### Board effectiveness review: response to findings

Recommendations

1. Ensure that Board time is appropriately balanced to take account of both internal and external change

|  |  |  |  |
| --- | --- | --- | --- |
| **Recommendation** | **Response and actions** | **Lead** | **Timescale** |
| (a) It may be useful to look at the forward planning of Board time – and which topics are given airtime, e.g. patient voice, social care, internal organisational challenges – and make adjustments as necessary to the forward plan. As part of this, consider whether the main focus of formal performance scrutiny can be positioned in the public meeting  (b) Make time for reflection about the reception of transformation in the informal seminar time and consider whether informal seminar time can be extended. There should anyway be space for wider (non-paper based) reflection time to gather collective insight | Board forward plan has been reviewed to ensure an appropriate balance of topics, and the Chairman, Chief Executive, and Associate Director, Corporate Office will continue to remain alert to this issue when setting agendas for each meeting.  Starting in July 2023, the seminars will periodically include a slot for the Board to reflect on the transformation, including successes and challenges, plus other topical issues as appropriate. This will be an unstructured discussion without papers or slides.  Detailed review of the transformation progress, measured through the business plan objectives and milestones will continue to be undertaken at the public Board meetings through the performance report. | Chairman / Chief Executive / Associate Director, Corporate Office | Ongoing |
| (c) Consider implementing timed agendas for both the informal seminar and public meetings | Having considered this, it is felt that timed agendas could constrain the discussion and contributions. As now, the items requiring the greatest time will be presented at the start of the meeting to ensure sufficient time is available to discuss them, and the Chairman will manage the meeting accordingly. | N/a | N/a |
| (d) Introduce an interim update between Board meetings – both to keep NEDs aware of any key events in real-time, so there is less to catch up on in meetings, and also to help streamline the actual Board meetings | 60 minute informal check-in calls have been arranged in the months when there is no Board meeting, starting in August. | Head of Organisational Transformation | August 2023 |

2. Continue to strengthen the sense of shared endeavour and inclusion in the boardroom

|  |  |  |  |
| --- | --- | --- | --- |
| **Recommendation** | **Response and actions** | **Lead** | **Timescale** |
| (a) Consider whether one of the scheduled Board development sessions could consider covering making inclusion meaningful in the boardroom (and what style of facilitation the Board most helpfully needs from the Chair); how a unitary Board model should operate in practice (e.g. how Executive Directors navigate their accountabilities both as Board members and as staff); and how to continue to strengthen the trust and sense of shared endeavour | To be covered at the next Board development session in October 2023. | Chairman / Chief Executive / Associate Director, Corporate Officet | Oct 2023 |
| (b) Trial different ways of working in the informal seminar to allow for a wider range of voices to be given space | As noted above, the seminars will now periodically include an unstructured slot without papers or slides to encourage a wider range of participants and different style of discussion. In addition, seating arrangements will be varied at meetings to enable and encourage diversity of voices during the discussions. | Chairman/ Associate Director, Corporate Office | Ongoing |

3. Continue to develop the approach to risk and assurance

|  |  |  |  |
| --- | --- | --- | --- |
| **Recommendation** | **Response and actions** | **Lead** | **Timescale** |
| (a) The framework can be developed further to bring a stronger focus on assurance, e.g. reporting risk in order of severity, i.e. by current rating; attention to the three lines of defence; including a gross risk rating against each risk; reviewing current risk scores; separating out assurance from controls/mitigations [we understand that this has already been identified as an area for improvement by NICE and is being acted upon]. | Format for the strategic risk register to be revised to:   * More easily identify the highest rated risks * Better distinguish between how the risk is being managed (the mitigations/controls) and the assurance as to whether these controls are effective (taking note of the 3 lines of defence model).   ET risk leads to critically review the scores for each risk against the scoring matrix in the risk management policy.  It is felt that the inherent or gross risk would not add value and therefore it is proposed to retain the approach of scoring the current risk level and the target score (which as noted below in 1(e) will be refined to reflect the risk appetite). | Finance Director / Associate Director, Corporate Office    Executive Team | Nov 2023    Oct 2023 |
| (b) Once the review of the risk register is complete ARC should move to focus less on definitions and score and more on gaining assurance that risks and controls are being managed effectively. | Once the risk register has been updated following the work noted above, the ARC discussion will focus on the controls and assurance. | Audit & Risk Committee Chair | Nov 2023 |
| (c) In relation to whistleblowing, ARC should include a report to Board on the effectiveness of the policy in its annual report, e.g. how many cases, how the policy is publicised to staff etc. | ARC workplan to be amended to include an annual report on whistle-blowing and raising of concerns in May, which would feed into the committee’s end of year annual report to the Board. | Chief People Officer / Corporate Governance and Risk Manager | May 2024 |
| (d) ARC should discuss the respective responsibilities of it and the Board in relation to financial oversight and controls to clarify which aspects of oversight belong to each, and then report to Board accordingly | Following discussion with the ARC chair it is proposed to introduce a dashboard style report for the ARC that would provide summary information to support the ARC’s assurance role, with additional explanation provided on an exception basis. | Finance Director | Nov 2023 |
| (e) Refresh the risk appetite framework model – with a delineated risk appetite for each category of activity | Overarching risk appetite statement in risk management policy to be updated and agreed by ARC and the Board.  ET, ARC and Board to review the target rating for each risk and confirm whether this is appropriate, or whether in some cases the current risk level should be tolerated, in order to give greater clarity on the risk appetite for each risk. | Finance Director / Associate Director, Corporate Office | Dec 2023 |

Other considerations identified in the report

|  |  |  |  |
| --- | --- | --- | --- |
| **Issue** | **Response and actions** | **Lead** | **Timescale** |
| Para 3.25: ensuring the appropriate separation of items between the seminars and public Board meetings | When setting agendas, we will continue to remain alert to the non-decision making nature of the seminars, and during the meetings, ensure these remain as informal ‘co-thinking’ sessions. | Chairman / Chief Executive / Associate Director, Corporate Office | Ongoing |
| Para 3.29/3.30: length of reports and clarity of focus for Board input | Executive Team to be reminded of the need to submit clear and concise reports that make clear what the Board is asked to do. | Chief Executive / Associate Director, Corporate Office | Ongoing |
| Para 3.44: length of ARC meetings and paperwork | The ARC chair and committee secretary will review the agendas and paperwork to consider the scope for improvements alongside the suggestions raised in the latest feedback from the committee’s own review of its effectiveness | ARC chair / Corporate Governance and Risk Manager | Sept 2023 |
| Para 3.45: annual review of Rem Co’s effectiveness | An annual review of the committee’s effectiveness will be scheduled into the committee’s work-plan | Associate Director, Corporate Office | Nov 2023 |
| Para 3.67/8: induction for NEDs | Review the induction arrangements for NEDs in light of the feedback from the review, in time for any future NED recruitment | Associate Director, Corporate Office | March 2024 |
| Para 3.73: succession planning for the NEDs | As part of a Board development session, Board to consider the skills required for future appointments | Chairman | March 2024 |