





# Torbay and South Devon NHS Foundation Trust Council of Governors' Meeting




MS Teams

3 August 2022 14:00 - 3 August 2022 15:30



# AGENDA

#	Description	Owner	Time
1	Opening Matters		
1.1	Chairman's welcome and apologies for absence: John Harrison, Deborah Kelly, Dave Stacey To note	Chair	14:00
1.2	Declarations of Interest To note	Chair	
2	Business from previous Council of Governor's meeting		
2.1	Minutes of Council of Governors' meeting held on 4 May 2022 and written resolutions dated 17 and 29 June 2022 (enc) To approve  2.1 - Minutes of the meeting held on 4 May 2022.pd... 7  2.1 - Written Resolution 17 June 2022.pdf 15  2.1 - Written Resolution 29 June 2022.pdf 17	Chair	14:05
2.2	Matters arising not covered elsewhere on the agenda Chair	To receive	
3	Business Reports		
3.1	Chairman's Report (verbal) To receive	Chair	14:10
3.2	Chief Executive's Report (enc) To receive  3.2 - Chief Executive's Report.pdf 19	Chief Executive	14:20
3.3	Lead Governor's Report To receive	Lead Governor	14:40

#	Description	Owner	Time
3.4	<p>Membership Committee Chair's Report (enc)</p> <p>To receive</p> <p> 3.4 - Report of the Membership Committee Chair.p... 21</p>	Chair of Membership Committee	14:50
3.5	<p>My roles and responsibilities as a NED (verbal)</p> <p>To receive</p>	TBC	15:00
4	Non-Executive Director Reports		
4.1	<p>Non-Executive Director Committee Reports (verbal):</p> <p>To receive</p>		15:10
4.1.1	Audit Committee	Mrs S Taylor	
4.1.2	Quality Assurance Committee	Mrs J Lyttle	
4.1.3	People Committee	Mrs V Matthews	
4.1.4	Finance, Performance and Digital Committee	Mr P Richards	
4.1.5	Building a Brighter Future Committee	Mr C Balch	
4.1.6	Torbay Pharmaceuticals Board	Mr R Sutton	
5	Governance Reports		
5.1	<p>Governance Quarterly Report (enc)</p> <p>To receive</p> <p> 5.1 - Governance Quarterly Report.pdf 23</p>	Interim Director of Corporate Governance	15:25
6	Governor Engagement		
6.1	<p>Feedback and questions from Members and Governors including Governor Communications Log (enc)</p> <p>To receive</p> <p> 6.1 - Governors' Log of Communications.pdf 81</p>	Chair	15:30
7	Closing Matters		
7.1	Any other business	Chair	
7.2	Close of meeting	Chair	
	Dates of next meetings: 2 November 2022, 14:00 to 16:00		

#	Description	Owner	Time
	*A private meeting for Governors will take place at 15:30		

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**MINUTES OF THE COUNCIL OF GOVERNORS MEETING**

**HELD ON 4 May 2022 AT 15.45 PM**

**VIA MICROSOFT TEAMS VIDEO-CONFERENCE**

Present

* Nicole Amil	* Richard Ibbotson (Chair)	* Derek Blackford
* Craig Davidson	Matthew Arthur	* Loveday Densham
* Eileen Engelmann	* Mark Tyrrell-Smith	Annie Hall
* Steven Harden	Lorraine Evans	* Dave Cawley
* Peter Milford	* Jonathan Hawkins	Mike James
* Deborah Kelly	Emily Huggins	* John Smith
* Rosemary Rowe	* John Kiddey	Radia Woodbridge
Andrew Stilliard	Jonathan Shribman	* Jan Goodman
Keith Yelland	* Jean Thomas	

\* denotes member present / ( ) = present for part of meeting

In attendance:

Jacqui Lyttle	Senior Independent Director	(SID)
John Harrison	Chief Operating Officer	COO
Ian Currie	Medical Director	MD
Jane Harris	Director of Communications	JH
Robin Sutton	Non-Executive Director	RS
Chris Balch	Non-Executive Director	CB
Sally Taylor	Non-Executive Director	ST
Paul Richards	Non-Executive Director	PR
Oyetona	Interim Director of Corporate	DCG
Raheem	Governance and Trust Secretary	
Dave Stacey	Chief Finance Officer and Deputy Chief Executive	DS
Adel Jones	Director of Transformation and Partnerships	AJ
Deborah Kelly	Chief Nurse	DK
Sally-Ann Reay	Membership Manager	SAR
Sarah Fox	Corporate Governance Manager	CGM
Andrea Wreford	Administrator and Minute Taker	AW

## **1. OPENING MATTERS**

### **1.1 Chairman's welcome and apologies for absence**

The Chairman welcomed Sally-Ann Reay, Membership Manager to the Council of Governors who had returned from a period of absence and introduced herself for the purpose of new Governors in attendance.

Apologies were received from the Chief Executive, the Chief People Officer and Andrew Stilliard.

### **1.2 Declarations of Interest**

There were no new declarations of interest.

## **2. Business from previous Council of Governors' Meeting**

### **2.1 Minutes of Council of Governors' Meeting held on 9 March 2022**

Dave Stacey informed the meeting that his apologies for the previous meeting had not been recorded and noted that there was an error in the Chief Executive Report where it should refer to orthopaedics.

The minutes of the meeting held on 9th March 2022 were approved taking into account the amendments noted above.

### **2.2 Matters arising not covered elsewhere on the Agenda**

No additional matters were discussed.

## **3. Business Reports**

### **3.1 Chairman's Report**

The Chairman spoke of a number of matters he wished to raise including:

- His recent visit to Rowcroft Hospice, expressing how proud he was of the team supporting the Hospice overcome difficulties as a result of the Covid pandemic.
- Hospital was back in OPEL4, despite best efforts, due to operational pressures.
- Covid patients –at present the Trust had eight Covid patients in the acute setting, which was far less than recent weeks.
- 104 week waiting lists numbers were starting to improve
- Teignbridge Council were, in principle, in support of the offer to buy land for a Health and Wellbeing Centre.
- Dartmouth Health and Wellbeing Centre Topping Out Ceremony – the Chairman encouraged members of the Council of Governors (CoG) to go and see the building work.
- Getting back to normal: The Board were committed to the work the Good Governance Institute (GGI) were undertaking and encouraged the CoG's



engagement in this work for it to have lasting benefit. The Chairman spoke of his vision for Governor activities getting back to normal and to improve communications with a move to face to face meetings.

- Public Board – the Chairman informed the CoG that, in future, members would be able to observe the meeting as it took place. The Chairman highlighted the protocol for the meeting in that Governor questions would revert to being a separate item on the agenda with the Lead Governor asking those questions on behalf of the CoG. Questions should be submitted to the FT office in advance of the Public Board meeting and should be in reference to agenda items. The CoG were also asked to note that the meeting would still be recorded and to be aware that their name and face could appear in that recording. In the meantime, should Governors have questions on the Public Board Agenda, they were asked to send them to the FT office and the Chairman would ensure they were asked on their behalf.
- Network meetings – The Chairman wished to trial a face to face Network meeting in June, in the Boardroom.
- Governor Training Day 6 July 2022 – the Chairman spoke of the plans for the event and the opportunity to meet each other in person and tour of key acute hospital site changes that had taken place.

### **3.2 Chief Executive's Report**

The Deputy Chief Executive drew attention to the report which had been circulated with the agenda and highlighted the following key points:

- Recovery plan – The DCEO informed the CoG that inpatient demand in terms of Covid had reduced by 90% allowing for focus on de-escalation. Planned elective and non-elective procedures would start to be reinstated, the discharge lounge had reopened and the Day Surgery Unit was back up and running. Capacity was available for up to 30 people in a day to receive treatment on surgical pathways. The Trust continued to work with the Exeter Nightingale Hospital and in the first month of its use 70 patients had been treated.
- Provisional approval to purchase land in Teignmouth for a new Health and Wellbeing Centre had been granted, although it was subject to planning.
- Topping Out in Dartmouth – this was on track to complete on time and on budget.
- Former Dartmouth and Kingswear Community Hospital site – The trust continued to engage with Dartmouth Town Council regarding a community bid for the site.
- Building a Brighter Future – the Trust had launched a significant engagement programme working with all health and care settings – drumbeat sessions had begun with 19 sessions in roadshow format having taken place and 230 colleagues engaged.

The Chairman asked Governors to consider the realities of inflation and the current environment regarding the Building a Brighter Future programme and, with that in mind, the pace had been set to reach the stage where the Trust was committed and the resources were committed to the Trust.

The DTP added that in terms of engagement around the drumbeat sessions, the Trust was looking to work with many demographics to ensure a good cross-section of communication. She invited Governors to contact the FT office should they wish to be involved in this work. **Action: All Governors**

Cllr Hawkins thanked the Trust for the hard work and effort regarding Dartmouth. However, as a councillor for South Hams and Dartmouth, he would like it noted that Dartmouth still lacked a minor injuries unit and a ward. He also informed the CoG that he had raised the concern that there was no bus service for the Dartmouth Health and Wellbeing Centre with Devon County Council which had now been resolved. Cllr Hawkins also wished to express his concerns regarding the purchase of the former hospital site and wanted it noted that there were concerns about the options being considered by the Town Council.

Mr Cawley addressed the group to thank to Cllr Hawkins for working with the Council regarding the concerns around access to the Health and Wellbeing Centre and he endorsed Cllr Hawkins comments. The Chairman and DCEO both reiterated the two key maxims on the trust to a) achieve an appropriate financial return for NHS and also b) to pursue a benefit for the local community and that unable influence the Town Council directly.

Cllr Rosemary Rowe expressed disappointment that she had not been invited to the Dartmouth HWBC topping out ceremony and the Chairman apologised for this oversight and said he would ensure future opportunities included Cllr Rowe.

### **3.3 Lead Governor's Report**

Mr Smith, Lead Governor, informed the CoG that he was approaching the end of his term and would be standing down from the role. The Chairman thanked both Mr Smith and Mrs Engelmann and praised them for their efforts over a difficult year and for extending their period of tenure.

In light of this, the FT office had asked for expressions of interest for the Lead Governor role and was pleased to announce that Mrs Thomas would take on this role with immediate effect. The CoG endorsed Mrs Thomas as the new Lead Governor.

### **3.4 Refresh of the Trust's Constitution**

Following receipt of legal advice and review by a Governor Working Group, the Constitution been updated and circulated to the CoG with the agenda for approval. Many of the alterations were to bring the Constitution in line with the current legal requirements and introduced a new Constituency. The Chairman explained that this would also bring the Trust line with the move to an Integrated Care System and increase engagement with the rest of Devon.

Mrs Thomas queried why in the 'Composition of Board of Directors' it no longer stated the numbers of NEDs and Executives. The Chairman explained that this was purposefully removed so that the Trust was not constrained to fixed figures and gave flexibility to constitute a Board that fits the requirement of the time.

Mrs Goodman was unhappy to approve a Constitution that allowed recruiting NEDs from outside the Trust's catchment area. There was a discussion over the appropriateness of recruiting outside of the Trust's footprint and the Chairman assured Mrs Goodman that the preferred option would always be to recruit from inside our footprint. However, there were instances where being able to recruit from further afield would benefit the NED portfolio.

Mrs Goodman queried the footprint of the new Constituency and OR explained it would be "Rest of the South West Peninsula" Constituency". The Chairman explained the additional role played by the Governor Nominations and Remuneration Committee in selecting appropriate Non-Executive Directors. The CoG then approved the revised Constitution. SF informed the CoG that the next phase was to take the new Constitution to the Annual Members' Meeting in September for approval.

## **4. Non-Executive Director Report**

### **4.1 Non-Executive Director Committee Reports:**

#### **4.1.1. Audit Committee**

Ms Taylor updated the CoG on discussions that occurred at the last Audit Committee including:

- Work being undertaken on the Board Assurance Framework (BAF) to match the Trust's revised objectives.
- Counter Fraud Interim Report – two amber areas on the Fraud Risk Assessment were noted, with assurance received they would move to green when next assessed. The need for Quality Assurance Committee (QAC) to undertake a deep dive into clinical risks.
- Waivers of Tenders and assurance on why tenders were used rather than a full procurement process.
- Adult social care debts which were increasing and the reasons for this, for example delays in the legal department at the Council and change in peoples and local community circumstances.
- Charitable Funds – assurance received that they did not have any exposure to Russian investments.
- Internal Audit – there were a number of reports that had been completed with adequate/significant assurance with no issues to escalate other than the IT resources that were needed to support some of the IT reporting.
- No major concerns to report to CoG.

The Council of Governors noted the report on the work of the Audit Committee.

#### **4.1.2 Quality Assurance Committee**

Ms Lyttle addressed the CoG with an update of the last Quality Assurance Committee meeting which had covered wide ranging agenda to include:

- The Committee welcomed the Ophthalmology Team to present to the Committee and they were able to convey in great detail the challenges they were currently facing. Other clinical areas at risk from a performance perspective were noted as Urology, Upper GI and Cancer and Orthopaedics. Whilst the Committee recognised that some patients would come to harm due to waiting, the Committee were assured that the Trust had put in robust frameworks to mitigate harm.
- The Committee noted that, along with other Trusts, the Trust continued to experience difficulties in getting patients into the ED and MRU. They received good assurance that the Trust was working closely with SWAST to ensure patients were seen as quickly as possible and assessed through clinical priority.
- Maternity services had nationally been under the spotlight however the Committee continued to receive assurance that services remained safe and met performance indicators.
- Work continued, as agreed at the last Board meeting, to refine metrics and link in with the Chief Nurse to guarantee that both soft and hard information was received to ensure safe and quality care.

The Council of Governors noted the report on the work of the Quality Assurance Committee.

#### **4.1.3 People Committee**

Ms Matthews was unavailable to present at the meeting.

#### **4.1.4 Finance, Performance and Digital Committee**

Mr Richards talked to the CoG as Chair of the Finance, Performance and Digital Committee and gave an overview of the Committee's purpose before discussing matters arising from the last meeting to include:

- Budget setting update and the need to achieve 104% of activity and how that could be achieved. The Trust's budget for 2022/23 was agreed. It would now be discussed at ICS and regional level.
- The check and challenge involved with the approval of the Budget
- Cash position
- Clinical aspect of performance and the input from the Chief Nurse and Medical Director to ensure correct procedures
- The planned deep dive into cyber security
- The reports received by the Committee

The Council of Governors noted the report on the work of the Finance, Performance and Digital Committee.

#### **4.1.5 Building a Brighter Future Committee**

Mr Balch explained to the CoG the purpose of the Building and Brighter Future (BBF) Committee and drew attention to the following

- It was hoped construction would begin in January 2025

- Work needed to commence as soon as possible to ensure funding, concerns about delays in funding and approval process to secure the release of funds from the New Hospital Programme (NHP).
- The Digital Outline Business Case was now being considered at national level and it was hoped greater clarification on funding would be received by June 2022.
- Site enabling works were in progress – relocation of some facilities and making space.
- Drumbeat sessions were engaging with clinical staff to gain their views on the opportunities for BBF to redesign our services and care pathways and roadshows were an opportunity to gauge worries and aspirations from staff
- System decisions regarding elective activity were required from the ICS and inflation was affecting the overall budget

The Council of Governors noted the report on the work of the Building a Brighter Future Committee.

#### **4.1.6 Torbay Pharmaceuticals Board**

Mr Sutton addressed the group with an update from Torbay Pharmaceuticals (TP) Board. He highlighted from the last Board meeting: -

- The risks in relation to the impact of Covid on TP and its sales.
- The national review and how that would steer the future plans and direction of TP.
- Risk of diverting capital from the main hospital to TP and how best to manage that risk.
- Invited the Governors to go and visit the site, later in the year.

The Council of Governors noted the report on the work of the Torbay Pharmaceuticals Board.

## **5. Governance Reports**

### **5.1 Governance Quarterly Report**

Governors received the report with the agenda pack prior to the meeting, and the following points were highlighted.

- Following a call for Governor volunteers to become members of the Governor Nominations and Remunerations Committee, Mrs Thomas and Mr Milford had put themselves forward and the CoG were asked to note their appointment from 28.3.22.
- GGI Workshops - dates to follow shortly
- Attention was drawn to the Governor Register of Interests and the need to inform the FT Office of any updates

## **5.2 Membership Committee Chair's Report**

The Deputy Lead Governor (DLG) informed the CoG of the updates from the Membership Committee. The DLG explained that they were looking at the vision for future membership and how best to recruit new members across a broader demographic. The DLG also spoke of the work being undertaken to produce a video to encourage membership and asked for further volunteers to take part in the video. The Committee also discussed the 2022 Annual Members Meeting (AMM). It was unclear what format this would take but a date had been fixed for 22.09.2022.

## **6. Governor Engagement**

### **6.1 Feedback and questions from Members and Governors including Governor Communications Log**

The Chairman reflected that change was needed regarding communications with the Governors. The current method had not worked quite as well as hoped, despite best efforts. The Chairman hoped that this was another area that could be addressed by the Governors with the GGI workshops to look at ways to improve the process. He was keen, however, that any information given to Governors, is available for all Governors.

## **7. Closing Matters**

### **7.1 Any other business**

Mrs Thomas raised the topic of the refresh of Governor Observers. The Chairman confirmed that a refresh was due to take place and it was hoped that the Governors would work alongside the GGI to discuss whether to make any changes to the process. For example, working on a rotational basis to ensure all Governors have an opportunity, or to have the continuity of one assigned Governor to each Committee. Mrs Taylor recalled her positive experience of a one to one with a Governor Observer after a Committee meeting and the benefit that was to be gained from this from both NED and Governor perspectives.

Mr Cawley expressed an interest to observe the BBF Committee.

### **7.2 Close of meeting**

The meeting closed at 16:05.

Dates of next meetings: 3 August 2022, 2 November 2022 (all 14:00 to 16:00)

**RECORD OF RESOLUTION MADE BY THE GOVERNOR NOMINATIONS AND  
REMUNERATION COMMITTEE (THE “COMMITTEE”) OF TORBAY AND SOUTH DEVON NHS  
FOUNDATION TRUST THE “TRUST” OUTSIDE OF THE MEETING**

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**Background:**

Due to the length of time before a formal Council of Governors Committee was due to meet, it was agreed the matter outlined below be considered and resolved upon in writing; whereby Committee members utilised email correspondence to indicate that they shared a common view.

**Appointment of Non-Executive Directors**

Following interviews being held on Thursday 9<sup>th</sup> June 2022, the Council of Governors was asked by email on Friday 17<sup>th</sup> June 2022, to approve the recommendation of the Appointing Panel to appoint the following to the position of Non-Executive Director:

- Richard Philip de Jordan Crompton QPM
- Sian Walker McAlister

In a report to the Council of Governors, assurance was provided that a robust, open and transparent recruitment process had taken place and the recommended candidates were considered to meet the job description, including qualifications, skills and experience required for the position.

A majority of Governors responded by email to approve the recommendation detailed above and it was confirmed that Richard Philip de Jordan Crompton QPM; and Sian Walker McAlister be appointed to the position of Non-Executive Director. It was noted starting dates needed to be agreed with the successful candidates.

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**RECORD OF RESOLUTION MADE BY THE GOVERNOR NOMINATIONS AND  
REMUNERATION COMMITTEE (THE “COMMITTEE”) OF TORBAY AND SOUTH DEVON NHS  
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**Background:**

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**Development Programme Working Group – Terms of Reference**

The Council of Governors was asked by email on 29<sup>th</sup> June 2022 to approve the Terms of Reference for the Development Programme Working Group to enable work to progress on the workstreams of that Group, prior to the next scheduled Council of Governors meeting on 3<sup>rd</sup> August 2022.

A majority of Governors responded by email to approve the Terms of Reference.

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<b>COUNCIL OF GOVERNORS</b>	
<b>Report title:</b> Chief Executive's Report	<b>Meeting date:</b> 03 August 2022
<b>Report appendix</b>	n/a
<b>Report sponsor</b>	Chief Executive
<b>Report author</b>	Associate Director of Communications and Partnerships
<b>Report provenance</b>	Discussion items discussed at Board and Board Sub-Committee level
<b>Purpose of the report and key issues for consideration/decision</b>	<p>The Council of Governors ('COG') meetings are clearly a key part of our governance arrangements and throughout the COVID-19 pandemic we have endeavoured to maintain/enhance our usual communication programme with Governors via regular briefings, email, bespoke newsletters and virtual meetings.</p> <p>I am also mindful of the important role that Governors provide in actively seeking feedback from members of the public and the support Governors are able to provide to us in communicating key messages.</p> <p>At the previous COG meeting Governors received a high-level report on: our progress against our recovery plan to stabilise our position and reduce our waiting lists both locally and system-wide; the new health and wellbeing centres for Dartmouth and Teignmouth; the redevelopment of the former Dartmouth and Kingswear community hospital site; the new hospital programme and <i>Building a Brighter Future</i>; and the Integrated Care System for Devon developments including Devon and Cornwall shared care record and the Mental Health, Learning Disability and Autism Provider Collaborative.</p> <p>Since the last Council of Governors meeting, Governors have received briefings on the reopening of Totnes Minor Injury Unit and our ongoing work in Dawlish to improve access to urgent care while Dawlish MIU remains temporarily closed, plans for Teignmouth health and wellbeing centre, the outcome of an inquest and the recent Care Quality Commission inspection of Levanto Care Home in Paignton. Governors have also been invited to contribute to the appointment of our new Head of Communications and Engagement as well as receiving the regular fortnightly Governor newsletters.</p> <p>While Governors have received operational briefings via the monthly Governor Network meetings, it is my intention at this Council of Governors' meeting to provide, along with my Executive colleagues, an update on the following key areas:</p>

	<ul style="list-style-type: none"> <li>• feedback from the national visit on Tuesday 26 July;</li> <li>• our ongoing work to reduce our waiting lists both locally and system-wide and addressing performance issues in key areas;</li> <li>• urgent and emergency care: ambulance handovers, progress on the Acute Medical Unit</li> <li>• the new health and wellbeing centres for Dartmouth and Teignmouth;</li> <li>• the redevelopment of the former Dartmouth and Kingswear community hospital site;</li> <li>• the new hospital programme and <i>Building a Brighter Future</i></li> <li>• the latest updates from the Integrated Care System for Devon.</li> </ul>			
<b>Action required (choose 1 only)</b>	<b>For information</b> <input type="checkbox"/>	<b>To receive and note</b> <input checked="" type="checkbox"/>	<b>To approve</b> <input type="checkbox"/>	
<b>Summary of key elements</b>				
<b>Strategic objectives supported by this report</b>	<b>Safe, quality care and best experience</b>	X	<b>Valuing our workforce</b>	X
	<b>Improved wellbeing through partnership</b>	X	<b>Well-led</b>	X
<b>Is this on the Trust's Board Assurance Framework and/or Risk Register</b>	<b>Board Assurance Framework</b>	X	<b>Risk score</b>	20
	<b>Risk Register</b>	X	<b>Risk score</b>	various
BAF Risk 4: To provide safe, quality patient care and achieve best patient experience				
<b>External standards affected by this report and associated risks</b>	<b>Care Quality Commission</b>	X	<b>Terms of Authorisation</b>	
	<b>NHS Improvement</b>	X	<b>Legislation</b>	
	<b>NHS England</b>	X	<b>National policy/guidance</b>	X

**Report of the Membership Committee Chair  
to the Council of Governors**

<b>Meeting date:</b>	12 July 2022
<b>Report by:</b>	Eileen Engelmann and John Kiddey
<b>This report is for:</b>	Information <input checked="" type="checkbox"/> Decision <input type="checkbox"/>
<b>Link to the Trust's strategic objectives:</b>	1: Safe, quality care and best experience <input type="checkbox"/> 2: Improved wellbeing through partnership <input checked="" type="checkbox"/> 3: Valuing our workforce <input type="checkbox"/> 4: Well led <input type="checkbox"/>
<b>Public or Private</b>	Public <input checked="" type="checkbox"/> or Private <input type="checkbox"/>
<b>Key issues to highlight to the Council of Governors:</b>	
<ul style="list-style-type: none"> <li>• <b>Update of Membership Development Plan (MDP) for 2022/23</b> – the Committee agreed to reformat the MDP in a simple A4 sheet format and to agree by email to enable this work to proceed at pace.</li> <li>• <b>AMM 2022</b> – The committee noted work to date and made several additional suggestions which will be taken to the meeting between the FT Office and Chairman and Director of Communications and Partnerships on 20.07.2022.</li> <li>• <b>Leaflet distribution to recommence (once alterations made)</b> – Leaflet distribution was stalled due to Infection Control regulations during Covid. Due to recommence using agreed distribution list but adjustment required to reflect the new TSDFT constitution creation of an additional constituency “South West Peninsula”. Correct sized sticky labels have been sourced by FT Office and awaiting Procurement Team advice on costing. Civica have been instructed to adjust codes behind the database so that the online form reflects the changed constituencies.</li> <li>• <b>Membership engagement as well as broader membership recruitment focus</b></li> <li>• <b>Diversity</b> – agreement that will work with Diversity &amp; Inclusion Lead to encourage membership from wider selection of backgrounds and utilise methods of engagement that work for all sectors of community</li> <li>• <b>Staff members and staff constituency</b> – agreement to assist staff governors on ways to engage with their staff members</li> </ul>	
<b>Key decision(s)/recommendations made by the Committee:</b>	
<ol style="list-style-type: none"> <li>1. To move forward with simpler Membership Development Plan.</li> <li>2. Committee ideas regarding AMM 2022 will be discussed with Chairman on 20.07.2022.</li> <li>3. Once leaflet been amended, role out distribution will re-commence</li> <li>4. Focus to be on Membership Engagement of existing members plus broaden membership and focus on diversity.</li> <li>5. Assist Staff Governors on ways to engage with the staff members</li> </ol>	



<b>COUNCIL OF GOVERNORS MEETING</b>															
<b>Report title:</b> Governance Quarterly Report		<b>Meeting date:</b> 3 August 2022													
<b>Report appendix</b>	Appendix 1: Interim Audit Findings Report for the year ended 31 March 2022 Appendix 2: Governor Nomination and Remuneration Committee Terms of Reference Appendix 3: Lead Governor/Deputy Lead Governor Roles and Responsibilities Appendix 5: Council of Governors 2022 Workplan														
<b>Report sponsor</b>	Interim Director of Corporate Governance and Trust Secretary														
<b>Report author</b>	Corporate Governance Manager														
<b>Report provenance</b>	n/a														
<b>Purpose of the report and key issues for consideration/decision</b>	The report provides corporate governance updates on matters of relevance to the Council of Governors.														
<b>Action required</b>	<b>For information</b> <input type="checkbox"/>	<b>To receive and note</b> <input checked="" type="checkbox"/>	<b>To approve</b> <input type="checkbox"/>												
<b>Recommendations</b>	To receive and note the items as shown in the quarterly governance report.														
<b>Summary of key elements</b>															
<b>Strategic objectives supported by this report</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;"><b>Safe, quality care and best experience</b></td> <td style="width: 20px;"></td> <td style="padding: 5px;"><b>Valuing our workforce</b></td> <td style="width: 20px;"></td> </tr> <tr> <td style="padding: 5px;"><b>Improved wellbeing through partnership</b></td> <td></td> <td style="padding: 5px;"><b>Well-led</b></td> <td style="text-align: center; padding: 5px;">X</td> </tr> </table>			<b>Safe, quality care and best experience</b>		<b>Valuing our workforce</b>		<b>Improved wellbeing through partnership</b>		<b>Well-led</b>	X				
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<b>Improved wellbeing through partnership</b>		<b>Well-led</b>	X												
<b>Is this on the Trust's Board Assurance Framework and/or Risk Register</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;"><b>Board Assurance Framework</b></td> <td style="padding: 5px;">n/a</td> <td style="padding: 5px;"><b>Risk score</b></td> <td style="width: 20px;"></td> </tr> <tr> <td style="padding: 5px;"><b>Risk Register</b></td> <td style="padding: 5px;">n/a</td> <td style="padding: 5px;"><b>Risk score</b></td> <td></td> </tr> </table>			<b>Board Assurance Framework</b>	n/a	<b>Risk score</b>		<b>Risk Register</b>	n/a	<b>Risk score</b>					
<b>Board Assurance Framework</b>	n/a	<b>Risk score</b>													
<b>Risk Register</b>	n/a	<b>Risk score</b>													
<b>External standards affected by this report and associated risks</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;"><b>Care Quality Commission</b></td> <td style="width: 20px;"></td> <td style="padding: 5px;"><b>Terms of Authorisation</b></td> <td style="text-align: center; padding: 5px;">X</td> </tr> <tr> <td style="padding: 5px;"><b>NHS Improvement</b></td> <td style="text-align: center; padding: 5px;">X</td> <td style="padding: 5px;"><b>Legislation</b></td> <td></td> </tr> <tr> <td style="padding: 5px;"><b>NHS England</b></td> <td style="text-align: center; padding: 5px;">X</td> <td style="padding: 5px;"><b>National policy/guidance</b></td> <td style="text-align: center; padding: 5px;">X</td> </tr> </table>			<b>Care Quality Commission</b>		<b>Terms of Authorisation</b>	X	<b>NHS Improvement</b>	X	<b>Legislation</b>		<b>NHS England</b>	X	<b>National policy/guidance</b>	X
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<b>NHS England</b>	X	<b>National policy/guidance</b>	X												

<b>Report title: Quarterly Governance Report</b>		<b>Meeting date:</b> 3 August 2022
<b>Report sponsor</b>	Interim Director of Corporate Governance & Trust Secretary	
<b>Report author</b>	Interim Director of Corporate Governance & Trust Secretary	

## Introduction

The report provides a quarterly governance update on matters of relevance to the Council of Governors.

### 1. 2021/22 Annual Report and Accounts

- 1.1 In light of continued pressures caused by the public sector response to COVID-19, some annual reporting requirements were changed for 2021/22 in line with those in previous years. These were outlined in the *Annual Reporting Manual* issued by NHS England/Improvement.
- 1.2 The National Audit Office ('NAO') also announced earlier in the year the provision for external auditors to apply for an extension to complete their Value for Money audit work.
- 1.3 Under the NAO Code, the Foundation Trust's external auditor, Grant Thornton LLP, were granted an extension to complete their work by the end of August, and will issue their final Auditors' Annual Report providing a commentary on the Trust's arrangements to secure Value for Money to the Trust's Audit Committee on 8 September in accordance with NAO's timeline for 2021/22.
- 1.4 In the meantime, Grant Thornton LLP issued an Interim Audit Findings Report, which enabled the Trust to submit the Annual Report and Accounts to the Regulator, and thereby meet its reporting obligations. The Interim Audit Findings Report is attached for information as Appendix 1.
- 1.5 Once the final Auditors' Annual Report has been reviewed by the Audit Committee, the Annual Report will be updated to incorporate the revised Auditors' Annual Report, and the Annual Report and Accounts will be laid before Parliament, thereby enabling publication of the document.

**Action required: To note the current position in relation to publication of the Annual Report and Accounts for 2021/22 and receive the Interim Audit Findings Report.**



2. **Governor Nomination and Remuneration Committee Terms of Reference**

2.1 The Governor Nomination and Remuneration Committee Terms of Reference were reviewed at its meeting held on 11 May. The Committee agreed amendments to the Terms of Reference to reflect discussions that had taken place as part of the Constitution Review, to reflect the guidance to be followed when evaluating the performance of the Chair and Non-Executive Directors.

2.2 The Terms of Reference are attached at Appendix 2

**Action Required: To approve the revised Terms of Reference.**

3. **Appointment of Non-Executive Directors**

3.1 The CoG will be aware that following a selection and interview process, Richard Philip de Jordan Crompton QPM and Sian Walker McAllister were appointed as Non-Executive Directors. Richard will commence on post on 1 August 2022 and Sian on 1 September 2022.

**Action Required: To note the commencement dates of Richard Philip de Jordan Crompton QPM and Sian Walker McAllister as NEDs.**

4. **Governor Observers**

4.1 Following a selection process to refresh Governor Observers to sit on Board Sub-Committees, the following have been appointed:

Audit Committee	Peter Milford
Finance, Performance and Digital Committee	Jonathan Shribman (re-appointment)
Charitable Funds Committee	Loveday Densham
Building a Brighter Future Committee	Keith Yelland
Quality Assurance Committee	Eileen Engelmann
People Committee	Janette Goodman

**Action Required: To note Board Sub-Committee Governor Observers.**

5. **Good Governance Institute (GGI)**

5.1 The final session with the GGI was held on 6 July 2022. At the meeting they outlined suggested recommendations for the CoG and Trust to take forward as part of the work being led by the CoG Development Programme Working Group (DPWG).

- 5.2 Governors will be aware that expressions of interest have been sought to lead/join the workstreams to take forward the work of the DPWG. Following the closing date for expressions of interest, a programme of work and timetable has been suggested to take forward each workstream.

**Action Required: To note the ongoing work taking place following the GGI development sessions.**

## **6. Annual Members Meeting 2022**

- 6.1 The Council of Governors is asked to note the date for the Annual Members Meeting of 22 September 2022.
- 6.2 The format of the 2022 Annual Members Meeting was discussed at the Membership Committee meeting held on 12 July 2022 and consideration given whether to hold a virtual Annual Members Meeting, or an 'in-person' Annual Members Meeting.
- 6.3 It is hoped that, this year, the event can be held in-person unless further restrictions are placed on the NHS in light of the current, or any future Covid waves. The venue for the in-person Annual Members Meeting will be TREC on the Torbay Hospital site.
- 6.4 The Membership Committee also considered the timing of the Annual Members Meeting and felt that if it commenced later in the day than in previous years, it would provide the opportunity for Trust Members who worked to be able to join the meeting. It was therefore agreed the event would commence at 3pm, with stands and refreshments available in the TREC foyer. The meeting proper would commence at 4pm.

**Action required: To note the date of the 2022 Annual Members Meeting and the desire to hold it as an in-person event.**

## **7. 2022 Council of Governors Work Plan**

- 7.1 The 2022 work plan for the Council of Governors is presented for information at Appendix 4.

**Action required: To receive and note the 2022 Council of Governors work plan.**

# The Audit Findings for Torbay and South Devon NHS Foundation Trust

Year ended 31 March 2022

June 2022



# Contents



Your key Grant Thornton team members are:

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## Section

1. Headlines
2. Financial statements
3. Value for money arrangements
4. Independence and ethics

## Appendices

- A. Action plan
- B. Follow up of prior year recommendations
- C. Audit adjustments
- D. Fees
- E. Audit letter in respect of delayed VFM work

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The contents of this report relate only to the matters which have come to our attention, which we believe need to be reported to you as part of our audit planning process. It is not a comprehensive record of all the relevant matters, which may be subject to change, and in particular we cannot be held responsible to you for reporting all of the risks which may affect the Trust or all weaknesses in your internal controls. This report has been prepared solely for your benefit and should not be quoted in whole or in part without our prior written consent. We do not accept any responsibility for any loss occasioned to any third party acting, or refraining from acting on the basis of the content of this report, as this report was not prepared for, nor intended for, any other purpose.

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# 1. Headlines

This table summarises the key findings and other matters arising from the statutory audit of Torbay and South Devon NHS Foundation ('the Trust') and the preparation of the group and Trust's financial statements for the year ended 31 March 2022 for those charged with governance.

## Financial Statements

Under International Standards of Audit (UK) (ISAs) and the National Audit Office (NAO) Code of Audit Practice ('the Code'), we are required to report whether, in our opinion:

- the Group and Trust's financial statements give a true and fair view of the financial position of the Group and Trust and the Group and Trust's income and expenditure for the year; and
- The Group and Trust's financial statements and Remuneration and Staff report have been properly prepared in accordance with the Department of Health and Social Care (DHSC) group accounting manual 2021/22 (GAM)

We are also required to report whether other information published together with the audited financial statements in the Annual Report, is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Our audit work was completed on remotely during April to June 2022. Our findings are summarised on pages 5 to 16. We have not identified any adjustments to date to the financial statements that have resulted in a change to the Trust's retained surplus position. Audit adjustments are detailed in Appendix C. We have also raised recommendations for management as a result of our audit work in Appendix A. Our follow up of recommendations from the prior year's audit are detailed in Appendix B.

Our work is substantially complete and there are no matters of which we are aware that would require modification of our audit opinion or material changes to the financial statements, subject to the following outstanding matters:

- Valuation of land and buildings – responses from the external valuer to audit queries are being reviewed. The valuer has not provided us with sufficient evidence to support the detailed assumptions within our sampled assets and we have therefore sought to undertake additional alternative procedures through our independent valuation team to seek sufficient assurance over the valuations. This work is ongoing and there remains a risk that we are unable to gain sufficient assurance over the valuation which may require the Trust to obtain alternative valuations. A similar issue was experienced in the prior year.
- Variable income testing – six items of evidence outstanding and queries raised on five items
- Other revenues – two items of evidence outstanding and queries raised on another two items
- Inventory pricing testing – queries outstanding on two items
- Revenue completeness – three items of evidence outstanding
- Agreement of balances – evidence for one mismatch outstanding
- Deferred income – one item of evidence outstanding
- Capital commitments – awaiting updated breakdown of balance for us to test
- Responses to inquiries are outstanding regarding the Trust's local controls for the ESR system (which are not covered by the Service Auditor's report)
- We have received evidence on 14 and 15 June for operating expenditure, payables, assets under construction and payroll that is being reviewed currently and may potentially result in follow up queries.
- completion of our internal quality review processes
- receipt of management representation letter; and
- review of the final set of financial statements.

We have concluded that the other information to be published with the financial statements, is consistent with our knowledge of the Trust and the financial statements we have audited.

Our anticipated audit report opinion will be unmodified.

# 1. Headlines

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## Value for Money (VFM) arrangements

Under the National Audit Office (NAO) Code of Audit Practice ('the Code'), we are required to consider whether the Trust has put in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources. Auditors are required to report in detail on the Trust's overall arrangements, as well as key recommendations on any significant weaknesses in arrangements identified during the audit.

Auditors are required to report their commentary on the Trust's arrangements under the following specified criteria:

- Improving economy, efficiency and effectiveness;
- Financial sustainability; and
- Governance

We have not yet completed all of our VFM work and so are not in a position to issue our Auditor's Annual Report. An audit letter explaining the reasons for the delay is attached in the Appendices to this report. We expect to issue our Auditor's Annual Report by 22 September 2022.

As part of our work, we considered whether there were any risks of significant weakness in the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources. We identified a risk in respect of Financial sustainability. Our work on this risk is underway and an update is set out in the value for money arrangements section of this report.

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## Statutory duties

The Local Audit and Accountability Act 2014 ('the Act') also requires us to:

- report to you if we have applied any of the additional powers and duties ascribed to us under the Act; and
- to certify the closure of the audit.

We have not exercised any of our additional statutory powers or duties.

We expect to certify the completion of the audit upon the completion of our work on the Trust's VFM arrangements, which will be reported in our Annual Auditor's report in September 2022.

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## Significant Matters

As highlighted above, we experienced significant challenges in obtaining sufficient and appropriate evidence to support the valuation of the Trust's Property, Plant and Equipment balances, specifically in relation to the assumptions used in determining the valuations of those assets we sampled to test in detail. We have sought to gain sufficient assurance through an exercise performed by our independent internal valuation team, as auditor's experts, to determine that the valuations are in line with expectations. In future years, we would expect the Trust's valuer to provide us with sufficient and appropriate evidence in order to support the valuations recorded in the financial statements.

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## Acknowledgements

We would like to take this opportunity to record our appreciation for the assistance provided by the finance team and other staff amidst the pressure they were under during these unprecedented times.

## 2. Financial Statements

### Overview of the scope of our audit

This Audit Findings Report presents the observations arising from the audit that are significant to the responsibility of those charged with governance to oversee the financial reporting process, as required by International Standard on Auditing (UK) 260 and the Code of Audit Practice ('the Code'). Its contents have been discussed with management.

As auditor we are responsible for performing the audit, in accordance with International Standards on Auditing (UK) and the Code, which is directed towards forming and expressing an opinion on the financial statements that have been prepared by management with the oversight of those charged with governance. The audit of the financial statements does not relieve management or those charged with governance of their responsibilities for the preparation of the financial statements.

### Audit approach

Our audit approach was based on a thorough understanding of the group's business and is risk based, and in particular included:

- An evaluation of the group's internal controls environment, including its IT systems and controls;
- An evaluation of the components of the group based on a measure of materiality considering each as a percentage of the Group's gross operating costs to assess the significance of the component and to determine the planned audit response. From this evaluation we determined that an audit of Torbay and South Devon NHS Foundation Trust and specified audit procedures for balances of SDH Developments Limited was required, which was completed by the audit team.
- Substantive testing on significant transactions and material account balances, including the procedures outlined in this report in relation to the key audit risks

We have not had to alter our audit plan, as communicated to you on 20 April 2022.

### Conclusion

We have substantially completed our audit of your financial statements and subject to outstanding queries being resolved, we anticipate issuing an unqualified audit opinion following the Audit Committee subsequent Board approval of the Annual Report and Accounts on 20 June 2022.. These outstanding items are detailed on page 3.

## 2. Financial Statements



### Our approach to materiality

The concept of materiality is fundamental to the preparation of the financial statements and the audit process and applies not only to the monetary misstatements but also to disclosure requirements and adherence to acceptable accounting practice and applicable law.

Materiality levels remain the same as reported in our audit plan on 20 April 2022.

We detail in the table below our determination of materiality for Torbay and South Devon NHS Foundation Trust.

	Group Amount (£)	Trust Amount (£)	Qualitative factors considered
Materiality for the financial statements	8.40m	8.35m	Business environment – the group and Trust operate in a stable, publicly funded environment
Performance materiality	6.30m	6.25m	No significant amendments or errors in the 2020/21 financial statements.
Trivial matters	300k	300k	In line with the Agreement of Balances threshold determined by the National Audit Office
Materiality for the salary element of senior officer remuneration	20k	20k	This is a politically sensitive figure of interest to users of the accounts.





## 2. Financial Statements - Significant risks

Significant risks are defined by ISAs (UK) as risks that, in the judgement of the auditor, require special audit consideration. In identifying risks, audit teams consider the nature of the risk, the potential magnitude of misstatement, and its likelihood. Significant risks are those risks that have a higher risk of material misstatement.

This section provides commentary on the significant audit risks communicated in the Audit Plan.

Risks identified in our Audit Plan	Commentary
<p><b>Management override of controls</b> Under ISA (UK) 240 there is a non-rebuttable presumed risk that the risk of management over-ride of controls is present in all entities. The Trust faces external pressures to meet agreed targets, and this could potentially place management under undue pressure in terms of how they report performance.</p> <p>We therefore identified management override of control, in particular journals, management estimates and transactions outside the course of business as a significant risk, which was one of the most significant assessed risks of material misstatement</p>	<p>In response to this risk, we have:</p> <ul style="list-style-type: none"> <li>evaluated the design effectiveness of management controls over journals</li> <li>analysed the journals listing and determined the criteria for selecting high risk unusual journals</li> <li>identified and tested unusual journals made during the year and at year end to underlying evidence to ensure they are appropriate;</li> <li>gained an understanding of the accounting estimates and critical judgements applied by management and considered their reasonableness; and</li> <li>evaluated the rationale for any changes in accounting policies, estimates or significant unusual transactions.</li> </ul> <p>The Trust has processed a total of 153,337 journals, with a total value of £7,350,659k by 64 users.</p> <p>We identified that there is no limit on journal posting amounts. This means that individuals with the GL SELF APPR role type within Unit 4 can post a journal for any amount directly to the general ledger.</p>

## 2. Financial Statements - Significant risks

### Risks identified in our Audit Plan

### Commentary

#### ISA 240 revenue risk

Under ISA240 there is a presumed risk of fraudulent revenue recognition. Trusts are facing significant external pressure to restrain budget overspends and meet externally set financial targets, coupled with increasing patient demand and cost pressures. In this environment, we have considered the rebuttable presumed risk under ISA (UK) 240 that revenue may be misstated due to the improper recognition of revenue.

The majority of the Trust's income is from patient care activities and contracts with NHS commissioners. Due to the Covid 19 pandemic the new finance regimes have meant much of this income has become fixed in the 2021/22 financial year. This may reduce the risk relating to revenue recognition compared with previous years, however, as this is a new arrangement within this financial year we still anticipate revenue recognition will be a significant risk for the 2021/22 audit.

At this stage we have rebutted this presumed risk for the revenue streams of the Trust that are principally derived from contracts that are agreed in advance at a fixed price. We have determined these to be income from:

- Block contract income element of patient care revenues
- Education & training income
- Adult social care income

We have not deemed it appropriate to rebut this presumed risk for all other material streams of patient care income and other operating revenue at this time. These include:

- Variable income element of patient care revenues - High cost drugs income from commissioners and Other NHS clinical income
- Torbay Pharmaceutical sales

We have therefore identified the occurrence and accuracy of these income streams of the Trust as a significant risk, which was one of the most significant assessed risks of material misstatement.

In response to the risks identified, we have:

- evaluated the Trust's accounting policy for recognition income from patient care activities and other operating revenue for appropriateness and compliance with the DHSC Group Accounting Manual 2021/22;
- agreed, on a sample basis, income and year end receivables to invoices or other supporting evidence, and
- updated our understanding of the Trust's system for accounting for income from patient care activities and other operating revenue, and evaluated the design of the associated controls;

In addition, for:

#### Patient Care Income

- we reviewed documentation between the Trust and its commissioners to supporting documentation; and
- we reviewed the DHSC mismatch report.

#### Other Operating Revenue, including Torbay Pharmaceutical Sales

- we agreed a sample of other operating income back to supporting documentation and subsequent receipt.

Our work on revenues is currently still in progress, we have not identified any issues from this testing to date.

## 2. Financial Statements - Significant risks

Risks identified in our Audit Plan	Commentary
<p><b>Valuation of land and buildings</b></p> <p>The Trust revalues its land and buildings on an annual basis to ensure that the carrying value is not materially different from the current value at the financial statements date. This valuation represents a significant estimate by management in the financial statements.</p> <p>Management has engaged the services of a valuer to estimate the current value as at 31 March 2022.</p> <p>The valuation of land and buildings is a key accounting estimate which is sensitive to changes in assumptions and market conditions.</p> <p>We therefore identified valuation of land and buildings, particularly revaluations and impairments, as a significant risk requiring special audit consideration.</p>	<p>In response to this risk, we have:</p> <ul style="list-style-type: none"> <li>evaluated management's processes and assumptions for the calculation of the estimate, the instructions issued to valuation experts and the scope of their work;</li> <li>evaluated the competence, capabilities and objectivity of the valuation expert;</li> <li>written to the valuers to confirm the basis on which the valuation was carried out;</li> <li>engaged our own independent valuer to assess the instructions to the Group's valuer, the group valuer's report and the assumptions that underpin the valuation;</li> <li>challenged the information and assumptions used by the valuer to assess completeness and consistency with our understanding; and</li> </ul> <p>We have had significant challenges in obtaining responses from the valuer to our standard enquiries and in obtaining sufficient appropriate evidence for us to test the valuation of a sample of assets. As a result, we were unable to reperform the valuation calculations for the revalued assets that we selected for testing, as the Group's valuer would not provide the underlying details and their calculations. This was despite extensive correspondence with the valuer and this having been raised as an issue in last year's report.</p> <p>Our independent valuers, as our auditor's experts, are therefore carrying out alternative procedures in order to see if they can provide sufficient assurance over the values of these assets at 31 March 2022. This work is currently in progress and we are awaiting information from the Group's valuer in order to progress this.</p> <p>Our independent valuers also raised a number of queries with the Group's valuer over the general methodology applied following their review of the Valuation Report. This has The Group's valuer's responses are being considered currently.</p> <p>As the valuation information relates to the Group's assets it should consider whether it requires their appointed valuer to provide this information to support the external audit process in future years.</p>

## 2. Financial Statements - Significant risks

### Risks identified in our Audit Plan

### Commentary

#### Completeness of expenditure risk

Trusts are facing significant external pressure to restrain budget overspends and meet externally set financial targets, coupled with increasing patient demand and cost pressures. In this environment, we have considered the risk that expenditure may be misstated due to the improper recognition of expenditure.

The majority of the Trust's expenditure relates to staff costs. This is an area where we do not consider there to be a significant risk.

At this time, we have not deemed it appropriate to rebut this presumed risk for the following material streams of operating expenditure, including:

- Purchase of healthcare and social care from NHS and DHSC bodies
- Drug costs and
- Supplies and services

We have therefore identified the occurrence and completeness of these expenditure streams of the Trust as a significant risk, which was one of the most significant assessed risks of material misstatement.

In response to this risk we have:

- evaluated the Trust's accounting policy for recognition of expenditure for appropriateness and compliance with the DHSC Group Accounting Manual 2021/22;
- updated our understanding of the Trust's system for accounting for expenditure and evaluated the design of the associated controls;
- agreed, on a sample basis, year end payables and accruals to invoices or other supporting evidence, both pre and post year end; and
- evaluated and challenged the estimates and the judgments made by management for year end accruals.

Our work on expenditure completeness is currently still in progress, we have not identified any issues from this testing to date.

## 2. Financial Statements – key judgements and estimates

This section provides commentary on key estimates and judgements inline with the enhanced requirements for auditors.

Significant judgement or estimate	Summary of management's approach	Audit Comments	Assessment
<b>Land and Building valuations – £169.7m</b>	<p>Other land and buildings comprises £164.3m of specialised assets including the hospital site, which are required to be valued at depreciated replacement cost (DRC) at year end, on a modern equivalent asset basis. Management have determined the amount of space and location required for ongoing service delivery in the light of their current and projected service needs and have instructed the valuer accordingly. The remainder of land and buildings (£5.4m) are not specialised in nature and are required to be valued at existing use value (EUV) at year end. The Trust has engaged DVS of the Valuation Office Agency to complete the valuation of properties as at 31 March 2022 on a five yearly cyclical basis. All land and buildings and dwellings were revalued on a desktop basis at 31 March 2022.</p> <p>The Trust is required to value its assets in accordance with the requirements of the Department of Health and Social Care Group Accounting Manual. This limits the use of alternative estimates. Estimation uncertainty is addressed by engaging the services of an appropriately qualified expert.</p> <p>The total year end valuation of land and buildings was £169.7m, a net increase of £1.9m from 2019/20 (£167.8m).</p>	<p>The Trust has retained the services of the DVS to undertake valuations of freehold land, buildings and dwellings.</p> <ul style="list-style-type: none"> <li>• We have assessed the Trust's valuers to be competent, capable and objective.</li> <li>• The valuation method remains consistent with the prior year.</li> <li>• We have extensively challenged the valuer to inform our understanding of the valuation methodology and assumptions used.</li> </ul> <p>Despite extensive communications, the DVS have not provided us with the underlying details and their calculations to support their valuations. As set out on the previous page our work in this area remains in progress.</p>	<b>TBC</b>

### Assessment

- [Purple] We disagree with the estimation process or judgements that underpin the estimate and consider the estimate to be potentially materially misstated
- [Blue] We consider the estimate is unlikely to be materially misstated however management's estimation process contains assumptions we consider optimistic
- [Grey] We consider the estimate is unlikely to be materially misstated however management's estimation process contains assumptions we consider cautious
- [Light Purple] We consider management's process is appropriate and key assumptions are neither optimistic or cautious

## 2. Financial Statements - key judgements and estimates

Significant judgement or estimate	Summary of management's approach	Audit Comments	Assessment
<b>Critical judgements and significant estimates.</b>	<p>In note 1.2 to the accounts the Trust has disclosed critical accounting judgements in relation to:</p> <ul style="list-style-type: none"> <li>The expected credit loss of contract receivables</li> <li>Provisions</li> <li>Joint operations and income recognition</li> </ul> <p>In note 1.2 to the accounts, the Trust has disclosed estimation uncertainties in respect of:</p> <ul style="list-style-type: none"> <li>Modern equivalent asset valuation of property</li> <li>Impairments and the estimated useful lives of assets.</li> </ul>	<p>Critical judgements should be disclosed where they are material to the financial statements and should detail what judgement was made. In our view the expected credit loss of contract receivables and provisions are not material and therefore do not require disclosure.</p> <p>Estimation uncertainty disclosures should be made where there is a risk of a material adjustment in the next 12 months. These should set out the nature of the assumptions that give rise to the material uncertainty and the range of possible outcomes. Impairments and the estimated useful lives of assets are not considered to give risk of a material misstatement in the next 12 months and therefore do not need to be disclosed.</p>	Light Grey - Cautious
Depreciation	<p>Buildings depreciation is based on the asset lives determined by professional valuers.</p> <p>Plant and Machinery, medical equipment and intangibles are based on industry standards and key staff knowledge and experience of the useful lives of these assets.</p> <p>Asset lives remain under constant review and depreciation rates may be amended at certain times in the year if the Trust's knowledge of the assets changes in the year and the remaining life is deemed inaccurate.</p>	<p>To challenge the estimate for depreciation, we have tested the estimated useful lives for a sample of assets lives in the asset register against the Trust's policy. Our testing did not identify any issues.</p> <p>We have carried out a substantive analytical procedure to gain assurance over depreciation as a whole, which was found to be within our tolerance levels.</p> <p>On this basis, we are satisfied that there is not a risk of material misstatement in depreciation charged in the accounts.</p>	Light Purple – Neither Cautious or optimistic

### Assessment

- Dark Purple** We disagree with the estimation process or judgements that underpin the estimate and consider the estimate to be potentially materially misstated
- Blue** We consider the estimate is unlikely to be materially misstated however management's estimation process contains assumptions we consider optimistic
- Grey** We consider the estimate is unlikely to be materially misstated however management's estimation process contains assumptions we consider cautious
- Light Purple** We consider management's process is appropriate and key assumptions are neither optimistic or cautious

## 2. Financial Statements - key judgements and estimates

Significant judgement or estimate	Summary of management's approach	Audit Comments	Assessment
PFI liability	<p>The Trust uses the Department of Health model to calculate the PFI liability. The Models cover the life of the PFI agreements and the Trust makes adjustments each year to move the RPI (retail price index) from an assumed rate to an actual rate.</p> <p>The unitary charge is increased under the contracts by RPI each year. The models would only change if there are other reasons why the unitary charge were to change e.g. removal of a key element from the PFI agreement.</p>	<p>We have previously used an internal PFI expert as part of the audit team to review the Trust's PFI models. As the changes are made outside of the main models, the audit team have reviewed these and have not identified any issues. There are none noted.</p> <p>On this basis, we are satisfied that there is not a risk of material understatement in the PFI liability recognised in the accounts.</p>	Light Purple – Neither cautious or optimistic
Accruals	<p>Accruals are generally based on knowledge and experience of goods and services which the Trust knows it has yet to invoice, or where the Trust has incurred a liability but has not yet received an invoice from the supplier or paid for a liability.</p> <p>Trade debtor and creditor values are driven from the Integrated Financial application. These accruals will be reviewed by the management accounting team as part of the monthly general ledger closedown process and any material inaccurate accruals will be adjusted.</p> <p>Accruals are based on the latest information available at the time and on the latest known rates charged by/to the Trust whether by reference to the latest agreed orders or contracts.</p>	<p>We have tested a sample of accruals made by the Trust to supporting evidence.</p> <p>On this basis, we are satisfied that there is not a risk of material understatement in accruals charged in the accounts.</p>	Light Purple – Neither cautious or optimistic

### Assessment

- **Dark Purple** We disagree with the estimation process or judgements that underpin the estimate and consider the estimate to be potentially materially misstated
- **Blue** We consider the estimate is unlikely to be materially misstated however management's estimation process contains assumptions we consider optimistic
- **Grey** We consider the estimate is unlikely to be materially misstated however management's estimation process contains assumptions we consider cautious
- **Light Purple** We consider management's process is appropriate and key assumptions are neither optimistic or cautious

## 2. Financial Statements - other communication requirements

We set out below details of other matters which we, as auditors, are required by auditing standards and the Code to communicate to those charged with governance.

Issue	Commentary
<b>Matters in relation to fraud</b>	We have previously discussed the risk of fraud with the Audit Committee. We have not been made aware of any incidents in the period and no other issues have been identified during the course of our audit procedures.
<b>Matters in relation to related parties</b>	We are not aware of any related parties or related party transactions which have not been disclosed.
<b>Matters in relation to laws and regulations</b>	You have not made us aware of any significant incidences of non-compliance with relevant laws and regulations and we have not identified any incidences from our audit work.
<b>Written representations</b>	A letter of representation has been requested from the Trust, including specific representations in respect of the Group, which is included in the Audit Committee papers.
<b>Confirmation requests from third parties</b>	We requested from management permission to send confirmation requests to the Trust's bankers. This permission was granted and the requests were sent with all of these request returned with positive confirmation.
<b>Accounting practices</b>	We have evaluated the appropriateness of the Trust's accounting policies, accounting estimates and financial statement disclosures. Our review found no material omissions in the financial statements.
<b>Audit evidence and explanations/significant difficulties</b>	<p>All information and explanations requested from management was provided, although we encountered some difficulties in the early stages of the audit when trying to select our samples for testing. The Trust were unable to provide cleansed populations in some key areas (with reversing entries removed) which led to additional time spent by the audit team in order to get to a position where we had a population that was appropriate for us to select a sample from.</p> <p>The audit team has encountered delays with the provision of supporting working papers and sample evidence during the audit. In our view the Trust is reliant on some key individuals to support the audit process and the volume of issues that need to be resolved by these officers has inevitably leads to some delays.</p>



## 2. Financial Statements - other communication requirements



### Our responsibility

As auditors, we are required to “obtain sufficient appropriate audit evidence about the appropriateness of management’s use of the going concern assumption in the preparation and presentation of the financial statements and to conclude whether there is a material uncertainty about the entity’s ability to continue as a going concern” (ISA (UK) 570).

Issue	Commentary
Going concern	<p>In performing our work on going concern, we have had reference to Statement of Recommended Practice – Practice Note 10: Audit of financial statements of public sector bodies in the United Kingdom (Revised 2020). The Financial Reporting Council recognises that for particular sectors, it may be necessary to clarify how auditing standards are applied to an entity in a manner that is relevant and provides useful information to the users of financial statements in that sector. Practice Note 10 provides that clarification for audits of public sector bodies.</p> <p>Practice Note 10 sets out the following key principles for the consideration of going concern for public sector entities:</p> <ul style="list-style-type: none"> <li>the use of the going concern basis of accounting is not a matter of significant focus of the auditor’s time and resources because the applicable financial reporting frameworks envisage that the going concern basis for accounting will apply where the entity’s services will continue to be delivered by the public sector. In such cases, a material uncertainty related to going concern is unlikely to exist, and so a straightforward and standardised approach for the consideration of going concern will often be appropriate for public sector entities</li> <li>for many public sector entities, the financial sustainability of the reporting entity and the services it provides is more likely to be of significant public interest than the application of the going concern basis of accounting. Our consideration of the Trust’s financial sustainability is addressed by our value for money work, which is covered elsewhere in this report.</li> </ul> <p>Practice Note 10 states that if the financial reporting framework provides for the adoption of the going concern basis of accounting on the basis of the anticipated continuation of the provision of a service in the future, the auditor applies the continued provision of service approach set out in Practice Note 10. The financial reporting framework adopted by the Trust meets this criteria, and so we have applied the continued provision of service approach. In doing so, we have considered and evaluated:</p> <ul style="list-style-type: none"> <li>the nature of the Trust and the environment in which it operates</li> <li>the Trust’s financial reporting framework</li> <li>the Trust’s system of internal control for identifying events or conditions relevant to going concern</li> <li>management’s going concern assessment.</li> </ul> <p>On the basis of this work, we have obtained sufficient appropriate audit evidence to enable us to conclude that:</p> <ul style="list-style-type: none"> <li>a material uncertainty related to going concern has not been identified</li> <li>management’s use of the going concern basis of accounting in the preparation of the financial statements is appropriate.</li> </ul>

## 2. Financial Statements - other responsibilities under the Code

Issue	Commentary
<b>Other information</b>	<p>We are required to give an opinion on whether the other information published together with the audited financial statements (including the Annual Report), is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.</p> <p>No inconsistencies have been identified. We plan to issue an unmodified opinion in this respect.</p>
<b>Auditable elements of Remuneration Report and Staff Report</b>	<p>We are required to give an opinion on whether the parts of the Remuneration and Staff Report subject to audit have been prepared properly in accordance with the requirements of the Act, directed by the Secretary of State with the consent of the Treasury.</p> <p>We have audited the elements of the Remuneration Report and Staff Report, as required by the Code.</p> <p>The following issue was identified:</p> <ul style="list-style-type: none"> <li>• The real increase in Cash Equivalent Transfer Values (CETV) should exclude employee contributions</li> </ul> <p>The Remuneration Report has been amended to address this issue.</p> <p>We propose to issue an unqualified opinion.</p>
<b>Matters on which we report by exception</b>	<p>We are required to report on a number of matters by exception in a number of areas:</p> <ul style="list-style-type: none"> <li>• the Annual Governance Statement does not meet the disclosure requirements set out in the NHS Foundation Trust Annual reporting manual 2021/22 or is misleading or inconsistent with the information of which we are aware from our audit,</li> <li>• the information in the annual report is materially inconsistent with the information in the audited financial statements or apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Trust acquired in the course of performing our audit, or otherwise misleading.</li> <li>• if we have applied any of our statutory powers or duties.</li> <li>• where we are not satisfied in respect of arrangements to secure value for money and have reported a significant weakness.</li> </ul> <p>We have nothing to report on these matters.</p>



## 2. Financial Statements - other responsibilities under the Code

Issue	Commentary
<b>Review of accounts consolidation schedules and specified procedures on behalf of the group auditor</b>	<p>We are required to give a separate audit opinion on the Trust accounts consolidation schedules and to carry out specified procedures (on behalf of the NAO) on these schedules under group audit instructions. In the group audit instructions the Trust was selected as a [sampled/non-sampled] component.</p> <p>There are no unadjusted inconsistencies between the financial statements and the accounts consolidation schedules which we are required to report in our opinion on the consolidation schedules.</p> <p>We will complete the specified procedures required under the group instructions and submit our assurance statement to the NAO when we issue the audit opinion.</p>
<b>Certification of the closure of the audit</b>	<p>We intend to delay the certification of the closure of the 2021/22 audit of Torbay and South Devon NHS Foundation Trust in the audit report, due to a delay in completing the VFM work.</p>



# 3. Value for Money arrangements

## Approach to Value for Money work for 2021/22

The National Audit Office issued its guidance for auditors in April 2020. The Code requires auditors to consider whether the body has put in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources.

When reporting on these arrangements, the Code requires auditors to structure their commentary on arrangements under the three specified reporting criteria.



### Improving economy, efficiency and effectiveness

Arrangements for improving the way the body delivers its services. This includes arrangements for understanding costs and delivering efficiencies and improving outcomes for service users.



### Financial Sustainability

Arrangements for ensuring the body can continue to deliver services. This includes planning resources to ensure adequate finances and maintain sustainable levels of spending over the medium term (3-5 years)



### Governance

Arrangements for ensuring that the body makes appropriate decisions in the right way. This includes arrangements for budget setting and management, risk management, and ensuring the body makes decisions based on appropriate information



## Potential types of recommendations

A range of different recommendations could be made following the completion of work on the body's arrangements to secure economy, efficiency and effectiveness in its use of resources, which are as follows:



### Key recommendation

The Code of Audit Practice requires that where auditors identify significant weaknesses in arrangements to secure value for money they should make recommendations setting out the actions that should be taken by the body. We have defined these recommendations as 'key recommendations'.



### Improvement recommendation

These recommendations, if implemented should improve the arrangements in place at the body, but are not made as a result of identifying significant weaknesses in the body's arrangements

# 3. VFM - our procedures and conclusions

We have not yet completed all of our VFM work and so are not in a position to issue our Auditor's Annual Report. An audit letter explaining the reasons for the delay is attached in the Appendices to this report. We expect to issue our Auditor's Annual Report by 22 September 2022.

As part of our work, we considered whether there were any risks of significant weakness in the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources. We identified the risks set out in the table below. Our work on this risk is underway and an update is set out below.

## Risk of significant weakness

## Work performed to date

### Financial sustainability - How the Trust plans to bridge its funding gaps and identifies achievable savings

The Trust has set a deficit budget of £32.7m in its draft plan submission for 2022/23, which includes a requirement for cost reductions of £28.5m to be achieved.

We will review the draft plan submitted, along with the final plan that is due to be submitted in late April and consider the assumptions included within it. We will consider the Trust's progress in addressing the in-year and underlying deficit, including its progress in developing realistic achievable savings plans.

We have reviewed papers for Board and for the Finance Performance and Digital Committee, and held regular meeting with management.

The adjusted planned deficit for the year has been reduced to £29.9m in the Plan submitted to NHSE/I on 28 April. A further update to the plan is due on 20 June, which is expected to reflect a further reduction in the planned deficit for the year. Our further detailed work will take place in July and August.

We have not identified any issues that would have an impact on our opinion on the financial statements. We will report more fully in our Auditor's Annual Report in September 2022.

## 4. Independence and ethics

Ethical Standards and ISA (UK) 260 require us to give you timely disclosure of all significant matters that may bear upon the integrity, objectivity and independence of the firm or covered persons (including its partners, senior managers, and managers. In this context, we disclose the following to you:

We want to bring to your attention that the in-charge auditor, Jacob Davies, has a distant family relationship with a member of the senior management team at Torbay Pharmaceuticals. We have confirmed that we can introduce appropriate safeguards to maintain our independence in this respect, ensuring that Jacob is not involved in any work that involves Torbay Pharmaceuticals. We are raising this issue with you to ensure full transparency.

We confirm that we have implemented policies and procedures to meet the requirements of the Financial Reporting Council's Ethical Standard and we as a firm, and each covered person, confirm that we are independent and are able to express an objective opinion on the financial statements.

Further, we have complied with the requirements of the National Audit Office's Auditor Guidance Note 01 issued in December 2019 which sets out supplementary guidance on ethical requirements for auditors of local public bodies.

Details of fees charged are detailed in Appendix D

### Audit and non-audit services

For the purposes of our audit we have made enquiries of all Grant Thornton UK LLP teams providing services to the Group. No non-audit services were identified.

### Transparency

Grant Thornton publishes an annual Transparency Report, which sets out details of the action we have taken over the past year to improve audit quality as well as the results of internal and external quality inspections. For more details see [Transparency report \(grantthornton.co.uk\)](https://www.grantthornton.co.uk)

# Appendices

# A. Action plan – Audit of Financial Statements

We have identified the following recommendations for the group as a result of issues identified during the course of our audit. We have agreed our recommendations with management and we will report on progress on these recommendations during the course of the 2022/23 audit. The matters reported here are limited to those deficiencies that we have identified during the course of our audit and that we have concluded are of sufficient importance to merit being reported to you in accordance with auditing standards.

Assessment	Issue and risk	Recommendations
High	We have encountered significant challenges in our communications with the Group's external valuer and in obtaining sufficient appropriate evidence to support the valuations of the sample of assets we selected for testing. This has led to additional audit time on this area and for our independent valuer's (as auditor's experts) to carry out additional alternative procedures in order to gain assurance over the values of these assets.	<p>The Group must ensure that its instructions to its external valuers set out the detailed expectations for the provision of sufficient appropriate audit evidence to the external auditors in the support the valuations of its assets.</p> <p><b>Management response</b></p> <p>Agreed. The Trust will work with Grant Thornton LLP to ensure that the variables required by the Auditor's Independent Valuer are clearly identified and recorded within the Trust's letter of engagement with our Valuer, with the expectation that these will be available prior to the commencement of the audit.</p>
Medium	<p>We identified that there is no limit on journal posting amounts. Staff with the GL SELF APPR role type within Unit 4 can post a journal for any amount directly to the general ledger.</p> <p>This means that any errors can only be identified as part of the retrospective check carried out as part of the monthly closedown, rather than being resolved before being posted to the general ledger.</p>	<p>The Trust should implement a limit above which all journals require approval before being posted to the general ledger.</p> <p><b>Management response</b></p> <p>Disagreed. Only those staff who have the necessary experience and/or accountancy qualifications are given access to direct post journals. The introduction of journal limits is likely to have an impact upon the timeliness of producing both the management accounts, monthly regulator reports and the statutory financial statements. The Trust's regulators have already advised the Trust that monthly returns will be required to be agreed and submitted more promptly during 2022/23 and as part of that process an agreed Integrated Care System position will also be needed.</p> <p>Key compensating controls here are the preparation and review of Statement of Financial position control accounts as well as a comprehensive monthly review of actual expense against 'Plan'. The preparation of the 'Plan' itself goes through a comprehensive senior level finance review exercise before it is finalised.</p>

## Key

- High – Significant effect on control environment or a potential material impact on the financial statements
- Medium – Some effect on control environment or on the accuracy of the financial statements
- Low – Best practice



# A. Action plan – Audit of Financial Statements (continued)

Assessment	Issue and risk	Recommendations
Medium	Our work identified that another member of staff was not checking a sample of the count items, as required in the Trust's stock count procedures at the radiology department, theatres (Heart & Lung) and the Barton Hill Way warehouse. We also identified at each of the sites we visited, that stock that was counted, checked or recounted, was not being marked to prevent double-counting, as required in the stock count procedures.	<p>The Trust should ensure that its internal procedures for year end stock takes are being followed by staff.</p> <p><b>Management response</b></p> <p>There will be some instances where the stock count process will be relatively straight forward and therefore does not merit two individuals being involved, albeit this is best practice. There will also be situations where stock is relatively slow moving and is organised in such a way that marking up of stock that has been counted (to avoid a double count or omission) is not necessary.</p> <p>We will amend the stock counting instructions so that a secondary check and marking of stock is not mandated for these situations, but we will also indicate to section heads where marking up of stock that has been counted and where two individuals are required is appropriate.</p>
Low	<p>The Trust has Assets under Construction of £39m in Property, plant and equipment and £5.7m in intangible assets. All such assets should be carried at cost less impairment. We understand that these assets are not subject to a formal evidenced impairment review to identify whether an impairment allowance should be deducted.</p> <p>There is a risk that the value of these assets is overstated.</p>	<p>Management should undertake an annual impairment review of assets under construction to ensure that no reduction in the carrying value is required.</p> <p><b>Management response</b></p> <p>Agreed. This will be formally documented as part of the year end accounts process.</p>

## Key

- High – Significant effect on control environment or a potential material impact on the financial statements
- Medium – Some effect on control environment or on the accuracy of the financial statements
- Low – Best practice

# A. Action plan – Audit of Financial Statements (continued)

Assessment	Issue and risk	Recommendations
<p><b>Medium</b></p>	<p><b>Inadequate change controls</b></p> <p>We noted that a formal documented and approved change management policy and associated procedures were not in place. Consequently, the following issues in relation to change management were identified:</p> <p><b>Business World, TFM and WinMan</b></p> <p>Users responsible for developing program changes had the ability to/ were also responsible for promoting changes into the production environment. As a result, the sample changes tested for Business World and TFM were developed and promoted by the same individual.</p> <p>This finding was identified during previous year audit and has been confirmed by management in this year.</p> <p><b>Risks</b></p> <p>Without a formal change management policy and procedures, management's intention in relation to managing changes might not be known. Changes might not be made following a robust process that includes sufficient pre-implementation user acceptance testing and approval. These changes could have a negative impact on the consistent operation of key application functionality and subsequently impact on the integrity of data held within or processed by the applications.</p> <p>The combination of access to programming utilities/ability to develop changes and the ability to migrate/deploy changes in the production environment is a high-risk segregation of duties conflict. This may result in unauthorised changes being promoted to the production environment. This could impact the integrity of the applications and data, possibly leading to financial misstatement.</p>	<p>Management should ensure the following:</p> <ul style="list-style-type: none"> <li>• Document and formalise a change management policy and procedures for all applications to cover configuration changes and patching/upgrades. This should include the requirement to retain documentation for each stage of the process (i.e. change requests, user acceptance testing, approvals).</li> <li>• Ensure that all program changes are tested and approved by business users prior to promoting the change into the production environment.</li> <li>• Ensure that post implementation reviews are performed across all applications by appropriate personnel.</li> <li>• Ensure that there is segregation between the duties of developing, testing and promoting changes to the live environment.</li> </ul> <p><b>Management response</b></p> <ul style="list-style-type: none"> <li>• A formal change policy is in place within Torbay Pharmaceuticals (TP). TP also have a Testing and a Pre-release Environment for any changes being made to WinMan.</li> <li>• Unit 4 and TFM systems also have Test Environments. All proposed changes to systems go through these test environments, changes are specified by users and post development, changes are subject to end-user sign off too, i.e. before being introduced into a live environment.</li> <li>• It is agreed that change control policies need writing to clearly document existing Unit 4 and TFM change control practice and to ensure that future change control processes adopt this practice too.</li> <li>• It is impracticable across Unit 4, TFM and WinMan to separate the functions of those teams that have both development and operational responsibilities. Recruiting additional resource to facilitate this would add little to controls and would not be a good use of tax payer resource.</li> </ul>

## Key

- High – Significant effect on control environment or a potential material impact on the financial statements
- Medium – Some effect on control environment or on the accuracy of the financial statements
- Low – Best practice

# B. Follow up of prior year recommendations

We identified the following issues in the audit of Torbay and South Devon Foundation Trust's 2020/21 financial statements, which resulted in ten recommendations being reported in our 2020/21 Audit Findings report. We have followed up on the implementation of our recommendations and note some are still to be completed.

Assessment	Issue and risk previously communicated	Update on actions taken to address the issue
✓	The Trust was unable to provide supporting evidence for the ownership of IT network/baseline replacements/upgrades for community sites that remain in use, following ICO merger and the transfer of assets from Torbay Care Trust to the Trust. This was due to a lack of supporting documentation provided for some of the assets that transferred during the merger.	The Trust has committed to ensuring that detailed backing information is obtained in any future NHS Acquisitions.
X	The critical judgements and estimation uncertainty disclosures in Note 1.2 include items where it is not clear if they are material to the financial statements, or where there is a risk of a material error in the next 12 months (e.g. Impairments and the estimated useful lives of assets, provisions for expected credit loss and provisions).	The Trust disagreed with this recommendation and considered that the disclosures were appropriate. The same disclosures are included in the 2021/22 financial statements.
X	We were unable to reperform the valuation calculations for the revalued assets that we selected for testing, as the Group's valuer would not provide the underlying details and their calculations. We therefore carried out alternative procedures in order to gain sufficient assurance over the values of these assets at 31 March 2021.	The Group's valuer has again refused to provide underlying details and their calculations supporting the valuations of the assets we have selected for sampling. Our work in this area remains in progress.
✓	When carrying out our testing of estimated useful lives (EUL) of assets, we identified one asset with a EUL of 7 years where no in-year depreciation had been provided due to an input error. The Trust had identified this along with 4 other assets where no depreciation had been charged but had not been able to rectify the error due to time constraints.	We have not identified any issues in our testing of estimated useful lives (EUL) of assets in 2021/22.

#### Assessment

- ✓ Action completed
- X Not yet addressed

## B. Follow up of prior year recommendations (continued)

Assessment	Issue and risk previously communicated	Update on actions taken to address the issue
X	<p>The Trust has a small number of employees that remain in the Local Government Pension Scheme (LGPS) following their transfer from Torbay Council. A material liability associated with staff under the LGPS arrangements would need to be accounted for as a defined benefit scheme under IAS 19, including a liability on the Statement of Financial Position and additional disclosures in the Trust's accounts. The definite numbers are unknown currently and are not likely to be material but it has the potential to be non-trivial amount.</p> <p>The Trust must establish whether it needs to account for a liability under IAS 19 in its financial statements in respect of staff that remain within the LGPS.</p>	The Trust has not confirmed whether it needs to account for a liability, although it has estimated its potential liability for the remaining staff within the LGPS to be trivial at £23k.
✓	<p><b>Business World</b></p> <p>We identified that the Systems Manager Record to Report, Senior Systems Development Manager and Deputy Systems Development Manager had administrative access to the application. The three users also had GL journal approval/self-approval and entry roles. The latter also had the role of Accounts Payable/Receivable clerk.</p>	This issue has been actioned by management.

### Assessment

- ✓ Action completed
- X Not yet addressed

## B. Follow up of prior year recommendations (continued)

Assessment	Issue and risk previously communicated	Update on actions taken to address the issue
X	<p><b>Inadequate change controls</b></p> <p>Management should ensure the following:</p> <ul style="list-style-type: none"> <li>• Document and formalise a change management policy and procedures for all applications to cover configuration changes and patching/upgrades. This should include the requirement to retain documentation for each stage of the process (i.e. change requests, user acceptance testing, approvals).</li> <li>• Ensure that all program changes are tested and approved by business users prior to promoting the change into the production environment.</li> <li>• Ensure that post implementation reviews are performed across all applications by appropriate personnel.</li> <li>• Ensure that there is segregation between the duties of developing, testing and promoting changes to the live environment.</li> </ul>	Formal documented and approved change management policy and associated procedures are still not in place. See Appendix A for our follow up recommendation on this issue.
✓	<p><b>Inadequate user access controls</b></p> <p>Management should ensure that access to applications is revoked on the day it becomes redundant. Management should also consider reviewing user access rights on a periodic basis so as to identify redundant access that had not been disabled.</p>	This has been actioned by management.

### Assessment

- ✓ Action completed
- X Not yet addressed

## B. Follow up of prior year recommendations (continued)

Assessment	Issue and risk previously communicated	Update on actions taken to address the issue
✓	<p><b>Inadequate controls over generic privileged user accounts</b></p> <p>Management should review all generic accounts on applications. Only those that serve a purpose should be retained. Ownership and purpose of these accounts should be documented. The passwords to these accounts should be to be securely stored and only accessed by appropriate personnel.</p> <p>Management should also ensure that the usage of privileged generic accounts is logged and monitored.</p>	This has been actioned by management.
✓	<p><b>Inadequate logging and monitoring of security events</b></p> <p>Given the criticality of data accessible through financial applications, logs of information security events (i.e., login activity, unauthorized access attempts, privileged user activity, changes to database tables) should be created and these logs should be formally reviewed for the purpose of detecting inappropriate or anomalous activities. These reviews should ideally be performed by one or more knowledgeable individuals who are independent of the day-to-day use or administration of these systems.</p>	This has been actioned by management.

### Assessment

- ✓ Action completed
- X Not yet addressed

# C. Audit Adjustments

We are required to report all non trivial misstatements to those charged with governance, whether or not the accounts have been adjusted by management.

## Impact of adjusted misstatements

There are no adjusted misstatements.

## Misclassification and disclosure changes

The table below provides details of misclassification and disclosure changes identified during the audit which have been made in the final set of financial statements.

Misclassification and disclosure changes	Adjusted?
The fees payable to the external auditor disclosed in note 5 included fees that were paid to another firm and were not connected with the external audit.	✓
Note 36 - Losses and Special Payments has been amended in the amended accounts to reflect the Overtime Corrective Payments in relation to the Flowers case, with a restatement of the 2020/21 disclosure. This is in line with NHSE/I guidance.	✓
The accounting policy for measurement of Intangible Assets (Note 1.12.2) did not reflect the practice for how intangible assets are measured following initial recognition, which is depreciated historic cost.	✓
A number of amendments were made in respect of disclosure notes that still included the headings or narrative from the 2020/21 accounts.	✓
A number of other amendments have been made to the draft accounts to correct minor disclosure and presentational issues that do not warrant being individually reported to Those Charged with Governance.	✓

# C. Audit Adjustments



## Impact of unadjusted misstatements

The table below provides details of adjustments identified during the 2021/22 audit which have not been made within the final set of financial statements. The Audit Committee is required to approve management's proposed treatment of all items recorded within the table below.

Detail	Statement of Comprehensive Net Income £'000	Statement of Financial Position £' 000	Reason for not adjusting
The Trust has deferred the remaining unspent balance of the income related to Children & Family Health Devon transformation work. The full balances was previously deferred in 2019/20 and 2020/21, as set out in the table below.	(353)	353	Not material

## Impact of prior year unadjusted misstatements

The table below provides details of adjustments identified during the prior year audit which had not been made within the final set of 2020/21 financial statements

Detail	Statement of Comprehensive Net Income £'000	Statement of Financial Position £' 000	Reason for not adjusting
The Trust deferred income of £2m in 2019/20 that related to Children & Family Health Devon transformation work. This amount was deferred again in 2020/21 . The Trust have been unable to provide us with evidence to support their assertion that performance obligations linked to this income have not yet been met.	(2,000)	2,000	Not material



# D. Fees

We confirm below our final fees charged for the audit and confirm there were no fees for the provision of non audit services.

Audit fees	Proposed fee	Final fee
Trust Audit	90,577	TBC
<b>Total audit fees (excluding VAT)</b>	<b>£90,577</b>	<b>TBC</b>

No non-audit or audited related services have been undertaken for the group.

Reconciliation of the fees to the financial statements:

- £109k - fees per financial statements
- (£18k) - VAT
- £90k - total fees per above

# E. Audit letter in respect of delayed VFM work

Sally Taylor  
Chair of Audit Committee  
Torbay and South Devon NHS Foundation Trust

17 June 2022

Dear Sally

Under the 2020 Code of Audit Practice, at local NHS bodies we are required to issue our Auditor's Annual Report at the same time as our opinion on the financial statements or, where this is not possible, issue an audit letter setting out the reasons for delay.

As a result of the pandemic, and the impact it has had on both preparers and auditors of accounts to complete their work as quickly as would normally be expected over the past two years, the National Audit Office has updated its guidance to auditors to allow us to postpone completion of our work on arrangements to secure value for money and focus our resources firstly on the delivery of our opinions on the financial statements. This is intended to help ensure as many as possible could be issued in line with national timetables and legislation.

As a result, we have therefore not yet issued our Auditor's Annual Report, including our commentary on arrangements to secure value for money. We now expect to publish our report no later than September 2022.

For the purposes of compliance with the 2020 Code, this letter constitutes the required audit letter explaining the reasons for delay.

Yours faithfully

Barrie Morris  
Director





**GOVERNORS' NOMINATIONS, REMUNERATION AND TERMS OF SERVICE COMMITTEE**

**TERMS OF REFERENCE**

<b>Version:</b>	<del>3.0</del>
<b>Approved by:</b>	<b>Governors' Nominations, Remuneration and Terms of Service Committee</b>
<b>Date approved:</b>	<del>11 May 2022</del>
<b>Approved by:</b>	<b>Council of Governors</b>
<b>Date approved:</b>	<del>xxxx</del>
<b>Date issued:</b>	<del>xxxx</del>
<b>Review date:</b>	<b>April 2023</b>

Deleted: 2

Deleted: 19 April 2021

Deleted: 5 May 2021

Deleted: 5 May 2021

Deleted: 2

**TORBAY AND SOUTH DEVON NHS FOUNDATION TRUST  
GOVERNORS' NOMINATION AND REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

**1. CONSTITUTION**

- 1.1 The Governors' Nomination and Remuneration Committee ('the Committee') is a sub-committee of the Council of Governors.
- 1.2 The Committee is responsible for advising and / or making recommendations to the Council of Governors relating to:
- i) the evaluation of the performance of the Chairperson and Non-Executives. In fulfilling this role the Committee will make reference to the Foundation Trust Code of Governance; Monitor Governor Statutory Duties Guide; and NHSE Chair and NED Appraisal Framework.
  - ii) the remuneration, allowances and other terms and conditions of the Chairperson and Non Executives; and to
  - iii) determining and directing the process for recruitment, re-appointment or removal of the office of Chairperson and other Non-Executive Directors.

Deleted :

Guidelines extracted from Monitor's Code of Governance is attached in Appendix A.

**2. MEMBERSHIP**

- 2.1 The Committee will be chaired by the Chairperson of the Trust. If the Chairperson is absent the Senior Independent Director will act as Chair.
- 2.2 The Committee will comprise the Chairperson of the Trust, four Public Council Governors, two Staff Council Governors, the Lead Governor and the Trust's Senior Independent Director. Membership shall preferably include one Governor from each constituency however, this shall not be mandatory.
- 2.3 The term of office for Governor members (except Lead Governor) of the Committee shall be (3) three years. At the expiry of the Governor term of office, the Committee shall invite expressions of interest from the governor category they represent. If more than one expression of interest is received, an election will be held in which all Governors will be entitled to vote. In such circumstances, those Governors will circulate a short supporting statement. In the event of a tie the Chair will decide the Governor member. A Governor may be re-appointed to the Committee.
- 2.4 In discharging its responsibilities the Chief Executive of the Trust may be invited to attend the meeting of the Committee.
- 2.5 For the appointment of the Chairperson to the Trust, the Committee may seek the services of an Independent Assessor(s). The Independent Assessor will not be a member or have a vote on the Committee.

2.6 For all appointments and matters relating to remuneration, the Committee will seek advice from the professional human resources services of the Trust and/or external professional support.

### **3. FREQUENCY**

3.1 The Committee will meet a minimum of twice a year; and more frequently as required for the Committee to fulfil its work programme.

### **4. QUORUM**

4.1 The quorum for each meeting will be four members, the majority of whom must be Governors and at least one must be a Non-Executive Director.

### **5. AUTHORITY**

5.1 The Committee is authorised by the Council of Governors to carry out any activity within its Terms of Reference.

### **6. REPORTING MECHANISM**

6.1 Minutes of each Committee will be formally recorded and submitted to the Council of Governors. The Committee reserves the right not to publish minutes recording discussions held in private. This might include information of a sensitive or personal nature, for example discussions relating to appraisals.

6.2 The Chairperson should draw to the attention of the Council of Governors any matters relevant to the Committees' duties.

6.3 The Committee will prepare an annual report on the work of the Committee for publication in the Trust's Annual Report and Accounts.

### **7. PROCESS**

7.1 The Committee will:

- i) on a regular and systematic basis monitor the performance of the Chairperson and other Non-Executive Directors and make reports thereon to the Council of Governors when requested to do so, or when in the opinion of the Committee the results of such monitoring ought properly to be brought to the attention of the Council of Governors;
- ii) taking in to account section 7.1i), consider and make recommendations to the Council of Governors as to the remuneration and allowances and terms and conditions of the office of the Chairperson and Non-Executive Directors;
- iii) consider Non Executive Director's succession planning having regard to the Non-Executive re-appointment process every three years;
- iv) determine the processes for the selection of candidates for office of the Chairperson or other Non-Executive Directors of the Trust having first consulted with the Board of Directors as to these matters and having regard to such views as may be expressed by the Board of Directors.

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This process will include;

- preparing a description of the role and responsibilities
  - determining the arrangement for attracting applicants
  - conducting a selection process and other assessment arrangements
  - making a recommendation to the Council of Governors
- v) engage with the Trust's HR services to seek candidates for office and to advise on the recruitment selection process up to making a recommendation to the Council of Governors. In doing so the Committee shall be at liberty to seek open and fair advice and assistance from persons other than members of the Committee or of the Council of Governors such as external organisations recognised as experts in recruitment;
- vi) to make recommendations to the Council of Governors of the candidate for appointment as Chairperson or other Non-Executive Director, as the case may be.

A schematic of the Committee working showing core functions is attached as Appendix B.

## **8. REVIEW**

8.1 The Terms of Reference will be reviewed on an annual basis or at the request of the Council of Governors or by the Committee making recommendations to the Council of Governors as appropriate.

## **9. NHS CONSTITUTION**

The Committee will embody the principles of the NHS Constitution in all it does.

| Xxxx

Deleted: Approved 5 May 2021



## Appendix A

### GOVERNORS' NOMINATIONS AND REMUNERATION COMMITTEE (GNRC)

#### GUIDELINES RE: MONITOR CODE OF GOVERNANCE (WORKING DOCUMENT)

These guidelines support the Governors' Nominations and Remuneration Committee (the Committee) Terms of Reference. Note that references to a nominations committee relate to the Committee. They reference the Monitor NHS Foundation Trust Code of Governance, specifically the following Code Provisions:

**A.4.2** The Chairperson (of the Trust) should hold meetings with the Non-Executive Directors without the Executives present. Led by the Senior Independent Director, the Non-Executive Directors should meet without the Chairperson (of the Trust) at least annually to evaluate the (Trust) Chairperson's performance, and on such other occasions as are deemed appropriate.

#### Process

**The process for appraising the Chair has been agreed by the Committee.**

**A.5.8** The Council of Governors should only exercise its power to remove the Chairperson or any Non-Executive Directors after exhausting all means of engagement with the Board of Directors. The Council should raise any issues regarding the Chairperson with the Senior Independent Director in the first instance.

#### Process

**The process for removal of any Non-Executive Director or Chairperson will be agreed by the Committee for recommendation to the Council of Governors.**

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

#### Process

**The review process will be determined and undertaken by the Committee as identified in its Terms of Reference.**

**B.2.3** There may be one or two nominations committees. If there are two committees, one will be responsible for nominations for Executive and the other for Non-Executive Directors (including the Chairperson). The Nominations Committee(s) should regularly review the structure, size and composition of the Board of Directors and make recommendations for changes where appropriate. In particular the Nomination Committee(s) should evaluate the skills, knowledge and experience on the Board of Directors and, in light of this evaluation, prepare a description of the role and capabilities

required for a particular appointment of both Executive and Non-Executive Directors, including the Chairperson.

#### **Process**

**The Committee is responsible for the nominations process of the Chairperson and Non-Executive Directors to the Council of Governors. (see B.2.5)**

**The Executive Nominations and Appointments Committee will be responsible for the process of appointing Executive Directors, including the Chief Executive (see Appendix B)**

**B.2.4** The chairperson or an independent Non-Executive Director should chair the nomination committee(s).

#### **Process**

**The Committee will be chaired by the Chairperson, or in their absence the Senior Independent Director. This is stated in the Terms of Reference.**

**The nominations and appointments committee pertaining to Executive Directors will be chaired by an Independent Non-Executive Director of the Trust. This is stated in the Terms of Reference.**

**B.2.5** The Governors should agree with the nominations committee a clear process for the nomination of a new Chairperson and Non-Executive Directors. Once suitable candidates have been identified the nominations committee should make recommendations to the Council of Governors.

#### **Process**

**The process for the nomination of a new Chairperson and Non-Executive Directors is:**

- **The Committee shall produce a person specification covering the qualifications, skills and experience required. This specification will take into account the views of the Board of Directors. (See B.2.7)**
- **For the appointment of the Chairperson, the Committee will produce a job specification defining the role, the capabilities required and the time commitment (See B.3.1)**
- **The Committee will use the professional Human Resource services of the Trust to advise on the recruitment selection process**
- **The Committee will shortlist and interview such candidates it feels appropriate**
- **The Committee will make a recommendation to the Council of Governors to appoint**

**B.2.6** Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of Non-Executive Directors should consist of a majority of Governors. If only one nominations committee exists, when nominations of Non-Executive, including the

appointment of a chairperson or deputy chairperson, are being discussed, there should be a majority of Governors on the committee and also a majority Governor representation on the interview panel.

**Process**

**The membership of the Committee is made up of a majority of Governors. This is stated in the Terms of Reference.**

**B.2.7** When considering the appointment of Non-Executive Directors, the Council of Governors should take into account the views of the Board of Directors on the qualifications, skills and experience required for each position.

**Process**

**In preparing the person and job specification, the Committee will consult with the Board of Directors on the qualification, skills and experience required for each post.**

**B.2.8** The annual report should describe the process followed by the Council of Governors in relation to appointments of the chairperson and Non-Executive Directors.

**Process**

**A report will be produced to reflect the work of both the Committee and any established Executive appointment committees. This requirement is included in the Committee workplan.**

**B.2.9** An independent external adviser should not be a member of or have a vote on the nominations committee(s)

**Process**

**The membership of the Committee does not include an independent external adviser. This is stated in the Constitution and Terms of Reference.**

**B.2.10** A separate section of the annual report should describe the work of the nominations committee(s), including the process it has used in relation to board appointments. The main role and responsibilities of the nomination committees should be set out in publicly available, written terms of reference.

**Process**

**The Company Secretary will prepare the report for review by the Committee (and the Nominations and Appointment Committee for Executive appointments). This requirement is included in the Committee(s) workplan.**

**The nomination committee(s) Terms of Reference are published on the Trust's website.**

**B.3.1** For the appointment of a Chairperson, the nominations committee should prepare a job specification defining the role and capabilities required including an assessment of the time commitment expected, recognising the need for availability in the event of emergencies. A Chairperson's other significant commitments should be disclosed to the Council of Governors before appointment and included in the annual report. Changes to such commitments should be reported to the Council of Governors as they arise, and included in the next annual report. No individual, simultaneously whilst being a Chairperson of an NHS Foundation Trust, should be the substantive Chairperson of another NHS Foundation Trust.

**Process**

**For the appointment of Chairperson, the Committee will produce a job specification defining the capabilities required including an assessment of the time commitment expected. For future Chairperson appointments other significant commitments will be disclosed and appear in the Annual Report.**

**B.3.2** The terms and conditions of appointment of Non-Executive Directors should be made available to the Council of Governors. The letter of appointment should set out the expected time commitment. Non-Executive Directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the Council of Governors before appointment, with a broad indication of the time involved and the Council of Governors should be informed of subsequent changes.

**Process**

**The terms and conditions of appointment of Non-Executive Directors are available from the Director of Corporate Governance.**

**The Committee will consider the time commitment for each appointment and seek assurance that the Non-Executive Director has sufficient time to meet what is expected of them as part of the selection process.**

**B.6.3** The Senior Independent Director should lead the performance evaluation of the Chairperson, within a framework agreed by the Council of Governors and taking in to account the views of Directors and Governors.

**Process**

**The Committee will establish the performance appraisal process for agreement by the Council of Governors.**

**B.6.5** Led by the Chairperson, the Council of Governors should periodically assess their collective performance and they should regularly communicate to Members and the public details on how they have discharged their responsibilities, including their impact and effectiveness on:

- Holding the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors;

- Communicating with their member constituencies and the public and transmitting their views to the Board of Directors; and
- Contributing to the development of forward plans of the NHS Foundation Trust.

The Council of Governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice. Further information can be found in Monitors publication: *Your Statutory Duties: A Reference Guide for NHS Foundation Trust Governors*.

#### **Process**

**The Committee may be requested by the Council of Governors to undertake this role. This is a matter for the Council of Governors.**

**B.7.1** In the case of re-appointment of Non-Executive Directors, the Chairperson should confirm to Governors that, following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role. Any term beyond six years (eg two three-year terms) for a Non-Executive Director should be subject to particularly rigorous review and should take into account the need for progressive refreshing of the Board. Non-Executive Directors may in exceptional circumstances serve longer than six years (eg two three-year terms following authorisation of the NHS Foundation Trust), but this should be subject to annual re-appointment. Serving more than six years could be relevant to the determination of a Non-Executive Director's independence.

#### **Process**

**The Committee will consider the above specified terms when nominating a Chairperson or Non-Executive Directors for appointment / re-appointment to the Council of Governors.**

**B.7.3** Approval by the Council of Governors of the appointment of a Chief Executive should be a subject of the first general meeting after the appointment by a committee of the Chairperson and Non Executive Directors. All other Executive Directors should be appointed by a committee of the Chief Executive, the Chairperson and Non-Executive Directors.

#### **Process**

**The Board of Directors has established a nominations and appointments committee for the appointment of the Chief Executive and other Executive Directors.**

**B.7.4** Non-Executive Directors, including the Chairperson, should be appointed by the Council of Governors for specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to the removal of a Director.

**Process**

**This provision is set out in the Constitution.**

**D.1.2** Levels of remuneration for the Chairperson and other Non-Executive Directors should reflect the time commitment and responsibilities of their roles.

**Process**

**When determining, for recommendation to the Council of Governors, the levels of remuneration for the Chairperson and other Non-Executive Directors, the Committee will consider the time commitment and responsibilities of the roles and take in to account NHSEI National Guidance.**

**E.2.3** The Council of Governors should consult external professional advisers to market test the remuneration levels of the Chairperson and other Non Executives at least once every three years and when they intend to make a material change to the remuneration of a Non-Executive.

**Process**

**The review process will be determined and undertaken by the Committee as identified in the terms of reference and taking in to account NHSEI National Guidance.**

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Deleted: 5 May 2021

**GOVERNORS' NOMINATIONS AND REMUNERATION COMMITTEE (GNRC)**

May 2022,  
Appendix B

Deleted: 05.05.2021



# Roles and Responsibilities for the Lead Governor and Deputy Lead Governor

August 2022  
Version 1.0



**Document Information**

*This is a controlled document. It should not be altered in any way without the express permission of the author or their representative. On receipt of a new version, please destroy all previous versions.*

<b>Date of Issue:</b>	August 2022	<b>Next Review Date:</b>	August 2023
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<b>Author:</b>	Interim Director of Corporate Governance and Trust Secretary		
<b>Director(s) Responsible</b>	Chairman		
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Council of Governors	August 2022		

**Amendment History**

<b>Date</b>	<b>Reason for Change</b>	<b>Authorised</b>

## **DOCUMENT SUMMARY**

This document lays down the roles and responsibilities of the Lead Governor and Deputy Lead Governor whilst undertaking their roles.

## **Lead Governor**

NHS England/Improvement requires all Foundation Trusts to nominate a Lead Governor, to be the main point of contact between governors and NHS England/Improvement where communication via the Trust or Trust Chair may not be appropriate. Trusts may agree additional responsibilities as part of the role.

### *Appointment and Term of Office*

At TSDFT, the Lead Governor, from among the Public Governors, will be annually elected by the Council of Governors following nomination from two separate governors (one proposer, one seconder). If more than one Governor is proposed for the role a secret ballot will be held. A maximum of three one year appointments may be held by a single Governor.

It is the Council of Governors as a whole (and no individual governor) that has the responsibilities and powers in statute.

The responsibilities of the Lead Governor as outlined below and include both core and additional responsibilities.

### *Statutory role*

As outlined in the Foundation Trust Code of Governance, the Lead Governor is required to be a main point of contact for NHS England/Improvement, on behalf of the governors, in circumstances when it may not be appropriate to communicate through the Chair or vice versa.

The Lead Governor will facilitate direct communication between NHS England/ Improvement and the Council of Governors. Therefore, if another governor wishes to contact NHS England/Improvement, it is expected that this would be through the Lead Governor.

There are only a limited number of circumstances when NHS England/Improvement consider it is appropriate to contact the Lead Governor directly, such as:

- If they have concerns regarding Board leadership and feel that a Foundation Trust may be in breach of its licence.

- If they consider that appointments or elections or other material decisions may not have complied with the Trust's Constitution.
- If the Trust is placed in special measures or the CEO/Chair are being replaced prior to potential merger

The Lead Governor should take steps to understand the role of NHS England/Improvement and the basis by which they may take regulatory action.

### *Other responsibilities*

In terms of other responsibilities the Lead Governor role will:

- Support the Trust Secretariat in gathering feedback from governors for the 360 appraisals of Non-Executive Directors and the Chair.
- Be a member of the Governors' Nomination and Remuneration Committee. This Committee recommends the appointment, removal and remuneration of the Chair and Non-Executive Directors to the Council of Governors.
- Liaise with the Chair and Senior Independent Director regarding issues relating to the Council of Governors and the activities of governors, including raising concerns as appropriate.
- Chair informal governor-only meetings.
- Prepare the Lead Governor report and present it at the Council of Governors and Annual Members Meeting.
- Lead the governors in fulfilling their statutory duties such as holding Non-Executive Directors to account and communicating with the Trust's membership.
- Act as the governor point of contact for the Care Quality Commission (CQC) and other external organisations where communication via the Trust is not appropriate.
- Consult with governors and co-ordinate responses on issues relating to the Council of Governors and activities of governors.
- Hold regular one to one meetings with the Chair, the SID and the Director of Corporate Governance and Trust Secretary.

- Act as the primary point of liaison between the Board and the CoG.
- Have a supporting role in the induction and training of new Governors.
- Act as the conduit to receive formal and informal comments from Governors and communicate to the Chair as necessary.
- Work with and support the Chair in setting the CoG and Joint Board/Council of Governors business agendas.

### **Deputy Lead Governor**

The Council of Governors may also annually elect a Deputy Lead Governor from among the public governors. The Deputy Lead Governor is a discretionary role and has no specific powers or responsibilities. The Deputy Lead Governor will deputise in the absence of the Lead Governor and will support the Lead Governor in all the duties as specified above.

### **Removal of Lead Governor/Deputy Lead Governor**

If at any time the Council of Governors wish to remove the Lead Governor or Deputy Lead Governor if they are considered to have acted in a manner detrimental to the Trust , this can be achieved by a vote of at least 50% of the Council of Governors.

Appendix 4

Council of Governors and Board to Council 2022 Workplan

Meeting	Council of Governors	Board to Council (private)	Council of Governors	Board to Council (private)	Council of Governors	Annual Members Meeting	Council of Governors	Board to Council (private)
Date	2 February	9 March	4 May	6 July	3 August	22 September	2 November	14 December
<b>Agenda Item</b>								
Chairman's Report	X		X		X		X	
Chief Executive's Report	X		X		X		X	
Annual Report and Accounts						X		
Annual Plan		X		X				X
Annual Plan - Governor input		X		X				X
CoG Workplan	X		X		X		X	
Lead Governor's Report (verbal)	X		X		X		X	
Feedback from Committees	X		X		X		X	
Membership Committee Chair's Report	X		X		X		X	
Report from BBF Governor Working Group	X		X		X		X	
Governor's Communication Log	X		X		X		X	
Auditors Report to Governors						X		
Register of Interests			X					
Appointment of Lead/Deputy Governor	X							
Re-appointment of Chair/NEDs	X				X			
Report of the Director of Corporate Governance	X		X		X		X	
Annual committee membership review	X		X					
Annual Governor observer review	X		X					
Elections update report	X						X	
Election results report	X		X					
Ad hoc reports/presentations	X		X		X		X	



**Torbay and South Devon**  
NHS Foundation Trust





ID	Date Requested	Governor	Constituency	Summary Description	Executive Lead	Response Date	Summary Response	Status
120a)	01.03.2022	John Kiddey	Torbay	It is now two years since the board received a report from the Company Secretary detailing significant failures in the way the Trust handles its communications policy. Her report followed a highly critical assessment by the communications specialists Freshwater. Changes were made in management as a result and improvements were promised. What assurance can you give that Trust communications management is now functioning effectively in all areas and that all the recommendations of the Freshwater report have been fully implemented?	A Jones - DoTP	28/03/2022	The Trust Board received a report from the CEO on 5th February 2020 following a communications review undertaken by Freshwater. The recommendations of the report included: <ol style="list-style-type: none"> <li><u>Trust to develop a narrative for key messages promoted consistently</u></li> </ol> The Communications and Engagement strategy was approved by Board in October 2021, which speaks to the objectives of the communications function and describes our tone of voice. The narratives will be further enhanced now that we have approved our Trust Strategy in January 2022 and will underpin how we engage and involve our teams and our communities. <ol style="list-style-type: none"> <li><u>Recruit a senior post for the communications team</u></li> </ol> A year ago, we appointed Jane Harris our Assistant Director of Communications and Partnerships and she has undertaken a significant programme of work to make immediate improvements in our communications, have a clear strategic plan, that aligns with the Trust Strategy and improves our external relationships. As part of this work the first objective that Jane was set was to review the structure of the function and ensure that the team is adequately resourced, strengthened and fit for purpose. This review has been completed and arrangements are underway to ensure that we can engage our team further in the outcomes. <ol style="list-style-type: none"> <li><u>Develop a communications strategy</u></li> </ol> This strategy was presented to Board in October 2021, complimenting the Trust Strategy that was approved in January 2022, work is underway to deliver the objectives within the strategy. <ol style="list-style-type: none"> <li><u>Communications Resources</u></li> </ol> These resources have been considered as part of the wider team review to ensure that we make best value of all investment into communications and engagement activities across the Trust. The resourcing review informed a business case that was approved by the Trust to improve the communications function. <ol style="list-style-type: none"> <li><u>Leadership</u></li> </ol> The report recommended that the Communications and Engagement team should report into the Director of Transformation and Partnerships, this was undertaken swiftly following the board paper. <ol style="list-style-type: none"> <li><u>A range of recommendations relating to documents, cycle of communications, communication channels</u></li> </ol> Are being addressed incrementally and reviewed. In answer to your question around assurance that all aspects of communication are functioning effectively in all areas, I am clear that there has been significant progress in the improvement of our communications since the Freshwater review. However we know that there remains significant levels of improvement left to do. We have a plan in place to do that and a leader who has the confidence of the Executive and the Board to deliver this improvement.	Responded
120b)	28.03.2022	John Kiddey	Torbay	The question I asked on March 1st was addressed to the lead NED. As governors, our job is to hold NEDS to account and I was following a request from the Lead NED to direct all further enquiries to her (or to the NED whose responsibilities are covered by the subject of my question). The answer you have provided came from Adele Jones who is the executive in charge of communications policy. I expect an answer to my message of March 1st from the lead NED, Jacquie Lyttle. The reply you sent does not even say Ms Lyttle has seen my question. I would also like this exchange noted in the governors' log please.	L Davenport – (CE) & A Jones (DoTP)	Thu 07/07/2022	Firstly, can I apologise for the length of time it has taken to respond to you, as you know the Trust has been under unprecedented pressure over the past few weeks. I can confirm that Jacqui has had sight of your concerns and is content with the responses below. I am also aware that Liz and Richard have spoken to you and provided a detailed response on the issues you have raised. The updated information to your queries is provided in red text below. The Trust Board received a report from the CEO on 5th February 2020 following a communications review undertaken by Freshwater. The recommendations of the report included: <ol style="list-style-type: none"> <li><u>Trust to develop a narrative for key messages promoted consistently</u></li> </ol> The Communications and Engagement strategy was approved by Board in October 2021, which speaks to the objectives of the communications function and describes our tone of voice. The narratives will be further enhanced now that we have approved our Trust Strategy in January 2022 and will underpin how we engage and involve our teams and our communities. You will see from the new communications in the way the annual plan is presented, our people plan, quality account and the Trust newsletter our communications has greater consistency and key messages. <ol style="list-style-type: none"> <li><u>Recruit a senior post for the communications team</u></li> </ol> A year ago, we appointed Jane Harris our Assistant Director of Communications and Partnerships and she has undertaken a significant programme of work to make immediate improvements in our communications, have a clear strategic plan, that aligns with the Trust Strategy and improves our external relationships. As part of this work the first objective that Jane was set was to review the structure of the function and ensure that the team is adequately resourced, strengthened and fit for purpose. This review has been completed and an HR consultation process is underway to ensure that we can engage our team further in the outcomes. Ensuring that we have the right people with the right skills in place to deliver high quality communications and engagement. <ol style="list-style-type: none"> <li><u>Develop a communications strategy</u></li> </ol> This strategy was presented to Board in October 2021, complimenting the Trust Strategy that was approved in January 2022, work is underway to deliver the objectives within the strategy. <ol style="list-style-type: none"> <li><u>Communications Resources</u></li> </ol> These resources have been considered as part of the wider team review to ensure that we make best value of all investment into communications and engagement activities across the Trust. The resourcing review informed a business case that was approved by the Trust to improve the communications function. The Trust investment in communications sat in a number of directorates and in response to the review we have moved the web development team into the communications function. <ol style="list-style-type: none"> <li><u>Leadership</u></li> </ol> The report recommended that the Communications and Engagement team should report into the Director of Transformation and Partnerships, this was undertaken swiftly following the board paper. <ol style="list-style-type: none"> <li><u>A range of recommendations relating to documents, cycle of communications, communication channels</u></li> </ol> These recommendations are being as part of the communications team plan. These resources include the provision of newsletters, our management briefings and cascades, a refreshed Trust Talks, engagement activities such as the excellent work on Digital and BBF workshops. Materials have been developed that support the delivery of the Trust Strategy, BBF, Digital our People Plan, re-launch of the staff awards and so much more. Feedback from teams demonstrate that there is an improvement in the communication support we have in place, however our new structure will allow us to ensure that our strategic ambition to have a step change in improvement of our communication function will be delivered, once all new members of the team are in post. In answer to your question around assurance that all aspects of communication are functioning effectively in all areas, I am clear that there has been significant progress in the improvement of our communications since the Freshwater review. However we know that there remains significant levels of improvement left to do and this is linked to ensuring we have the right team in place to deliver the extent of the work that we need. A robust HR process is underway to ensure that this is delivered. We have a plan in place to do that and a leader who has the confidence of the Executive and the Board to deliver this improvement.	Responded
122 A)	Tues 03/05/2022	Andrew Stilliard	Torbay	My family had cause to find the nearest MIU after a serious rib injury at Dawlish on Easter weekend. They found the road signs for Dawlish hospital clearly stating the MIU (not 24 hours) After wasting time finding the hospital only to be told the MIU was closed and must travel to Newton Abbot. I was embarrassed to say the least that I couldn't explain why the roads signs on all access roads STILL state the MIU exists. Kindly advise why this is the case.	D Stacey - CFO & Deputy CEO	20.05.2022	Thank you for drawing this to our attention and can I express sincere apologies to your family members who encountered the problem with regard to road signage for Dawlish MIU inadvertently not having been altered.  Sadly, I cannot offer an explanation to why this matter was not attended to at the time, though I have agreed the Estates Department, that they will take clear responsibility to liaise with the local authority to resolve this matter asap, and also going forward make sure signage is proactively updated for temporary or permanent changes to our services. This will also of course, apply to any signs that relate to Totnes MIU. <b>Updated Additional Response sent 30.05.2022:</b> Liz Davenport has asked me to log a further update in response to your original Governor Question ID 122 regarding MIU Road Signs. I will add this to the Governor Communications Log.  As you are aware road signs are under the ownership of Devon County Council and we are not permitted to adjust them.  The Estates Team have:  <ol style="list-style-type: none"> <li>Logged a ticket with Devon County Council's online helpdesk asking them to address (ref: W221515745)</li> <li>Written to the Cabinet Member for Highways at Devon County Council, Stuart Hughes, asking him if he could help us get this work expedited given the obvious challenges it presents and will continue to push for a resolution.</li> </ol> I hope this assists and thank you again for drawing this to our attention.	Responded
122 B)	Mon 30/05/2022	Andrew Stilliard	Torbay	Thanks for update, my further question then is - when did any Trust officer request Devon County Council to amend the signs once the decision to close Dawlish MIU was made and if so was I the first person to ask the matter to be expedited.	D Stacey - CFO & Deputy CEO	01.06.2022	Please find below the Trust's response from Jake O'Donovan, Deputy Director of Environment:  <ul style="list-style-type: none"> <li>I have looked at our ticketing system within the Estates and Facilities Management (EFM) division and can see no requests which relate to road signage at Dawlish, though clearly I am unable to clarify whether any such queries have been raised via a less formal route with the Trust.</li> <li>The organisational structure of EFM and the Trust has seen a number of changes since the MIU closure at Dawlish and so, it isn't obvious whether work had been previously undertaken to address the signage issues. I can however, provide assurance that our processes have since been updated in order to capture such requirements in the future and the relevant stakeholders within the organisation have been made aware, as such this shouldn't happen again.</li> <li>I will ask our Community Estates Manager to conduct a review of road signage over the next month for all non-acute premises, and to make any suitable adjustments through engagement with the relevant local authority.</li> </ul>	Responded
123	Wed 04/05/2022	Craig Davidson	South Hams	At recent local PPG meeting some important practical matters relating to HWC came up which none of us (including Lisa Brinton, practice manager) knew the answers to. <ol style="list-style-type: none"> <li>How will parking for HWC users (patients) be organised? Cost, how collected etc. Presume separate from the Park &amp; Ride?</li> <li>Gather bus not coming into the car parking area. Will there be a pedestrian access from main road from the two bus stops (one outside Sainsbury's and new on on HWC side) to the side of HWC? It's a long walk round!</li> <li>What has Stagecoach agreed to in terms of a service from Dartmouth town up to the HWC?</li> </ol> <b>Plus earlier email of 28.04.2022 raised directly:</b> Some questions about access Came up at local PPG meeting. Has the Trust agreed bus service with Stagecoach? Will there be a footpath from opposite Sainsburys (busstop) into the HWC? The rumour is NO!	D Stacey - CFO & Deputy CEO	21.06.2022	<b>1 How will parking for HWC users (patients) be organised? Cost, how collected etc. Presume separate from the Park &amp; Ride?</b> The car park directly adjacent to the park and ride will be for users of the H&WBC. It will be separate from the main park and ride (separated by the stagecoach parking area) but it is a Council car park and will be in the control of and maintained by SHDC. There will be a separate area within the rental agreement for the centre that will provide for a small dedicated area of staff parking on a permit only basis.  <b>2 Gather bus not coming into the car parking area. Will there be a pedestrian access from main road from the two bus stops (one outside Sainsbury's and new on on HWC side) to the side of HWC? It's a long walk round!</b> Since receiving the feedback from the public over concern about the footpath, the Trust has been working with the Council to come up with a solution that fits with planning requirements for a path at the top of the site. This has taken a little time as cycle and pedestrian routes in this area are not yet clear. I am pleased to say that the siting of a footpath at the top of the site to meet with the zebra crossing on the main road was agreed in an executive meeting with SHDC on the 10th June and now appears on our plans. The final arrangements with this sit with the planners.  <b>3 What has Stagecoach agreed to in terms of a service from Dartmouth town up to the HWC?</b> I understand that Jonathan Hawkins was taking this conversation forward with stagecoach on behalf of DCC and SHDC but as the bus either enters the P&R site or stops by the zebra crossing at the top of the site this now means that the H&WBC is fully accessible by bus all year round.	Responded
124	Mon 16/05/2022	Andrew Stilliard	Torbay	Hi a few folk have asked me why it is that Torbay Hospital requires to source its electricity from a purpose built solar park on the Willows development thereby depriving the neighbourhood of the several acres of amenity land. They state that the Hospital should instead install panels on all possible surfaces within it's own footprint	D Stacey - CFO & Deputy CEO	20.05.2022	Thank you for passing along the views of some Torbay constituents as to the proposed solar park on the Willows development.  As you are aware, the land in question is owned by Torbay Council, and their re-development proposals would have involved the development of a solar farm with other partners, if the Trust had not decided to collaborate on the venture. If constituents have questions/concerns about the re-development of this Willows site then they need, in the first instance, to address these to Torbay Council or approach their own local Torbay Councillor.  I totally understand the point about placing panels on the main hospital campus. Can I assure you and your constituents that, where this is possible we will (as part of the New Hospital Programme, be providing solar panels, however these panels will be 'building mounted' as the land on the main hospital campus is not well suited due to the challenging land topology.  In addition, the green space we do have is highly valued green space for patients, visitors and staff. We are very keen to maintain the balance between maintaining biodiversity and decarbonising our main campus and our community settings, invariably there will need to be compromises for our main hospital campus site.  I trust that the above information will be of help to you and your constituents	Responded
125	Mon 23/05/2022	Matt Giles (Nee Arthur)	Staff Governors	Why is it that services in difficulty, such as Urology, are struggling to access funds for recruitment to achieve service improvement and expansion? Especially where there is a plan to expand capacity through recruitment of Advanced Practitioners, to then further support the service in training and expanding the scope of current trust employees.	L Davenport – CE	01.06.2022	Thank you for your question posted to the Foundation Trust Office.  Our priority as a Trust is to ensure our patients have timely access to the services they need. We know that as a result of the pandemic, we have a significant back log of patients waiting for treatment. We have secured additional short-term funding to address this backlog. We will work with clinical services to identify the best way to use these resources to increase capacity needed and we will work with partner organisations to explore options to work collaboratively to meet the needs of our population. We have examples of where we are doing this already including through the Urology Service.  Any plan to increase capacity does require a business case. We are charged to ensure that we get best value from our resources and although a formal process, which takes some time, it ensures we are clear about priorities and what we are trying to achieve. This process is completed with our clinicians.	Responded

126	Thurs 26/05/2022	Matt Giles (Nee Arthur)	Staff Governors	Could the trust please advise why the employee on-call policy, adjusting the hourly rates is still forthcoming? With the cost of living increasing dramatically and no revision for a number of years, the existing policy is no longer fit for purpose in it's remuneration for time spent on-call in the opinion of a large number of staff members from a number of ISUs.	J Falcao - CPO	27.05.2022	The on call policy and payment arrangements are currently under review and a small working group will be finalising proposals for Executive consideration as soon as possible.	Responded
127	20.06.2022	Jan Goodman	Teignbridge	I am formally requesting the answers to the following questions. And I would be grateful for specific answers please.  1. What was the percentage of beds available to the whole population of the Trust:- a. 10 years ago? b. 5 years ago? c. At the end of April 2022?  In other words I wish to know how many beds there were for each period and what the population was for the same periods.  I would be grateful for this information as soon as possible, but certainly before the next COG Meeting.	J Harrison - COO & A Jones - DoTP	27.07.2022	I understand that a formal response to your questions was still awaited after your recent meeting with John Harrison (Chief Operating Officer) which was also attend by Jean Thomas.  Please see below a response from Adel Jones, Executive Director of Transformation and Partnerships:  At the inception of the Integrated Care Organisation, there was a growing evidence base of bed-based care having both detrimental effects on the long term outcomes for people's independence, accelerating the ageing process and increasing early institutionalisation. Therefore our integrated model of care sought to put in services that had a "bed equivalence" value and therefore we are able to provide a high standard of care, in people's homes or in intermediate care facilities, that supports people to return to their independence as quickly as possible.  Therefore the proportion of hospital beds to meet the needs of the population, is not an accurate proxy for the delivery of effective care. We already know that the ICO has one of the lowest acute bed-bases in the country and prior to the Covid-19 pandemic had some of the best length of stay nationally, both in the acute and community settings. We have diligently worked with the University of Plymouth to ensure that we have a Researchers in Residence model, that provides an external review of the efficacy of the integrated care model and therefore there is a significant level of evidence base that this model provides the most sustainable solution for delivering health and social care.  This is an important and complex question that requires more than a single data-set to ensure that there is sufficient understanding amongst our Governors of the efficacy of the ICO care model. Therefore it is proposed that we run a session to explore the range of metrics and evidence with our Governors at a forth coming network session, which John Harrison will lead.	Responded
128	27.06.2022	Matt Giles (Nee Arthur)	Staff Governors	Staff in the Radiology department have recently received an email stating that our Chief Nurse, Deborah Kelly, would like to see an improvement in uniform standards, as a department we completely understand and support this!  However, a vast number of my constituents do take issue with us, as a professional group in Radiology, wearing smart black trousers and white polo tops/tunics whilst handling equipment, being near bodily fluids, positioning patients and being exposed to the acute setting whilst also being confused with a number of staff groups including canteen staff, pharmacy, etc. Is the uniform policy being reviewed to include a separate uniform for Radiographers/Radiology Support workers to incorporate our professional colour (maroon) which has already been allocated to the Advanced Practitioners for some unfashionable reason? Scrubs seem far more appropriate for the work we do, yet progress with allocating a scrub style uniform seems to be lacking.	D Kelly - CN		Deborah Kelly PA arranging a meeting and a summary response afterwards has been requested.	Assigned
129	29.06.2022	Keith Yelland	Torbay	I am writing to you as the NED with responsibility for the BBF project.  I think it is of no surprise that the original scheme announced by the government won't be going ahead in its original form and certainly now with inflation running at such a rate costings will go through the roof and the full plans in the overall scheme are likely to be revised downwards and some hospitals will be bitterly disappointed. Disappointment won't be just to your team or our staff but if Torbay is affected it will be to the whole community we serve who will have their hopes utterly dashed. I'm stating the obvious aren't I!  If the situation is as bad as we fear and the funding is reduced partially or significantly can you please assure the governors that you have a plan where we have anticipated such circumstances and we can still use whatever monies available to achieve major upgrades at least in technology (patient records systems etc) if not in buildings.  Please appreciate I'm not double guessing you and your team here but concerned that if matters don't work out we as a whole team, executives, NED's and governors can show the community we did all we could to maximise whatever monies are available.  Are your concerns at this stage so grave that we need to enlist help from our three local Members of Parliament? Or is there something else we as governors can do to support your endeavours?  Thank you for all you are doing on our behalf	C Balch - NED	11.07.2022	Thank you for the email that you sent through dated 29th June 2022. There are number of points and questions that you have raised and I will endeavour to answer them all in full as part of this response. In terms of the issue raised relative to scope and scale of the New Hospitals Programme, I understand your concern given press reports regarding the Programme which is now the subject of a review by the National Audit Office. And we now have the additional uncertainty created by the resignation of the Prime Minister and the Conservative Party leadership election.  Can I assure you that throughout the process the BBF team at the Trust are in regular dialogue with the national team, and one of the key issues being discussed at the current time relates to the management of inflation. Given this cost pressure, the Trust is already past the point whereby it would be able to manage within its original £350m allocation. However the discussions with the national team do remain positive. The BBF Programme Director meets regularly with the national team and they are looking to work with the Trust to deliver an 'optimal solution', which will look to ensure that the optimal level of benefit is secured from the investment made. I should also point out that we have an observer from the national team sitting in on our BBF Committee meetings which underlines the close working relationship. Given the significant affordability challenge that will exist across the system, the BBF team are not simply taking advice from the national team at face value. We will be working up a range of other options as part of the resubmitted Strategic Outline Case. However we are very clear that the level of investment must ensure that our initial preferred way forward is approved. This will be subject to a detailed review by the national team, as clearly they will need to be assured that the investment into Torbay delivers the 'optimal solution' noted above.  From the outset the Board has sought to ensure that as far as possible we are at the front of the queue when NHP funding is released and that our proposals support our health and care strategy. We can report significant progress towards resolving the funding of the EPR which is now separate from the hospital redevelopment. We are expecting to hear whether our Outline Business Case for the EPR has been approved later this month. This is a key first element in our Building a Brighter Future programme but we have always argued that the transformation of our services requires both components – digital and estates. The National Hospital Programme has now secured Ministerial approval for the first phase of its programme business case (£3.7bn) and will be going back to the Treasury in the Autumn to secure the funding required to complete Cohort 3 and 4 of the programme (Torbay and South Devon are within Cohort 4). Furthermore, the New Hospital Programme is likely to further expand later this year with the announcement of 8 further Trusts that will be included in the programme notwithstanding political and fiscal uncertainties.  In terms of timetable for the remainder of this year, the following is expected to apply: - The revised strategic options will be presented to the NHP National team in July, this will initiate a detailed review process in the Autumn which will hopefully result in the Trust being able to secure the allocation that it requires by Christmas - The National team have also committed to giving the Trust a firm commitment on programme timetable by the end of the calendar year - Our Strategic Outline Case will be resubmitted in September (subject to Trust Board approval) and this will confirm the scope and the cost of our initial preferred way forward. - Our site enabling business case will then be progressed at pace to ensure that this can be presented to the National team in early 2023  To summarise, the Trust is in regular dialogue with the national team and still holds the view that the New Hospital Programme will progress. The scope and the investment into Torbay and South Devon NHS Foundation Trust will not be confirmed until the end of the calendar year, but we remain optimistic that the overall investment objectives of the Trust will be delivered through this investment. However, should this position change we will of course be back in touch with the governors to confirm any necessary action, but at this stage we remain focused on the actions noted above.  I can certainly see the case for engaging with our local MPs when we re-submit our Strategic Outline case in September. I trust that the above is clear, however should you require any further detail please do not hesitate to contact me and I will be pleased to have a more detailed discussion. Chris Balch, Non-Executive Director	Responded
130	25.07.2022	Jonathan Shribman	South Hams	At today's FPDC there was a section on how long waiting patients "yet to be seen" are comfort called by Devon Referral Support Services (DRSS) and are "given assurance and directed to well being and lifestyle support". We were told by the Medical Director that DRSS provide non-clinical support and that some clinical validation was done by the Trust as well. Can I ask how we are assured that all long waiters who are deteriorating to the extent that would indicate that their condition is urgent clinically, are identified? An example would be a patient with so severe osteoarthritis of the hip (an eminently treatable condition with total hip replacement) that that they can no longer leave their home, despite being ambulant when they were referred. If I was their GP I would expect their orthopaedic surgeon to expedite their surgery to an urgent rather than routine clinical priority.	I Currie - MD			Assigned

ID	Date Requested	Governor	Summary Description	Executive Lead	Response Date	Summary Response	Status
COG-001	22.07.2022	Jean Thomas Lead Governor	<p><b>Question Context</b> - Currently the Trust has an operating system (like many others) that actually reduces resources across the Trust at weekends, resulting in very limited service available during that 48hrs. In 2015 a commitment was made by the Government for all Trusts to work hard to attain a truly 24/7 NHS system. This weekend downtime, results in the hospital having the least resources available at the times it experiences its greatest demand (Friday evening through to Sunday). 7-day NHS services: a factsheet - GOV.UK (www.gov.uk)</p> <p><b>CoG Question</b> - Whilst the CoG accepts this is a complex mix of multiple historic issues, can the Trust outline how much progress it has made over the last seven years, toward this commitment?</p> <p>Can the Trust confirm it does have a strategy, it can share with the CoG, to bring the Trust closer to this long held ambition? If it does, can it specifically outline what actions it is taking to deliver these improvements and under what timescale? And directly connected, how any move to a 24/7 system will be part of the solution to alleviate the current situation regarding the critical issues being seen in A&amp;E throughput and the current bed congestion that underpins this?</p>	I Currie - MD			Assigned