,081	178,429
Of which		
Costs capitalised as part of assets	1,379	902

The employer contribution rate for NHS pensions increased from 14.3 per cent to 20.6 per cent (excluding administration levy) from 1 April 2019. For 2020/21, NHS providers continued to pay over contributions at the former rate with the additional amount being paid over by NHS England on the providers' behalf. The increased cost in employer's contributions (2020/21 £8,131k and 2019/20 £7,372k) is recognised in full in the figures presented above, with the commensurate notional funding from NHS England for the respective year being recognised in note 3.1.

Total staff costs on the COVID-19 response during 2020/21 were £6.4m, of which £2.4m related to the COVID-19 vaccination programme.

Note 8.1 Retirements due to ill-health

During 2020/21 there were four early retirements from the trust agreed on the grounds of ill-health (two in the year ended 31 March 2020). The estimated additional pension liabilities of these ill-health retirements is £248k (£154k in 2019/20).

These estimated costs are calculated on an average basis and will be borne by the NHS Pension Scheme.

Note 9 pension costs

Past and present employees are covered by the provisions of the two NHS Pension Schemes. Details of the benefits payable and rules of the schemes can be found on the NHS Pensions website at www.nhsbsa.nhs.uk/pensions. Both are unfunded defined benefit schemes that cover NHS employers, GP practices and other bodies, allowed under the direction of the Secretary of State in England and Wales. They are not designed to be run in a way that would enable NHS bodies to identify their share of the underlying scheme assets and liabilities. Therefore, each scheme is accounted for as if it were a defined contribution scheme: The cost to the NHS body of participating in each scheme is taken as equal to the contributions payable to that scheme for the accounting period.

In order that the defined benefit obligations recognised in the financial statements do not differ materially from those that would be determined at the reporting date by a formal actuarial valuation, the FReM requires that "the period between formal valuations shall be four years, with approximate assessments in intervening years". An outline of these follows:

a) Accounting valuation

A valuation of scheme liability is carried out annually by the scheme actuary (currently the Government Actuary's Department) as at the end of the reporting period. This uses an actuarial assessment for the previous accounting period in conjunction with updated membership and financial data for the current reporting period, and is accepted as providing suitably robust figures for financial reporting purposes. The valuation of the scheme liability as at 31 March 2021, is based on valuation data as at 31 March 2020, updated to 31 March 2021 with summary global member and accounting data. In undertaking this actuarial assessment, the methodology prescribed in IAS 19, relevant FReM interpretations, and the discount rate prescribed by HM Treasury has also been used.

The latest assessment of the liabilities of the scheme is contained in the report of the scheme actuary, which forms part of the annual NHS Pension Scheme Accounts. These accounts can be viewed on the NHS Pensions website and are published annually. Copies can also be obtained from The Stationery Office.

b) Full actuarial (funding) valuation

The purpose of this valuation is to assess the level of liability in respect of the benefits due under the schemes (taking into account recent demographic experience), and to recommend contribution rates payable by employees and employers.

The latest actuarial valuation undertaken for the NHS Pension Scheme was completed as at 31 March 2016. The results of this valuation set the employer contribution rate payable from April 2019 at 20.6 per cent, of pensionable pay. The 2016 funding valuation was also expected to test the cost of the scheme relative to the employer cost cap that was set following the 2012 valuation. In January 2019, the Government announced a pause to the cost control element of the 2016 valuations, due to the uncertainty around member benefits caused by the discrimination ruling relating to the McCloud case.

The Government subsequently announced in July 2020 that the pause had been lifted, and so the cost control element of the 2016 valuations could be completed. The Government has set out that the costs of remedy of the discrimination will be included in this process. HMT valuation directions will set out the technical detail of how the costs of remedy will be included in the valuation process. The Government has also confirmed that the Government Actuary is reviewing the cost control mechanism (as was originally announced in 2018). The review will assess whether the cost control mechanism is working in line with original government objectives and reported to Government in April 2021. The findings of this review will not impact the 2016 valuations, with the aim for any changes to the cost cap mechanism to be made in time for the completion of the 2020 actuarial valuations.

Other schemes

The trust participates in the National Employees Savings Trust (NEST) scheme as an alternative for those employees who are not eligible to join the NHS Pension scheme. NEST is a defined contribution scheme with a phased employer contribution rate, currently 3 per cent.

Note 10 Operating leases

Note 10.1 Kent Community Health NHS Foundation Trust as a lessee

This note discloses costs and commitments incurred in operating lease arrangements where Kent Community Health NHS Foundation Trust is the lessee.

	2020/21 £000	2019/20 £000
Operating lease expense		
Minimum lease payments	8,719	9,308
Contingent rents	–	–
Less sublease payments received	–	–
Total	8,719	9,308

	31 March 2021 £000	31 March 2020 £000
Future minimum lease payments due:		
– not later than one year;	2,743	2,665
– later than one year and not later than five years;	5,411	5,730
– later than five years.	3,457	3,900
Total	11,611	12,295
Future minimum sublease payments to be received	–	–

Future lease commitments include only those leases with formal lease contracts in place as at 31 March 2021.

On 1 March 2021, the trust assumed a direct tenant relationship with the freeholder of Tonbridge Cottage Hospital, from NHS Property Services. This followed the expiry of the pre-existing lease between the freeholder of Tonbridge Cottage Hospital and NHS Property Services. As at 31 March 2021, the proposed terms of a lease between the trust and the freeholder are still to be finalised and no formal lease agreement is in place for Tonbridge Cottage Hospital between the trust (as lessee) and the freeholder.

Note 11 Finance income

Finance income represents interest received on assets and investments in the period.

	2020/21 £000	2019/20 £000
Interest on bank accounts	–	253
Total finance income	–	253

From 19 March 2020 and throughout 2020/21 the rate of interest the HM Treasury National Loans Fund pays to Government Banking Service customers with interest-bearing accounts has been 0.0 per cent (zero percent).

Note 12 Finance expenditure

Finance expenditure represents interest and other charges involved in the borrowing of money or asset financing.

	2020/21 £000	2019/20 £000
Interest expense:		
Interest on late payment of commercial debt	2	1
Total interest expense	2	1
Unwinding of discount on provisions	11	–
Total finance costs	13	1

Note 12.1 The late payment of commercial debts (interest) Act 1998/Public Contract Regulations 2015

Finance expenditure represents interest and other charges involved in the borrowing of money or asset financing.

	2020/21 £000	2019/20 £000
Amounts included within interest payable arising from claims made under this legislation	2	1

Note 13 Intangible assets – 2020/21

	Software licences £000	Intangible assets under construction £000	Total £000
Valuation/gross cost at 1 April 2020 – brought forward	884	251	1,135
Additions	1,081	40	1,121
Reclassifications	251	(251)	–
Disposals/derecognition	(28)	–	(28)
Valuation/gross cost at 31 March 2020	2,188	40	2,228
Amortisation at 1 April 2020 – brought forward	483	–	483
Provided during the year	320	–	320
Disposals/derecognition	(28)	–	(28)
Amortisation at 31 March 2021	775	–	775
Net book value at 31 March 2021	1,413	40	1,453
Net book value at 1 April 2020	401	251	652

Note 13.1 Intangible assets – 2019/20

	Software licences £000	Intangible assets under construction £000	Total £000
Valuation/gross cost at 1 April 2019	841	–	841
Additions	43	251	294
Disposals/derecognition	–	–	–
Valuation/gross cost at 31 March 2020	884	251	1,135
Amortisation at 1 April 2019	293	–	293
Provided during the year	190	–	190
Amortisation at 31 March 2020	483	–	483
Net book value at 31 March 2020	401	251	652
Net book value at 1 April 2019	548	–	548

Note 14 Property, plant and equipment – 2020/21

	Land £000	Buildings £000	Assets under construction £000	Plant and machinery £000	Transport equipment £000	Information Technology £000	Furniture and fittings £000	Total 000
Valuation/gross cost at 1 April 2020 – brought forward	1,472	9,631	2,882	2,966	185	16,814	979	34,929
Transfers by absorption*	247	205	-	-	-	-	-	452
Additions	-	1,978	3,207	173	-	3,589	30	8,977
Impairments	(641)	(401)	-	-	-	-	-	(1,042)
Reversals of impairments	-	-	-	-	-	-	-	-
Revaluations	40	210	-	-	-	-	-	250
Reclassifications	295	678	(2,546)	196	-	1,377	-	-
Transfers to/from assets held for sale	(295)	-	-	-	-	-	-	(295)
Disposals / derecognition	-	-	-	-	-	(4,554)	-	(4,554)
Valuation/gross cost at 31 March 2021	1,118	12,301	3,543	3,335	185	17,226	1,009	38,717
Accumulated depreciation at 1 April 2020 – brought forward	-	2,901	-	1,427	178	9,995	859	15,360
Transfers by absorption*	-	32	-	-	-	-	-	32
Provided during the year	-	761	-	275	3	2,346	62	3,447
Revaluations	-	(218)	-	-	-	-	-	(218)
Disposals/derecognition	-	-	-	-	-	(4,554)	-	(4,554)
Accumulated depreciation at 31 March 2021	-	3,476	-	1,702	181	7,787	921	14,067
Net book value at 31 March 2021	1,118	8,825	3,543	1,633	4	9,439	88	24,650
Net book value at 1 April 2020	1,472	6,730	2,882	1,539	7	6,819	120	19,569

*Represents the transfer of College Road Clinic (Margate, Kent) from NHS Property Services. Refer to Note 1.21 and Note 34 for further information on the accounting policy and transfer.

Note 14.1 Property, plant and equipment 2019/20

	Land £000	Buildings £000	Assets under construction £000	Plant and machinery £000	Transport equipment £000	Information Technology £000	Furniture and fittings £000	Total 000
Valuation/gross cost at 1 April 2019 – brought forward	1,472	9,055	872	2,770	207	14,573	934	29,883
Additions	-	271	2,843	183	-	3,394	56	6,747
Impairments	-	(12)	-	-	-	-	-	(12)
Reversals of impairments	-	159	-	-	-	-	-	159
Revaluations	-	(14)	-	-	-	-	-	(14)
Reclassifications	-	408	(833)	178	-	247	-	-
Disposals/derecognition	-	(236)	-	(165)	(22)	(1,400)	(11)	(1,834)
Valuation/gross cost at 31 March 2020	1,472	9,631	2,882	2,966	185	16,814	979	34,929
Accumulated depreciation at 1 April 2019 – brought forward	-	2,713	-	1,317	198	9,619	784	14,631
Provided during the year	-	818	-	275	2	1,776	86	2,957
Revaluations	-	(394)	-	-	-	-	-	(394)
Disposals/derecognition	-	(236)	-	(165)	(22)	(1,400)	(11)	(1,834)
Accumulated depreciation at 31 March 2020	-	2,901	-	1,427	178	9,995	859	15,360
Net book value at 31 March 2020	1,472	6,730	2,882	1,539	7	6,819	120	19,569
Net book value at 1 April 2019	1,472	6,342	872	1,453	9	4,954	150	15,252

Note 14.2 Property, plant and equipment financing – 2020/21

	Land £000	Buildings excluding dwellings £000	Assets under construction £000	Plant and machinery £000	Transport equipment £000	Information Technology £000	Furniture and fittings £000	Total 000
Net book value at 31 March 2021								
Owned – purchased	1,118	8,825	3,543	1,633	4	9,439	88	24,650
NBV total at 31 March 2021	1,118	8,825	3,543	1,633	4	9,439	88	24,650

Note 14.3 Property, plant and equipment financing – 2019/20

	Land £000	Buildings excluding dwellings £000	Assets under construction £000	Plant and machinery £000	Transport equipment £000	Information Technology £000	Furniture and fittings £000	Total 000
Net book value at 31 March 2020								
Owned – purchased	1,472	6,730	2,882	1,539	7	6,819	120	19,569
NBV total at 31 March 2020	1,472	6,730	2,882	1,539	7	6,819	120	19,569

Note 15 Revaluations of property, plant and equipment

A full valuation exercise (physical inspection) was carried out of the trust's owned buildings and land as at 31 March 2021. This followed the full revaluation exercise carried out as at 31 March 2020. Adopting a prudent approach, the March 2021 valuation exercise was commissioned by the trust due to the declared material uncertainty on valuation information issued in March 2020 as a result of the uncertainties in markets caused by COVID-19 and the requirement to appoint a new surveyor in 2020/21 following the dissolution of the previous surveyor firm following the retirement of the partners. The valuation exercise carried out in March 2021 included the land and property of College Road Clinic (located in Margate, Kent) following its transfer to the trust on 1 March 2021 from NHS Property Services.

The trust's freehold estate consists of both specialised and non-specialised operational assets. In line with the RICS Valuation Global Standards, the basis for valuation used for the specialised operational assets is Depreciated Replacement Cost (DRC) method and the valuation methodology used for the non-specialised assets is Existing Use Value (EUV). Where buildings have been valued using the DRC method of valuation the assumption is that the replacement costs will reflect those of a modern equivalent asset (MEA). Due to the specialised nature of the operational assets valued using the depreciated replacement cost method of valuation, the value is not based on the sale of similar assets in the market. The value of operational assets held for their service potential do not reflect the market value for an alternative use which may be higher or lower than the reported value.

The revaluation exercise was carried out over the period to the end of March 2021, with a valuation date as at 31 March 2021 and was completed by Eleanor Cook MRICS of Montagu Evans LLP, an independent valuer with sufficient experience and qualifications. The valuation was prepared in accordance with the requirements of the Royal Institute of Chartered Surveyors (RICS) Valuation Global Standards.

As at the valuation date, property markets are mostly functioning again, with sufficient transaction volumes and other relevant evidence at levels where an adequate quantum of market evidence exists to form opinions of value. As a result, and unlike the valuation carried out as at 31 March 2020, the valuation information reported as at 31 March 2021 is not subject to 'material valuation uncertainty' as defined by VPS 3 and VPGA 10 of the RICS Valuation Global Standards.

Note 16 Investments 2019/20

The trust has no investments (including investments in property). Nil for March 2020.

Note 17 Disclosure of interests in other entities

The trust has no interests in other entities other than those disclosed in note 1.3

Note 18 Inventories

The trust holds no material inventories.

Note 19 Receivables

	31 March 2021	31 March 2020
	£000	£000
Current		
Contract receivables	14,561	15,345
Allowance for impaired contract receivables/assets	(67)	(31)
Allowance for other impaired receivables	(214)	(238)
Prepayments (non-PFI)	1,780	1,462
Interest receivable	-	6
PDC dividend receivable	-	346
VAT receivable	684	350
Other receivables	727	698
Total current receivables	17,471	17,938
Non-current		
Prepayments (non-PFI)	167	354
Other receivables	71	60
Total non-current receivables	238	414
Of which receivable from NHS and DHSC group bodies:		
Current	7,431	9,562
Non-current	71	60

Note 19.1 Allowances for credit losses

	2020/21		2019/20	
	Contract receivables and contract assets	All other receivables	Contract receivables and contract assets	All other receivables
	£000	£000	£000	£000
Allowances as at 1 Apr – brought forward	31	238	59	223
New allowances arising	23	96	19	83
Changes in existing allowances	26	-	1	3
Reversals of allowances	(8)	(83)	(38)	(33)
Utilisation of allowances (write offs)	(5)	(37)	(10)	(38)
Allowances as at 31 Mar 2021	67	214	31	238

Note 20 Non-current assets held for sale and assets in disposal groups

	2020/21 £000	2019/20 £000
NBV of non-current assets for sale and assets in disposal groups at 1 April	–	–
Assets classified as available for sale in the year	295	–
NBV of non-current assets for sale and assets in disposal groups at 31 March	295	–

Land at Four Elms, Edenbridge in Kent was purchased by the trust in March 2020 from Kent County Council for the purposes of a proposed development of a new health and wellbeing centre in Edenbridge. The trust has now formally approved a plan to sell the land and a process to appoint a developer and buyer of the land has commenced.

Note 21 Cash and cash equivalents movements

Cash and cash equivalents comprise cash at bank, in hand and cash equivalents. Cash equivalents are readily convertible investments of known value which are subject to an insignificant risk of change in value.

	2020/21 £000	2019/20 £000
At 1 April	44,666	27,377
Net change in year	(1,807)	17,289
At 31 March	42,859	44,666
Broken down into:		
Cash at commercial banks and in hand	35	51
Cash with the Government Banking Service	42,824	44,615
Total cash and cash equivalents as in SoFP	42,859	44,666
Total cash and cash equivalents as in SoCF	42,859	44,666

Note 21.1 Third party assets held by the trust

The trust held no cash and cash equivalents which relate to monies held by the trust on behalf of patients or other parties. Nil for 2019/20.

Note 22.1 Trade and other payables

	31 March 2021 £000	31 March 2020 £000
Current		
Trade payables	602	3,694
Capital payables	1,621	2,292
Accruals	22,709	22,161
Social security costs	2,395	2,171
Other taxes payable	1,535	1,241
PDC dividend payable	1	–
Other payables	3,079	2,464
Total current trade and other payables	31,942	34,023
Total non-current trade and other payables	–	–
Of which payables from NHS and DHSC group bodies:		
Current	9,328	13,199
Non-current	–	–

Note 22.1 Early retirements in NHS payables above

There are no early retirement payables. Nil for 2019/20.

Note 23 Other liabilities

	31 March 2021 £000	31 March 2020 £000
Current		
Deferred income: Contract liabilities	3,926	1,774
Deferred grants*	600	–
Total other current liabilities	4,526	1,774

*During 2020/21, the trust received a grant (Community Infrastructure Levy Receipts) for £600k from Sevenoaks District Council. The grant is to be used for the purposes of the Edenbridge integrated health and wellbeing centre project. The trust is currently working in partnership with Kent and Medway Clinical Commissioning Group and other health partners to oversee a project for the proposed appointment of a developer (and subsequent owner) of a new health and wellbeing centre in Edenbridge to replace the existing Edenbridge and District War Memorial Hospital and general practice buildings. As at 31 March 2021, the project is at a stage where the grant received is yet to be used (in part or in full) and therefore the grant has been deferred.

Note 24 Borrowings

The trust has no borrowings. Nil for 2019/20.

Note 25 Finance leases

Note 25.1 Kent Community Health NHS Foundation Trust as a lessor

The trust has no finance lease arrangements. Nil for 2019/20.

Note 25.2 Kent Community Health NHS Foundation Trust as a lessee

The trust has no finance lease obligations. Nil for 2019/20.

Note 26 Provisions for liabilities and charges analysis

	Legal claims £000	Redundancy £000	Other £000	Total £000
At 1 April 2020	290	91	1,296	1,677
Arising during the year	111	71	-	182
Utilised during the year	(123)	(91)	(27)	(241)
Reversed unused	(43)	(9)	(492)	(544)
Unwinding of discount	-	-	11	11
At 31 March 2021	235	62	788	1,085
Expected timing of cash flows:				
– not later than one year	235	62	70	367
– later than one year and not later than five years	-	-	333	333
– later than five years	-	-	385	385
Total	235	62	788	1,085

The redundancy provision is a recognition of the expected redundancy costs associated with service changes. These are recognised following the development of detailed formal plans for service changes with uncertainties typically about which staff will be successful with re-deployment, etc. The legal provision includes on-going employment tribunals and the provision for Liabilities to Third Parties Scheme (LTPS) claims administered and informed by the NHS Resolution (see also Accounting Policy Notes 1.13 and 1.24).

The provisions classified as other, in the main include a provision (£717k) for dilapidations liabilities for the trust's commercially leased properties. The dilapidations provision represents the estimated re-instatement costs required when the trust is due to vacate the properties and has been advised by an external surveyor (BNP Paribas Real Estate).

Note 26.1 Clinical negligence liabilities

At 31 March 2021, £3,910k was included in provisions of NHS Resolution in respect of clinical negligence liabilities of Kent Community Health NHS Foundation Trust (31 March 2020: £3,182k).

Note 27 Contingent assets and liabilities

	31 March 2021 £000	31 March 2020 £000
Value of contingent liabilities		
NHS Resolution legal claims	(27)	(17)
Gross value of contingent liabilities	(27)	(17)
Amounts recoverable against liabilities	–	–
Net value of contingent liabilities	(27)	(17)
Net value of contingent assets	–	–

NHS Resolution legal claims – contingent liability relates to Liabilities to Third Party Scheme (LTPS) claims as administered and advised by NHS Resolution.

Note 28 Contractual capital commitments

	31 March 2021 £000	31 March 2020 £000
Property, plant and equipment	1,783	4,170
Intangible assets	–	–
Total	1,783	4,170

Note 29 Other financial commitments

The trust is committed to making payments under non-cancellable contracts (which are not leases, PFI contracts or other service concession arrangement), analysed by the period during which the payment is made:

	31 March 2021 £000	31 March 2020 £000
not later than 1 year	596	694
after 1 year and not later than 5 years	6,643	4,754
paid thereafter	1,232	2,640
Total	8,471	8,088

Note 30 Defined benefit pension schemes

The trust has no defined benefit schemes.

Note 31 Financial instruments

Note 31.1 Financial risk management

Financial reporting standard IFRS 7 requires disclosure of the role that financial instruments have had during the period in creating or changing the risks a body faces in carrying out its activities. Due to the continuing service provider relationship the trust has with NHS and local authority commissioners and the way those commissioners are financed, the trust is not exposed to the degree of financial risk faced by business entities. The trust as an NHS foundation trust has limited powers to borrow or invest surplus funds and financial assets and liabilities are generated by day-to-day operational activities rather than being held to change the risks facing the organisation in carrying out its activities.

The trust's treasury management operations are carried out by the finance department, within parameters defined formally within the organisation's standing financial instructions and policies agreed by the board of directors. Treasury activity is subject to review by the organisation's internal auditors.

Currency risk

The trust is a wholly UK based organisation with the great majority of transactions, assets and liabilities being in the UK and sterling based. The trust has no overseas operations. The organisation therefore has low exposure to currency rate fluctuations.

Interest rate risk

The trust has no borrowings and so is not exposed to any interest rate risk.

Credit risk

As the majority of the trust's revenue comes from contracts with other public sector bodies, the organisation has low exposure to credit risk. The maximum exposure as at 31 March 2021 is in receivables from customers, as disclosed in the trade and other receivables note. However, the trust exercises effective credit control processes including utilising external tracing and debt collection agencies, and court procedures to pursue overdue debt.

Liquidity risk

The trust's operating costs are incurred under contracts with commissioning organisations, which are financed from resources voted annually by parliament. The trust funds its capital expenditure through internally generated cash and if/where applicable, the Department of Health and Social Care central funding programmes. The organisation is not, therefore exposed to significant liquidity risks.

Note 31.2 Carrying values of financial assets

	Held at amortised cost £000	Held at fair value through I&E £000	Held at fair value through OCI £000	Total book value £000
Carrying values of financial assets as at 31 March 2021				
Trade and other receivables excluding non financial assets	15,078	–	–	15,078
Cash and cash equivalents	42,859	–	–	42,859
Total at 31 March 2021	57,937	–	–	57,937

	Held at amortised cost £000	Held at fair value through I&E £000	Held at fair value through OCI £000	Total book value £000
Carrying values of financial assets as at 31 March 2020				
Trade and other receivables excluding non financial assets	15,774	–	–	15,774
Cash and cash equivalents	44,666	–	–	44,666
Total at 31 March 2020	60,440	–	–	60,440

Note 31.3 Carrying values of financial liabilities

	Held at amortised cost £000	Held at fair value through I&E £000	Total book value £000
Carrying values of financial liabilities as at 31 March 2021			
Trade and other payables excluding non financial liabilities	28,011	–	28,011
Total at 31 March 2021	28,011	–	28,011

	Held at amortised cost £000	Held at fair value through I&E £000	Total book value £000
Carrying values of financial liabilities as at 31 March 2020			
Trade and other payables excluding non financial liabilities	30,611	–	30,611
Total at 31 March 2020	30,611	–	30,611

Note 31.4 Maturity of financial liabilities

	31 March 2021 £000	31 March 2020 £000
In one year or less	28,011	30,611
In more than two years but not more than five years	–	–
In more than five years	–	–
Total	28,011	30,611

Note 31.5 Fair values of financial assets and liabilities

There is no material difference between the carrying value and fair value of the financial assets and liabilities shown above.

Note 32 Losses and special payments

	2020/21		2019/20	
	Total number of cases	Total value of cases	Total number of cases	Total value of cases
	Number	£000	Number	£000
Losses				
Cash losses	4	1	–	–
Bad debts and claims abandoned	175	42	178	48
Total losses	179	43	178	48
Special payments				
Ex-gratia payments	9	33	6	12
Total special payments	9	33	6	12
Total losses and special payments	188	76	184	60

Note 33 Related parties

All bodies within the scope of the Whole Government Accounts (WGA) are treated as related parties of an NHS foundation trust including the Department of Health and Social Care as the trust's parent organisation. A list of the main entities (those with transactions or balances of more than £1m) within the scope of the Whole Government Accounts (WGA) with which the trust has transacted with during the reporting period or has receivables or payables balances reported as at period end, are as follows:

NHS England
 NHS Kent & Medway CCG
 NHS East Sussex CCG
 East Kent Hospitals University NHS Foundation Trust
 Medway NHS Foundation Trust
 Dartford and Gravesham NHS Trust
 Maidstone And Tunbridge Wells NHS Trust
 Health Education England
 NHS Property Services
 Kent County Council
 Medway Council
 East Sussex County Council
 HM Revenue & Customs
 NHS Pension Scheme

As at 31 March 2021, the trust has a receivable of £43k with Kent Community Health Charitable Fund whose corporate trustee is the Trust's Board of Directors. The accounts of the charity are available separately and are not included in these accounts as per note 1.3.

Note 34 Transfer by modified absorption accounting

On 1 March 2021, the ownership of College Road Clinic (located in Margate, Kent) was transferred to the trust from NHS Property Services. College Road Clinic was a former primary care trust asset and therefore the transfer of ownership (land and building) has been accounted for via modified absorption approach, in accordance with the DHSC GAM.

On transfer, the cost and accumulated depreciation balances from NHS Property Services' accounts have been preserved on recognition in the trust's accounts, with the gain on the transfer (£420k) being recognised directly in the income and expenditure reserve. In turn, the transferring revaluation reserve balance (£168k) attributable to the assets has been created via means of transfer from the income and expenditure reserve.

	£000
Transfer balances	
Gross book value	452
Accumulated depreciation	(32)
Gain on transfer (I&E Reserve)	420
Revaluation reserve	(168)
Net impact on I&E Reserve	252

Note 35 Events after the reporting date

On 1 April 2021, the ownership of Victoria Hospital (located in Deal, Kent) was transferred to the trust from NHS Property Services. Victoria Hospital was a former primary care trust asset and therefore the transfer of ownership (land and building) will be accounted for via modified absorption approach in April 2021 (financial year 2021/22).

The expected gain on transfer of Victoria Hospital to be recognised in the trust's income and expenditure reserve in April 2021 is £4.6m.

Independent auditor's report to the Council of Governors of Kent Community Health NHS Foundation Trust

In our auditor's report issued on 25 June 2021, we explained that we could not formally conclude the audit and issue an audit certificate for the Trust for the year ended 31 March 2021, in accordance with the requirements of Chapter 5 of Part 2 of the National Health Service Act 2006 and the Code of Audit Practice, until we had:

- Completed our work on the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources. We have now completed this work, and the results of our work are set out below.

Opinion on the financial statements

In our auditor's report for the year ended 31 March 2021 issued on 25 June 2021 we reported that, in our opinion the financial statements:

- give a true and fair view of the financial position of the Trust as at 31 March 2021 and of its expenditure and income for the year then ended;
- have been properly prepared in accordance with international accounting standards as interpreted and adapted by the Department of Health and Social Care Group Accounting Manual 2020 to 2021; and
- have been prepared in accordance with the requirements of the National Health Service Act 2006.

No matters have come to our attention since that date that would have a material impact on the financial statements on which we gave this opinion.

Report on other legal and regulatory requirements - the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources

Matter on which we are required to report by exception – the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources

Under the Code of Audit Practice, we are required to report to you if, in our opinion, we have not been able to satisfy ourselves that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources for the year ended 31 March 2021.

We have nothing to report in respect of the above matter.

Responsibilities of the Accounting Officer

The Chief Executive, as Accounting Officer, is responsible for putting in place proper arrangements for securing economy, efficiency and effectiveness in the use of the Trust's resources.

Auditor's responsibilities for the review of the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources

We are required under paragraph 1 of Schedule 10 of the National Health Service Act 2006 to be satisfied that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources. We are not required to consider, nor have we considered, whether all aspects of the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources are operating effectively.

Commercial in confidence

We have undertaken our review in accordance with the Code of Audit Practice, having regard to the guidance issued by the Comptroller and Auditor General in April 2021. This guidance sets out the arrangements that fall within the scope of 'proper arrangements'. When reporting on these arrangements, the Code of Audit Practice requires auditors to structure their commentary on arrangements under three specified reporting criteria:

- Financial sustainability: how the Trust plans and manages its resources to ensure it can continue to deliver its services;
- Governance: how the Trust ensures that it makes informed decisions and properly manages its risks; and
- Improving economy, efficiency and effectiveness: how the Trust uses information about its costs and performance to improve the way it manages and delivers its services.

We have documented our understanding of the arrangements the Trust has in place for each of these three specified reporting criteria, gathering sufficient evidence to support our risk assessment and commentary in our Auditor's Annual Report. In undertaking our work, we have considered whether there is evidence to suggest that there are significant weaknesses in arrangements.

Report on other legal and regulatory requirements – Audit certificate

We certify that we have completed the audit of Kent Community Health NHS Foundation Trust for the year ended 31 March 2021 in accordance with the requirements of Chapter 5 of Part 2 of the National Health Service Act 2006 and the Code of Audit Practice.

Use of our report

This report is made solely to the Council of Governors of the Trust, as a body, in accordance with Schedule 10 of the National Health Service Act 2006. Our audit work has been undertaken so that we might state to the Trust's Council of Governors those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Trust and the Trust's Council of Governors, as a body, for our audit work, for this report, or for the opinions we have formed.

Sarah L Ironmonger

Sarah Ironmonger, Key Audit Partner

for and on behalf of Grant Thornton UK LLP, Local Auditor

London

2 September 2021

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Text: 07899 903499

Email: kentcft.PALS@nhs.net

Web: www.kentcft.nhs.uk/PALS

Patient Advice and Liaison Service (PALS)

Kent Community Health NHS Foundation Trust

Unit J, Concept Court

Shearway Business Park

Folkestone

Kent CT19 4RG

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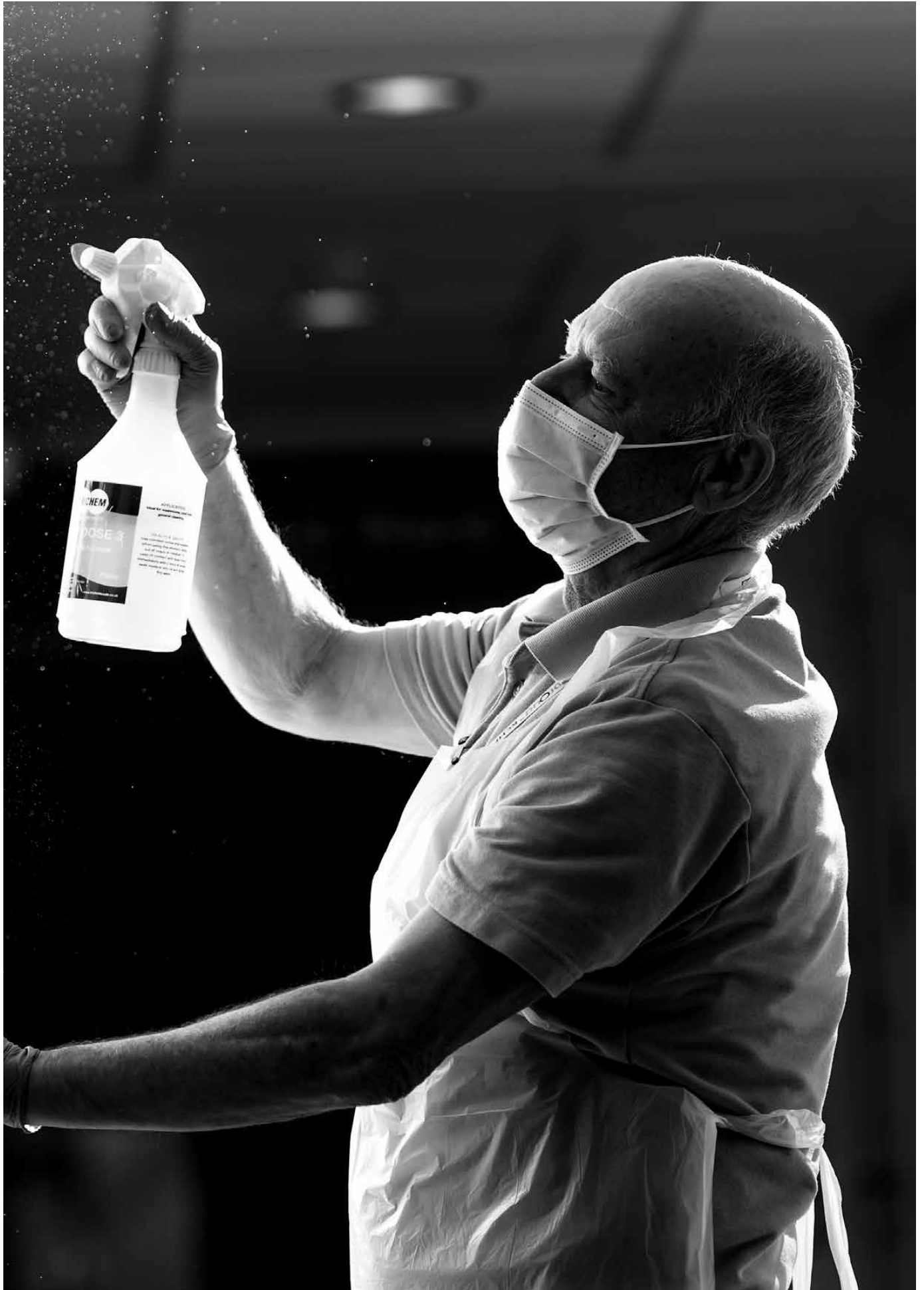
Kent Community Health
NHS Foundation Trust

**"It was the year the
COVID-19 global
pandemic affected
healthcare systems
across the world."**

Quality account 2020/21

 **we care** 

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- Clinical effectiveness: Research across organisational boundaries
- Patient experience: Patient/carer voice in the delivery of care
- Staff experience: Work-related stress

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- Patient safety: Raising concerns about unsafe clinical practice
- Clinical effectiveness: QSIR practitioner involvement in quality improvement
- Patient experience: Schwartz rounds
- Staff experience: Discrimination from colleagues

Abbreviations

Annex 1

Statement from commissioners

Annex 2

Statement of directors' responsibilities for the quality report

Part one: Introduction

Statement on quality from the chief executive

Welcome to the quality report for
Kent Community Health NHS Foundation Trust for 2020/21.

2020/21 was a year like no other the National Health Service has faced.

It was the year the COVID-19 global pandemic affected healthcare systems across the world. NHS staff, needed to work at a pace and intensity never before experienced to maintain patient and colleague safety. KCHFT teams worked tirelessly to provide excellent healthcare, continually demonstrating their commitment and dedication to the people we serve including patient and services users, colleagues, partners and the community at large.

I am immensely proud we have a strong solid foundation of high-quality care at

KCHFT and that we always work towards going above and beyond the goals we set to improve care for patients, clients and service users. We are an 'outstanding' organisation and quality sits at the very heart of what we provide, in everything we provide.

Despite the challenges the pandemic has set for us I am delighted we fully or partially achieved 75 per cent (nine out of 12) of the quality priorities for 2020/21. Of the 25 per cent we were unable to achieve during the year, we have a clear programme of work as part of our people strategy and our quality strategy that will drive delivery through 2021/22.

The pandemic provided us with many opportunities to focus on how we deliver services and care to people who use them. The pandemic enabled us to be creative and innovative in how we interacted with patients, clients and service users to make sure they received the care and treatment they needed, but also, in how we collaborated with our system partners to breakdown historical barriers and focus on the needs of the population.

Some examples include undertaking more virtual consultations than we have ever done before, we led the discharge pathways making sure patients could leave acute hospitals as soon as was safe to do so and we accelerated and grew our frailty offer to primary care to support people to be cared for safely at home.

During this time, our patient satisfaction rate remained very high, with 97 per cent of people rating the service they received as good or very good. We take co-production with our patients, clients and service users at KCHFT very seriously and in 2020/21, we established our Patient and Carer Council, which aims to drive the cultural changes needed in participation, co-design, engagement and shared decision-making.

Our quality improvement programme (QI) made good progress too. Despite face to face training being suspended during the pandemic, we still saw 80 QI projects taking place, all aiming to provide excellent outcomes by continually looking at the way we work and how we can do it better.

We continued to promote the importance of our freedom to speak up guardian, and just as this report is going to press KCHFT have the second strongest index of all trusts in the country.

We have an excellent health and wellbeing offer for our team members at KCHFT and, as a result of the pandemic, this continued at pace in 2020/21 with the BIG Listen 2 in July 2020, where we asked staff about how they felt about working at KCHFT as well as their experience of COVID-19 to date. In all, more than 1,000 people completed the survey; providing an excellent source of feedback, which we have built in to our programme of work for 2021/22.

We launched our second people strategy, building on achievements from the first one and very much focussing on making KCHFT the best employee for our people. Added to this, we recruited two equality diversity and inclusion leads, one to support our workforce and the other to our patients, clients and service users, making sure we continue our focus on ensuring all voices are heard and more than that influence what the trust does and how we do it.

The annual NHS staff surveys results were published in late 2021/21; they showed that despite the year it had been our staff were happy and proud to work for KCHFT – in fact, they rated it as one of the best in the country; with the highest response rate in five years at 62.4 per cent.

It was also a year where psychological safety became more important than ever. We needed to support our staff as they adapted to new ways of working and provide them with opportunities to 'decompress' and share how they were feeling. Our Schwartz rounds continue to take place and 11 were held, enabling staff to talk about their experiences with different themes for each session. The program continues into the present year.

As always, our patients, clients and service users remained our absolute focus. In our community hospitals, we provided 45 hand-held computer tablets for patients to be able to stay in touch with loved ones, recognising the distress being away from loved ones might create, following the Government guidance to suspended visiting.

It is well reported that people who have a learning disability face health inequalities, and die earlier than those without disability from preventable conditions, due to lack of skills, knowledge and experience of health and social care staff working in mainstream services. To improve the quality of care to patients with a learning disability, we supported primary care colleagues and delivered 176 annual health checks from January to March 2021; 49 per cent of these resulted in patients, their families and carers receiving advice to support their care needs and 32 per cent of health checks generated a referral to our learning disability team, including people who had not previously been known to the service.

In addition, a programme called 'Ask Listen Do' was put in place to simplify providing feedback or making complaints for people with a learning disability to make sure we could improve our services base on their experience. The number of easy read surveys completed increased by 315. The number of surveys completed at the end of quarter two was 269, which increased to 584 at the end of quarter four 2020/21.

These examples are just some of what we achieved in 2020/21, but please take a look at this quality report to understand our unwavering focus on quality and all that was accomplished.

I started by saying this was a year like no other ever seen in the NHS and yet our workforce has continued to do all it can to make sure our patients, clients and service users receive the very best possible care and for that I thank them and I thank the people we serve for the support they have shown for us during this remarkable year. I also recognise that many parts of our society have experienced pain and loss in the year and understand that we have a lot of healing to do as we build back after the pandemic, KCHFT stands ready to play our full part in that recovery.

Best wishes,

Paul Bentley
Chief Executive

Part two: Our quality priorities

Priorities for improvement and statements of assurance from the Board

Priorities for improvement

About our trust

We provide wide-ranging NHS care for people in the community, in a variety of settings including people's own homes, health clinics, community hospitals, urgent treatment centres, minor injury units, nursing homes and in mobile units.

Kent Community Health NHS Foundation Trust (KCHFT) is one of the largest NHS community health providers in England, serving a population of about 1.4 million across Kent and 600,000 in East Sussex and London. We employ more than 5,000 staff, including doctors, community nurses, allied health professionals, domestics, drivers, administrators and many other essential healthcare workers. We became a foundation trust on 1 March 2015 and were rated outstanding by the Care Quality Commission in 2019.

Vision

Our vision is a community that supports each other to live well.

Mission

Our mission is to empower adults and children to live well, be the best employer and work with our partners as one.

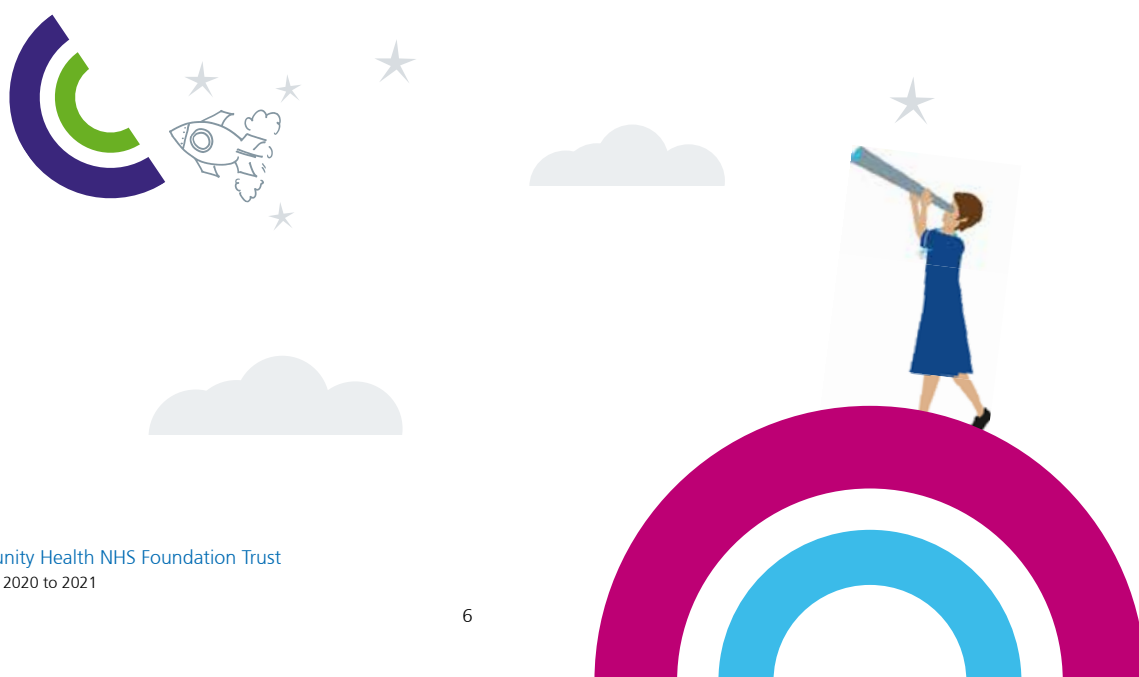
Values

We have four values:

- 1. Compassionate** – we put patients and our service users at the heart of everything we do. We're positive, kind and polite. We understand diversity. We're respectful, patient and tolerant.
- 2. Aspirational** – we feel empowered and we empower our patients. We strive to improve. Our focus is on research and generating ideas and innovations. We're open, transparent and we think creatively.
- 3. Responsive** – we listen. We act. We communicate clearly. We do what we say we will. We take account of the opinions of others.
- 4. Excellent** – we strive to deliver the best care we can. We grow a culture of excellence in our teams. We challenge complacency.

Our goals are:

1. prevent ill health
2. deliver high-quality care at home and in the community
3. integrate services
4. develop sustainable services.



Our quality strategy 2021/22 to 2024/25

We introduced an organisational quality strategy in 2017 to make sure Kent Community Health NHS Foundation Trust (KCHFT) was explicitly focused on the quadruple aim of quality, which consists of:

- enhancing patient experience
- improving population health and reducing health inequalities
- improving staff experience at work
- reducing costs and increasing value for money and efficiency

During the past three years, we have made significant strides in delivering our quality strategy and our desire to collaborate is critical to our continuing success within the Kent and Medway Integrated Care System.

Our response to the COVID-19 pandemic demonstrated our success in working together to make changes at pace, which was enabled by the rapid adoption of digital technologies in health and care.

COVID-19 has further highlighted major health inequalities that exist and we increasingly need to work with our partners to look at population health management to prevent ill health and health inequality. Our quality strategy addresses this by ensuring collective action with partners to deliver the ambitions of the NHS Long-Term Plan, which centre on:

- delivering more proactive approaches to health care and prevention of ill-health
- embracing technology and health analytics
- delivering services more efficiently across the system
- focusing on workforce through the people plan.

KCHFT quality strategy

Our vision: Outstanding quality and improvement as the focus and motivation for everything that we do.


Our mission: Make sure staff are trusted, supported and empowered to drive quality and develop new ways of working

Our aim: Continuously improve quality in line with the quadruple aim

To achieve this, we will:

- focus on continuous improvement
- make sure information drives continual quality improvement
- promote effective use of resources
- promote positive staff experience
- improve patient and carer experience
- reduce health inequalities
- prioritise patient safety
- promote clinical professional leadership.





Priorities for improvement 2021/22

The following table explains the 12 quality priorities for KCHFT for 2021/22. These priorities are aligned to the trust's strategic and quality goals and were identified based on current risks, national priorities, strategies and reviews and the NHS Long Term Plan.

The 2021/22 quality priorities were determined through a robust consultation process, which included a survey, engagement with services, governance groups and the Executive Team, with input from staff, stakeholders, patients and their families and carers.

Our quality priorities follow an established governance structure, which monitors and measures performance and progress.

Each individual quality priority has a responsible lead who monitors and reports progress each quarter to the Quality Committee - a sub-committee of the Board, with delegated decision-making powers.

The Quality Committee is responsible for providing information and assurance to the Board that the trust is safely managing the quality of patient care, the effectiveness of quality interventions and the experience of patients, their families and carers.

To align with our quality strategy objectives and to increase workforce engagement, how we measure and monitor the quality priorities will be based on quality improvement methodologies. Each of these priorities will be developed into a quality improvement (QI) project.

A summary of next year's quality priorities and what we intend to achieve is shown on the next page.

Improving the safety of the people we care for	Improving clinical effectiveness	Improve the experience of the people we care for	Improving the experience of our people
<p>All patients who experienced a delay to treatment due to national directives during the COVID-19 pandemic will receive a harms risk assessment.</p> <p>100% of relevant people will have had a harms risk assessment completed. Measured through audit.</p>	<p>Increase recognition of patients in the last year of their life empowering them to make decisions about their care.</p> <p>80% of relevant patients will have had a last days of life care plan completed and 40% of relevant patients will have had the 'surprise' question completed in line with the gold standards framework. Measured through EPR care plan audit.</p>	<p>Patients and service users will be involved in co-designing services.</p> <p>In year one: Three QI projects initiated by patient/service user feedback with patient/service user representation on the project group.</p> <p>In year two: Seven QI projects initiated by patient/service user feedback with patient/service user representation on the project group.</p> <p>Measured through Life QI.</p>	<p>Improve the experience of staff providing end of life care by enabling conversations about death and dying.</p> <p>Twelve listening and debrief sessions will be held to provide staff with a safe space to discuss stories and experiences of end of life care.</p>
<p>Fully implement the after action review process to apply early learning from incidents.</p> <p>100% of reviews will be completed within two weeks. Measured through audit.</p>	<p>Identify the areas of health research most important for community nursing.</p> <p>Co-produce a national list of the top 10 community nursing research priorities with patients, carers and community nurses. Led by the James Lind Alliance.</p>	<p>The Patient and Carer Council to support 100% of services to have an identified patient/carer voice in the delivery of care.</p> <p>In year two, 100% of services will have an identified patient/carer voice.</p>	<p>Increase support and guidance to staff to improve knowledge and engagement with information governance standards.</p> <p>IG training compliance will reach 90% in year one and 92% in year two. Measured through training compliance data.</p>
<p>Identify the determinants of missed/deferred visits in community services.</p> <p>In year one, collect robust data on the numbers and drivers and begin to deliver QI projects to reduce missed/deferred visits.</p> <p>In year two, carry out monthly audit to determine the reduction in missed visits and increased quality of care.</p>	<p>Support people to live longer, healthier lives.</p> <p>Increase the number of health checks completed by 5%, within core services, in the areas of greatest deprivation in Kent.</p> <p>Achieve an acceptance rate into the Smoke Free Service for pregnant women of 45%. Measured through quarterly reporting.</p>	<p>Support mothers to continue breastfeeding with their child for as long as they both wish.</p> <p>1% increase in the number of breastfeeding women when seen six to eight weeks post-delivery in line with UNICEF national infant feeding and public health outcomes framework. Measured through audit.</p>	<p>KCHFT will be a living wage employer by March 2022.</p> <p>KCHFT will become a living wage employer by March 2022.</p>

Statements of assurance from the Board

During 2020/21, KCHFT provided and/or sub-contracted 53 relevant health services.

KCHFT has reviewed all available data on the quality of care in all of these relevant health services.

The income generated by the relevant health services reviewed in 2020/21 represents 100 per cent of the total income generated from the provision of relevant health services by KCHFT for 2020/21.

During 2020/21, five national audits and zero national confidential enquiries covered relevant health services that KCHFT provides. KCHFT participated in 100 per cent of national clinical audits, which it was eligible to participate in. They are:

- national asthma and COPD audit programme (NACAP), pulmonary rehab
- national diabetes footcare audit (NDFA)
- Sentinel stroke national audit programme (SSNAP)
- national audit of cardiac rehabilitation
- falls and fragility fracture programme (FFAP).

The national clinical audits that KCHFT participated in during 2020/21 were:

- national asthma and COPD audit programme (NACAP), pulmonary rehab
- national diabetes footcare audit (NDFA)
- Sentinel stroke national audit programme (SSNAP)
- national audit of cardiac rehabilitation
- falls and fragility fracture programme (FFAP).

The national clinical audits that KCHFT participated in, and where data collection was completed during 2020/21, are listed below alongside the number of cases submitted to each audit as a percentage of the number of registered cases, required by the terms of that audit or enquiry:

- national asthma and COPD audit programme (NACAP), pulmonary rehab - 100 per cent (784 records, no minimum dataset)
- national diabetes footcare audit - 100 per cent (32 records, no minimum dataset)
- Sentinel stroke national audit programme (SSNAP) - 100 per cent (408 records, no minimum dataset)

- national audit of cardiac rehabilitation – 100 per cent (637 records, no minimum dataset)
- falls and fragility fracture programme (FFAP) – 100 per cent (four records, no minimum dataset).

The reports of two national clinical audits from the quality account list was reviewed by the provider in 2020/21 and KCHFT intends to take the following actions to improve the quality of healthcare provided:

- National audit of cardiac rehabilitation – to reach the target for 85 per cent of eligible patients taking part in cardiac rehabilitation by 2028, KCHFT is improving access to the service by developing and implementing the online section of its cardiac rehabilitation programme to provide a further option for the patient pathway. This has been used as a core part of service delivery since lockdown began in March 2020, to counter not being able to hold face-to-face patient appointments, but still needing to deliver care to our patients.
- Sentinel stroke national audit programme (SSNAP) – this review relates to the therapy data for January to June 2020 and July to December 2020. The Kent and Medway stroke development work delivers quality improvement through the Integrated Stroke Delivery Network (ISDN). A core focus for the ISDN is addressing identified gaps in service provision as a result of workforce capacity. It has been observed that stroke patients are now being discharged to community teams earlier than before and some present with complex needs and higher dependency. There has not been additional funding to support these changes and demand cannot be met with current capacity. To improve quality, this has been escalated to directors and there has been a discussion between system partners. Increasing workforce resources will have a direct impact to the quality of care received by stroke patients and improvement of patient and staff experience by increasing the percentage of patients receiving the recommended 45 minutes of therapy per day across physiotherapy, speech and language therapy and occupational therapy. This is achieving 56 per cent for physiotherapy, speech and language therapy and occupational therapy against a benchmark of 45 per cent, 45 per cent and 42 per cent respectively.

The reports of the following national clinical audits have been delayed and, in some cases, data collection has been extended due to the COVID-19 pandemic. Nonetheless, improvements are taking place within KCHFT in relation to three national audits from the quality account list 2020/21:

- National diabetes foot care audit (NDFA) – the trust has focused on improving shared care with community nursing teams to speed up referrals to the Podiatry Service to capture ulcerated patients sooner and achieve improved outcomes. The results of this will be included in the final report, which has been delayed due to the COVID-19 pandemic. Other work to support this pathway is under way and includes funding a clinical assistant role for hub sites to support a new way of working and a more focussed wound pathway. Embedding wound classification, such as SINBAD, which acts as a predictor of healing could signpost patients with complex wounds to access enhanced care pathways in a more timely way. Planned peer reviews across each integrated care partnership (ICP) will further identify areas for improvement and good practice.
- National asthma and COPD audit programme (NACAP), pulmonary rehab – the report has not been published, however benchmarking indicates performance is high and has exceeded the national average. Figures show that for the incremental shuffle walking test, 70 per cent of patients improved compared to 60 per cent nationally. Outcomes of the COPD assessment test showed that 58 per cent of patients saw an improvement in their health status, compared to 55 per cent nationally and, overall, 81 per cent of patients completed their course of pulmonary rehabilitation compared to 66 per cent nationally. Consequently, no specific action points are required in relation to these clinical outcome measures. The team is now focussing on reducing waiting times, which exceeded the national average when staff were redeployed during the peaks of the COVID-19 pandemic.
- Falls and fragility fracture programme/national audit of inpatient falls – the Falls Prevention Steering Group is developing a falls prevention strategy. There isn't an NHS England falls strategy. The KCHFT strategy will focus on assessment, care planning and

education to make sure data and learning drives continual improvement.

The reports of 66 local clinical audits were reviewed by the provider in 2020/21 and KCHFT intends to take the following actions to improve the quality of healthcare provided:

- Clinical supervision guidelines for speech and language therapists (SALT) with intermediate care teams – audit demonstrated significant assurance that all SALTs participated in clinical supervision every four to six weeks in line with the Royal College of Speech and Language Therapists' best practice standard. To further improve access to a wide range of experience, perspective, and to support and enhance wellbeing and clinical practice, an additional clinical supervision peer group session has been scheduled every six weeks via Microsoft Teams (MS Teams).
- Health visiting record keeping – this audit demonstrated limited assurance as a number of key service standards, which positively impact on patient care, risk and outcomes, were not met: In all, 23 per cent of clients had a genogram on their record, 41 per cent of records recorded client ethnicity and 48 per cent of notes recorded patients were routinely asked about female genital mutilation, domestic abuse and peri-natal mental health. However, areas of good practice, which all achieved between 95 and 99 per cent compliance were noted, around recording of client name and contact details, the reason for contact, contemporaneous completion of records, which reflected client comments and concerns, and excellent recording of the client pathway. Improvements required include recording of routine discussions on domestic abuse, female genital mutilation, perinatal mental health and client ethnicity, which is a national requirement central to enabling the practitioner to have a broader understanding of the client and their family. Actions to improve this include each team having RiO (electronic patient record) update training, updating the health visiting standard operating procedures, asking specific screening questions for anxiety and depression at every contact and record keeping reviews at one-to-ones. Continuing records reviews

at one-to-ones will make sure improvements are understood, appropriately responded to and fully embedded into practice. The Audit Team follows up all actions with the team and records completion of each action.

- Urgent treatment centres (UTCs)/minor injury units (MIUs) infection prevention and control (IP&C) audits – all MIUs scored between 92 and 99 per cent compliance. Five of the seven UTC/MIUs were fully compliant with the hygiene code with scores between 95 and 99 per cent. Two units scored below 95 per cent; Sevenoaks (92 per cent) and Edenbridge (94 per cent), which represents partial compliance. To improve quality in Edenbridge, the IP&C link worker is carrying out regular monitoring audits and in Sevenoaks, particular attention has been given to highlighted estates' issues and link worker hand hygiene and couch audits. Additionally, this year, due to the COVID-19 pandemic, the IP&C practitioner included staff observations for compliance with personal protective equipment (PPE) and the environment and to make sure social distancing requirements were adhered to. The IP&C practitioner conducted a follow-up review six months after audit, which will be reported to the Infection Prevention and Control Committee.
- Priorities of care audit – following this audit, a new end of life care education and support programme was launched to raise awareness of how to care for patients in last days of life. The aim of this is to improve recognition of patients in their last days of life to make sure they are included in decision-making and receive care and treatment to meet their needs and preferences, as well as those of family and carers.
- Duty of candour audit – audit provided significant assurance that support was offered to the patient's family in 100 per cent of cases for which duty of candour was deemed relevant. To support continuous improvement, the Patient Safety Team delivered targeted duty of candour training to make sure investigations were shared with the patient and family within the required timeframes on all occasions.
- Born to move audit – audit demonstrated that the 'awake tummy time' message is being delivered and

97 per cent of parents/carers remember a health visiting team member talking to them about the importance of awake tummy time. This correlates to a noted increase of babies who crawled at the nine to 12-month developmental review. The Born to Move app has been redesigned and relaunched to provide parents and carers with evidence-based information through an interactive tool to support their child's development.

- The school health one point audit – audit demonstrated significant assurance that the service pathway was met in 98 per cent of cases. Following the audit, processes were adapted to ensure more effective contact with the patient/carer within four days to meet key performance indicators.
- Measuring Tuberculosis Team's (TB) adherence to national guidelines in screening latent TB patients for hepatitis B & C before treatment starts – as a result of this audit, the TB team supported and advised colleagues from another provider organisation on development of its guidelines.
- Compliance with completion of the health inequalities framework (HEF) risk screen in Adult Learning Disabilities Service – the Adult Learning Disability Service is committed to reducing health inequalities for people with a learning disability. The service uses the HEF to enable professionals to demonstrate the impact of their interventions on addressing health inequalities. Audit findings indicated the HEF procedure needs to be strengthened in terms of timeframes for completion of the initial completion of the HEF and improving compliance with training. The HEF champions are responsible for taking these actions forward.

Safeguarding audits were carried out in more than 60 services across the trust. They demonstrated a good understanding of what constitutes safeguarding, self-neglect, the Mental Capacity Act and the requirements that compromise consent and good care.

In addition, there was evidence in the documentation of support with decision-making that meets clients' needs. Examples of results and/or actions relevant to specific services include:

- adult speech and language therapy – in 100 per cent of cases, the team responded to safeguarding

concerns within 24 hours and sought support of its manager and the Safeguarding Team. The team talks to the patient about concerns and follow up referrals and, as such, the audit received full assurance and no actions for improvement were required.

- Canterbury and Coastal Community Rehab Team – audit demonstrated 100 per cent good practice and that adult safeguarding is embedded within the team.
- Clinical dietetics – audit demonstrated significant assurance. For all safeguarding issues identified, the clinician found support from the appropriate source and contacted the relevant agencies. In 100 per cent of cases, the documentation was found in RiO progress notes. An action put in place was to make sure the Kent adult safeguarding alert form was also uploaded in all cases as this forms part of the standard operational manual for safeguarding.

Long-term services, Thanet – the service is introducing safety huddles to engage staff in focused discussions, which include safeguarding concerns; this enables all staff to have a voice in safety and that learning drives continual improvement.

The number of patients receiving relevant health services provided or sub-contracted by Kent Community Health NHS Foundation Trust during 2020/21 who were recruited during that period to participate in research approved by a research ethics committee was 1,734.

The 2020/21 CQUIN scheme was suspended owing to the COVID-19 pandemic. KCHFT delivered the staff flu vaccination programme, however this did not continue under the CQUIN indicator. Further details are available electronically at: NHS England » 2020/21 CQUIN

KCHFT is required to register with the Care Quality Commission and its registration status is registered without conditions.

The Care Quality Commission has not taken enforcement action against KCHFT during the reporting period.

KCHFT participated in the Kent and Medway CQC learning disabilities provider collaboration review (PCR). This review looked at collaboration across the Kent and Medway Integrated Care System (ICS) to see how the

care and treatment for people with a learning disability was managed during the COVID-19 pandemic.

KCHFT submitted 77,797 records during 2020/21 to the Secondary Uses Service for inclusion in the hospital episode statistics, which are included in the latest published data.

The percentage of records in the published data, which included the patient's valid NHS number was:

- 99.9 per cent for admitted patient care
- 99.7 per cent for accident and emergency care.

which included the patient's valid General Medical Practice Code was:

- 99.9 per cent for admitted patient care
- 99.0 per cent for accident and emergency care.

The most recent KCHFT data security and protection assessment (DSPA) 2019/20 reported an overall score of 'standards met' and all mandatory assertions were responded to and evidence provided. During the annual TIAA audit for 2019/20, the trust was awarded substantial assurance, with no further recommendations. The assessment was, therefore, categorised as fully compliant at that time and was published on 17 March 2020.

The 2020/21 annual audit of the DSPA and subsequent submission of the assessment is in May and June 2021, respectively. The national delays from the standard March submission dates are in response to the COVID-19 pandemic. There is still work being done on the 2020/21 assessment and it is not possible to provide an assurance position at the time of reporting.

KCHFT was not subject to the payment by results clinical coding audit during 2020/21 by the Audit Commission.

KCHFT has taken the following actions to improve data quality:

- by regularly analysing performance
- by regularly reviewing the data quality maturity Index
- reviewing admission and attendance criteria.

We are required to review and report the deaths of all inpatients in our community hospitals and during 2020/21 there were 179 deaths. This comprised the following number of deaths, which took place in each quarter of that reporting period: 73 in the first quarter; 17 in the second quarter; 41 in the third quarter and 48 in the fourth quarter. These were published on our website.

By 31 March 2021, 178 case record reviews, including 128 structured judgement reviews and zero investigations were carried out in relation to 178 of the deaths included in the previous item.

In no cases, was a death subjected to both a case record review and an investigation.

The number of deaths in each quarter for which a case record review or an investigation was carried out was 73 in the first quarter; 17 in the second quarter; 41 in the third quarter and 48 in the fourth quarter.

However, in response to HCAI COVID-19 guidance relating to nosocomial COVID-19 deaths, all probable or definite nosocomial COVID-19 deaths were reviewed using the reporting and learning detailed on the trust's incident reporting system Datix. We reviewed our processes and completed duty of candour, where indicated.

No patient deaths during the reporting period were judged to be more likely than not to have been due to problems in the care provided to the patient. No patient deaths relating to this were reported during any quarter in 2020/21.

These numbers were estimated using a multi-disciplinary mortality review process adapted for community use from the RCP structured judgement review form.

The continued need for work to embed the effective use of treatment escalation plans to support patient care has been highlighted, along with the importance of accurate documentation of DNACPR decisions; particularly with respect to discussions with relatives and friends. The need to ensure full documentation of care plans for last days of life to support patient-focused care and promote appropriate actions, such as discontinuation of routine observations when a patient is actively dying was also a focus of reviews.

A more focused awareness of specific issues with handover, including the importance of receiving discharge summaries for patients transferred from acute emergency departments and the need for any end of life care needs to be highlighted at transfer have also been recognised. Issues relating to prescribing and transcribing have been addressed.

Inter-disciplinary working between operations and the Patient Safety Team has strengthened; after action reviews were implemented and the highest impact actions distilled. These included improved handover and ward round processes for sharing of information, for example use of an SBAR. Work to provide training and support for staff on DNACPR and TEP documentation was supported by the End of Life and Palliative Care Team and included work with partners within Kent and Medway.

Work with system partners ensured increased understanding of issues and challenges arising due to incomplete treatment escalation plans. This is now regularly discussed at joint transfer of care meetings. Progress is being audited by the End of Life and Palliative Care Team. Incorporation of more detailed information requests, relating to end of life care needs has also been provided in transfer forms. An acute hospital notes transition task and finish group is also under way to support safe transfer of patients.

In all, 14 case record reviews and zero investigations were completed after 1 April 2020, which related to deaths that took place before the start of the reporting period.

None of the patient deaths before the reporting period are judged to be more likely than not to have been due to problems in the care provided to the patient. This number has been estimated using a multi-disciplinary mortality review process adapted for community use from the RCP structured judgement review form.

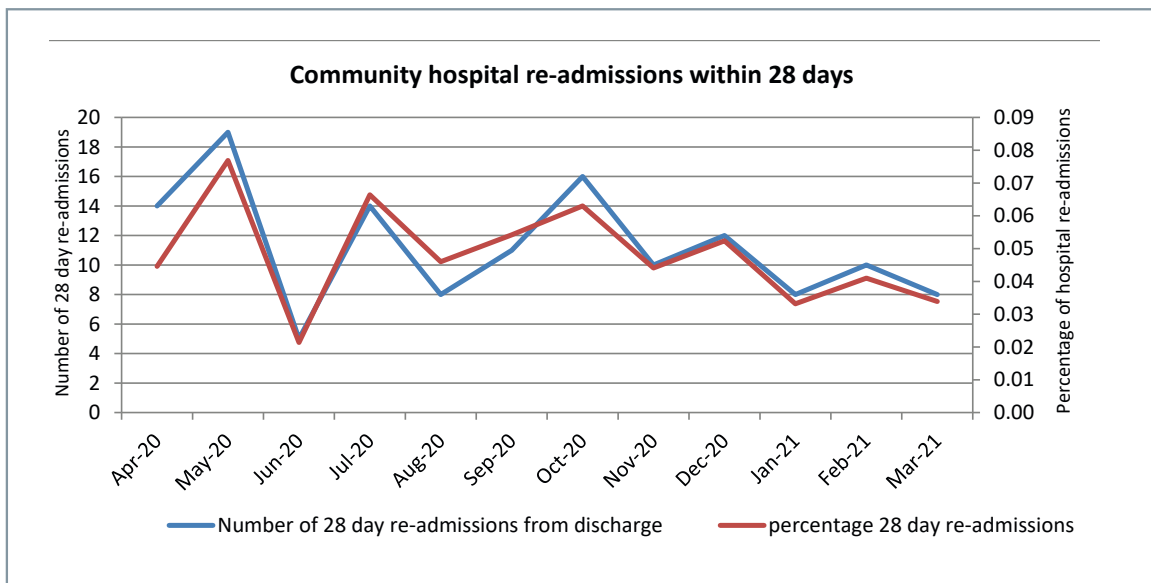
Reporting against core indicators

Indicator 19: Hospital re-admissions

KCHFT is not commissioned to deliver inpatient paediatric care. Therefore, only the percentage of patients aged 15 and over re-admitted to a hospital within 28 days of being discharged from a hospital is shown here:

	Apr 2020	May 2020	Jun 2020	Jul 2020	Aug 2020	Sep 2020	Oct 2020	Nov 2020	Dec 2020	Jan 2021	Feb 2021	Mar 2021
Number of 28-day readmissions from discharge	14	19	5	14	8	11	16	10	12	8	10	8
% 28 day readmissions	4.46	7.69	2.14	6.64	4.60	5.42	6.30	4.41	5.24	3.32	4.10	3.39

	2018/19	2019/20	2020/21
Number of 28-day re-admissions from discharge	150	134	135
Percentage 28-day re-admissions	6.52	5.31	4.91



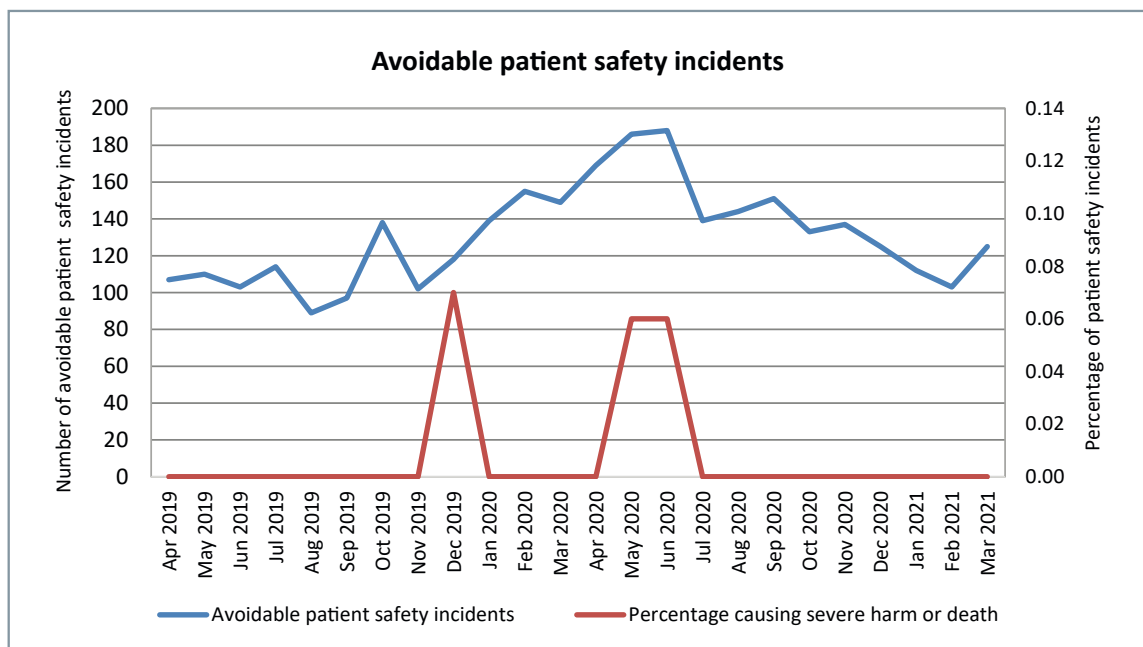
KCHFT considers this data is as described for the following reasons:

- the data is regularly extracted and checked
- it is shared with services for validation
- it is collected at point of delivery in the majority of cases.

Indicator 25: Patient safety incidents

The number of patient safety incidents reported at KCHFT during 2020/21 and the number and percentage of such patient safety incidents that resulted in severe harm or death are shown here:

	2019/20	2020/21
Avoidable patient safety incidents	1421	1712
Avoidable patient safety incidents (causing severe harm or death)	1	2
Percentage of total patient safety incidents causing severe harm or death (%)	0.07	0.12



KCHFT considers this data as described as it is captured on the Datix system by the member of staff who discovered the incident, making sure the data is first-hand information.

Incidents are subject to a comprehensive review process at multiple levels across the organisation validating the accuracy of the data.

To improve this number and the quality of services, we have:

- developed a comprehensive risk and incident training package, which includes a webinar delivered to new starters
- regularly reviewed the incident reporting system to make sure information captured is relevant and improves patient safety
- enhanced the reports produced to include improvements. This has encouraged a positive patient safety culture where staff are able to see the benefits of reporting incidents.
- shared learning from incidents at the trust's Quality Improvement Network, supporting a positive safety learning culture
- triangulated learning from patient feedback, complaints, internal quality reviews, incidents, claims and developed quality improvement programmes.

Friends and family test (FFT)

On 30 March, NHS England and Improvement announced, with immediate effect, the collection and national submission of FFT data for community services should stop. The temporary suspension was to reduce the burden and release capacity to allow for staff resource to be diverted towards more immediate priorities during the COVID-19 pandemic.

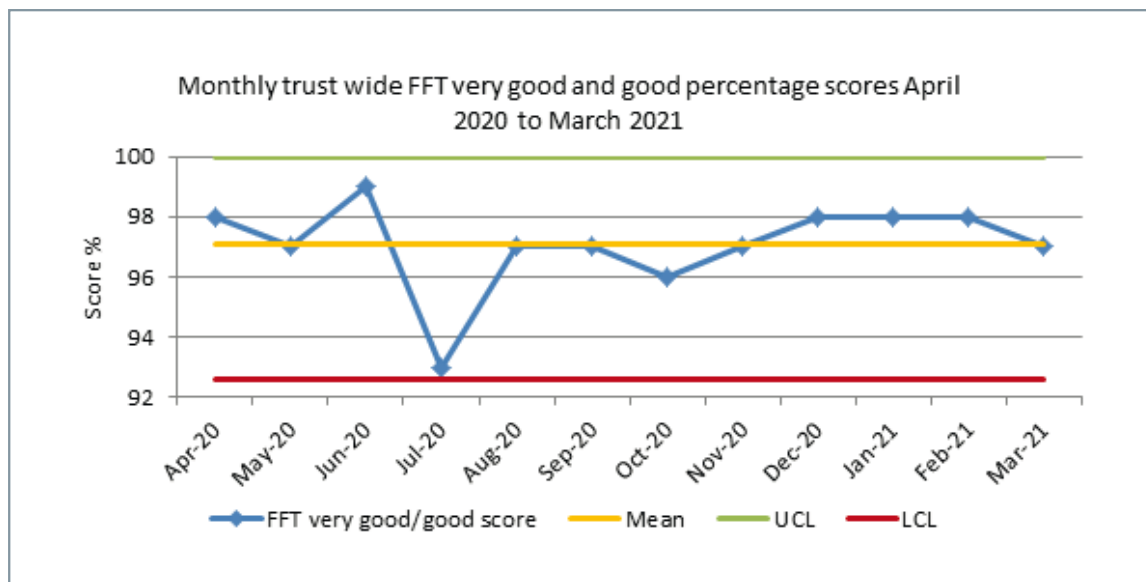
Collection of FFT data resumed in December 2020, with the first national submission made in February 2021, for data collected in December 2020 and January 2021 (separate submissions).

During the temporary suspension (1 April to 30 November 2020) some services were able to continue

to gain some FFT data. A total of 9,689 FFT questions were answered trust-wide, with 97 per cent of people rating their overall experience of the service as very good or good.

From April 2020 to March 2021, a total of 18,525 FFT questions were answered with 97 per cent of people rating their overall experience of the service they received as very good or good.

The graph below shows the monthly trust-wide FFT very good and good percentage scores between April 2020 and March 2021.



Referral to treatment (RTT) indicator

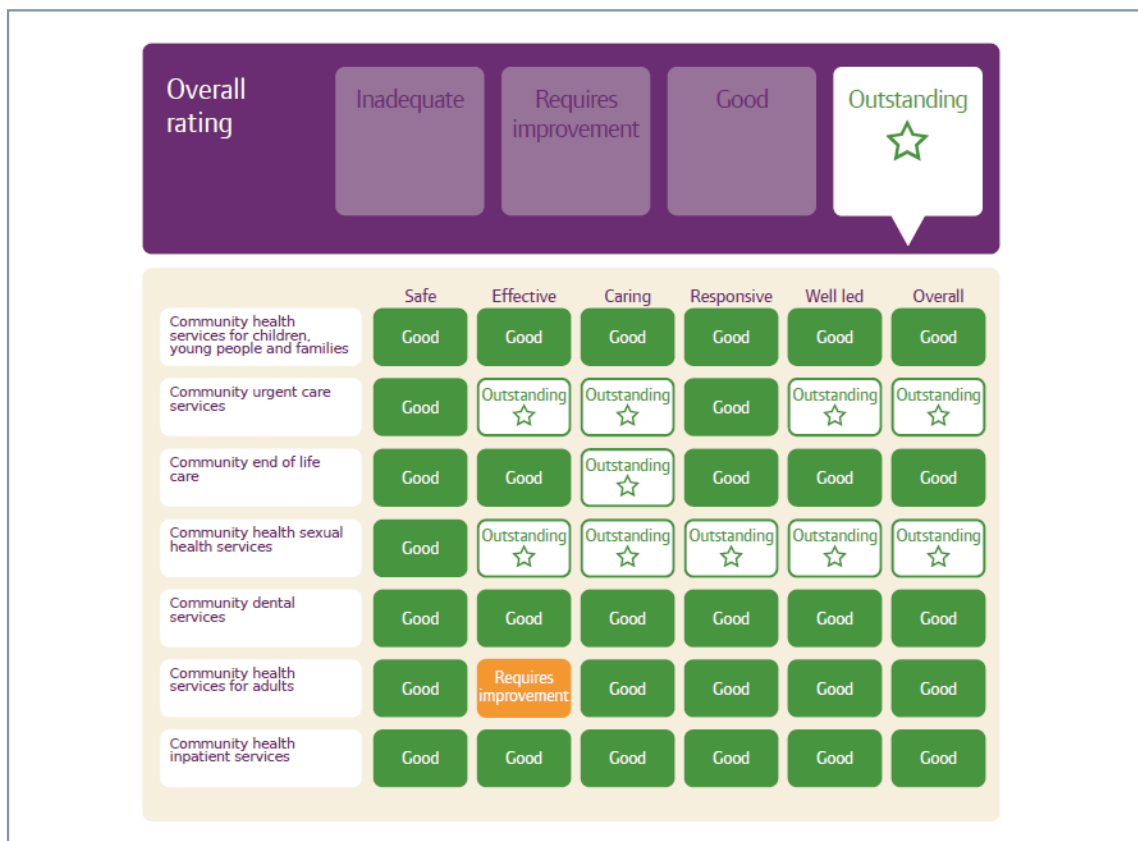
This section shows our performance against the relevant indicators and performance thresholds set out in the oversight documents issued by NHS Improvement. For our trust, this is only one indicator:

The maximum time of 18 weeks from point of referral to treatment (RTT) in aggregate – patients on an incomplete pathway:

	Apr 2020	May 2020	Jun 2020	Jul 2020	Aug 2020	Sep 2020	Oct 2020	Nov 2020	Dec 2020	Jan 2021	Feb 2021	Mar 2021
RTT incomplete pathways	98.9%	99.5%	98.4%	99.0%	99.8%	100%	100%	99.9%	99.9%	99.9%	99.9%	99.8%

Regulation: Care Quality Commission

The Care Quality Commission (CQC) is the independent regulator of health and social care in England.



Our inspection reports can be viewed here: <https://www.cqc.org.uk/provider/RYY/reports>

Rating

KCHFT was subject to a trust risk based CQC inspection in April and May 2019. The community urgent care, sexual health, end of life and dental services were reviewed as well as a trust-wide well-led inspection. The CQC overall rating of KCHFT at this inspection was 'outstanding'.

The CQC's Deputy Chief Inspector of Hospitals Dr Nigel Acheson said: "The trust's determination to develop a patient-centred culture has improved services. This has ensured that the overall rating has moved to outstanding."

"All the staff are completely deserving of this and it has been a real privilege for me to be associate with aspects of the trust." Pat Conneely, patient representative.

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We care reviews

The we care review programme began in 2018 and is a supportive assurance programme that enables the delivery of high-quality care by reducing variation. Through shared learning and quality improvement initiatives, we make sure:

- the care we deliver supports the CQC standards
- there is increased transparency and assurance
- staff are confident to articulate their rationale for care delivery in peer review
- trust data is providing consistent information
- of involvement of all KCHFT staff and stakeholders.

The we care review programme uses the CQC's key lines of enquiry (KLOE) and fundamental standards to make sure the teams visited are reviewed within a consistent framework.

During the visits, quality reviewers talk to staff and patients and, where possible, attend home visits with clinicians, so giving a full picture of the standard of care being provided. A collaboration meeting at the end of the visit enables all participants to share their observations from the visit and contribute to the report.

Since the introduction of we care reviews, there has been two cycles of the yearly schedule where 58 services were visited in 2018 and 30 services were visited in 2019. In 2020, we developed a focused schedule in line with the review framework where visits to teams were prioritised based on quality and safety data, risk and soft intelligence.

However, this schedule was paused in April due to the first wave of the pandemic and was reinstated in September to provide assurance of the quality and safety of the care delivered to service users in line with the trust's re-set work plan.

The visits took place between September and December and reviewed the adult community and community inpatient core services. The visits were carried out with reduced participants and the newly stated interdisciplinary quality review panels evaluated service data to identify the KLOE for further exploration during the on-site visit.



Of the 16 services that took part in a we care review in 2020, 63 per cent were rated outstanding overall and 37 per cent were rated good.

The number of domains rated requires improvement reduced from six per cent in 2019 to two-and-a-half per cent in 2020.

The number of domains rated as outstanding rose from 26 per cent in 2019 to 39 per cent in 2020.

The greatest improvements were seen in the caring and safe domains; 60 per cent of services were rated outstanding for caring in 2019 compared to 81 per cent in 2020.

For safe, 77 per cent of services were rated good in 2019 compared to 93 per cent in 2020.

To support quality improvement, services develop an improvement plan based on the recommendations identified in the we care review report. The trust's professional leads are involved in this process to offer teams support, guidance and expertise and the improvement plans are monitored through local governance processes, Patient Safety and Clinical Risk Group and Quality Committee.

Freedom to speak up guardian

KCHFT has a freedom to speak up (FTSU) guardian who is responsible for supporting colleagues to raise concerns in the trust. The FTSU guardian provides confidential advice to colleagues, agency workers employed by KCHFT or volunteers, about concerns they have and/or the way their concern is handled.

FTSU guardians don't get involved in investigations or complaints, but help the process. They have a key role in making sure colleagues do not experience discrimination or are victimised because they raise a concern in good faith, particularly those who may be more likely to be discriminated against due to race, disability or sexual orientation.

They will make sure:

- colleagues' concerns are treated confidentially unless otherwise agreed
- colleagues receive timely support to progress their concern
- any indications that someone is being subjected to detriment for raising their concern is escalated to the board
- the organisation provides colleagues timely feedback on how their concern is being dealt with
- colleagues have access to personal support since raising their concern may be stressful.

The trust has a number of Freedom to speak up ambassadors and their role includes encouraging colleagues to speak up by providing informal advice, sign-posting and promoting positive examples of changes that have occurred as a result of speaking up.

A campaign to promote the benefits of speaking up ran throughout the year and will continue during 2021/22. The campaign sought to raise awareness of speaking up and included ways to get in touch, such as the dedicated email and phone line for colleagues to report their concerns.

Between 1 April 2020 and 31 March 2021, the FTSU guardian logged and was involved in 24 new cases. Themes of the cases were discussed with the chief executive and a six-monthly report was presented to the Strategic Workforce Committee. The trust has a named non-executive director lead for Freedom to Speak Up, who acts as an alternative source of advice and support for the guardian. Sola Afuape is the non-executive director lead.



Part three: Overview of quality of care

This section provides an overview of the quality of care offered by KCHFT based on performance against the 2020/21 quality priorities we agreed and published in our 2019/20 Quality Account. It explains in more detail what we have achieved during the past year and those areas we need to improve upon.



Learning disabilities

	Goal	Outcome
Patient safety	Preparing for adulthood - implement the Ready, Steady, Go framework for children and young people transitioning to adult learning disability services	Achieved

Why this is important

When children and young people move to adult healthcare services, this is called transition. Growing literature shows morbidity and anxiety can increase for young people following their transition from children to adult services. In 2020/21, 125 young people transitioned to the Adult Learning Disability Service from KCHFT children's services, which increased from 75 in 2019/20.

To make sure every young person with a long-term condition or diagnosis has a meaningful and clear transition of care, we will implement the Ready, Steady, Go, Hello tool that was first developed by Southampton University Hospital. This will support young people, their families and carers to gain a greater understanding of their health needs while encouraging independence and the self-management skills required as they prepare for adulthood.

What we did

Our transition from children and young people's services to adult services protocol was developed to provide the structure for a well co-ordinated transition for young people with continuing healthcare needs.

The Ready, Steady, Go, Hello framework, resources and questionnaires were launched on the trust's intranet in February 2021. During this time a training and engagement programme was provided to staff in all children's specialist services and the Adult Learning Disability Service.

The Ready, Steady, Go, Hello framework has been adopted by all health services in Kent and Medway and is included in the Kent County Council Preparation for adulthood protocol.

A question and answer session is being hosted by Transition and Patient Empowerment Innovation, Education and Research Network (TIER) programme on 9 June 2021 and the Ready, Steady, Go support website for healthcare professionals and patients/guardians and carers has been set up <https://www.readysteadygo.net/>

The Ready, Steady, Go, Hello, preparing for adulthood framework was launched in February 2021. To evaluate its effectiveness, an audit aligned to the requirements of NICE guideline NG43, transition from children's to adults' services for young people using health or social care services, will be conducted in six months with findings reported to the Quality Committee.

What this means for you as a patient

This will enable a smoother transition, earlier planning and better communication between professionals working across different services and departments. This will result in fewer incidents and a greater experience of healthcare, increased inclusion and decision-making for young people and their families.

What we achieved

The Ready, Steady, Go, Hello framework was implemented to support children and young people transitioning to adult learning, disability services, however this has been extended beyond KCHFT to all health services in Kent and Medway.

Learning disabilities

	Goal	Outcome
Clinical effectiveness	Increase recognition of infection related deaths in patients with a learning disability	Partially achieved

Why this is important

It is widely recognised that people with a learning disability have worse health outcomes than people without a learning disability and are more likely to experience a number of health conditions.

On average, the life expectancy of women with a learning disability is 18 years shorter than for women in the general population. The life expectancy of men with a learning disability is 14 years shorter than for men in the general population (NHS Digital 2017).

In 2020, 80 per cent of the deaths of people with a learning disability in England were COVID-19-related (Mencap, 2020). This is dramatically higher than the general population in England and Wales.

What we did

In response to the COVID-19 pandemic, rapid COVID-19 reviews were introduced for anyone who had died with a suspected or confirmed case of Coronavirus. The system-wide lessons from these reviews identified diagnostic overshadowing and actions included:

- body temperature is a vital sign and we worked to empower carers to inform general practitioners that people with a learning disability may have a lower baseline body temperature, which must be considered when reviewing COVID-19 related fever
- COVID-19 passports were laminated to meet infection prevention and control requirements so they could move around hospital sites with the patient, improving communication between the person with a learning disability and hospital staff
- KCC commissioning suggested that care homes bought oximeters due the risk of silent hypoxia.

The annual health check is instrumental for people with a learning disability in optimising good health by ensuring access to health screening, identifying ill health and providing treatment. In 2020, KCHFT funded a pilot for the Adults Learning Disability Team to work with six GP practices in Kent to provide annual health checks for people aged 14 and over registered on the LD support register.

In 2018/19, these six GP practices had achieved a collective annual health check completion rate of 22.3 percent. Due to the COVID-19 pandemic, the pilot was unable to progress with three of these GP practices, however for the remaining three, the completion rate increased to 99 per cent. Findings from the pilot and further enhanced annual health checks carried out between January and March 2021 demonstrated the benefit of joint working between primary and secondary care to support long-term, sustained improvement in the quality of annual health checks.

Following the success of the pilot, we were asked by NHS England to submit a bid for further funding to deliver the enhanced annual health check offer in Dartford, Gravesham and Swanley. KCHFT was successful and this offer is being provided between April and September 2021.

We implemented NEWS2, an established tool to recognise and respond to deterioration in adults across the community hospitals in 2019. In 2020/21, clinical audit showed that 98 per cent of patients in community hospitals with a NEWS2 score of two or more, elevated from their baseline, were reviewed by a registered healthcare professional.



In quarter four 2020/21, additional NEWS2 training was provided to other community healthcare core services including frailty, rapid response, complex care nursing and the Home Treatment Service. While our Adult Learning Disability Service does not provide direct patient care, learning disability nurses will access NEWS2 training in 2021 to support families and carers in recognising signs of physical deterioration in the people they support.

What this means for you as a patient

Working as a system to increase recognition of infection-related deaths in patients with a learning disability enables earlier detection, communication and escalation, which improve the quality of care and reduce health inequalities to make sure all people receive the best health and wellbeing outcomes.

What we achieved

In all, 98 per cent of patients in community hospitals with a NEWS2 score of two or more, elevated from their baseline, were reviewed by a registered healthcare professional.

Between January and March 2021, the Adult Learning Disability Service delivered 176 annual health checks; 49 per cent of these resulted in patients, their families and carers receiving advice to support their care needs and 32 per cent of health checks generated a referral to the Adult Learning Disability Team, including people who had not previously been known to the service, 16 per cent of people's needs were already being met.

The annual health checks' pilot provided to three GP practices successfully increased the completion rate from 22.3 per cent in 2018/19 to 99 per cent in 2020. Following this success, we successfully extended the offer to six other GP practices in west and east Kent between January and March 2021 and to the Dartford, Gravesham and Swanley locality, which is being delivered between April and September 2021.

Learning disabilities

	Goal	Outcome
Patient experience	Implement the requirements of Ask, Listen, Do to improve the experience of people with a learning disability when providing feedback, raising a concern or complaint	Achieved

Why this is important

The process of giving feedback or making complaints needs to be simplified so it is fully accessible and comprehensible for people with a learning disability and/or autism. With a clearer process, they are more likely to give feedback or raise complaints so we can identify where improvement to our services can be made for patients.

What we did

To support people with a learning disability or autism to confidently provide feedback and raise a concern or complaint, information is available in accessible formats, including large print and easy read on our website.

The Patient Advice and Liaison Service's (PALS) contact form is now available in easy read and autism-friendly formats, both electronically (with audio) and on paper. The PALS information leaflet is also available in easy read.

The 'your feedback' page on our website has been aligned with NHS England guidelines to contain fewer words. Patient and service user feedback surveys have been reviewed and now include a simplified dropdown list, and the easy read and carers' surveys have been highlighted making them more prominent on the page. There is also a Makaton video explaining the different ways to provide feedback to the us. These resources are also available on our intranet, flo.

The Apple Tree project is designed to make reasonable adjustments when a person with a learning disability needs an appointment at a sexual health clinic. By asking for Apple Tree, the person taking the call immediately knows the person needs a double appointment. The Apple Tree patient experience survey has been updated and is now available electronically and with audio.

To understand how to make information accessible and improve conversations with people with a learning disability, autism or both, the complaints and PALS teams completed NHS England's Ask, Listen, Do training for organisations and practitioners.

To raise awareness of Ask Listen Do and the good practice resources available within the trust, the project was presented to LD champions for them to share within their teams. We also contacted various learning disability and autism support groups and organisations about the project, providing resources and to identify people who would like to attend the learning disability and autism forum.

To extend this project to all staff, an e-learning package has been created and is being designed by our Education and Development Team. The training introduces learning disabilities and autism facts, barriers to accessing healthcare, communication tools and accessible resources.

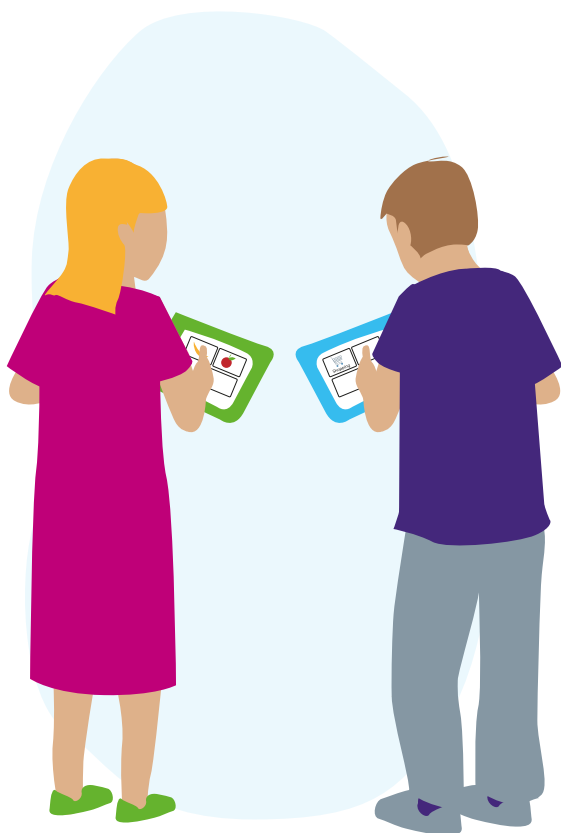
What this means for you as a patient

If you are unhappy about your experience of care when accessing a KCHFT service or you would like to provide general feedback, you can talk to one of our staff members who will provide you with the information and resources to leave your feedback or complaint. If you are making an official complaint, our Complaints Team will make sure you are communicated with in a way that meets your needs and all correspondence will be in a format you have requested. If you wish to leave feedback at a later date, you should be able to navigate the 'your feedback' page on our website with ease, or find the contact details of our PALS Team, which can help you with any request.

In May 2021, all staff will have access to basic awareness training, which means they will have a better understanding of how to meet the communication and information needs of our patients, carers and families who have a learning disability and/or autism.

We have shared our accessible resources with learning disability and autism groups and organisations across Kent and Medway, as well as Kent County Council, which means there will be better communication and signposting across services and organisations.

We will continue to work with people with a learning disability and/or autism and their families and carers, through the forum, easy read groups and other engagement groups, which means we can work together to improve KCHFT services, specifically for those with a learning disability and/or autism.



What we achieved

Increased easy read survey completions

The number of easy read surveys completed increased by 315. The number of surveys completed at the end of quarter two was 269, which increased to 584 at the end of quarter four 2020/21.

Improved easy read survey feedback

To meet the requirements of Ask Listen Do, the easy read survey asks, 'If you were unhappy with your appointment, do you know who to speak to?'

At the end of quarter two, 51.9 per cent of respondents answered no.

At the end of quarter four this reduced to 18.8 per cent of respondents answering no.

Increased survey completions in special schools

At the end of quarter two, no surveys had been completed by children, young people or their parents/carers.

At the end of quarter four, 35 surveys completed by parents and carers and 13 completed by children and young people.

Management of learning disability and autism-related complaints

The number of learning disability and autism-related complaints are low with two received during quarter four. The training completed by the Complaints Team enabled them to provide the complainants with additional support to meet their information communication needs and preferences.

Learning disabilities

	Goal	Benchmark	Target	Outcome
Staff experience	Increase learning disability champions in general services to increase the knowledge and expertise of working with people with a learning disability	85	120	134 Achieved

Why this is important

It is well known that people with a learning disability face health inequalities and even preventable death, due to a lack of skills, knowledge and experience of health and social care staff working in generic/mainstream services.

Learning disability (LD) champions are people with a personal/professional interest in working with people with a learning disability and have training and continuing support to help them meet the needs, overcome barriers and improve the experience of people with a learning disability who may use their service.

What we did

LD champions were first introduced at KCHFT in June 2019 as a way to promote awareness of the needs of people with a learning disability. Before the COVID-19 pandemic, the learning disabilities service planned to deliver two face-to-face training sessions in 2020.

The pandemic highlighted health inequalities experienced by people with a learning disability and requests for training continued despite lockdown restrictions. To increase knowledge and expertise of all KCHFT staff who care for people with a learning disability, the first virtual LD champion training event, co-designed by LD practice partner, Sharon Harris, was held in September 2020.



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Anyone can be a LD champion and this is reflected by the range of people who have attended training; clinical, non-clinical and administrative. Although this training was initially targeted towards KCHFT staff, professionals from other organisations joined, including staff from GP surgeries, acute (main) hospitals and paramedics.

Our Adult Learning Disability Service has worked with Kent Fire and Rescue service to design and provide bespoke LD awareness training to non-health public services.

What this means for you as a patient

Through increased knowledge and awareness, we have been reviewing how accessible our services are to people with a learning disability and have considered service-level reasonable adjustments helping to overcome barriers and improve patient experience. Examples of how services adjusted, following LD Champion training, are outlined below:

- Phone calls are now in place before our arrival to make sure that patients are aware of the visit and we can make arrangements and meet requests.
- We are reviewing all correspondence we send out and timings for appointments.
- Reasonable adjustments to the timing of appointments, so they could be longer and either at the beginning or the end of the day.
- Understanding patients where home visits may have better outcomes even if the person is able to come to clinic.
- Support to a GP practice to create an easy read guide to measure oxygen levels using an oximeter at home.

Feedback from delegates includes:

Student nurse associate, Canterbury Community Nursing Team

As an LD champion working in the community, I have become more aware that not everyone is the same. Everyone deals with things in different ways and may find the pressure of everyday tasks difficult. For people with a learning disability this may be heightened even further, especially with unscheduled tasks. The ability to express themselves, question options or voice opinions may difficult, so it is important to provide support and extended time, if needed, to help with understanding and processing information.

Patient and Carer Partnership Team

My role regularly involves supporting people with a learning disability and the LD champion training really helped to strengthen my knowledge and skills. It has supported how I work with my learning disability focus group to create and test easy read patient information.

Community hospital staff nurse, Hawkhurst Community Hospital

The training and information gained following this is allowing me to keep more up-to-date because I work within a general area and not a people with learning disability specific area.

What we achieved

We have trained a total of 134 LD champions providing staff with an increased awareness of the needs, rights, and person-centred approach that we should take with people with learning disabilities.

Improving outcomes

	Goal	Outcome
Patient experience	90 per cent of patients in community core services with a NEWS2/PEWS score of two or more, which is elevated from their baseline, will be reviewed by a registered professional to detect patients at risk of clinical deterioration or death.	Achieved

Why this is important

We are committed to deliver high-quality care, to improve quality outcomes for our patients by having standards in place for managing the risk associated with clinical deterioration. NEWS2 and PEWS are established tools to recognise and respond to clinical deterioration in adults and young people. It is important NEWS2 and PEWS are implemented in all appropriate community core services to identify deteriorating patients and that they are reviewed by a registered healthcare professional to make sure appropriate action is taken. This also supports standardised working and communication in line with our NHS and other community providers across the care pathway.

What we did

NEWS2 was successfully implemented in our community hospitals in 2019/20 and in 2020/21 this quality priority was extended to include all appropriate community core services.

Following the 2020 audit, the deteriorating patient standard operating procedure was reviewed to include updated sepsis charts. We continue to promote the use of soft signs of deterioration in conjunction with the NEWS2 and PEWS booklets to include not only scoring systems, but an escalation pathway, situation, background, assessment and recommendation (SBAR) communication tool and sepsis tool.

To support the roll out of NEWS2 and PEWS in community core services, an e-learning training package was created to help staff to understand the tools and how to recognise and respond to the deteriorating patient. This training is available through the trust's training and appraisal performance system, TAPs, and is an essential to role course for all existing KCHFT staff and new starters.

A midpoint audit was carried out for community hospitals, which showed that 96 per cent of patients in a community core service with a NEWS2 score of two or more elevated from their baseline were reviewed by a registered professional.

For other community core services, there was engagement with community nursing teams and children's services to make sure the charts introduced were in a format that represented the escalation process and clinical response required for those teams.

The impact of COVID-19 meant resource during the first and second waves of the pandemic were focused on providing the operational response and, as such, community core services required further support with implementing NEWS2. This was provided by the Patient Safety Team at the end of quarter four 2020/21 with caseload managers now championing the effective use of NEWS2.

The findings from the 2020/21 deterioration patient audit will be analysed and a robust improvement plan will be developed to reduce variation and improve quality.

What this means for you as a patient

NEWS2 and PEWS enable early detection of deterioration, consistent communication and appropriate escalation, all of which improve the quality of care to make sure people receive the very best health outcomes



What we achieved

In all, 98 per cent of patients in adult community inpatient services with a NEWS2 score of two or more, which was elevated from their baseline, were reviewed by a registered healthcare professional. This is an increase of five per cent from 2019/20.

From a notes' sample of 30 relevant patient records reviewed in adult community core services, 100 per cent of patients with a NEWS2 score of two or more, which was elevated from their baseline were reviewed by a registered healthcare professional.

And 100 per cent of patients who had an elevated PEWS score of two or more from their baseline were reviewed by a registered healthcare professional.

Improving outcomes

	Goal	Outcome
Clinical effectiveness	Open one research study in collaboration with an acute NHS trust to enable delivery of research which follows the patient pathway and is not restricted by organisational boundaries	Partially achieved

Why this is important

Patient care does not recognise organisational boundaries, it requires collaboration and connectivity so the person receives support, care and treatment wherever is most appropriate for them. This could be in hospital, at home or in a clinic. For research to be relevant, delivery of studies should not be restricted by organisational boundaries and, as such, requires collaboration to provide seamless care to our patients, clients and service users.

What we did

We progressed well with the set-up of the TriOptimize study, which looked at the health-related quality of life for people living with chronic obstructive pulmonary disease, with a neighbouring trust. Unfortunately, due to COVID-19, this was put on hold during the winter months.

However, we have opened the CCP-UK study, which is an urgent public health study to support continued data collection for patients with COVID-19, who have received care in an acute setting and then transferred to the community setting.

The purpose of CCP-UK is to study COVID-19 to better understand its spread and behaviour by analysing data from patients with confirmed cases of the disease across the UK. Data, and in acute centres, samples, from COVID-19 patients in the UK is being used to answer questions about the virus in real time. This is mirrored in other countries across the world that are collecting the same data.

Data collection is still continuing, but the information obtained from the study summarising the illness episode and outcome is regularly reported to departments of

health across the UK. So far, this has informed the way the Government has handled the pandemic. This data is also available to researchers through an open data platform and has been used to provide a foundation for other studies, such as clinical trials of new treatments and to help better understand the best way to use interventions, which will be implemented at national and international levels.

What this means for you as a patient

This means that if you contributed your data to this study it can be used to provide a foundation for other studies, such as clinical trials of new treatments and to better understand the best way to use interventions at national and international levels.





What we achieved

We opened the CCP-UK study to evaluate the spread and behaviour of the COVID-19 disease.

Improving outcomes

	Goal	Outcome
Patient experience	The Patient/Carers' Council to support, during the next two years, 100 per cent of services to have an identified patient/carer voice in the delivery of care. In the first year, 50 per cent of services will have an identified patient/carer voice in the delivery of care	Partially achieved

Why this is important

We need to make sure our services are co-designed and developed by the people who use them, their families and unpaid carers. We want to make sure they are able to use their lived experiences of using our services to work with us to improve what we do.

Improving the experiences of the people we care for means there will be better participation and involvement and this will change the way we work with our patients, their carers and families.

It will reset the balance, making sure patients, carers and their families are equal partners and have a strong voice in the way services are delivered and developed.

What we did

To identify patient and carer involvement across the trust, we carried out a benchmarking exercise to understand how many services had a patient or family carer voice involved in delivery of care. We mapped our services, reviewed our governance groups and our electronic patient and carer database. This identified that 34 per cent had a patient or carer voice involved in care delivery.

We transformed our Patient Engagement Network into our new People's Network and designed new advertising material to increase membership and developed a newsletter to provide information on current involvement initiatives. This year, the People's Network has been involved in:

- co-designing training for the complaints process
- re-designing the complaints policy
- co-designing involvement training
- our governance groups
- delivering training

- our quality improvement projects
- our Patient and Carers' Council
- designing and developing the Participation Matters newsletter.

A new east Kent community engagement group was established in quarter two. The group, which comprises 16 services, enables patients and carers to voice their views and experiences to improve services. The group has been able to co-design a new webpage for east Kent community services and is working on an 'about me' document, which will support patients and their families through services.

We established our Carers' Steering Group, redesigned our carers and relatives' survey to make sure we can capture better feedback about their experiences.

We held a virtual carers' conference, using social media to promote how we will be working with carers and our partner organisations to raise awareness of carers and the support they need. The conference reinforced our commitment to positively work with carers to support their needs and involve them in all aspects of improving care.

The Carers' Steering Group will lead on work to deliver the 'triangle of care' across the trust during 2021/22. This is a national initiative, led by the Carers' Trust, to improve carer awareness and involvement. We will be the first community trust in the UK to sign up as a member of the initiative.

As part of the trust-wide evaluation to understand the experiences of our patients and carers using our services during the pandemic, the Patient and Carer Partnership Team supported by facilitating six focus groups for some of our specialist and elective services. These were focused on understanding what patients and families think about having their appointments and treatment carried out virtually or by phone.



What this means for you as a patient

We want to improve participation and involvement for our patients and their families. By doing so, we will provide a variety of initiatives and opportunities for patients and families to have a voice in their care, to use their experiences and to share their views and ideas so they feel engaged as equal partners.

In delivering our involvement training, our staff will be able to confidently identify opportunities in a variety of ways for patients and carers to be involved in improving our services.

Through the Carers' Steering Group, we will be able to raise awareness across the trust of the vital role that carers and families play in supporting their cared for person. Staff will be able to make sure carers have better access and information about the support they need.

What we achieved

At the end of 2020/21 40 per cent of services had an identified patient/carer voice in delivery of care.

While we have been working to fully achieve the quality priority, we acknowledge we have been working against the backdrop of the pandemic.

We have been able to develop our plans and objectives and continued to engage virtually with our patient and carer representatives. However, due to COVID-19 restrictions and staff capacity, the development of some of objectives for this quality priority will be carried over to 2021/22; these include:

- setting up a new community engagement group in west Kent and developing a group for east Kent
- delivering the involvement training in April 2021
- carrying out nine more focus groups in May 2021 with our children's therapies services in Kent and East Sussex, and speech and language services in Kent
- establishing and recruiting experts by experience roles.

Improving outcomes

	Goal	Target	Achieved	Outcome
Staff experience	A two per cent decrease in the annual NHS staff survey of KCHFT staff reporting "During the past 12 months have you felt unwell as a result of work-related stress"	34.5 per cent	37.2 per cent	Not achieved

Why this is important

NHS staff have to manage highly pressured, unpredictable and emotional circumstances which can impact their health and wellbeing and increase sickness absence. It is imperative we provide support and resources to maintain physical and psychological health and wellbeing for our people.



What we did

Throughout the COVID-19 pandemic, individuals and teams did a huge amount to support each other, including regular team check-ins and making space available for colleagues to rest and recuperate.

Preserving the health, safety and wellbeing of colleagues and keeping them well is critical. As an organisation, we offer individual risk assessments to staff to make sure all possible steps are taken to protect them and others from COVID-19 while at work.

We have a dedicated section on our intranet called 'You, which sets out a range of wellbeing resources

for staff to access. This includes videos on relaxation, breathing exercises, how to stay fit, our counselling service and Time to Change champions. This was extended with the emergence of the COVID-19 pandemic and additional resources were included:

- Wobble rooms at each site.
- Time to talk rooms.
- Extended counselling service.
- Schwartz rounds.
- Guidance on domestic abuse, debt management (including access to grants).
- Physical wellbeing tips on working from home.
- Kent Together helpline.
- Regular thanks from senior colleagues, including direct communications from the chief executive and chair.

A single page on our intranet was developed, dedicated to supporting managers to lead their teams through the pandemic. Action learning sets for leaders were transferred to virtual delivery and one-to-one coaching was extended to all leaders and managers.

The leaders' handbook was developed to provide a central guide containing a range of practical tools and resources to support their teams. We also shared the NHS England and NHS Improvement offer available on the NHS People website, which included confidential support via phone and text, specialist bereavement support, group and one to one support, including specialist services to support our black, Asian and minority ethnic (BAME) colleagues.

We worked collaboratively with Kent and Medway Social Partnership Trust (KMPT), which provided videos and information leaflets for staff available on our intranet and it has also provided psychological support for targeted sessions with some teams.



The safety and health of our staff is paramount and our response to the pandemic included effective infection prevention and control procedures, access to appropriate personal protective equipment (PPE) and this year 73.4 per cent of patient facing staff received the flu vaccination.

To say thank you and support morale we:

- sent 1,241 colouring packs to children of people who work at KCHFT
- sent dedicated thank you letters and a Together badge to all staff
- sent a dedicated You booklet to all staff
- provided health and wellbeing vouchers to all staff
- launched a dedicated health and wellbeing bulletin called hello from Joe.

From March 2021, the end of year review includes a health and wellbeing conversation where managers and staff are encouraged to discuss the individual's health and wellbeing, any flexible working requirements, as well as equality, diversity and inclusion. From this discussion, a personalised plan can be developed to support the individual's wellbeing needs.

What this means for you as a patient

Staff who are well and healthy are able to provide better quality of care to patients. Supporting staff health and wellbeing means that they are able to work effectively and provide the care and treatment you need.



What we achieved

While we did not achieve our ambition to reduce the number of staff reporting that they had felt unwell during the past 12 months as a result of work-related stress in the annual staff survey by two per cent, the 2020, NHS staff survey results show that our results are in line with the best responses in the country. This illustrates the impact of the health and wellbeing offer provided to our staff during the previous 12 months.



Kent Community Health NHS Foundation Trust
Quality account 2020 to 2021

Psychological safety

	Goal	Target	Achieved	Outcome
Patient safety	A three per cent positive increase in the annual NHS staff survey question "would you feel secure raising concerns about unsafe clinical 'practice'"	80.6 per cent	81.8 per cent	Achieved

Why this is important

Speaking up or raising concerns should form part of normal clinical practice, particularly if there are concerns that could impact patient safety. For staff to feel secure raising concerns, they need to feel psychologically safe and supported.

What we did

The trust appointed Sola Afuape as non-executive director lead for freedom to speak up; she acts as an alternative source of advice and support for the guardian.

Speak Up Month took place in October 2020 and was led by the freedom to speak up guardian. The guardian sought to raise awareness of the importance of speaking up through a range of blogs and internal communication articles. Each blog had a different theme to publicise the ways in which staff can speak up about concerns, including those relating to unsafe clinical practice.

In February 2021, a Schwartz round was held with the theme, 'Safe to speak?' Four storytellers shared their experiences of speaking up; the event was attended by staff virtually across the organisation. In all, 100 per cent of staff who took part stated the stories presented were relevant and 100 per cent rated the round as excellent or exceptional.

The National Guardian's Office released 'speak up, listen up and follow up' e-learning for all healthcare workers, explaining what speaking up is and the importance of supporting people who do. The freedom to speak up guardian is leading on implementing the training in the trust. The Freedom to Speak Up Ambassador Network will be re-launched in the summer of 2021.

What this means for you as a patient

When staff feel secure raising concerns about unsafe clinical practice they know they will be treated with compassion trust and respect. In turn, we can learn and act to improve the quality of care provided to patients and service users.

What we achieved

The ambition for a three per cent positive increase in the annual NHS staff survey question 'would you feel secure raising concerns about unsafe clinical practice?' was exceeded with 81.8 per cent of staff answering *strongly agree*.



Psychological safety

	Goal	Target	Achieved	Outcome
Clinical effectiveness	Continue to empower employees to actively engage in quality improvement, 50 per cent of QSIR practitioners are actively involved in quality improvement project(s) six months after achieving practitioner status	57	50	Not achieved

Why this is important

KCHFT introduced quality, service improvement and redesign training (QSIR) practitioner training detailing a comprehensive quality improvement methodology in 2018 and trained 150 internal and external stakeholders between 2018 and 2020. To foster innovation and empower staff to carry out quality improvement initiatives, organisational support and encouragement is key so locally-owned quality improvement projects can lead to benefits for patients and staff.

What we did

The impact of the COVID-19 pandemic meant direction was focused on service delivery and, as such, the number of specific QI projects was lower than anticipated. QSIR practitioners were supported by the QI Team, which produced a suite of web-based resources, including how to involve patients and service users directly in quality improvement.

New QI advisors were recruited and have provided one-to-one support and guidance to practitioners leading projects and to colleagues who have attended quality improvement fundamentals training or those with little knowledge, but interest in QI to further embed a culture of improvement in the trust.

What this means for you as a patient

Training and supporting staff to implement quality improvement projects empowers them to make demonstrable and sustainable improvements to their service, based on the needs and preferences of our patients and service users. This has a positive impact on the quality and experience of care delivered.

What we achieved

Taking into consideration turnover of trained QSIR practitioners, we aimed for 57 QSIR practitioners to be involved in QI projects in 2020/21. At the end of the reporting period, there were a total of 80 QI projects registered on LifeQI. Of these, 50 involved QSIR practitioners. This demonstrates engagement with QI projects within the trust, beyond that of QSIR practitioners.

KCHFT Quality Improvement

A clinical co-ordinator with Thanet Long Term Services is to speak at a national conference on patient safety discussing the quality improvement project she ran in the trust. The project looked at staff training and boosting morale to make sure everyone felt valued. Consequently, staff sickness rates reduced by 76 per cent and staff reported feeling much happier as a result of the changes. Patient safety incidents reduced and the quality of care improved.

An advanced pharmacist working in the Medicines' Management Team was shortlisted for the HSJ Value Awards (pharmacy and medicines optimisation) for her QI project on medicines optimisation in east Kent care homes.

Health visiting and infant feeding programme staff achieved full accreditation as baby friendly services. The United Nations' Children's Fund (UNICEF) award is for breastfeeding support and advice provided by our Health Visiting Service. Surveys show mothers want to breastfeed, but do not always get the support they need; our health visiting services support parents with however they choose to feed their baby to form strong, loving relationships.

Psychological safety

	Goal	Target	Achieved	Outcome
Patient experience	A total of five Schwartz rounds will have taken place with evaluation shared with a Quality Committee. There will be a well-established and functioning steering group	5	11	Achieved

Why this is important

Healthcare staff face highly pressured and emotive situations on a daily basis, with little time to reflect on the impact of that work or to acknowledge the achievement of providing compassionate care, despite the challenging context. Evidence suggests that for staff to deliver high-quality care, they need to feel supported. This is beneficial for the individual, patients, and the organisation as a whole.

Evaluation of Schwartz rounds has demonstrated that attending can be supportive and transformative, with staff reporting:

- decreased feelings of stress and isolation
- improved team work and inter-disciplinary communication
- increased insight into social and emotional aspects of patient care and confidence to deal with non-clinical issues relating to patients
- changes in departmental or organisation-wide practices as a result of insights that have arisen from discussions in rounds.



What we did

We established the Schwartz Steering Group and all members of the group were trained by the Point of Care Foundation.

In June 2020, we delivered the first Schwartz round, which was held virtually due to the restrictions in place because of the COVID-19 pandemic.

The steering group evaluated the rounds and to enable further development of the programme, a further four facilitators were trained in December 2020 to support implementation of team time Schwartz rounds. Team time Schwartz rounds reflect the structure of a Schwartz round, however the audience is limited in size and intended to draw upon the experiences of a particular team or department.

The steering group was responsive to round themes, which made sure they were current for staff. Facilitators led rounds relating to redeployment, the pandemic and working with end of life care patients. The steering group was strengthened with representation from HR colleagues.

The learning from Schwartz round evaluations was widely shared across the organisation, which included reporting to the trust's Schwartz Steering Group, quality and workforce committees and the Board.



What this means for you as a patient

By creating safe spaces for reflection, Schwartz rounds give staff the opportunity to connect with the emotional aspects of their work which, if left unacknowledged, may impede their ability to deliver compassionate care. Rounds can help staff who feel stress, anxious or detached from their work. Schwartz rounds will support staff to deliver compassionate care to patients and service users.

What we achieved

We delivered 11 Schwartz rounds across the organisation. Two team time sessions were held for teams.

Kent Community Health NHS Foundation Trust
Quality account 2020 to 2021

Psychological safety

	Goal	Target	Achieved	Outcome
Staff experience	Create and maintain a culture where people feel included in the workplace by a 1.3 per cent decrease in the number of staff reporting discrimination from colleagues in the annual NHS staff survey	3.2 per cent	4.7 per cent	Not achieved

Why this is important

The NHS constitution states that every person counts, to make sure that nobody is excluded, discriminated against or left behind. To provide high-quality care to our patients and service users, there must be a culture and working environment to make sure staff are fairly treated and free from discrimination. Indeed, if staff are not treated well, it can lead to higher vacancy and turnover rates. To achieve our ambition of the best employer we must make sure we have the best inclusivity practices.

What we did

In summer 2020, we opened the Big Listen 2, an online survey to all staff, to hear the views and experiences of the workforce and in response to build plans for the future.

We recruited the head of equality, diversity and inclusion and the workforce equality, diversity and inclusion lead.

Our people strategy was launched, which contains seven ambitions to engage, retain and recruit staff and includes a specific ambition around fairly treating people. During the next three years, the areas of focus to enable this will include:

- reverse mentoring
- cultural awareness training
- the resolution and accountability framework
- a just culture embedded
- equality change agents
- further expanding our work with Kent Supported Employment (QIA)
- working with Prince's Trust (introducing young people into the workforce).

The resolution and accountability framework was developed in 2020 and launched in April 2021, after the NHS staff survey results were published. The framework aims to support staff to address concerns they have, including those perceived as harassment or discrimination. The framework aims to empower staff to find early resolutions before it develops into long-running differences and repeated misunderstandings that impact morale, productivity and health and wellbeing. Trained resolution and accountability champions are available to help colleagues find an early solution through a range of options, including facilitated conversations and mentoring.

To support us in making sure we have rich diversity and there is equity for all, we have asked an external company to provide an equity review that will include conversations with senior leaders, representatives from our Black Asian and Minority Ethnic (BAME) Staff Network, as well as all members of staff. This will provide an opportunity to identify what we do well and what we need to improve upon.



What this means for you as a patient

A happy and productive workforce is better able to provide quality and safe care to all patients. It will also support recruitment and retention as staff diversity is recognised and celebrated.

What we achieved

The Big Listen 2 took place in July 2020.

We recruited the head of equality diversity and inclusion and the workforce equality, diversity and inclusion lead.

We developed the resolution and accountability framework and a race equality review conducted by an external company started in May 2021.



2020/21 quality priorities – what happens next?

The work carried out to improve the quality of our services through the ambitions of the 2020/21 quality priorities will continue. The quality priorities that have been achieved are embedded in practice and the projects that have not been achieved or partially achieved will continue as business as usual, monitored through trust governance processes, to make sure full benefits will be realised for patients.


Abbreviations

ADHD	Attention deficit hyperactivity disorder
BAME	Black, Asian and Minority Ethnic
CARE values	Compassionate, aspirational, responsive, excellent
CCP-UK	Clinical Characterisation Protocol UK
CQC	Care Quality Commission
CQUINs	Commissioning for Quality and Innovation
EPR	Electronic patient record
DNACPR	Do Not Attempt Cardio-Pulmonary Resuscitation
DSPA	Data Security and Protection Assessment
FFFAP	Falls & Fragility Fracture Programme
FFT	Friends and family test
FTSU	Freedom to Speak Up
GP	General Practitioner
HCAI	Healthcare Associated Infections
HEF	Health Equalities Framework
HR	Human Resources
HSJ	Health Service Journal
IG	Information Governance
KCC	Kent County Council
KCHFT	Kent Community Health NHS Foundation Trust
KLOE	Key lines of enquiry
LD	Learning Disabilities
MENCAP	UK charity for people with a learning disability
MIU	Minor Injuries Unit
NACAP	National Asthma and COPD Audit Programme

NDFA	National Diabetes Footcare Audit
NEWS2	National Early Warning Scores (updated)
NHS	National Health Service
NHSI	NHS Improvement
PALS	Patient Advice and Liaison Service
PCP	Personalised care plans
PCR	Provider Collaboration Review
PEWS	Paediatric Early Warning Signs
PH	Public Health
PPE	Personal Protective Equipment
QI	Quality Improvement
QIA	Quality Impact Assessment
QSIR	Quality, Service Improvement & Redesign
RCP	Royal College of Physicians
RTT	Referral to treatment
SALT	Speech and Language Therapist
SBAR	Situation, Background, Assessment, Recommendation
SINBAD	Scoring system used to measure severity of ulcers for the NDFA
SSNAP	Sentinel Stroke National Audit Programme
TAPs	Training and Appraisal Performance system
TB	Tuberculosis
TEP	Treatment Escalation Plan
TIAA	The trust's auditors
UNICEF	United Nations Children's Fund
UTC	Urgent Treatment Centre

Annex 1

Statements from commissioners.



Ref: Kent Community Health NHS Foundation Trust Quality Account

Nursing & Quality Directorate
Paula Wilkins
Executive Chief Nurse
NHS Kent & Medway
Headquarters
81 Station Road
Ashford
Kent
TN231PP

Dr Mercia Spare
Kent Community Health NHS Foundation Trust
The Oast
Hermitage Court
Maidstone
ME16 9NT

Sent via email

7th June 2021

Kent and Medway CCGs KCHFT Quality Account Comments 20/21

Dear Mercia,

We welcome the Draft Quality Account for Kent Community NHS Foundation Trust (KCHFT). The CCG has a responsibility to review the Quality Accounts of the organisation each year, using the Department of Health's Quality Accounts checklist tool, to ascertain whether all of the required elements are included within the document and the CCG confirms that the Quality Account has been developed in line with the national requirements with all of the required areas included. We note that Part One is yet to be complete and the senior employee signature added in line with The National Health Service (Quality Accounts) Regulations 2010, but look forward to seeing this in the final version.


Your report clearly sets out your key areas of quality focus for the coming year, by identifying priorities for 2021. These align to each of the four aims of the Trust, as set out in the Quality Strategy, 2017, which are: enhancing patient experience; improving population health and reducing health inequalities, improving staff experience at work, reducing costs and increasing value for money and efficiency.

You have set twelve clear priorities for the coming year, aligned to the four aims of the Trust's Quality Strategy. We note your efforts on engagement with services, governance groups, the Executive Team, staff, stakeholders, patients, their families, and carers, in discussing and agreeing the Trust's quality priorities for the coming year.

There is a thorough overview of the work that you have all undertaken this year with a focus on quality and clearly detailed what this means to patients, reading the report. You have talked about the audits that you have undertaken and discussed how this supports identification of areas requiring improvement and detailed actions to improve the quality of healthcare provided.

Although the pandemic has had a major impact on your services, your response has demonstrated success in working together to make changes at pace. We would like to thank all of the staff at the trust for their hard work during this unprecedented time in supporting the system wide effort.

Clinical Chair: Dr Navin Kumta
Accountable Officer: Wilf Williams




The continued relationship between the Trust and the CCG has allowed collaborative working which will develop into working together within our Integrated Care System (ICS). As the main provider of community NHS services for the population of Kent, the CCG Quality Team is proud to support the Trust in their vision to provide outstanding quality and improvement as the focus and motivation for everything that you do.

Throughout the report you have provided clear and measurable recommendations and the report has a clear flow, that would be easy to follow for members of the public who may have an interest in reading this report.

In conclusion, the report is well structured and highlights that the quality of patient care remains a clear focus for the organisation and at the forefront of service provision. The CCG thanks KCHFT for the opportunity to comment on these accounts and looks forward to further strengthening the relationships with the organisation through continued collaborative working in the future.

Yours sincerely,



Paula Wilkins
Executive Chief Nurse for NHS Kent and Medway Clinical Commissioning Group

Clinical Chair: Dr Navin Kumta
Accountable Officer: Wilf Williams

Annex 2

Statement of directors' responsibilities for the quality account

The directors are required under the Health Act 2009 and the National Health Service (Quality Accounts) Regulations to prepare quality accounts for each financial year. NHS Improvement has issued guidance to NHS foundation trust boards on the form and content of annual quality reports, which incorporates the above legal requirements and on the arrangements that NHS foundation trust boards should put in place to support the data quality for the preparation of the quality report.


In preparing the quality report, directors are required to take steps to satisfy themselves that:

- the content of the quality report meets the requirements set out in the NHS foundation trust annual reporting manual and supporting guidance
- the content of the quality report is not inconsistent with internal and external sources of information including:
 - Board minutes and papers for the period April 2020 to March 2021
 - papers relating to quality reported to the board over the period April 2020 to March 2021
 - feedback from commissioners
 - the trust's complaints report published under regulation 18 of the Local Authority Social Services and NHS Complaints Regulations 2009
 - the 2020 National Staff Survey
 - the Head of Internal Audit's annual opinion of the trust's control environment
 - CQC inspection report dated July 2019
- the quality report presents a balanced picture of the NHS foundation trust's performance over the period covered
- the performance information reported in the quality report is reliable and accurate
- there are proper internal controls over the collection and reporting of the measures of performance included in the quality report, and these controls are subject to review to confirm that they are working effectively in practice
- the data underpinning the measures of performance reported in the quality report is robust and reliable, conforms to specified data quality standards and prescribed definitions, is subject to appropriate scrutiny and review and
- the quality report has been prepared in accordance with NHS Improvement's annual reporting manual and supporting guidance (which incorporates the quality accounts regulations) as well as the standards to support data quality for the preparation of the Quality Report.

The directors confirm to the best of their knowledge and belief they have complied with above requirements in preparing the quality report.

By order of the Board.

17 June 2021Date.....Chairman

17 June 2021Date.....Chief Executive

Do you have feedback about our health services?

Phone: 0300 123 1807, 8am to 5pm, Monday to Friday

Text: 07899 903499

Email: kentcft.PALS@nhs.net

Web: www.kentcft.nhs.uk/PALS

Patient Advice and Liaison Service (PALS)

Kent Community Health NHS Foundation Trust

Unit J, Concept Court

Shearway Business Park

Folkestone

Kent CT19 4RG

If you need communication support or this leaflet in another format, please ask a member of staff or contact us.



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Our values
Compassionate Aspirational Responsive Excellent