

Governors' Handbook

Last updated May 2019

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Foreword

A very warm welcome to the South London and Maudsley NHS Foundation Trust. Thank you for choosing to become a Governor.

This handbook is designed to provide you with some introductory information to help get you started. It also sets out how you can access further support and information.

The role of Governor is an important one as it provides a direct link between the Trust, the people who use our services, our staff, our key partner organisations and our local communities. As a Governor, you will represent the interests of your members and, as part of the Council of Governors, you will receive information from the Trust to enable you to hold the Non-Executive Directors to account for the performance of the Board.

You will have the opportunity to work with the Board of Directors to help shape the Trust's plans to achieve our vision of providing world class services for our patients.

This handbook explains the role of Governor in more detail – we hope you find it useful and let us know how we can improve it. We look forward to working with you.

June Mulroy, Interim Chair
Jenny Cobley, Lead Governor
Brian Lumsden, Deputy Lead Governor
Dr. Matthew Patrick, Chief Executive
Rachel Evans, Director of Corporate Affairs & Trust Secretary
Charlotte Hudson, Deputy Director of Corporate Affairs
Carol Stevenson, Membership Officer

Practical information

Where is the Trust based?

The Trust is based at multiple sites, but most meetings are held at the Maudsley Hospital, Denmark Hill, London, SE5 8AZ. The switchboard number is 020 3228 6000.

Maudsley Hospital by rail: The nearest station is Denmark Hill (Zone 2). From Central London - Blackfriars, Farringdon, St Pancras and Victoria. There are direct connections to Bromley, Dartford, Orpington, Bexleyheath and Sevenoaks as well as services to north London, Bedfordshire, Hertfordshire and Kent.

Denmark Hill is also connected to London Overground which provides direct services between Clapham Junction and Dalston Junction via Canada Wharf. Transport for London's Oyster rail map and journey planner might help plan your journey.

Maudsley Hospital by underground: The nearest stations are Oval and Elephant & Castle, from there the journey has to be completed by bus.

Maudsley Hospital by bus: Routes 40, 42, 68 176 (24 hours), 185, 468, 484, service the Hospital. Stopping at Camberwell Green (10 minutes away) are 12, 35, 36, 45, 171, 345, 436. Transport for London's journey planner might help plan your journey.

An inter hospital bus runs between the Maudsley Hospital and the Bethlem Royal Hospital at the times set out below. You will need Trust ID to use the bus. The journey takes approximately 35 minutes, depending on traffic.

<i>From Bethlem Hospital</i>	<i>From Maudsley Hospital</i>
07.45	08.30
09.30	10.15
11.00	11.45
13.00	13.45
14.30	15.10
15.45	16.45
17.30	18.05

Maudsley Hospital by car: From central London follow the A215 from the Elephant and Castle. The hospital is located on the left-hand side of Denmark Hill. Maudsley Hospital is not in the London congestion charge zone. There is limited parking at the site which needs to be booked in advance via an online system. There are no designated bays or parking concessions for disabled drivers.

The Trust's expenses policy for Governors is at Annex 2.

Where are meetings held?

Council of Governors' meetings and Board meetings tend to be held at the ORTUS Centre, Grove Lane, SE5 8SN, which is behind the Maudsley Hospital.

Working Group meetings are usually held in the Maudsley Boardroom, which is in the main entrance building (marked in blue in the map below). However, please always do check the weekly e-newsletter or the agenda for a meeting to ensure that you are going to the right location.

We offer teleconferencing facilities for Governors' working group meetings (but not the Council of Governors' meeting, which has too many attendees for it to be possible to join it by 'phone). Whilst encouraged to attend meetings in person, Governors who cannot do so can follow the instructions below. Please do let the meeting administrator know in advance if you intend to dial in.

- All participants will be On Hold and the conference call will not start until the 'chairperson' signs in.
- Dial in using 0800 022 9009
- Participant PIN: 708171 (then press #)
- Please make sure that you are in a quiet environment with good signal; consider muting your line when not speaking if there may be distracting noise
- Please do not drive whilst part of a conference call.

Helping you help SLaM

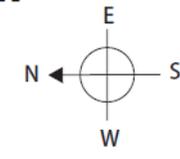
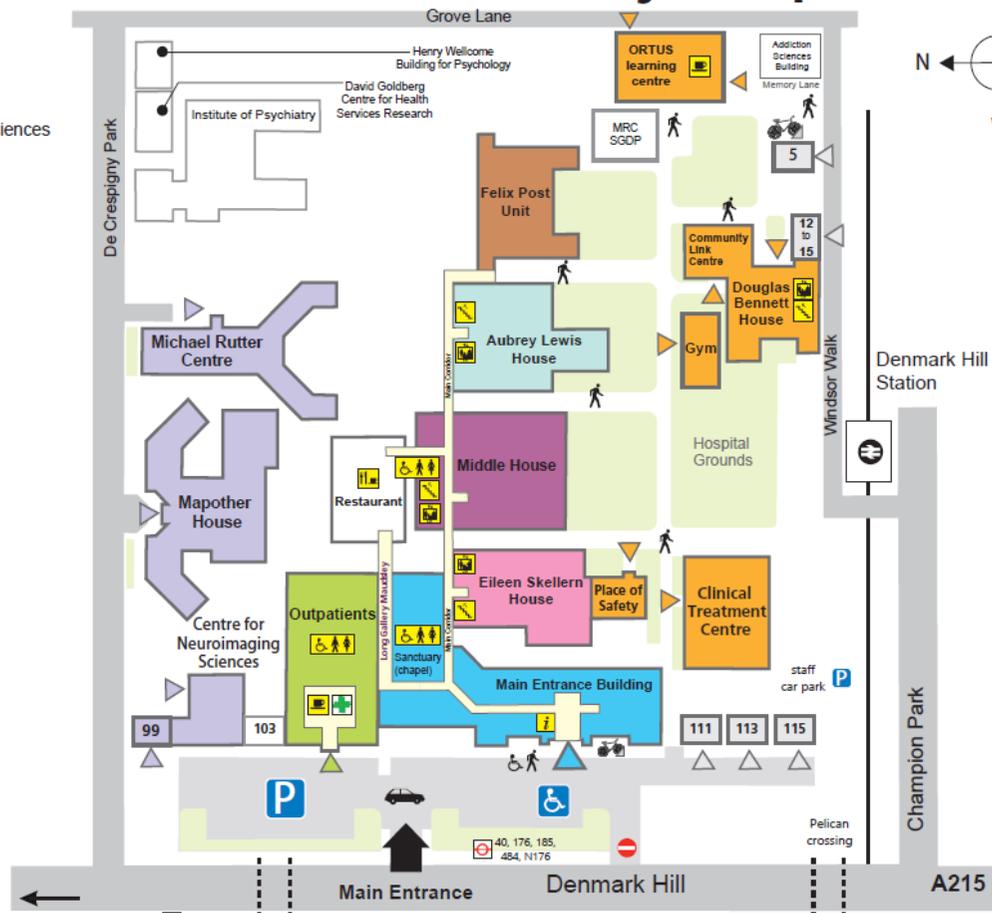
We want to make sure that our communications with you, and the arrangements for Governor events, meet your personal needs so that you can feel at ease and contribute effectively. Therefore, if there is anything that we should take into account e.g. access requirements, the need for meeting papers to be sent in hard copy, please do let us know.

The Maudsley Hospital

South London and Maudsley NHS Foundation Trust

- Aubrey Lewis House
- Centre for Neuroimaging Sciences
- Clinical Treatment Centre
- Community Link Centre
- Douglas Bennett House
- Eileen Skellern House
- Felix Post Unit
- Institute of Psychiatry
- Main Entrance Building
- Mapother House
- Michael Rutter Centre
- Middle House
- ORTUS learning centre
- Outpatients
- Place of Safety
- 99 Denmark Hill
- 111 Denmark Hill
- 113 Denmark Hill
- 115 Denmark Hill
- 5 Windsor Walk
- 12-15 Windsor Walk

Maudsley Hospital
Denmark Hill, SE5 8AZ
Tel: 020 3228 6000
Website: www.slam.nhs.uk



- ### Key
- Site Entrance
 - Building Entrances
 - Footpaths
 - Disabled Access
 - Main Corridors
 - Lifts
 - Stairs
 - Information
 - Restaurant
 - Café
 - Toilets
 - Pharmacy
 - Bus Stops
 - Pick up/Drop off
 - No Entry
 - Disabled Parking
 - Visitor Parking
 - Bicycle Racks
 - Fire Assembly Point
- © 2013 BRH Signs Update

This is a smoke free site

To Camberwell Green
40, 176, 185, 484, N176

King's College Hospital

Ruskin Park

KING'S HEALTH PARTNERS

Getting started in the Governor role: responsibilities and getting involved

What does being a Governor involve in practice?

There are different ways to be an effective Governor. Governors do not each need to approach the role in the same way - we welcome a diverse range of views and approaches. What is important is to consider how best you can contribute, given your experiences and interests.

That said, there are some aspects that all Governors need to do:

- Attend Council of Governors meetings which take place four times a year – the dates are set a year in advance to make it easy to plan effectively.
- Attend, wherever possible, at least one Governor Working Group per quarter. The current groups are described below.
- Attend the Annual Members Meeting, which takes place once a year in September.
- Seize opportunities for engaging with your constituency, being a source of information about the Trust and gathering their views to feed back. Please discuss with the Trust Secretary or the Lead Governor if you anticipate having any difficulties meeting these expectations.

Beyond that, there are numerous ways for you to contribute as a Governor. You can:

- Attend site visits to observe how services are being provided and meet staff. Details of these visits are set out in the Governors' weekly e-newsletter.
- Attending as an observer at the Board of Directors, to understand more about the work of the Trust and observe how the Directors operate in practice.
- Attend the informal and formal meetings with the Non-Executive Directors which are held before Board meetings.
- Attend the quarterly Governor-only meetings hosted by the Lead Governor to enable an informal exchange of views and concerns.
- Taking advantage of additional opportunities to participate and contribute that are highlighted in the Governors' weekly e-newsletter that is sent out at the start of the week.

When you start as a Governor, you will be invited to meet individually with the Chair, the Lead Governor and the Director of Corporate Affairs for introductory discussions. These informal chats are a chance to understand the different opportunities available and to work out which might be of most interest to you.

What are your formal responsibilities as a Governor?

All Governors are members of the Council of Governors. The specific powers and duties of the Council of Governors are to:

- Appoint and, if appropriate, remove the Chair and other Non-Executive Directors.
- Decide the remuneration and allowances of the Chair and the other Non-Executive Directors.
- Approve the appointment of the Chief Executive.
- Appoint and, if appropriate, remove the Trust's auditor.
- Receive the Trust's annual accounts, any report of the auditor on them and the annual report.
- Hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.

- Represent the interests of the members of the Foundation Trust as a whole and the interests of the public.
- Approve “significant transactions” as described in the Constitution.
- Approve any mergers or acquisitions or separations as described in the Constitution.
- Receive a report on the use of non-NHS income for the benefit of service users.
- Approve any proposed annual increase of the Trust’s non-NHS income of more than 5%
- Approve amendments to the Constitution (n.b. the Board of Directors also has a role)
- Determine that any proposals in the forward plan for non-NHS income will not interfere with the Trust’s principal purpose and notify the Trust’s Directors of the decision.
- Provide views to the Board of Directors on the strategic direction of the Trust, in particular to inform the Trust’s forward plan.
- Developing membership of the Trust
- Regularly feed back information about the Trust to the membership and report views of constituencies and stakeholder organisations to the Trust.

The Council of Governors does **not** deal with:

- The day-to-day operation of the Trust – this is the responsible of the Chief Executive, the Executive Directors and members of staff.
- Monitoring services and hospital performance against NHS standards.
- Controlling expenditure and securing income.
- Individual cases, claims and complaints.

How do Governors hold the Non-Executive Directors to account?

There are different ways for Governors hold Non-Executive Directors to account:

- Asking questions of Non-Executive Directors during and following their regular presentations at the Council of Governors meetings.
- Attending the Non-Executive Director / Governor-only meetings and asking questions.
- At Governor Working Group sessions, where issues can be discussed with the relevant Non-Executive Director and issues identified for potential discussion at Executive Committee meetings.
- Reviewing the information received – Board agendas, minutes, information from the Board, quarterly NHSI performance returns and asking questions where standards do not meet national requirements.
- Observing at the public Board meetings and assessing performance.
- Via the Nominations Committee, receiving appraisal information for the Chair and the Non-Executive Directors.

There is also a Governor observer at each of the following Executive Committee meetings: Quality Committee, Finance and Performance Committee, Business Development and Investment Committee, Mental Health Law Committee, Equalities & Workforce Committee and Audit Committee.

As agreed with the Non-Executive Director Chairs, the role of Governor Observer includes occasionally asking questions and participating in discussions, but it is not the role of the Governor to dominate the meeting or to play a part in the voting or decision-making processes.

Governors seek assurance of the NEDs. Assurance is “a positive declaration intended to give confidence” and is supported by evidence. For a Governor to be assured by what a NED is

saying, it is useful to ask questions as to *why* a NED is confident in their assertions e.g. “Can you explain why...”; “Can you explain how...” as opposed to: “Are you assured?”

Getting involved with Governor Working Groups

All Working Groups are open to all Governors. You will be sent details of the meetings and if you would like to attend, you can just let the organiser know. The Working Groups offer an opportunity for Governors to receive information from Trust staff on matters of interest and to hold Non-Executive Directors to account for the performance of the Board.

Each Working Group has a Chair and Vice Chair, elected from the Council of Governors.

The Nominations Committee is slightly different, as explained below.

Quality Working Group

This group is concerned with quality of services at SLaM. It is required to comment on the Quality Accounts and to select a Quality Priority for the external auditors to review. The Limited Assurance Report from the external auditors is reviewed by the group. It is concerned with the patient and carer experience and clinical standards.

Membership and Involvement Working Group

The group has a wide portfolio looking at developing the membership of the Trust and promoting involvement and social responsibility activities by and for the Trust. The group also identifies opportunities for Governors to represent their constituencies.

Bids Steering Group

This group is different from the others in that it is not primarily concerned with monitoring services at SLaM, but directly oversees and runs a substantial Membership project funded by the Maudsley Charity.

The project consists of a scheme through which SLaM members can bid for small grants to support projects that will benefit at least three people, for example by promoting social inclusion, recovery and wellbeing, or improving the patient experience. The scheme is extremely valuable for the rich information it provides to the Trust about what matters to the people who use its services and the range of non-clinical activities they find therapeutic. All Governors are invited to help assess bids for grants.

Planning and Strategy Working Group

This group is concerned with the development of SLaM's key strategies and plans. This involves understanding and questioning why certain goals have been prioritised, how they will be monitored and achieved, how they will improve the quality of SLaM's services and the service user and carer experience, and what organisational changes are required to support the implementation of the strategies.

Nominations Committee

This Governor Committee has a role in the appointment, appraisal and remuneration of the Non-Executive Directors, as it makes recommendations to the Council of Governors on those issues. Unlike the Working Groups, the membership is limited and vacancies are advertised as they arise.

Governor conduct and the Governors' Agreement

What standards are expected of all Governors?

To make our interactions as comfortable and constructive as possible, the Governors have agreed to the following Agreement. It is the responsibility of all Governors and staff members to ensure that everyone complies with this Agreement and to support others to ensure that these standards are maintained.

Governors' Group Agreement

1. We will treat others with courtesy and respect. We will not raise our voices, make personal criticisms or behave in a threatening manner.
2. We will be kind, caring and polite:
 - We will support and encourage participation from quieter members of the group.
 - There is no such thing as a stupid question. If we are unsure we will ask.
3. We will work within agreed timeframes, valuing the time of others:
 - We will start the meeting on time.
 - We will set mobile phones to silent and take calls only in an emergency.
 - We will help to keep discussions within the allocated time frame.
4. We will respect our differences, challenging the statement not the person
 - We will not personalise differences of opinion.
5. We will listen to others:
 - In discussions, we will indicate to the person chairing the meeting that we would like to speak and wait to be invited.
 - We will give other people the chance to speak.
6. Wherever possible, we will do what we say we will do
7. We will not discriminate against anyone on the grounds of their age, gender, disability, gender re-assignment, marriage, civil partnership, pregnancy, maternity, race, religion and belief or sexual orientation
8. We will not share personal information about other people without their permission.

Council of Governors Code of Conduct

All Governors must sign a declaration to confirm that he or she will abide by the code of conduct appended to this Handbook at Annex 8. The Constitution of the Trust states that a person may not become or continue as a Governor if he or she has failed or refused to confirm in writing that he or she will abide by the Code of Conduct.

The purpose of the code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors. The code applies at all times when Governors are carrying out the business of, or representing, the Foundation Trust. There are certain requirements of Governors, including declaring relevant conflicts of interest, which can lead to Governors being stood down from the Council if not complied with. You are encouraged to familiarise yourself with these requirements.

Social media

Governors are welcome to have a social media presence. If you wish to refer to your Governor role in your title it is a good idea to state that all views shared are your own and do not represent the Trust's. It is obviously also important to be mindful of confidentiality relating to patients and service users. Please do not take photos or make videos without permission, for example. The SLaM guidance for staff, patients and visitors is here: <https://www.slam.nhs.uk/media/social-media/social-media-guidance>

Training and support for you as a Governor

The Trust wants to provide you with excellent support and training to help you fulfil your role. This section sets out some of the opportunities for development and support available to you.

Induction

All new Governors will be invited to an induction event. A programme of induction will include:

- The offer of introductory meetings with the Chair and the Lead and / or Deputy Lead Governor;
- An introductory meeting with the Trust Secretary to discuss any training and development needs and the support on offer from the Trust;
- Provision of Trust ID badge, SLaM email address (if wanted) and information on the claiming of reasonable expenses;
- The offer of a buddying relationship with a more experienced Governor;
- Governor core training (delivered by Governwell), directed towards newly elected Governors;
- A visit to one of SLaM's services (DBS clearance required);
- This Governors' Handbook

General Skills Training and SLaM Recovery College

Governors have access to all courses provided by the SLaM Recovery College. All courses are co-produced by someone with lived experience, such as a service user or carer) and often a professional expert of the topic area. Courses cover a wide range of topics like public speaking, chairing a meeting but also more general life areas such as getting a good nights' sleep. The courses are usually attended by a mix of SLaM service users, carers and staff and provide an excellent opportunity for mutual learning. For more information, visit www.slamrecoverycollege.co.uk, email hello@slamrecoverycollege.co.uk or call 0203 228 3643.

Governors will also be offered the opportunity to attend other courses run by Governwell (in addition to the "core" training), which focuses on specific areas e.g. accountability; finance.

Key documents

The Trust has set up a webpage which is accessible to Governors and provides copies of key documents in one place, for your convenience. The web address is: <http://www.slam.nhs.uk/about-us/who-we-are/council-of-governors> .

Specialist Training

If Governors wish, the Trust can arrange bespoke training in areas where it would help them in their role, such as understanding financial information, or the appointment of Non-Executive Directors.

Many of the presentations and discussions at the Council of Governors meetings and working groups have educational aspects to introduce newly attending Governors into the discussed topic area. In addition, Governors will be invited to other events such as our staff awards ceremonies and consultation events.

Internal sources of support

In terms of accessing support, your first points of contact are the Director of Corporate Affairs, Deputy Director of Corporate Affairs and Membership Officer. You might also want to approach the Lead Governor or the Deputy Lead Governor. They all want to provide you with the support you need to enable you to fulfil your Governor role and to get the most out of it.

What if you have concerns?

There are a range of options for raising any concerns that might arise in relation to your Governor role. You can approach any of the following:

June Mulroy, Interim Chair of the Council of Governors (june.mulroy@slam.nhs.uk)
Rachel Evans, Director of Corporate Affairs (rachel.evans@slam.nhs.uk)
Charlotte Hudson, Deputy Director of Corporate Affairs (charlotte.hudson@slam.nhs.uk)
Carol Stevenson, Membership Officer (carol.stevenson@slam.nhs.uk)
Duncan Hames, Senior Independent Director (duncan.hames@slam.nhs.uk)
Zoë Reed, Freedom to Speak Up Guardian (zoe.reed@slam.nhs.uk)
Lead Governor or Deputy Lead Governors (jenny.cobley@slam.nhs.uk ,
brianlumsden@ntlworld.com or suescarsbrook@aol.com)

Please note that if you have any concerns or complaints which do not relate to your role as a Governor e.g. the quality of care that you or a loved one receive from SLaM, or issues relating to a position on the Involvement Register or Recovery College, these should be directed through the appropriate channels to deal with those matters. Please see Annex 3.

The Council of Governors: overview

The Council of Governors comprises:

- 8 public Governors, elected by the membership in the Public Constituency
- 6 staff Governors
- 8 service user Governors elected by the services users in Croydon, Lambeth, Lewisham and Southwark
- 1 service user elected by service users residing elsewhere
- 3 carer Governors, elected by the Carers Constituency
- 13 Nominated Stakeholder Governors comprising of 4 Local Authority Governors and 9 Partnership Governors

Lead and Deputy Lead Governor Roles

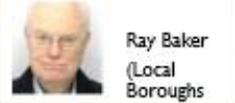
The role of the Lead Governor is to:

- Be a point of contact for NHS Improvement;
- Facilitate communications between Governors and the Board;
- Be involved with setting the agendas for the Council and Away-Days;
- Chair any Governor-only meetings and Away-Days;
- Support the Chair in acting to remove a Governor due to unconstitutional behaviour.
- It is recognised that the position is not in competition with the Chair of the Trust, who will normally chair the Council of Governors and the Nominations Committee. The Lead Governor does not have a position on the Board of Directors.

Governors will be nominated or self-nominated, with an outline of their relevant experience. They will be chosen by ballot of Governors. The role of the Deputy Lead Governors is to support the Lead Governor and deputise for him or her when necessary.

OUR GOVERNORS (April 2019)

SERVICE USER GOVERNORS



Ray Baker
(Local
Boroughs)



David
Clugston
(Local
Boroughs)



Kathryn
Grant
(Local
Boroughs)



Modupe
Oluwapowale
(Local
Boroughs)



Zoe Rafah
(Local
Boroughs)



Tutiette
Thomas
(Local
Boroughs)



Vacant
(Local
Boroughs)



Vacant
(Local
Boroughs)



Vacant
(National)

CARER GOVERNORS



Angela
Flood



Jeannie
Hughes



Sue
Scarsbrook

PUBLIC GOVERNORS



James
Canning



Handson
Chikowore



Jenny Cobley
(Lead
Governor)



Janet Davies



Ruth Govan



Prof Michael
Kopelman



Brian
Lumsden
(Deputy Lead
Governor)



Gill Sharpe

STAFF GOVERNORS



Ermias
Alemu



Giles
Constable



Simon
Darnley



Emma
Williamson



Vacant



Vacant

APPOINTED GOVERNORS



Bobby Abbot
(Croydon
CCG)



Jane Avis
(Croydon
Council)



Ed Davie
(Lambeth
Council)



Heather
Gilmour
(KCH)



Helen Dennis
(Southwark
Council)



Harpal
Harrar
(Lambeth
CCG)



Bert Johnson
(Charity)



Charles
Gostling
(Lewisham
CCG)



Nancy
Kuchemann
(Southwark
CCG)

APPOINTED GOVERNORS



Girda Niles
(GStT)



Prof Ian
Norman
(KCL)



Luke Sorba
(Lewisham
Council)



Vacant
(NHS
England)

The Board of Directors

Working with the Board of Directors

The Council of Governors and the Board of Directors are both chaired by the Trust Chair. The relationship between the Council and the Board is a vital one - Governors and Directors working together, bringing a breadth of knowledge and skills.

The Board of Directors

The Board of Directors is accountable for the running of the Trust. It is responsible for delivering the business plan and for ensuring that management systems and staff are in place to achieve the Trust's aims. The Council of Governors holds the Non-Executive Directors (NEDs), individually and collectively, to account for the performance of the Board of Directors. The Board of Directors is made up of both Executive Directors and NEDs. NEDs are appointed by the Council of Governors to bring skills and experience from outside the Trust onto the Board. NEDs scrutinise the work of the Executive Directors through the Trust's committee structure and should provide the Council of Governors with assurance that the Trust is making decisions based on the best information available and in the best interests of service users. This structure is designed to ensure clear accountability between the Executive Directors of the Trust and the Trust's key stakeholders.



The Trust Board members are listed as follows:

Role	Name
Chair	June Mulroy*
Chief Executive	Dr Matthew Patrick*
Non-Executive Director	Béatrice Butsana-Sita*
Non-Executive Director	Mike Franklin*
Non-Executive Director	Duncan Hames*
Non-Executive Director	Dr Geraldine Strathdee*
Non-Executive Director	Professor Ian Everall*
Non-Executive Director	Anna Walker*
Chief Operating Officer	Kristin Dominy*
Chief Financial Officer	Gus Heafield*
Medical Director	Dr Michael Holland*
Director of Nursing	Beverley Murphy*
Director of Corporate Affairs and Trust Secretary	Rachel Evans
Director of HR	Mary Foulkes
Director of Strategy and Commercial	Altal Kara*

Legal and Regulatory Responsibilities

The Board of Directors are responsible for ensuring that the Trust operates within its Terms of Authorisation. If the Trust is found to be in significant breach of its Terms of Authorisation, NHSI has the power to remove any or all of the Directors. If the Trust is found to be in breach of the Care Quality Commission's standards, the CQC has the power to issue a fine, a public warning, or close the Trust. The Board of Directors is corporately liable under the Corporate Manslaughter and Corporate Homicide Act 2007 if it is found that the way in which the Trust's activities are managed or organised caused a person's death or amount to a gross breach of duty of care. The Act does not abolish the individual offence of manslaughter for directors and workers. Sanctions include fines, remedial orders, or publicity orders. Directors and senior officers can also be prosecuted under the Health and Safety at Work etc. Act 1974, where an offence is committed with their consent or connivance or is due to their neglect.

The Trust Chair and the Chief Executive

The Trust Chair and Chief Executive have quite distinct roles, and there is a clear division of responsibility between them. The Trust Chair is responsible for the leadership of the Board of Directors and the Council of Governors, whilst the Chief Executive has executive responsibility for the running of the Trust, operationally and strategically. The Trust Chair and Chief Executive keep each other in check, with neither having unfettered decision-making powers. The working relationship between the Trust Chair and the Chief Executive should be based on mutual respect and be effective and cooperative. They provide joint leadership for the Trust, both internally and externally.

The Trust Chair shares the same responsibilities as other Non-Executive Directors (see below), but in addition leads the Board of Directors and the Council of Governors and has several separate responsibilities in respect of that. Along with the Chief Executive, the Trust Chair is the primary representative of the Trust. The Trust Chair is responsible for:

- Ensuring the effectiveness of the Board of Directors and the Council of Governors
- Setting the agenda for the Board of Directors and the Council of Governors
- Ensuring that the Board of Directors and Council of Governors work together effectively
- Ensuring that Directors and Governors receive accurate, timely and clear information that allows them to carry out their duties
- Facilitating effective communication with and between all Directors and Governors
- Ensuring effective communication with patients, members, clients, staff and other stakeholders

Senior Independent Director

The Senior Independent Officer (SID) is one of the Non-Executive Directors, who is appointed by the Board of Directors in consultation with the Council of Governors. In extreme circumstances, the SID could be asked by NHSI to replace the Trust Chair if he or she were to be removed. The SID must maintain sufficient contact with Governors to understand their issues and concerns. The Senior Independent Director is responsible for:

- Conducting the Trust Chair's annual appraisal
- Acting a point of contact for members and Governors if they have concerns which contact through the normal channels have failed to resolve or are inappropriate.

Non-Executive Directors

Non-Executive Directors should be independent in judgement and have an enquiring mind. They should uphold the highest ethical standards of integrity and probity. They should question intelligently, debate constructively, challenge thoughtfully, and decide fairly. They should listen sensitively to the views of others, inside and outside the Board of Directors. They should demonstrate high standards of corporate and personal conduct. They should act as an ambassador for the Trust.

Non-Executive Directors have several responsibilities, including:

- Contributing to setting the strategic aims of the Trust
- Ensuring the Board of Directors acts in the best interests of the people who use the Trust's services, the community, and the wider public
- Monitoring the reporting of performance
- Constructively challenging Executive Directors
- Satisfying themselves as to the integrity of financial information
- Satisfying themselves that financial controls and systems of risk management are robust and effective

- Determining appropriate levels of remuneration for Executive Directors
- Appointing the Chief Executive
- Appointing Executive Directors

Executive Directors

The Executive Directors are:

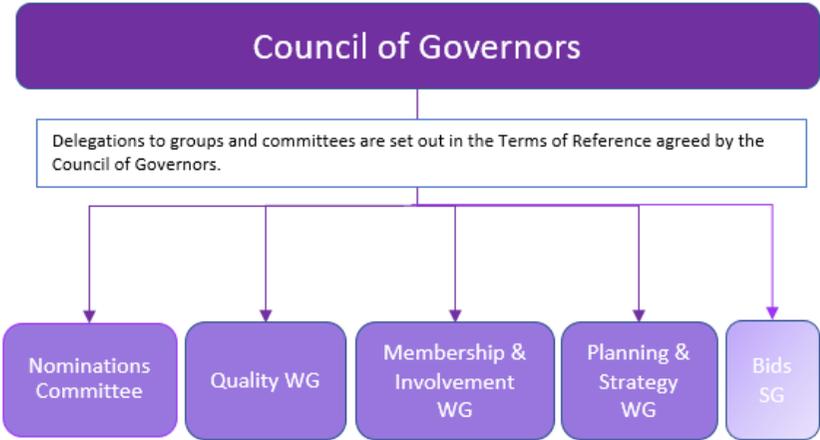
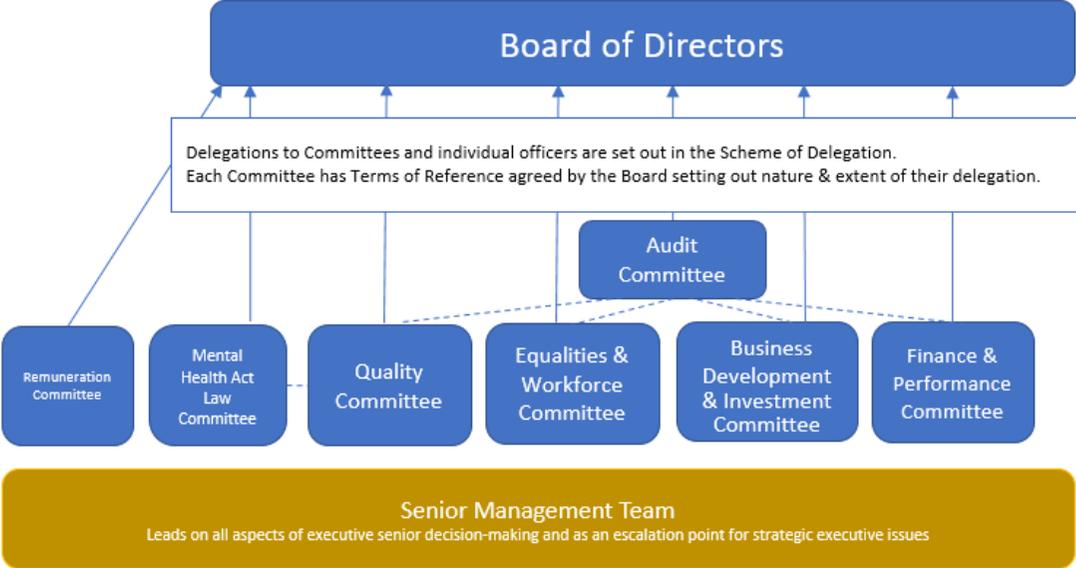
- Chief Executive
- Medical Director
- Director of Nursing
- Chief Financial Officer
- Chief Operating Officer
- Director of Strategy and Commercial

The Director of Corporate Affairs and the Human Resources Director are also non-voting members of the Board.

Structure of Board and Governor Committees / Working Groups

The Board of Directors has a number of sub-committees, chaired by Non-Executive Director, which have responsibilities to seek assurance from the executive (i.e. staff) on Trust performance. There is a nominated Governor Observer in attendance at each of these meetings.

Non-Executive Directors are also invited to Governors' Working Groups and Council of Governors' meetings to be held to account for the Board's performance.



About South London and Maudsley NHS Foundation Trust

About us

We provide NHS care and treatment for people with mental health problems. We also provide services for people who are addicted to drugs or alcohol. Our aim is to be a leader in improving health and wellbeing - locally, nationally and globally. As well as serving the communities of south London, we provide over 20 specialist services for children and adults across the UK including a perinatal unit, Eating Disorders Unit, National Psychosis Unit and National Autism Unit. We provide:

- Mental health services for people living in Croydon, Lambeth, Lewisham and Southwark
- Substance misuse services for residents of Lambeth, Southwark, Bexley, Greenwich and Wandsworth
- Specialist services for young people in Kent and Medway who require hospital admission for serious mental illness and outpatient treatment for adults with ADHD
- Primary care, secondary care and inpatient mental health services in HMP Wandsworth and Increasing Access to Psychological Therapies (IAPT) services in HMP Brixton
- A range of mental health services internationally, in Europe and the Middle-East
- The largest mental health research and development portfolio in the country
- An extensive range of education, training and learning opportunities – including the Recovery College and Mental Health Simulation Centre. We host the most comprehensive mental health NHS library in London. In partnership with the Institute of Psychiatry, Psychology and Neuroscience, King's College London, we host the UK's only specialist National Institute for Health Research (NIHR) Biomedical Research Centre for mental health and a Biomedical Research Unit for Dementia. We are part of one of England's six Academic Health Sciences Centres, King's Health Partners, alongside King's College London, Guy's and St Thomas' and King's College Hospital NHS Foundation Trusts.

Membership of SLaM

Members and Governors are at the heart of our organisation. Members support SLaM on a voluntary basis and provide us with feedback, local knowledge and support. Becoming a member enables people to have a greater influence in how the Trust develops and will receive information and feedback. The Governors, with the support of our members, ensure our work is in keeping with our values.

Who can become a member?

- Anyone who lives in England can join the Trust as a public member.
- Anyone who has used our services in the past 5 years can join as a service user member, and their carers can join as carer members.
- All permanent employees will become staff members unless they choose to opt out.
- When staff leave the Trust they cease to be staff Governors and can move to another appropriate constituency, if they so wish, such as Public, Carer or Service User constituency depending on their circumstances

Contacting members

Our members receive a regular newsletter, to which Governors are encouraged to contribute. Our Annual General Meeting is an important opportunity for Governors and members to meet, and it is important that Governors attend this meeting.

Governors' responsibilities towards members

The Council of Governor's responsibilities includes representing the interests of the members of the trust as a whole and the interests of the public. This means that Governors must listen to what the members want and need, ensuring that when taking part in discussions and decision making, this is

at the forefront of their minds. The Trust's Constitution sets out clear regulations about who is eligible to become a Governor and what their terms of office are once elected or appointed.

The NHS context

What is a Foundation Trust?

Foundation Trusts uphold all NHS principles, but have more freedom from central government control than "normal" Trusts; they have the freedom to make certain decisions for themselves; and have greater financial freedom. Local accountability is at the heart of Foundation Trusts and they are accountable to their members and the public, through Governors, and to their commissioners. Foundation Trusts are regulated by NHS Improvement (NHSI), an organisation independent of central government and directly accountable to Parliament. Each Foundation Trust has its own constitution, which defines its governance structures, but its rules and procedures are based on NHSI's guidance. Governors play a vital role in this new governance structure.

The changing NHS

The NHS changed with the Health and Social Care Act 2012, bringing in the most wide-ranging reforms of the NHS since it was founded in 1948. On 1 April 2013, the main changes set out in the Act came into force, and most parts of the NHS were affected in some way.

NHS England

The NHS Commissioning Board (NHS CB) was established on 1 October 2012 as an executive non-departmental public body. Since 1 April 2013, the NHS Commissioning Board has used the name NHS England for operational purposes. NHS England is an independent body, at arm's length to the government. Its main role is to improve health outcomes for people in England. It:

- Provides national leadership for improving outcomes and driving up the quality of care
- Oversees the operation of clinical commissioning groups (CCGs)
- Allocates resources to CCGs
- Commissions primary care and specialist services

Clinical Commissioning Group (CCGs)

Clinical Commissioning Groups (CCGs) are the cornerstone of the English health system since the 2012 Health and Social Care Act. Each of the 8,000 GP practices in England is now part of a CCG. There are more than 200 CCGs altogether, commissioning care for an average of 226,000 people each. CCGs commission the majority of health services including emergency care, elective hospital care, maternity care services, and community and mental health services. From April 2015, many CCGs began to take on more responsibility for commissioning general practice in their area. CCGs members include GPs and other clinicians such as nurses and consultants. They are responsible for about 60% of the NHS budget and commission most secondary care services such as:

- Planned hospital care
- Rehabilitative care
- Urgent and emergency care (including out- of-hours)
- Most community health services
- Mental health and learning disability services

CCGs can commission any service provider that meets NHS standards and costs. These can be NHS hospitals, social enterprises, charities or private sector providers. However, they must be assured of the quality of services they commission, considering both National Institute for Health and Care Excellence (NICE) guidelines and the Care Quality Commission's (CQC) data about service

providers. Both NHS England and CCGs have a duty to involve their patients, carers and the public in decisions about the services they commission.

Public Health

The Health and Social Care Act 2012 set out changes to the public health system. Local authorities were given new responsibilities and funding, taking a greater role in improving health and reducing health inequalities. In the new system, local authorities are supported by the executive agency Public Health England, and there is a new public health outcomes framework. The NHS also has a new legal duty to improve health inequalities.

Health and Wellbeing Boards

Health and Wellbeing boards are central to the government's vision of a more integrated approach to health and social care. Established and hosted by local authorities, Health and Wellbeing boards bring together the NHS, public health, adult social care and children's services, including elected representatives and Local Healthwatch, to plan how best to meet the needs of their local population and tackle local inequalities in health. Every "upper tier" local authority has established a health and wellbeing board to act as a forum for local commissioners across the NHS, social care, public health and other services. The boards are intended to:

- Increase democratic input into strategic decisions about health and wellbeing services
- Strengthen working relationships between health and social care
- Encourage integrated commissioning of health and social care services

The role of NHS Improvement (NHSI)

NHSI (formerly Monitor) is established to authorise and regulate NHS Foundation Trusts. NHSI is independent of central government and directly accountable to Parliament. As a Foundation Trust, South London and Maudsley NHS Foundation Trust reports on a quarterly and annual basis to NHSI, the FT regulator.

NHSI licenses providers, works with NHS England to set prices for NHS funded services, prevents anti-competitive behaviour, and works with commissioners to ensure continuity of services when providers get into financial difficulty. The Health and Social Care Act 2012 made changes to the way health care is regulated to strengthen the way patients' interests are promoted and protected. NHSI describes its role as 'promoting the provision of health care services which is effective, efficient and economic, and maintains or improves the quality of services'.

NHSI has a continuing role in assessing NHS trusts for Foundation Trust status, and for ensuring that Foundation Trusts are financially viable and well-led, in terms of both quality and finances. On 1 April 2013, all Foundation Trusts were issued with a licence by NHSI. The licence sets out a number of compliance conditions. Some of these conditions will apply to all healthcare providers as they are issued with licences; others are specific to Foundation Trusts. It is the responsibility of the health care provider to ensure that they comply with the relevant conditions. Ensuring licence compliance is one of the statutory duties for Governors.

The Care Quality Commission (CQC)

The Care Quality Commission (CQC) is the independent regulator of health and adult social care in England whose responsibility is to make sure hospitals, care homes, dental and GP surgeries and all other care services in England provide people with safe, effective, compassionate and high-quality care, and encourages these services to make improvements. The CQC does this by inspecting services and publishing the results on its website to help the public make better decisions about the care they receive and the services they use.

The CQC carries out its role in the following ways:

- Setting national standards of quality and safety that people can expect whenever they receive care.
- Registering care services that meet national standards.
- Monitoring, inspecting and regulating care services to make sure they continue to meet the standards.
- Protecting the rights of vulnerable people, including those whose rights are restricted under the Mental Health Act.
- Listening to and acting on your experiences.
- Involving people who use services.
- Working in partnership with other organisations and local groups.
- Challenging all providers, with the worst performers getting the most attention.
- Making fair and authoritative judgements supported by the best information and evidence.
- Taking appropriate action if care services are failing to meet the standards.
- Carrying out in-depth investigations to look at care across the system.
- Reporting on the quality of care services, publishing clear and comprehensive information, including performance ratings to help people choose care.

How healthcare is funded

The NHS is funded through taxation. The Government's Comprehensive Spending Review sets the amount of funding for the NHS for a three-year period. The current state of the economy has placed many constraints on public sector spending, as the Government tries to reduce its level of debt. In order to fund new treatments and to meet other demands including that of caring for an aging population, the NHS is expected to find savings of around 4% each year in existing services, so as to keep within the overall funding available.

The flow of money in the NHS is complex. CCGs are responsible for about 60% of the NHS budget and commission most secondary care services including mental health services. NHS England commissions primary care and specialist services.

Rules on non-NHS income

Under the Health & Social Care Act 2012, the Private Patient Income Cap has been replaced by different requirements:

"A Foundation Trust must ensure that in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes". Each annual report must give details of the impact of income from non-NHS services on the provision of NHS services. Forward plans must contain details of the Foundation Trust's proposals for generating non-NHS income and the income it expects to obtain. Where the forward plan contains proposals for generating non-NHS income, the Council of Governors must:

"Determine whether it is satisfied that the proposal will not to any significant extent interfere with the fulfilment of the Foundation Trust's principal purpose and; inform their board of directors of their view".

Where a Foundation Trust proposes to increase income from non-NHS sources by 5% or more of its total income, then more than 50% of the Council of Governors must approve the proposal before it can go ahead.

ANNEX 1: ELIGIBILITY TO BE A GOVERNOR

You will have been advised of these eligibility criteria prior to standing for election or being appointed, however it is worth reiterating them here. Please do read these carefully and inform the Trust of you have any queries or concerns. You are ineligible to continue as a Governor if:

- For elected Governors, you cease to be a member of the constituency by which you were elected, for appointed Governors, you cease to be employed by the organisation which appointed you or the organisation withdraws its appointment of you,
- You have been adjudged bankrupt or your estate has been sequestrated, and (in either case) has not been discharged; a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- You are a person who within the preceding five (5) years has been convicted in the British Isles or any foreign country of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them
- You are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
- NHSI uses its powers to remove you, suspend you from office or disqualify you.
- You have been dismissed (other than for reasons of redundancy) from any paid employment with a health service body in the preceding 2 years
- You fail to confirm that you will abide by the Council of Governors code of conduct as set out in this Handbook.
- You are incapable due to mental disorder, illness or injury of managing your property and affairs.
- You are considered a vexatious complainant.
- You are disqualified under the Local Government Act 2000
- You are considered unsuitable by the Board of Directors because of disclosures obtained through an application to the DBS.

ANNEX 2: GOVERNOR TRAVEL EXPENSES

Being a Governor at the Trust is not a paid position, but the Trust has agreed to reimburse the reasonable costs of your travel when you are fulfilling your Governor role.

Some general conditions will apply to all claims:

- The travel expenses must have been incurred while carrying out your Governor role (e.g. attending Council of Governors' meetings).
- You will need to provide receipts for all claimed expenditure otherwise it will not be paid. This requirement does not apply to mileage, parking meters, and tube and train tickets where the ticket cannot be retained because of the barrier.
- You cannot claim expenses beforehand - you need to pay the costs and then get them reimbursed.
- All claims must be supported by a completed claim form. These can be obtained from Carol Stevenson. The payment will be reimbursed directly to your bank account.
- Claims need to be submitted promptly to the Trust Membership Office every month.
- The Trust will not reimburse travel to events open to the wider public or the full membership, unless it has been agreed that you will be attending the event in your role as a Governor.

WHAT CAN BE CLAIMED

Public Transport

The cost of standard class travel within London¹, on the assumption that you will have taken advantage of any available discount.

The cost of standard class travel from outside London for the purposes of core Governor attendance as set out in this Handbook², on the assumption that you will have taken advantage of any available discount e.g. advance booking or discount railcard. The Trust will, wherever possible, facilitate remote access to other Governor meetings and events via telephone conferencing. Where a Governor wishes to attend additional meetings or events on an exceptional basis, they must seek advance approval of the Director of Corporate Affairs.

Taxis

Taxis must only be used in an emergency within London or where you have a disability that would make the use of public transport impractical. Wherever possible, taxi usage must be approved in advance by the Director of Corporate Affairs and booked on your behalf by the Trust. Any disability or medical grounds must be supported by a doctor's note. Taxi use may be approved in other exceptional circumstances on a case by case basis.

Private Transport

Mileage is paid at 45p/mile. This rate is current at June 2017 but is subject to change from time to time. If you are travelling from outside London, advance approval is required from the Director of Corporate Affairs.

Parking

Car parking is free at the Bethlem Royal Hospital and Ladywell (Lewisham) sites. You are entitled to register for free parking at the Maudsley and Lambeth Hospitals for when you are attending on Governor business. Please register yourself through www.slamparking.co.uk and choose the Governor option.

¹ For the purposes of this policy, "London" refers to the area covered by zones 1-D set by Transport for London

² Council of Governors' meetings; one Working Group meeting per quarter; the Annual Members' Meeting

ANNEX 3: COUNCIL OF GOVERNORS COMPLAINTS PROCEDURE

1. Application

1.1 This procedure applies to complaints against Governors. These can be complaints from various sources; the following is an indicative list:

- Members
- Staff
- Service users/carers/public
- Other Governors

2. Approach

2.1 The intention should always remain to resolve issues between the relevant parties in as informal manner as possible. However, there will be occasions when this will not satisfy a complainant and so a more formal procedure needs to be applied. Both the complainant and the Governor will have the right of attendance by a representative or an advocate. There are clear timescales and rules for escalation.

3. Procedure

3.1 Any complaint should be addressed to the Trust Secretary and acknowledged within two working days. If not available, this function will be provided by the Deputy Director of Corporate Affairs who will also undertake other responsibilities described in this procedure.

3.2 Anonymised complaints will not normally be considered. Complaints regarding serious issues may be more appropriate to be processed via the whistleblowing policy.

3.3 The Trust Secretary should offer a meeting or conversation with the complainant within ten working days.

3.4 Details of the complaint should be forwarded to the Governor within the same period.

3.5 If the complainant wishes to meet with the Governor and the Trust Secretary, this should be arranged within ten working days.

3.6 The Governor will have the opportunity to reply either in writing or in a meeting with the Trust Secretary within the same ten-day period.

3.7 If the complaint is resolved following a meeting, the matter should be considered closed.

3.8 If the issue is not closed following a meeting or through correspondence, the Trust Secretary should write to the complainant summarising their findings.

3.9 If the complainant is satisfied with the response the matter will be considered closed.

3.10 If the complainant or the Governor wishes to appeal against the findings, a panel of Governors should be established within a further ten working days.

3.11 The panel should comprise the Chair, the Lead Governor/Deputy Lead Governor, a lay Governor, and a chair of one of the CoG working groups. If the Chair is unavailable and in order not to prolong the process the Senior Independent Director/Deputy Chair may be asked to chair the meeting. The complainant would be invited to attend or could submit a written summary.

- 3.12 The Governor or complainant have the right of two objections to the membership of the panel.
- 3.13 The outcome of the hearing should be communicated to the complainant within five days.
- 3.14 There is no further level of internal appeal.

4. Outcome

- 4.1 Penalties on a governor if a complaint against them is upheld will be commensurate with the seriousness of the complaint. These could include:
- Not upheld
 - Request to issue an apology
 - Offer of conciliation/training
 - Offer of training
 - Warning/reprimand
 - Suspension
 - Removal from the Council of Governors

5. Reporting

- 5.1 A report on the outcome of any findings will be made to the Council of Governors. These will, as a routine, be anonymised.
- 5.2 All serious complaints, those settled at the first stage and those going to the appeals panel will be notified to the Chair immediately or as soon as practical.

ANNEX 4: EXIT INTERVIEWS WITH DEPARTING GOVERNORS

The Trust recognises the importance of a systematic approach to gathering information from departing Governors. The purpose of these interviews is to:

- Understand more about the departing Governor's experience at the Trust and any factors that contributed to their departure or decision not to stand again;
- Gather ideas as to how our Governors could be better supported or able to better hold the Non-Executive Directors to account;
- Identify any possible areas for improvement for the future; and
- Thank the Governor in person for their valued contribution to SLAM.

In terms of process, it is proposed that:

1. The Trust Secretary (or the Lead Governor if the situation requires it) offers a 60-minute exit interview with each departing Governor, exploring the following themes:
 - what they enjoyed about the role
 - what they found frustrating
 - the ways in which they felt well-supported
 - the ways in which support could be improved
 - reflections on the Trust as a whole
2. The notes of the exit interviews will be written up, and with the agreement of the interviewee shared; with the Lead Governor; the Deputy Lead Governor and the Chair.
3. A thematic review of the points being raised during exit interviews should be brought every 6 months to the Membership and Involvement Working Group with a view to identifying recommended changes for the future.
4. The Trust Secretary should express thanks in person for the Governors' contribution and the Chair should email or meet the departing Governor to express thanks.

ANNEX 5: NHS ACRONYMS

Like a lot of organisations, the Trust uses a lot of acronyms as shorthand. We try very hard to avoid them in Council of Governors' papers and reports, but sometimes a few slip through the net. Here are some which may come up quite often and what they mean.

If anyone uses an acronym at a Governors' meeting that you attend and you don't understand it, please do flag it as others probably don't either! It also helps us know which ones to add to this list.

A

AL	Aubrey Lewis house / ward
AMH	Adult Mental Health
AMM	Annual Members' meeting
AOB	Any other business
ARC	Advice and Referral Centre

B

BAU	Business as Usual
BMA	British Medical Association
BME	Black and Minority Ethnic
BRH	Bethlem Royal Hospital
BSG	Bids Steering Group (a Governor working group)

C

CAG	Clinical Academic Group
CAMHS	Child & Adolescent Mental Health service
CCG	Clinical Commissioning Group
CEO	Chief Executive Officer
CIO	Chief Information Officer
CIP	Cost Improvement Programme
CMHT	Community Mental Health Team
CoG	Council of Governors
COO	Chief Operating Officer
CQC	Care Quality Commission
CQUIN	Commissioning for Quality and Innovation

D

DH	Department of Health
DToc	Delayed Transfers of Care

E

EPjS	Electronic Patient Journey System
EPR	Electronic Patient Record
ES	Eileen Skellern ward
ESR	Electronic Staff Record

F

FBC	Full Business Case
FFT	Friends and Family Test
FOI	Freedom of Information
FM	Fitzmary ward
FT	Foundation Trust

G

GP	General Practitioner
GStT	Guys and St Thomas's Hospital NHS FT

H

HQ	Headquarters
HR	Human Resources
HSJ	Health Service Journal
HTT	Home Treatment Teams
HWE	Healthwatch England

I

IAPT	Improving Access to Psychological Therapies
ICAS	Independent Complaints Advocacy Service
ICO	Information Commissioner's Office
ICP	Integrated Care Pathway
ICT	Information & Communication Technology
IG	Information Governance
IoPPN	Institute of Psychiatry, Psychology and Neuroscience ('the Institute')
IT	Information Technology
ITC	Information Technology and Communication

J

JBU	Jim Birley Unit
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K	
KCH	Kings College Hospital
KCL	Kings College London
KHP	King's Health Partners
KPI	Key Performance Indicator
L	
LAs	Local Authorities
M	
M&I	Membership and Involvement group (a Governor group)
MHA	Mental Health Act
MHOAD	Mental Health of Older Adults and Dementia
MotM	Museum of the Mind
N	
NED	Non-Executive Director
NHSE	NHS England
NHSI	NHS Improvement
NHSP	NHS Providers
NHSLA	NHS Litigation Authority
NICE	National Institute of Clinical Excellence
NMoC	New Model of Primary Care
O	
OBC	Outline Business Case
OH	Occupational Health
ONS	Office for National Statistics
OOH	Out of hours
P	
PALS	Patient Advice and Liaison Service
PEDIC	Patient Experience Data Intelligence Centre
PHE	Public Health England
PICU	Psychiatric Intensive Care Unit

PLACE	Patient Led Assessment of the Care Environment
PMIC	Psychological Medicine and Integrated Care
PMO	Project Management Office
PPI	Patient and Public Involvement
PSWG	Planning and Strategy Working group (a Governor group)

Q	
QC	Quality Committee
QI	Quality Improvement
QIPP	Quality, Innovation, Productivity and Prevention
QWG	Quality Working group (a Governor group)

R	
R&D	Research & Development
RCN	Royal College of Nursing
RCP	Royal College of Physicians
RCGP	Royal College of General Practitioners

S	
SLaM	South London and Maudsley
SI	Serious Incident
SLMHCP	South London Mental Health Community Partnership
SLP	South London Partnership
SMT	Senior Management Team
SRO	Senior Responsible Officer
STP	Sustainability and Transformation Plan
SU	Service User

T	
ToR	Terms of Reference

ANNEX 6: FINANCE GLOSSARY AND ACRONYMS

AMH	Adult Mental Health. Used in finance reports to cover a programme of investment in community schemes that aim to reduce the usage of acute / triage beds in the Trust.
Assets	An asset is an item or property that an organisation owns that has a positive value. An asset will be something that was part of capital expenditure (see above). e.g. land, buildings, machinery etc.
Capital expenditure	Capital in the NHS is defined as any tangible item that costs more than £5,000 and lasts more than one year (e.g. buying a building). Anything worth less than £5,000 that lasts less than one year is described as revenue (or day-to-day) expenditure.
Capital service capacity	This is the amount of times available Trust revenue could cover total Trust debt.
CIP	A Cost Improvement Programme (CIP) is a financial saving made by an NHS provider (e.g. SLAM). An NHS CIP is the identification of schemes to increase efficiency/ or reduce expenditure. CIPs can include both recurrent (year-on-year) and non-recurrent (one-off) savings. A CIP is not simply a scheme that saves money as there must not be a detrimental impact on quality. An example of a CIP could be improving administrative processes to reduce the number of support posts required.
CPC / C&V	Cost per Case / Cost and Volume.
CQUIN	CQUIN stands for “commissioning for quality and innovation”. The system was introduced in 2009 to make a proportion of healthcare providers’ income conditional on demonstrating improvements in quality and innovation in specified areas of patient care. This means that a proportion of the Trust’s income depends on achieving quality improvement and innovation goals, agreed between the Trust and its commissioners.
Cumulative	The Trust will report a financial position in each monthly reporting period (a surplus, deficit or break-even). The cumulative financial position is the sum total of the current month reported and all the previous months’ results from the start of the financial year (April). For example, the cumulative financial position in June (the 3rd month in the financial year) is the sum total of April, May and June.
Deficit	A deficit is a financial loss. It describes a situation where an organisation has spent more than it has received in any given period.
EBITDA	Earnings before interest, tax, depreciation and amortisation. This is an accounting measure used as a proxy for an organisation’s current operating profitability.
Income	The amount of financial resource received in a given period to fund services. Sometimes referred to as revenue or turnover.
In-Year	This refers to any financial activity that takes place within a financial year, as opposed to, say, the end of the year (EOY). The financial year for SLAM runs from 1st April to the 31st March.
Liabilities	A liability is something that an organisation owes e.g. a loan.
Liquidity	Under the Use of Resources scale, a Trust’s liquidity is expressed in days. The days represent the amount of time that the Trust’s cash could “cover” its expenditure before being used up.
NCA	Non-contracted activity. This relates to where the Trust provides a service to a patient, but no contract exists between SLAM and a CCG for that service. For example, a Lewisham resident with a Bromley GP will not be charged against the Lewisham contract but will be invoiced as an NCA to Bromley CCG.

OBD	Occupied Bed Day. This is a unit of currency used to measure the use made of a bed. 1 OBD = 1 bed occupied for 1 day.
PICU	Psychiatric Intensive Care Unit
Place of Safety (PoS)	Under s.136 of the Mental Health Act, the police have the power to take an apparently mentally disordered person who is in a public place and is apparently a danger to himself or to other people to a “place of safety” where they may be assessed by a doctor.
Placements	Sometimes known as complex placements. These are for patients requiring ongoing or long-term intensive support and assisted living once they are discharged from an inpatient ward. Placements are managed between mental health providers, local NHS commissioners and local government.
QIPP	Quality Innovation Productivity and Prevention Programmes (QIPPs) are schemes led by the CCGs (Clinical Commissioning Groups) to transform and redesign services to ensure they are financially sustainable. In practice, this often means a reduction in income for the providers. An example of a QIPP would be a CCG funding a mental health prevention scheme that should decrease the number of inpatient admissions to SLAM’s wards. That in turn would result in less beds being required, and so the CCG would reduce the number of beds they pay for through their contract with SLAM.
Recurrent / Non-Recurrent	A non-recurrent item is one that happens on a “one-off” basis i.e. once it happens it does not repeat. For example, hiring a meeting room for a special meeting would be a non-recurrent cost. A recurrent item is something that, once it occurs, will continue to happen for the foreseeable future. For example, recruiting a full-time member of staff would be a recurrent cost. These terms are often used to refer to savings or costs.
Surplus	A surplus is a financial gain or profit. It describes a situation where an organisation has received more than it has spent.
Sustainability and Transformation Fund (STF)	STF is an incentive offered to an NHS provider Trust for meeting certain criteria that benefit the financial position of their local health system (in SLAM’s case, the South-East London Sustainability and Transformation Plan (STP)). The criteria include agreeing to and delivering a financial control total, managing agency spend and fully engaging with the local STP.
Triage	A triage ward is used to admit patients for a short period of time where their needs are assessed before being either discharged to the care of community teams or transferred to an acute ward.
WTE	Whole Time Equivalent. This is a concept used to convert the hours worked by several part-time employees into the hours worked by full time employees e.g. 1.0 WTE = 1 full time employee.
Working Capital	Working capital is a measure of an organisation’s short-term financial health. It looks at money coming in vs money going out. The better your short-term cash, the better your working capital position will be.
YTD	Year to Date

ANNEX 7: GUIDELINES FOR GOVERNORS' QUESTIONS

1. Requests for Information from NEDs

- 1.1 There are already a number of mechanisms in existence within the Trust for Governors to receive or seek information from and to hold the Non-Executive Directors (NEDs) individually and collectively to account for the performance of the Board of Directors. This procedure does not replace other processes already in place, such as the Freedom of Information Act, PALS and Complaints procedures, which governors are able to use. At any stage of this procedure, a governor may refer their question to the FOI or PALS/Complaints procedure if they feel that it is appropriate to do so.
- 1.2 This procedure is designed to ensure that all Governor questions are dealt with in an effective manner.
- 1.3 All questions initially should be dealt with within Governor Working Groups, Committees or at the quarterly Non-Executive Director (NED)/Governor meetings. NEDs assigned to Groups or Committees will be the first point of contact and if the NED is unable to attend, the Chair of the Group will have the responsibility of sending queries to the relevant NED.
- 1.4 Only if the questions have not been responded to by the assigned NED within 15 working days, or the relevant Group or Committee is dissatisfied with the response, can the question be sent to the Trust Secretary (or appointed deputy) by the Chair. The Trust Secretary will maintain a log of all questions received from governors and the answers provided by the Trust.

2. Guideline for handling requests for information

- 2.1 Once received, the Trust Secretary will log the details of each question and acknowledge receipt within two working days.
- 2.2 The Trust Board Secretary will review each question to determine whether the question can be responded to directly within 5 working days or placed on the Agenda of the next Council of Governors. If neither option is possible or required, the question will be referred to a Non-Executive Director after ensuring the question is sufficiently clear and adequately describes the assurance being sought. Questions that do not sufficiently relate to the constitutional duties of the Council of Governors (CoG) may be returned. Equally, if the information is in the public domain, the Trust Secretary may guide the questioner to the appropriate source (e.g. the Trust website).
- 2.3 If the question cannot be answered in 5 working days and it is not appropriate to add the query to the CoG agenda, the Trust Secretary will identify the source of assurance that answers the question raised and allocate it to the relevant Non-Executive Director. Their response should be issued within 20 working days of receipt.
- 2.4 In responding to questions or providing information for the agenda of a meeting in accordance with paragraph 2.3, if information is refused, the response from the Trust Secretary shall include an explanation of the reasons for this refusal.
- 2.5 If the recipient(s) of the response is/are not satisfied with the detail or content they have received they should contact the Trust Secretary who will review the response and collate a clarification within 10 working days.
- 2.6 A record of queries raised by governors with the Trust Secretary and the responses provided will be reported at a future Council of Governors meeting.

3.0 Other Trust procedures

Freedom of Information Act requests

Any member of the public can make an official request for information, and this is handled in accordance with the Freedom of Information Act.

To make a request, Governors can email foi@slam.nhs.uk or write to the Information Governance Office at:

South London and Maudsley NHS Foundation Trust
Information Governance Office
Maudsley Hospital
Denmark Hill
London SE5 8AZ

Telephone: 020 3228 5174

PALS and Complaints Procedures

If a Governor has a concern about the care, service or treatment that they or someone they are caring for are currently receiving, this can be discussed with the Trust's Patient Advice and Liaison Service (PALS).

The Patient Advice and Liaison Service (PALS) is a freephone telephone service where you can get advice and information about our services. PALS can help resolve any problems you might have, whether you're a patient, carer or member of the public.

You can contact PALS by the freephone telephone number 0800 731 2864 or by email at pals@slam.nhs.uk.

If a Governor wishes to make a formal complaint, they can contact the Trust's Complaints Department at:

Complaints Department
Maudsley Hospital
111 Denmark Hill
London SE5 8AZ

Telephone: 020 3228 2444/2499

Email: complaints@slam.nhs.uk

Involvement Register, Recovery College and other Trust schemes

If a Governor has concerns which relate to their role on the Involvement Register, Recovery College or other Trust schemes unrelated to their role as a Governor, they should raise those concerns with the relevant team within the Trust responsible for those areas.

ANNEX 8: CODE OF CONDUCT

1. Introduction

- 1.1 The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors.
- 1.2 This code, with the code of conduct for Directors and the NHS constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the Foundation Trust. The code is intended to operate in conjunction with the constitution, standing orders and NHSI's Code of Governance.
- 1.3 The code applies at all times when Governors are carrying out the business of the Foundation Trust or representing the Foundation Trust.

2. Principles of Public Life

- 2.1 All Council Members will agree to abide by the "Seven Principles of Public Life" which are as follows:
 - Selflessness: Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.
 - Integrity: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
 - Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
 - Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
 - Openness: Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - Honesty: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
 - Leadership: Holders of public office should promote and support these principles by leadership and example.

3. Role

The role is set out in detail in the constitution, standing orders, the NHSI Code of Governance and is further addressed in NHSI's guidance for Governors. In carrying out its work the Council of Governors needs to take account of and respect the statutory duties and liabilities of the board of Directors and individual Directors. Council Members will:

- 3.1 Actively support the vision and aims of SLAM in developing as a successful NHS Foundation

Trust and act in the best interests of the Trust at all times;

- 3.2 Contribute to the work of the Council of Governors in order for it to fulfil its role as defined in the Trust's constitution;
- 3.3 Recognise that the Council of Governors exercises collective decision-making on behalf of all its members' service users, members, local public and staff;
- 3.4 Recognise that the Council of Governors has no operational managerial role within SLaM and cannot veto a decision of the Board of Directors;
- 3.5 Attend meetings of the Council of Governors and training and development days, on a regular basis, in order to carry out their role;
- 3.6 Engage with the wider membership to enhance the role of the Council of Governors;
- 3.7 Comply with the constitution;
- 3.8 Support and assist the Accountable Officer of SLaM in his/her responsibility to answer to NHSI, commissioners and the public for the performance of the Trust;

4. Conduct

Council Members shall:

- 4.1 Not expect any privilege arising from being a Council Members;
- 4.2 Value and respect Council Members colleagues, the public, service users, relatives, carers, NHS staff and partners in other agencies;
- 4.3 Abide by Trust policies relevant to their role as Council Members and in particular those policies relating to working with children and vulnerable adults;
- 4.4 Conduct themselves in a manner that reflects positively on SLaM, acting as an ambassador for the Trust;
- 4.5 Note that the South London & Maudsley NHS Foundation Trust is an apolitical organisation and Council Members will not represent any trade union, political party or other organisation (or the views of those organisations). If a Council Member is a member of any of these, they must declare this fact;
- 4.6 Accept responsibility for his or her own actions;
- 4.7 Behave in a way that does not discriminate against any person because of their race, religion, gender, sexuality, age, physical disability, mental disability, social and economic status or national origin;
- 4.8 Only visit SLaM services in their role as Council Members at the invitation of the Trust;
- 4.9 Not act in a manner that could bring the Trust into disrepute.

5. Confidentiality

- 5.1 Council Members shall respect the confidentiality of information received in their role as

Governors and the confidentiality of individual service users, staff and members;

- 5.2 Council Members shall adhere to the Trust's confidentiality and data protection policies; Governors must be supplied with and comply with the Foundation Trust's confidentiality policies and procedures.
- 5.3 Governors must not disclose any confidential information, except in gaining access to information to which they are legally entitled, specified lawful circumstances, and must not seek to prevent a person from gaining access to information to which they are legally entitled.

6. Dealing with the media

- 6.1 Council Members shall not knowingly make or permit, any untrue or misleading statement relating to his or her own duties or the functions of SLaM;
- 6.2 Council Members shall abide by the Trust Media Policy.

7. Corporate Vision and Values

The Code will support the Foundation Trust's Vision and Commitments.

Vision: 'Everything we do is to improve the lives of the people and communities we serve and to promote mental health and wellbeing for all.'

We aim to achieve our vision through these strategic aims:

1. **Quality:** we will get the basics right in every contact and keep improving what matters to service users;
2. **Partnership:** we will work together with service users, their support networks and whole populations to realise their potential;
3. **A great place to work:** we will value, support and develop our managers and staff
4. **Innovation:** we will strive to be at the forefront of what is possible, exploiting our unique strengths in research and development, with everyone involved and learning;
5. **Value:** we will make the best use of our assets, resources, relationships and reputation to support the best quality outcomes.

Our commitments:

We will build mutual, respectful relationships with each other and with service users in accordance with our five commitments to:

1. Be caring, kind and polite
2. Be prompt and value your time
3. Take time to listen to you
4. Be honest and direct with you
5. Do what I say I am going to do.

8. Directors' duties and Liabilities and the Council of Governors

- 8.1 The general duties of the Council of Governors are to hold the Non-Executive Directors individually and collectively to account for the performance of the board of Directors and represent the interests of the members of the Foundation Trust as a whole and the interests

of the public.

- 8.2 The role is set out in detail in the constitution, standing orders, the NHSI Code of Governance and is further addressed in NHSI's guidance for Governors. In carrying out its work the Council of Governors needs to take account of and respect the statutory duties and liabilities of the board of Directors and individual Directors.

9. Register of Interests

- 9.1 Governors are required to register all relevant interests in the Foundation Trust's register of interests in accordance with the provisions of the constitution. It is the responsibility of each Governor to provide an update to their register entry if their interests change. A pro forma is available from the Membership Officer.
- 9.2 Failure to register a relevant interest in a timely manner may constitute a breach of this code.

10. Fit and Proper Person

- 10.1 It is a condition of the Trust's licence that each Governor serving on the Council of Governors is a "fit and proper person" defined in the Trust's licence. A "fit and proper person" is described someone who has not been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or providing a service which, if provided in England, would be a regulated activity.
- 10.2 Governors must certify on appointment, and each year, that they are/remain a fit and proper person. If circumstances change so that a governor can no longer be regarded as a fit and proper person or if it comes to light that a governor is not a fit and proper person, they will be suspended from being a governor with immediate effect pending confirmation and any appeal. Where it is confirmed that a Governor is no longer a fit and proper person their membership of the Council of Governors will be terminated.

11. Conflicts of Interest

- 11.1 Governors have a duty to avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Foundation Trust. Governors must not accept a benefit from a third party by reason of being a Governor or doing (or not doing) anything in that capacity. Governors must not offer a benefit to a third party by reason of being a Governor for doing (or not doing) anything in that capacity.
- 11.2 Governors must declare the nature and extent of any interest at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. It is then for the chair to advise whether it is necessary for the Governor to refrain from participating in discussion of the item or withdraw from the meeting. Failure to comply is likely to constitute a breach of this code.

12. Meetings

- 12.1 Governors have a responsibility to attend Council of Governors meetings. When it is not possible apologies should be submitted to the Trust Secretary in advance of the meeting. Persistent absence from Council of Governors meetings without good reason may be grounds for removal from the Council of Governors.

13. Personal Conduct

- 13.1 Governors are expected to conduct themselves in a manner that reflects positively on the Foundation Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Foundation Trust into disrepute.
- 13.2 Specifically, Governors must treat each other, directors and trust staff with respect; not breach the equality enactments and not bully any person. Governors must not seek to use their position improperly to confer an advantage or disadvantage on any person and must comply with the Foundation Trust's rules on the use of its resources.
- 13.3 Finally, Governors must have regard to advice provided by the Chair and Trust Secretary pursuant to their statutory duties.

14. Training & Development

- 14.1 SLaM is committed to providing appropriate training and development opportunities for Governors to enable them to carry out their role effectively. Governors are expected to undertake to participate in training and development opportunities that have been identified as appropriate for them. To that end governors will be expected to participate in the appraisal process and any skills audit carried out by the Trust.

15. Undertaking & Compliance.

- 15.1 Governors are required to give an undertaking that they will comply with the provisions of this code. Failure to comply with the code may result in disciplinary action in accordance with agreed procedure.

16. Interpretation & Concerns

- 16.1 Questions and concerns about the application of the code should be raised with the Trust Secretary. At meetings, the Chair will be the final arbiter of interpretation of the code. Appeals will be heard by the Council of Governors initially and (with their approval) by reference to NHSI's panel.

17. Review and Revision of the Code

- 17.1 This code has been agreed by the Council of Governors. The Trust Secretary will lead an annual review of the code. It is for Governors to agree to any amendments or revision to the code.