

**NHS ENGLAND CODE OF GOVERNANCE FOR NHS PROVIDER TRUSTS<sup>1</sup>**  
**REGISTER OF COMPLIANCE (COMPLY/ EXPLAIN) 2025/2026**

**Section A: Board leadership and purpose**

**Code principles**

<b>Principles</b>		<b>How applied during 2025/26</b>
<b>A.1.1</b>	Every trust should be led by an effective and diverse board that is innovative and flexible, and whose role it is to promote the long-term sustainability of the trust as part of the ICS and wider healthcare system in England, generating value for members in the case of foundation trusts, and for all trusts, patients, service users and the public.	Please see below in relation to: <ul style="list-style-type: none"> <li>• Board effectiveness;</li> <li>• Board diversity, innovation and flexibility;</li> <li>• System working and generating value for members, patients, service users and the public.</li> </ul>

<sup>1</sup> Version published on 27 October 2022, effective 1 April 2023

Principles		How applied during 2025/26
<b>A.1.2</b>	<p>The board of directors should establish the trust’s vision, values and strategy, ensuring alignment with the ICP’s integrated care strategy and ensuring decision-making complies with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources. The board of directors must satisfy itself that the trust’s vision, values and culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.</p>	<p>The board of directors establishes the Trust’s vision, values and strategy. ‘We are UHD’ focuses on making Dorset the healthiest place to live in the UK through its £500m Transforming Care Together programme, investing in facilities and using its ‘Patient First’ improvement system to support delivery including:</p> <ul style="list-style-type: none"> <li>• Living the Trust’s values, and the behaviours that reinforce the Patient First approach;</li> <li>• Providing greater alignment and better ways of delivering major changes. Key to these are the corporate projects and breakthrough objectives.</li> <li>• Having the tools and training for continuous improvement being deployed at scale in services.</li> </ul> <p>The Trust’s values have been developed as a result of engaging with and listening to its staff to understand what is important to them. The Trust’s annual plan sets out the objectives the Trust aims to achieve for each financial year.</p> <p>During the period, the Trust has been focussed on the development of its clinical strategy which will be finalised in October 2026.</p> <p>The board regularly considers organisational culture through various reporting including surveys and workforce reports. This work is supported by the People and culture committee which meets bi-monthly.</p>

Principles		How applied during 2025/26
<b>A.1.3</b>	The board of directors should give particular attention to the trust's role in reducing health inequalities in access, experience and outcomes.	<p>Health inequalities data is reported within the integrated performance report presented to the Board and its sub-committees.</p> <p>The Trust seeks to ensure that its services are easy to access for everyone. We focus on people with protected characteristics to understand how different groups use our services. Our approach to fairness is built on working closely with partners across the Dorset Integrated Care System. This collaboration is guided by the Dorset ICS shared health inequalities plan and its governance framework. There are three major projects: prevention; data and insight and reducing unwanted variation. Dorset wide oversight is provided by the Health Inequalities Group and the Strategic Outcomes Committee which includes representation from the Trust. As an acute Trust, we have a focus on the impact of inequalities on elective admissions, outpatients, emergency attendance and emergency admissions.</p> <p>The Dorset Intelligence and Insight Service (DiiS) provides a digital data dashboard to track health inequalities. This dashboard currently looks at inequalities indicators across 11 domains and continues to build on these key indicators. This information can be drilled down to the level of individual trusts within Dorset, allowing staff to use this data to inform their daily operational and improvement work.</p> <p>A new Dorset Digital Strategy seeks to address health inequalities by improving digital inclusion. This ensures that as we adopt new technology, we do not disadvantage vulnerable groups who may have less access to digital tools.</p>

Principles		How applied during 2025/26
<b>A.1.4</b>	<p>The board of directors should ensure that the necessary resources are in place for the trust to meet its objectives, including the trust’s contribution to the objectives set out in the five-year joint plan and annual capital plan agreed by the ICB and its partners, and measure performance against them. The board of directors should also establish a framework of prudent and effective controls that enable risk to be assessed and managed. For their part, all board members – and in particular non-executives whose time may be constrained – should ensure they collectively have sufficient time and resource to carry out their functions.</p>	<p>Please refer to CoS condition 7 declaration which was agreed by the Board at its public meeting in May 2026 in line with the requirements of the NHS provider licence.</p> <p>To ensure prudent and effective controls for risk the Trust has developed and reviews annually its:</p> <ul style="list-style-type: none"> <li>• Risk management strategy;</li> <li>• Board assurance framework</li> </ul> <p>The board regularly reviews the Trust’s risk register and Board assurance framework. Progress is being made to further enhance the Trust’s approach to risk management and this is being overseen by the Audit committee.</p> <p>Non-Executive Directors are required under their contracts with the Trust to devote whatever time is reasonably necessary for the proper performance of their duties as a Non-Executive Director. In accepting their appointment, they contractually confirm that taking into account all of their other commitments, they are able to allocate sufficient time to the Trust to discharge their responsibilities effectively. Before accepting additional commitments that might affect the time they are able to devote to their role as a Non-Executive Director of the Trust, they should notify the board and Council of Governors.</p>

Principles		How applied during 2025/26
<b>A.1.5</b>	For the trust to meet its responsibilities to stakeholders, including patients, staff, the community and system partners, the board of directors should ensure effective engagement with them, and encourage collaborative working at all levels with system partners.	<p>The Trust has a communications and engagement function, which has dedicated resource to ensure effective communication and engagement with our stakeholders. It also has a Patient Engagement team.</p> <p>The Council of Governors play a key role in engaging with the Trust's members and the wider community and representing the views of members and the wider community in decision making. The Council of Governors has approved a Membership Engagement Strategy and continues to have a Membership and Engagement Group.</p> <p>There is a programme in place for Board members to visit teams and services across the Trust.</p> <p>The Trust remains an active system partner within Dorset and the CEO participates in system leadership arrangements, including membership of the Integrated Care Board 'Cluster' (with NHS Dorset, NHS Somerset, NHS Bath and Northeast Somerset and with NHS Bath, Swindon and Wiltshire), supporting collective decision making and delivery of agreed system priorities. The Trust continues to work collaboratively to ensure the provision of NHS services is integrated with those provided by other health, social care and voluntary sector organisations.</p> <p>The One Dorset Provider Collaborative remains in place and continues to evolve.</p> <p>Collaboration and cooperation with system partners during 2025/26 has continued across a range of priority areas, including the Future Care Programme, One Dorset Procurement, and digital transformation through the 'HealthSet' Electronic Health Record (EHR) programme (with both Dorset and Somerset partners).</p> <p>The annual report contains a section on staff engagement.</p>

Principles		How applied during 2025/26
<b>A.1.6</b>	The board of directors should ensure that workforce policies and practices are consistent with the trust's values and support its long-term sustainability. The workforce should be able to raise any matters of concern. The board is responsible for ensuring effective workforce planning aimed at delivering high quality of care.	<p>The Board receives assurance on workforce policies and practices through the People and Culture Committee which meets bi-monthly. Our People and Culture Strategy has seen significant achievements, including reduction in vacancies.</p> <p>The Trust has a Freedom to Speak Up Policy with regular updates on the concerns raised presented to the Trust's Management Group, People and Culture Committee and Board.</p> <p>Workforce planning is integral to annual planning and is reviewed both at Trust and Integrated Care System level. Key workforce metrics such as vacancy rates and staff turnover are reported regularly to Board through the integrated performance report.</p>

Provisions

	Code Provisions	Compliance Y/N	Evidence or Non-Compliance Explanation
A.2.1	<p>The board of directors should assess the basis on which the trust ensures its effectiveness, efficiency and economy, as well as the quality of its healthcare delivery over the long term, and contribution to the objectives of the ICP and ICB, and place-based partnerships. The board of directors should ensure the trust actively addresses opportunities to work with other providers to tackle shared challenges through entering into partnership arrangements such as provider collaboratives. The trust should describe in its annual report how opportunities and risks to future sustainability have been considered and addressed, and how its governance is contributing to the delivery of its strategy.</p>	Y	<p>The board assesses economy, efficiency and effectiveness annually as part of the Trust's annual governance statement. This assessment is supported by robust systems of internal control designed to ensure that resources are applied appropriately and effectively. The Trust operates within an established framework of key financial policies, supported by a scheme of delegation and standing financial instructions which define financial authority and accountability. The board is supported by the work of the Audit committee and draws assurance from internal audit the external auditor's work on the Trust's value for money arrangements, including their annual findings and recommendations. The Trust forms part of the Dorset Provider Collaborative.</p> <p>Please refer to CoS condition 7 declaration which was agreed by the Board at its public meeting in May 2026 in line with the requirements of the NHS provider licence.</p> <p>Work is underway to ensure that our Clinical Strategy is in alignment with the new national NHS 10-year plan and the "3 shifts" to prevention, neighbourhoods and digital as well as strategies of our key partners.</p> <p>The Trust remains an active system partner within Dorset and the CEO participates in system leadership arrangements, including membership of the Integrated Care Board 'Cluster' (with NHS Dorset, NHS Somerset, NHS Bath and Northeast Somerset and with NHS Bath, Swindon and Wiltshire), supporting collective decision making and delivery of agreed system priorities. The One Dorset Provider Collaborative remains in place and continues to evolve.</p>

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>A.2.2</b>	The board of directors should develop, embody and articulate a clear vision and values for the trust, with reference to the ICP's integrated care strategy and the trust's role within system and place-based partnerships, and provider collaboratives. This should be a formally agreed statement of the organisation's purpose and intended outcomes, and the behaviours used to achieve them. It can be used as a basis for the organisation's overall strategy, planning, collaboration with system partners and other decisions.	Y	Please see "Principles" above. (Please see also Annual Plan 2025/26 and 2026/27).

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>A.2.3</b>	The board of directors should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the trust's vision, values and strategy, it should seek assurance that management has taken corrective action. The annual report should explain the board's activities and any action taken, and the trust's approach to investing in, rewarding and promoting the wellbeing of its workforce.	Y	<p>The People and Culture Committee seeks assurance on the Trust's culture, with a Chair's assurance report being presented to the Board. This includes through reviewing reports from the Guardians of Safe Working Hours, Freedom to Speak Up Guardian and staff survey responses. Also through obtaining assurance that appropriate feedback mechanisms are in place for those raising incidents and that a culture of openness and transparency in respect of incident reporting is encouraged by supporting the Speaking Up agenda. (Please see People &amp; Culture Committee Terms of Reference).</p> <p>Our People and Culture Strategy has seen significant achievements, including reduction in vacancies.</p> <p>The Trust has a "See ME First" staff-led initiative in place to promote equality, diversity and inclusivity, which has recently been re-launched. Following the launch of See ME First, the Board published a commitment to be an anti-racist organisation. The Board also supported the Trust signing up to the Domestic Abuse and Sexual Violence Charter.</p> <p>Standing items as part of the Board's programme include the gender pay gap, freedom to speak up, equality and diversity, WRES and WDES.</p> <p>The annual report explains the activity undertaken in relation to staff wellbeing.</p>

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>A.2.4</b>	The board of directors should ensure that adequate systems and processes are maintained to measure and monitor the trust's effectiveness, efficiency and economy, the quality of its healthcare delivery, the success of its contribution to the delivery of the five-year joint plan for health services and annual capital plan agreed by the ICB and its partners (This may also include working to deliver the financial duties and objectives the trust is collectively responsible for with ICB partners, and improving quality and outcomes and reducing unwarranted variation and inequalities across the system), and that risk is managed effectively. The board should regularly review the trust's performance in these areas against regulatory and contractual obligations, and approved plans and objectives, including those agreed through place-based partnerships and provider collaboratives.	Y	The Trust's performance in these areas is reviewed through the integrated performance report and other reporting to the Board and its Committees. Please see above in relation to system working principles.
<b>A.2.5</b>	In line with principle 1.3 above, the board of directors should ensure that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and performance, ensuring performance reports are disaggregated by ethnicity and deprivation where relevant. Where appropriate and particularly in high risk or complex areas, the board of directors should commission independent advice, eg from the internal audit function, to provide an adequate and reliable level of assurance.	Y	Please see above in relation to integrated performance report. The internal audit plan is approved by the Audit committee annually and focuses on high risk and complex areas. There is flexibility within the plan to commission an audit into other priority areas as required.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>A.2.6</b>	The board of directors should report on its approach to clinical governance and its plan for the improvement of clinical quality in the context of guidance set out by the Department of Health and Social Care (DHSC), NHS England and the Care Quality Commission (CQC). The board should record where in the structure of the organisation clinical governance matters are considered.	Y	The annual governance statement, within the annual report, reports on the Trust's approach to clinical governance. Clinical governance matters are considered by the Clinical Governance Group, which reports to the Trust Management Group directly and to the Quality Committee for assurance.
<b>A.2.7</b>	The chair and board should regularly engage with stakeholders, including patients, staff, the community and system partners, in a culturally competent way, to understand their views on governance and performance against the trust's vision. Committee chairs should engage with stakeholders on significant matters related to their areas of responsibility. The chair should ensure that the board of directors as a whole has a clear understanding of the views of all stakeholders including system partners. NHS foundation trusts must hold a members' meeting at least annually. Provisions regarding the role of the council of governors in stakeholder engagement are contained in Appendix B.	Y	The Chair and Board engage with stakeholders including the following examples: <ul style="list-style-type: none"> <li>• With staff through service visits and events at the Trust.</li> <li>• Board meetings are held in public and open to stakeholders and staff.</li> <li>• In addition to the Board hearing a patient story at each Part 1 meeting, the Council of Governors reports bi-annually to the Part 1 Board, including upon engagement and thematic feedback from the public.</li> <li>• Working with system partners – please see above.</li> <li>• The Trust holds an Annual members meeting annually in line with requirements.</li> </ul>
<b>A.2.8</b>	The board of directors should describe in the annual report how the interests of stakeholders, including system and place-based partners, have been considered in their discussions and decision-making, and set out the key partnerships for collaboration with other providers into which the trust has entered. The board of directors should keep engagement mechanisms under review so that they remain effective.	Y	This is described in the performance report within the Annual report 2025/26. Stakeholders are signposted to this section

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>A.2.9</b>	The workforce should have a means to raise concerns in confidence and – if they wish – anonymously. The board of directors should routinely review this and the reports arising from its operation. It should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.	Y	The Trust has a Freedom to Speak Up (FTSU) service. The FTSU Guardian presents to the Board bi-annually and to the People & Culture Committee quarterly. The Trust also has in place reporting mechanisms in place in relation to fraud, bribery or corruption under its Anti-Fraud, Bribery and Corruption Policy.
<b>A.2.10</b>	The board of directors should take action to identify and manage conflicts of interest and ensure that the influence of third parties does not compromise or override independent judgement (directors are required to declare any business interests, position of authority in a charity or voluntary body in the field of health and social care, and any connection with bodies contracting for NHS services. The trust must enter these into a register available to the public in line with <a href="#">Managing conflicts of interest in the NHS: Guidance for staff and organisations</a> . In addition, NHS foundation trust directors have a statutory duty to manage conflicts of interest. In the case of NHS trusts, certain individuals are disqualified from being directors on the basis of conflicting interests).	Y	All decision makers are required to update their interests at least annually in line with the Trust's Managing Conflicts of Interest Policy, in addition to making a declaration as and when an interest arises. The register of directors' interests is published on the website. Declarations of interest is a standing agenda item at the start of every Board and Board Committee meeting.
<b>A.2.11</b>	Where directors have concerns about the operation of the board or the management of the trust that cannot be resolved, these should be recorded in the board minutes. If on resignation a non-executive director has any such concerns, they should provide a written statement to the chair, for circulation to the board.	Y	The Trust will comply with this provision where it applies.

## Section B: Division of responsibilities

### Principles

We are **caring** **one team** **listening to understand** **open and honest** **always improving** **inclusive**

Principles		How Applied
<b>B.1.1</b>	<p>The chair leads the board of directors and, for foundation trusts, the council of governors, and is responsible for its overall effectiveness in leading and directing the trust. They should demonstrate objective judgement throughout their tenure and promote a culture of honesty, openness, trust and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors and, for foundation trusts, governors receive accurate, timely and clear information.</p>	<p>The Chair leads the Board of Directors and the Council of Governors.</p> <p>The Board of Directors and its committees undertake an annual review of their effectiveness. The Board is due to complete a review of its effectiveness.</p> <p>Individually directors (both executive and non-executive) undergo an annual performance review in line with NHS England appraisal guidance, which includes a one-to-one meeting to review the previous year as well as objectives for the coming year.</p> <p>An annual assessment by the Council of Governors of its performance takes place. A Council of Governors' Effectiveness Group has been established as a forum for discussion about the effectiveness of the Council of Governors and to informally oversee the development and implementation of plans, making recommendations to the Council of Governors.</p> <p>The Chair promotes a culture of openness and debate by facilitating effective contribution and constructive and productive relations between Executive and Non-Executive Directors and Board and Council of Governors. There is a link between the Non-Executive Director Committee chair and the lead Executive Director for that Committee. This arrangement means that Non-Executive Directors and Executive Directors establish relationships based on appropriate challenge and support.</p> <p>Governors can observe part 1 of the Board and ask questions. They are also provided with a timely briefing after part 2 of the Board meeting, also with an opportunity to ask questions. Executives and Non-Executives are invited to attend the Council of Governor meetings.</p>

Principles		How Applied
<b>B.1.2</b>	Responsibilities should be clearly divided between the leadership of the board and the executive leadership of the trust's operations. No individual should have unfettered powers of decision.	The Trust's governance is clearly divided between the Board and its Committees and the Trust Management Group established by the Chief Executive. The Trust's Constitution and Scheme of Delegation references controls in relation to individuals having unfettered powers of decision.
<b>B.1.3</b>	Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge and strategic guidance, offer specialist advice and lead in holding the executive to account.	Please see above in relation to Non-Executive Directors time to meet their Board responsibilities. The Board expects and receives constructive challenge from all of its directors (evidenced through minutes of meetings).
<b>B.1.4</b>	The board of directors should ensure that it has the policies, processes, information, time and resources it needs to function effectively, efficiently and economically.	The Trust's Constitution includes standing orders of the Board. A scheme of delegation is in place.
<b>B.1.5</b>	The board is collectively responsible for the performance of the trust.	The board of directors has adopted a statement of its powers, duties and responsibilities within the annual report.
<b>B.1.6</b>	The board of directors as a whole is responsible for ensuring the quality and safety of the healthcare services, education, training and research delivered by the trust, and applying the principles and standards of clinical governance set out by DHSC, NHS England, the CQC and other relevant NHS bodies.	The board of directors recognises its responsibility for ensuring the quality and safety of health care services, education, training, and research delivered by the trust and applies the principles of clinical governance set out by the Department of Health, the Care Quality Commission and the NHS's quality governance framework. Clinical governance arrangements are described in the Trust's Annual governance statement.
<b>B.1.7</b>	All members of the board of directors have joint responsibility for every board decision regardless of their individual skills or status. This does not impact on the particular responsibilities of the chief executive as the accounting officer.	The Board continues to operate as a unitary Board. The responsibilities of the CEO as the accounting officer are noted.

### Provisions

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.1</b>	The chair is responsible for leading on setting the agenda for the board of directors and, for foundation trusts, the council of governors, and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.	Y	The Chair is responsible for leading on setting the agenda for the Board of Directors and Council of Governors in line with the governance cycle and current business affairs of the Trust. Time is planned for discussion of agenda items, with the sufficiency of time available for discussion reviewed.
<b>B.2.2</b>	The chair is also responsible for ensuring that directors and, for foundation trusts, governors receive accurate, timely and clear information that enables them to perform their duties effectively. A foundation trust chair should take steps to ensure that governors have the necessary skills and knowledge to undertake their role.	Y	The Company Secretary Team makes available the agenda and papers for both directors and Governors on behalf of the Chair. The Chair is responsible for ensuring that the reporting provided to the Board is timely. As part of the Patient First improvement system, the approach to meetings and reporting across the organisation was reviewed and further streamlined in 2025/2026 as part of the Organising for Success corporate project. The Company Secretary Team takes steps to support Governors having the skills and knowledge they require to undertake their role in consultation with the Chair. This includes access to a comprehensive induction process, development sessions and opportunities to take part in external development training events.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.3</b>	The chair should promote a culture of honesty, openness, trust and debate by facilitating the effective contribution of non-executive directors in particular, and ensuring a constructive relationship between executive and non-executive directors.	Y	The Chair promotes a culture of openness and debate by facilitating effective contribution and constructive and productive relations between Executive and Non-Executive directors and Board of Directors and Council of Governors. There is a link between the Non-Executive Director Committee chairs and the lead Executive Director for that committee. This arrangement means that Non-Executive Directors and Executive Directors establish relationships including relevant challenge and support. Governors can observe part 1 of the Board and ask questions. They are also provided with a timely briefing after part 2 of the board meeting, also with an opportunity to ask questions. Executives and Non-Executives are invited to attend the Council of Governor meetings. During 2025/26 and 2026/27, Board development sessions have been held and planned to further develop effective working of the Board.
<b>B.2.4</b>	A foundation trust chair is responsible for ensuring that the board and council work together effectively.	Y	The Chair is responsible for ensuring that the Board and Council of Governors work together effectively. During 2025/26 and 2026/27, Board development sessions have been held and planned to further develop effective working of the Board. A Council of Governors effectiveness review was completed during 2025/26. Key themes from this review indicated that governors feel there is opportunity to enhance interaction between Non-executive directors and governors.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.5</b>	<p>The chair should be independent on appointment when assessed against the criteria set out in provision 2.6 below. The roles of chair and chief executive must not be exercised by the same individual. A chief executive should not become chair of the same trust. The board should identify a deputy or vice chair who could be the senior independent director. The chair should not sit on the audit committee.</p> <p>The chair of the audit committee, ideally, should not be the deputy or vice chair or senior independent director.</p>	Y	<p>The Chair is considered by the Board to be independent. The roles of Chair and CEO are not held by the same person. A senior independent director is in post.</p> <p>During 2024/25, the senior independent director was Chair of the Audit committee which is not recommended. This was reported and explained in the Trust's Annual report for 2024/25. This arrangement ceased from 2025/26. The senior independent director has not been the Chair of the Audit committee during the period.</p>

<p><b>B.2.6</b></p>	<p>The board of directors should identify in the annual report each non-executive director it considers to be independent. Circumstances that are likely to impair, or could appear to impair, a non-executive director's independence include, but are not limited to, whether a director:</p> <ul style="list-style-type: none"> <li>• has been an employee of the trust within the last two years</li> <li>• has, or has had within the last two years, a material business relationship with the trust either directly or as a partner, material shareholder, director or senior employee of a body that has such a relationship with the trust</li> <li>• has received or receives remuneration from the trust apart from a director's fee, participates in the trust's performance-related pay scheme or is a member of the trust's pension scheme</li> <li>• has close family ties with any of the trust's advisers, directors or senior employees</li> <li>• holds cross-directorships or has significant links with other directors through involvement with other companies or bodies</li> <li>• has served on the trust board for more than six years from the date of their first appointment (but note 4.3 in Section C below, where chairs and NEDs can serve beyond six years subject to rigorous review and NHS England approval).</li> <li>• is an appointed representative of the trust's university medical or dental school.</li> </ul> <p>Where any of these or other relevant circumstances apply, and the board of directors nonetheless considers that the non-executive director is independent, it needs to be clearly explained why.</p>	<p>Y</p>	<p>The annual report outlines that all Non-Executive Directors are considered to be independent by the Board. This was considered by the Board at its meeting in May 2026.</p>
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Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.7</b>	At least half the board of directors, excluding the chair, should be non-executive directors whom the board considers to be independent.	N	During 2025/26, the Trust has had eight executive directors and seven Non-executive directors (excluding the Chair). This is because from May 2025, one of the Non-executive directors took up the role of interim Chair. The postholder's substantive role is as a Non-executive director. This position was supported by the Board, Council of Governors and the NHSE regional team to provide continuity and stability to the Board during period of significant transformation and change. During the period, the Trust's Constitution was updated to include a casting vote for the Chair.
<b>B.2.8</b>	No individual should hold the positions of director and governor of any NHS foundation trust at the same time.	Y	No individual have held both positions during the period.
<b>B.2.9</b>	The value of ensuring that committee membership is refreshed and that no undue reliance is placed on particular individuals should be taken into account in deciding chairship and membership of committees. For foundation trusts, the council of governors should take into account the value of appointing a non-executive director with a clinical background to the board of directors, as well as the importance of appointing diverse non-executive directors with a range of skill sets, backgrounds and lived experience.	Y	This is taken into account when deciding the chair and membership of committees. The frequency of review of the Committee chairs is reflected in the terms of reference of each Committee. The Council of Governors has appointed non-executive directors with clinical experience to the Board, as well as diverse non-executive directors with a range of skill sets, backgrounds and lived experience.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.10</b>	Only the committee chair and committee members are entitled to be present at nominations, audit or remuneration committee meetings, but others may attend by invitation of the particular committee.	Y	The terms of reference for the Nominations, Audit and Remuneration Committees take account of only the Committee chair and Committee members being entitled to be present at the meeting, but provide for the possibility for others to attend by invitation of the committee chair. In the case of the Appointments and Remuneration Committee, there is provision for the presence of the Chief Executive Officer for decisions relating to the appointment or removal of Chief Officers (other than themselves). There is also provision for the Chief People Officer to be invited to be in attendance.
<b>B.2.11</b>	In consultation with the council of governors, NHS foundation trust boards should appoint one of the independent non-executive directors to be the senior independent director: to provide a sounding board for the chair and serve as an intermediary for the other directors when necessary. Led by the senior independent director, the foundation trust non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary, and seek input from other key stakeholders. For NHS trusts the process is the same but the appraisal is overseen by NHS England as set out in the <a href="#">Chair appraisal framework</a> .	Y	Senior Independent Director appointment is made in consultation with council of governors. The Senior Independent Director shall meet with the Non-Executive Directors without the Chair present to appraise the Chair's performance. In 2025/26, the Non-Executive Directors were invited by the Senior Independent Director to provide feedback in relation to the Trust Chair's performance. They also seek input from other key stakeholders, this being included in the methodology for the performance evaluation approved by the Council of Governors.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.12</b>	Non-executive directors have a prime role in appointing and removing executive directors. They should scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives. The chair should hold meetings with the non-executive directors without the executive directors present.	Y	The Non-Executive Directors are aware of the duty to ensure challenge and scrutinise the performance of the executive management against agreed performance objectives. The Board has an Appointments and Remuneration Committee consisting of Non-Executive Directors to determine the levels and remuneration of Executive Directors. The Board convenes the committee for appointment/renewal and where necessary it would be convened for removal of executives on an ad-hoc basis. The Committee membership comprises the Non-Executive Directors. In addition, the Chair holds regular planned meetings with the Non-Executive Directors without the Executive Directors present.
<b>B.2.13</b>	The responsibilities of the chair, chief executive, senior independent director if applicable, board and committees should be clear, set out in writing, agreed by the board of directors and publicly available. The annual report should give the number of times the board and its committees met, and individual director attendance.	Y	On the website is published the terms of reference for each of the Board's Committees. The responsibilities of the Board and the senior independent director are contained within the Trust's Constitution which is available on the Trust's website. Responsibilities of the Chair and Chief Executive are also included within the Scheme of Delegation, available on the Trust's website. The annual report contains the number of Board and Committee meetings and individual director attendance.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.14</b>	When appointing a director, the board of directors should take into account other demands on their time. Prior to appointment, the individual should disclose their significant commitments with an indication of the time involved. They should not take on material additional external appointments without prior approval of the board of directors, with the reasons for permitting significant appointments explained in the annual report. Full-time executive directors should not take on more than one non-executive directorship of another trust or organisation of comparable size and complexity, and not the chairship of such an organisation.	Y	Please see above in relation to time commitment of Non-Executive Directors. No Board members have disclosed any significant commitments to the Board during 2025/26 or any material additional external appointments requiring Board approval. No Executive Director holds more than one non-executive directorship of another trust or organisation of comparable size and complexity.
<b>B.2.15</b>	All directors should have access to the advice of the company secretary, who is responsible for advising the board of directors on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board.	Y	All directors have access to the advice of the Director of Corporate Governance (Company Secretary). The appointment and removal of the Company Secretary would be a matter for the Board- members of which are involved in the interview and appointment process.
<b>B.2.16</b>	All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy. In particular, non-executive directors should scrutinise the performance of the executive management in meeting agreed goals and objectives, request further information if necessary, and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.	Y	Constructive challenge is expected from all directors as a unitary Board as well as developing proposals on priorities, risk mitigation, values, standards and strategy. Evidenced through minutes of meetings of the Board of Directors. Feedback also received from GGI as part of well led review.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>B.2.17</b>	The board of directors should meet sufficiently regularly to discharge its duties effectively. A schedule of matters should be reserved specifically for its decisions. For foundation trusts, this schedule should include a clear statement detailing the roles and responsibilities of the council of governors. This statement should also describe how any disagreements between the council of governors and the board of directors will be resolved. The annual report should include this schedule of matters or a summary statement of how the board of directors and the council of governors operate, including a summary of the types of decisions to be taken by the board, the council of governors, board committees and the types of decisions that are delegated to the executive management of the board of directors.	Y	A Scheme of delegation and reservation of powers is in place. A statement (dispute procedure) explaining how any disagreements between the council of governors and the board of directors will be managed is set out in the Trust's Constitution. See annual report for summary statements about how the Board and Council of governors operates.

## Section C: Composition, succession and evaluation

### Principles

Principles		How Applied
<b>C.1.1</b>	<p>Appointments to the board of directors should follow a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Appointments should be made solely in the public interest, with decisions based on integrity, merit, openness and fairness. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, disability, and cognitive and personal strengths (for more information refer to the Equality Act 2010, The NHS' successive Equality Delivery Systems (EDS) and the NHS Workforce Race Equality Standard (WRES)). In particular, the board should have published plans for how it and senior managers will in percentage terms at least match the overall black and minority composition of its overall workforce, or its local community, whichever is the higher.</p>	<p>The Board recognises that there should be a formal, rigorous and transparent procedure for the appointment of new directors. The Trust shall conform with legislation in appointing to the board of directors and on election of the council of governors. The Council of Governors has formalised and adopted terms of reference for a Nominations, Remuneration and Evaluations Committee. Board appointments are to be made on merit based on objective criteria and terms of reference for the Appointments and Remuneration Committee and Nominations, Remuneration and Evaluations Committee. Succession plans are in place for both Executive and Non-Executive Directors. All Board vacancies are advertised nationally with a targeted approach to ensure we attract a diverse range of candidates that match the composition of our overall workforce and local community.</p>
<b>C.1.2</b>	<p>The board of directors and its committees should have a diversity of skills, experience and knowledge. The board should be of sufficient size for the requirements of its duties, but should not be so large as to be unwieldy. Consideration should be given to the length of service of the board of directors as a whole and membership regularly refreshed.</p>	<p>The Board considers that it and its Committees have the required diversity of skills, experience and knowledge. A skills mix assessment was recently carried out and considered by the Nominations, Remuneration and Evaluation Committee. Consideration has been given to length of service and succession planning.</p>

Principles		How Applied
<b>C.1.3</b>	Annual evaluation of the board of directors should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.	<p>The Board is due to undertake an annual evaluation of its own performance. During the period, the sub-committees of the Board have completed effectiveness reviews.</p> <p>The Chair shall act on the outcome of appraisals which identify individual and collective development needs for the Board and Non-Executive Directors.</p> <p>The Chair shall report to the Council of Governors on the outcomes of the performance evaluations. Please see above in relation to the Trust Chair appraisal.</p> <p>The Chief Executive will undertake the appraisal of the executive directors and outcomes will be reported to the Appointments and Remuneration Committee. Chief Executive appraisal to be led by the Trust Chair.</p>

**Provisions**

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.2.1</b>	The nominations committee or committees of foundation trusts, 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 challenges, risks and opportunities facing the trust, and the skills and expertise required within the board of directors to meet them. Best practice is that the selection panel for a post should include at least one external assessor from NHS England and/or a representative from a relevant ICB, and the foundation trust should engage with NHS England to agree the approach.	Y	Terms of reference for the Appointments and Remuneration committee and Nominations, Remuneration and Evaluations Committee (and business conducted during the year). Also, evidenced by process undertaken for recent appointments. There is a need for the Appointments and Remuneration committee to consider succession planning for executive director roles during 2026/27.
<b>C.2.2</b>	There may be one or two nominations committees. If there are two, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chair). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and recommend changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge, experience and diversity on the board of directors and, in the light of this evaluation, describe the role and capabilities required for appointment of both executive and non-executive directors, including the chair.	Y	Please see terms of reference for the Appointments and Remuneration Committee and Nominations, Remuneration and Evaluations Committee and evidence in minutes.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.2.3</b>	The chair or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chair.	Y	The Appointments and Remuneration Committee and Nominations, Remuneration and Evaluations committee are chaired by the Trust Chair.
<b>C.2.4</b>	The governors should agree with the nominations committee a clear process for the nomination of a new chair and non-executive directors. Once suitable candidates have been identified, the nominations committee should make recommendations to the council of governors.	Y	Please see terms of reference for Nominations, Remuneration and Evaluations Committee whose responsibility it is to make recommendations to the Council of Governors about appointments.
<b>C.2.5</b>	Open advertising and advice from NHS England's Non-Executive Talent and Appointments team is available for use by nominations committees to support the council of governors in the appointment of the chair and non-executive directors. If an external consultancy is engaged, it should be identified in the annual report alongside a statement about any other connection it has with the trust or individual directors.	Y	Please refer to annual report.
<b>C.2.6</b>	Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should have governors and/or independent members in the majority. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chair or a deputy chair, are being discussed, governors and/or independent members should be in the majority on the committee and also on the interview panel.	Y	The Nominations, Remuneration and Evaluations Committee consists of majority governor members. Evidenced by Committee Terms of Reference.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.2.7</b>	When considering the appointment of non-executive directors, the council of governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.	Y	The Council of Governors takes into account the views of the Board (through the stakeholder engagement process) and Nominations, Remuneration and Evaluation Committee.
<b>C.2.8</b>	The annual report should describe the process followed by the council of governors to appoint the chair and non-executive directors. The main role and responsibilities of the nominations committee should be set out in publicly available written terms of reference.	Y	The annual report describes the process followed by the Council of Governors to appoint Non-Executive Directors.  The Nominations, Remuneration and Evaluations Committee terms of reference are available on the website.
<b>C.2.9</b>	Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The names of governors submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information.	Y	Please see model rules of election within the constitution.  The model rules of election do not include the requirement to place the number of meetings each governor has attended. However the Trust shall publish this information in the annual report.
<b>C.2.10</b>	A requirement of the National Health Service Act 2006 as amended (the 2006 Act) is that the chair, the other non-executive directors and – except in the case of the appointment of a chief executive – the chief executive are responsible for deciding the appointment of executive directors. The nominations committee with responsibility for executive director nominations should identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the chair, the other non-executives directors and, except in the case of the appointment of a chief executive, the chief executive.	Y	Please refer to Constitution.  Suitable candidates for executive director posts will be identified as part of the appointment process – please see also terms of reference for the Appointments and Remuneration Committee.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.2.11</b>	It is for the non-executive directors to appoint and remove the chief executive. The appointment of a chief executive requires the approval of the council of governors.	Y	Enshrined within Constitution.
<b>C.2.12</b>	The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chair and other non-executive directors.	Y	Evidenced through business conducted by Council of Governors.
<b>C.2.13</b>	Non-executive directors, including the chair, should be appointed by the council of governors for the specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to removal of a director.	Y	Non-executive directors and the Chair are recommended by Nominations, Remuneration and Evaluations Committee for appointment by the Council of Governors in line with the Code of Governance and Constitution.
<b>C.2.14</b>	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 do 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.	Y	Terms and conditions available for inspection following request to the Director of Corporate Governance. Please see above in relation to time commitment.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.4.1</b>	Directors on the board of directors and, for foundation trusts, governors on the council of governors should meet the 'fit and proper' persons test described in the provider licence. For the purpose of the licence and application criteria, 'fit and proper' persons are defined as those having the qualifications, competence, skills, experience and ability to properly perform the functions of a director. They must also have no issues of serious misconduct or mismanagement, no disbarment in relation to safeguarding vulnerable groups and disqualification from office, be without certain recent criminal convictions and director disqualifications, and not bankrupt (undischarged). Trusts should also have a policy for ensuring compliance with the CQC's guidance <a href="#">Regulation 5: Fit and proper persons: directors</a> .	Y	The "fit and proper" persons test is enshrined within the constitution. The Board has approved a Fit and Proper Persons Policy, taking into account NHS England's fit and proper person test framework. Processes in place to support meeting relevant requirements.
<b>C.4.2</b>	The board of directors should include in the annual report a description of each director's skills, expertise and experience. Alongside this, the board should make a clear statement about its own balance, completeness and appropriateness to the requirements of the trust. Both statements should also be available on the trust's website.	Y	The annual report, available on the Trust's website, contains a description of each director's skills, expertise and experience. The accountability report section contains a statement on the Board's balance completeness and appropriateness to the requirements of the Trust.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.4.3</b>	Chairs or NEDs should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHS England. A NED becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as chair.	Y	<p>Non-executive directors and the chair are nominated by the Nominations, Remuneration and Evaluations Committee for reappointment by the council of governors in line with the code of governance.</p> <p>The chair reports to the Nominations, Remuneration and Evaluations Committee and council of governors on the performance evaluation of the non-executive directors considered for reappointment.</p> <p>See terms of reference for the Nominations, Remuneration and Evaluations Committee.</p> <p>There shall be a rigorous review of non-executive directors who exceed six years in their role including that of their independence. This is not applicable at the present time.</p>
<b>C.4.4</b>	Elected foundation trust governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The governor names submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information. Best practice is that governors do not serve more than three consecutive terms to ensure that they retain the objectivity and independence required to fulfil their roles.	Y	<p>See model rules of election within the constitution.</p> <p>The Trust's model rules of election do not include the requirement to place the number of meetings each governor has attended. However the Trust publishes this information in the annual report.</p>

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.4.5</b>	There should be a formal and rigorous annual evaluation of the performance of the board of directors, its committees, the chair and individual directors. For NHS foundation trusts, the council of governors should take the lead on agreeing a process for the evaluation of the chair and non-executive directors. The governors should bear in mind that it may be desirable to use the senior independent director to lead the evaluation of the chair. NHS England leads the evaluation of the chair and non-executive directors of NHS trusts.	Y	The Board is due to undertake an annual evaluation of its own performance. During the period, the sub-committees of the Board have completed effectiveness reviews. The Chair shall act on the outcome of appraisals which identify individual and collective development needs for the Board and Non-Executive Directors. The Chair shall report to the Council of Governors on the outcomes of the performance evaluations. Please see above in relation to the Trust Chair appraisal. The Chief Executive will undertake the appraisal of the executive directors and outcomes will be reported to the Appointments and Remuneration Committee. Chief Executive appraisal to be led by the Trust Chair.
<b>C.4.6</b>	The chair should act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board of directors. Each director should engage with the process and take appropriate action where development needs are identified.	Y	Appraisals include development plans.
<b>C.4.7</b>	All trusts are strongly encouraged to carry out externally facilitated developmental reviews of their leadership and governance using the <a href="#">Well-led framework</a> every three to five years, according to their circumstances. The external reviewer should be identified in the annual report and a statement made about any connection it has with the trust or individual directors or governors.	Y	In September 2025, the Board appointed the Good Governance Institute to undertake a developmental well led review of leadership and governance. The review concluded that the Trust was progressing toward a 'good' rating, with many recommendations already completed or underway.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.4.8</b>	<p>Led by the chair, foundation trust councils of governors should periodically assess their collective performance and regularly communicate to members and the public how they have discharged their responsibilities, including their impact and effectiveness on:</p> <ul style="list-style-type: none"> <li>• holding the non-executive directors individually and collectively to account for the performance of the board of directors</li> <li>• communicating with their member constituencies and the public and transmitting their views to the board of directors</li> <li>• contributing to the development of the foundation trust's forward plans.</li> </ul> <p>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 <a href="#">Your statutory duties: a reference guide for NHS foundation trust governors</a> and an <a href="#">Addendum to Your statutory duties – A reference guide for NHS foundation trust governors</a>.</p>	Y	<p>A review of the Council of Governor's collective performance is undertaken annually with the outcomes reported in Part 1 Council of Governors meeting. The last review was completed in March 2026.</p> <p>The lead governor submits a report to the Annual members meeting including how governors have discharged responsibilities. Council of Governors meetings held in public are open to members of public and members to attend and observe. Papers for public Council of Governors meetings are made available on the Trust's website.</p>
<b>C.4.9</b>	<p>The council of governors should agree and adopt a clear policy and a fair process for the removal of any governor who consistently and unjustifiably fails to attend its meetings or has an actual or potential conflict of interest that prevents the proper exercise of their duties. This should be shared with governors.</p>	Y	<p>Evidenced by Constitution and business of the Nominations, Remuneration and Evaluation Committee and Council of Governors meetings.</p>

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.4.10</b>	In addition, it may be appropriate for the process to provide for removal from the council of governors if a governor or group of governors behaves or acts in a way that may be incompatible with the values and behaviours of the NHS foundation trust. NHS England's model core constitution suggests that a governor can be removed by a 75% voting majority; however, trusts are free to stipulate a lower threshold if considered appropriate. Where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties should be asked to consider the evidence and determine whether or not the proposed removal is reasonable. NHS England can only use its enforcement powers to require a trust to remove a governor in very limited circumstances: where it has imposed an additional condition relating to governance in the trust's licence because the governance of the trust is such that the trust would otherwise fail to comply with its licence and the trust has breached or is breaching that additional condition. It is more likely that NHS England would have cause to require a trust to remove a director under its enforcement powers than a governor.	Y	Evidenced by Trust's Constitution and Code of Conduct for Governors.
<b>C.4.11</b>	The board of directors should ensure it retains the necessary skills across its directors and works with the council of governors to ensure there is appropriate succession planning.	Y	Evidenced by Terms of Reference for Nominations, Remunerations and Evaluations Committee (and business of the Committee and Council of Governors).

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.4.12</b>	The remuneration committee should not agree to an executive member of the board leaving the employment of the trust except in accordance with the terms of their contract of employment, including but not limited to serving their full notice period and/or material reductions in their time commitment to the role, without the board first completing and approving a full risk assessment.	Y	See Appointments and Remuneration Committee terms of reference. See Nominations, Remuneration and Evaluation committee terms of reference. During the 2024/25 period, the Appointments and Remuneration Committee has agreed to Tina Ricketts leaving the trust with a shorter notice period to take up an opportunity at another organisation. The Committee approved Irene Mardon again acting up to Chief People Officer pending the appointed Chief People Officer taking up their post. This came into place during 2025/26.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.4.13</b>	<p>The annual report should describe the work of the nominations committee(s), including:</p> <ul style="list-style-type: none"> <li>the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline</li> <li>how the board has been evaluated, the nature and extent of an external evaluator's contact with the board of directors, governors and individual directors, the outcomes and actions taken, and how these have or will influence board composition</li> <li>the policy on diversity and inclusion, including in relation to disability, its objectives and linkage to trust strategy, how it has been implemented and progress on achieving the objectives</li> <li>the ethnic diversity of the board and senior managers, with reference to indicator nine of the <a href="#">NHS Workforce Race Equality Standard</a> and how far the board reflects the ethnic diversity of the trust's workforce and communities served</li> <li>the gender balance of senior management and their direct reports.</li> </ul>	Y	<p>All Board vacancies are advertised nationally with a targeted approach to ensure we attract a diverse range of candidates that match the composition of our overall workforce and local community.</p> <p>The Trust operates a reverse mentor programme to support the development of a diverse pipeline.</p> <p>The Trust has an Equality, Diversity and Inclusion Policy report. We report on our progress against the Workforce Race Equality and Workforce Disability Standards which is reviewed through the People &amp; Culture Committee.</p> <p>Equality, Diversity and Inclusion is a core component of the Trust's culture with one of our values being "we are inclusive".</p> <p>Please refer also to annual report.</p>

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.5.1</b>	All directors and, for foundation trusts, governors should receive appropriate induction on joining the board of directors or the council of governors, and should regularly update and refresh their skills and knowledge. Both directors and, for foundation trusts, governors should make every effort to participate in training that is offered.	Y	Directors and Governors are required to complete an induction process. Both Directors and Governors are provided with opportunities to participate in training.
<b>C.5.2</b>	The chair should ensure that directors and, for foundation trusts, governors continually update their skills, knowledge and familiarity with the trust and its obligations for them to fulfil their role on the board, the council of governors and committees. Directors should also be familiar with the integrated care system(s) that commission material levels of services from the trust. The trust should provide the necessary resources for its directors and, for foundation trusts, governors to develop and update their skills, knowledge and capabilities. Where directors or, for foundation trusts, governors are involved in recruitment, they should receive appropriate training, including on equality, diversity and inclusion, and unconscious bias.	Y	All Directors and Governors shall have access to the advice and services of the company secretary, and who shall secure independent professional advice, if required, at the Trust's expense. The Trust provides resources for developing and updating the board and council skills, knowledge and capabilities. Board and Council of Governors participate in development sessions. Equality, diversity and inclusion training is mandated for all Board members.
<b>C.5.3</b>	To function effectively, all directors need appropriate knowledge of the trust and access to its operations and staff. Directors and governors also need to be appropriately briefed on values and all policies and procedures adopted by the trust.	Y	All Directors are provided with an induction to the Trust and have access to its operations and staff. Directors and Governors are appropriately briefed on values and policies & procedures.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.5.4</b>	The chair should ensure that new directors and, for foundation trusts, governors receive a full and tailored induction on joining the board or the council of governors. As part of this, directors should seek opportunities to engage with stakeholders, including patients, clinicians and other staff, and system partners. Directors should also have access at the trust's expense to training courses and/or materials that are consistent with their individual and collective development programme.	Y	Induction programme for both directors and governors. Programme of hospital visits for Non-Executive Directors. Directors have access, at the Trust's expense, to training courses and/or materials (such as through NHS Providers) that are consistent with their individual and collective development programme.
<b>C.5.5</b>	The chair should regularly review and agree with each director their training and development needs as they relate to their role on the board.	Y	The Chair holds regular one to one meetings with directors. Development plans are included within appraisals. Training and development reviewed annually as part of FPPT requirements.
<b>C.5.6</b>	A foundation trust board has a duty to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately.	Y	Governors receive an induction and are invited to attend refresher induction. The Council of Governors has a development programme to support the governors' being equipped with the skills and knowledge to discharge their duties appropriately. Please see above in relation to Effectiveness Group. Ad hoc training sessions are also arranged as required.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.5.7</b>	The board of directors and, for foundation trusts, the council of governors should be given relevant information in a timely manner, form and quality that enables them to discharge their respective duties. Foundation trust governors should be provided with information on ICS plans, decisions and delivery that directly affect the organisation and its patients. Statutory requirements on the provision of information from the foundation trust board of directors to the council of governors are provided in <a href="#">Your statutory duties: a reference guide for NHS foundation trust governors</a> .	Y	The Board of Directors and Council of Governors are supplied with information to discharge their respective duties including information on ICS plans(evidenced by Board and Council of Governors meeting materials). For the Council of Governors this includes the statutory requirements.
<b>C.5.8</b>	The chair is responsible for ensuring that directors and governors receive accurate, timely and clear information. Management has an obligation to provide such information but directors and, for foundation trusts, governors should seek clarification or detail where necessary.	Y	The timing of reporting to the Board and Council of Governors is predominantly guided by governance cycles. The timeliness of the information is linked to the timing of the meetings (e.g. in 2025, with Board meetings taking place on the first Wednesday of each month, the integrated performance report relates to the penultimate month). The Constitution sets out when information will be distributed for Board and Council of Governors' meetings. Please see above in relation to further work to be undertaken to support earlier distribution of meeting materials.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.5.9</b>	The chair's responsibilities include ensuring good information flows across the board and, for foundation trusts, across the council of governors and their committees; between directors and governors; and for all trusts, between senior management and non-executive directors; as well as facilitating appropriate induction and assisting with professional development as required.	Y	<p>Information flows between the Board and Council of Governors includes through informal governor briefings, attendance of Governors at Part 1 Board meetings, and presentations by Board members with the opportunity for Governors to ask questions at Council of Governors' meetings. Within the Board governance cycle an update from the Council of Governors has been included for the Part 1 Board agenda.</p> <p>In addition to hospital visits, Non-Executive Directors in their champion roles have information flow with senior management.</p> <p>All governors and directors receive an induction programme. Induction programmes for newly-appointed directors are devised to ensure that directors spend time with senior managers.</p> <p>There is an engagement policy in place for the board of directors and council of governors.</p>
<b>C.5.10</b>	The board of directors and, for foundation trusts, the council of governors should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make. The board of directors and, for foundation trusts, the council of governors should agree their respective information needs with the executive directors through the chair. The information for boards should be concise, objective, accurate and timely, and complex issues should be clearly explained. The board of directors should have complete access to any information about the trust that it deems necessary to discharge its duties, as well as access to senior management and other employees.	Y	<p>The board and council are provided with agendas and supporting papers relevant to their need for knowledge and to the decisions they have to make. Calls for papers are sent to Directors and Governors, respectively, to enable information needs to be raised.</p> <p>Please see above in relation to Patient First enhancements to reporting.</p> <p>See the engagement policy, annual operational plan and annual report.</p> <p>The Board has access to employees as required to discharge its duties.</p>

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.5.11</b>	The board of directors and in particular non-executive directors may reasonably wish to challenge assurances received from the executive management. They do not need to appoint a relevant adviser for each and every subject area that comes before the board of directors, but should ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis. When complex or high-risk issues arise, the first course of action should normally be to encourage further and deeper analysis within the trust in a timely manner. On occasion, non-executives may reasonably decide that external assurance is appropriate.	Y	Examples of evidence includes deep dives, internal audit plan and reports.
<b>C.5.12</b>	The board should ensure that directors, especially non-executive directors, have access to the independent professional advice, at the trust's expense, where they judge it necessary to discharge their responsibilities as directors. The decision to appoint an external adviser should be the collective decision of the majority of non-executive directors. The availability of independent external sources of advice should be made clear at the time of appointment.	Y	Independent advice available on request. The board has access to external sources of advice.
<b>C.5.13</b>	Committees should be provided with sufficient resources to undertake their duties. The board of directors of foundation trusts should also ensure that the council of governors is provided with sufficient resources to undertake its duties with such arrangements agreed in advance.	Y	Support and resources in place for board of directors and council of governors. Budgets held.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.5.14</b>	Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to appropriately challenge board recommendations, in particular by making full use of their skills and experience gained both as a director of the trust and in other leadership roles. They should expect and apply similar standards of care and quality in their role as a non-executive director of a trust as they would in other similar roles.	Y	Discussed at Board development sessions.
<b>C.5.15</b>	Foundation trust governors should canvass the opinion of the trust's members and the public, and for appointed governors the body they represent, on the NHS foundation trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied.	Y	Presentations on draft annual plan provided to Governors. Draft annual plan provided to Governors. Governors hold listening events and other events at which feedback from members and the public is canvassed. Please see above in relation to Council of Governors feedback to the Board. Further process enhancements in progress in relation to feedback loop from members and the public to Governors to the Board. The annual report will contain a statement on how this requirement is undertaken.
<b>C.5.16</b>	Where appropriate, the board of directors should in a timely manner take account of the views of the council of governors on the forward plan, and then inform the council of governors which of their views have been incorporated in the NHS foundation trust's plans, and explain the reasons for any not being included.	Y	The Board of Directors will consider and take account of the views of the Council of Governors on the Trust's forward plan, where appropriate, and provide explanation.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>C.5.17</b>	NHS Resolution's <a href="#">Liabilities to Third Parties Scheme</a> includes liability cover for trusts' directors and officers. Assuming foundation trust governors have acted in good faith and in accordance with their duties, and proper process has been followed, the potential for liability for the council should be negligible. While there is no legal requirement for trusts to provide an indemnity or insurance for governors to cover their service on the council of governors, where an indemnity or insurance policy is given, this can be detailed in the trust's constitution.	Y	It is not intended to extend insurance to cover Governors as the potential for liability is negligible.

## Section D: Audit, risk and internal control

### Principles

Principles		How Applied
<b>D.1.1</b>	The board of directors should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions, and satisfy itself on the integrity of financial and narrative statements.	Council of Governors appoints external auditor upon recommendation by the Audit committee. Reporting provided to Council of Governors on external auditor's performance. Policies and procedures in place including the Scheme of delegation.
<b>D.1.2</b>	The board of directors should present a fair, balanced and understandable assessment of the trust's position and prospects.	The Board recognises its responsibility to present a fair, balanced and understandable assessment of the Trust's position and prospects.
<b>D.1.3</b>	The board of directors should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the trust is willing to take to achieve its long-term strategic objectives.	The Trust has a Risk Management strategy in place which is being embedded. The Trust also has a Board assurance framework in place which sets out principal risks to the Trust achieving its key strategic objectives.

Principles		How Applied
D.1.4	Organisations should also refer to <a href="#">Audit and assurance: a guide to governance for providers and commissioners</a> .	Noted.

### Provisions

	Code Provisions	Compliance Y/N	Evidence or Non-Compliance Explanation
D.2.1	The board of directors should establish an audit committee of independent non-executive directors, with a minimum membership of three or two in the case of smaller trusts. The chair of the board of directors should not be a member and the vice chair or senior independent director should not chair the audit committee. The board of directors should satisfy itself that at least one member has recent and relevant financial experience. The committee as a whole should have competence relevant to the sector in which the trust operates.	Y	The Trust has established an Audit Committee, currently comprising a membership of four independent non-executive directors. The chair of the Trust is not a member of the Committee, and the Committee is not chaired by the Vice-Chair. At least one member has recent and relevant financial experience.

<p><b>D.2.2</b></p>	<p>The main roles and responsibilities of the audit committee should include:</p> <ul style="list-style-type: none"> <li>• monitoring the integrity of the financial statements of the trust and any formal announcements relating to the trust's financial performance, and reviewing significant financial reporting judgements contained in them</li> <li>• providing advice (where requested by the board of directors) on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust's position and performance, business model and strategy</li> <li>• reviewing the trust's internal financial controls and internal control and risk management systems, unless expressly addressed by a separate board risk committee composed of independent non-executive directors or by the board itself</li> <li>• monitoring and reviewing the effectiveness of the trust's internal audit function or, where there is not one, considering annually whether there is a need for one and making a recommendation to the board of directors</li> <li>• reviewing and monitoring the external auditor's independence and objectivity</li> <li>• reviewing the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements</li> <li>• reporting to the board of directors on how it has discharged its responsibilities.</li> </ul>	<p>Y</p>	<p>The terms of reference for the Audit Committee are available on the website.</p>
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Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>D.2.3</b>	A trust should change its external audit firm at least every 20 years. Legislation requires an NHS trust to newly appoint its external auditor at least every five years. An NHS foundation trust should re-tender its external audit at least every 10 years and in most cases more frequently than this. These timeframes are not affected by an NHS trust becoming a foundation trust.	Y	The Trust has most recently re-tendered its external audit in 2022, as part of a Dorset-wide procurement process. The award of the contract was approved by the Council of Governors in January 2023.
<b>D.2.4</b>	The annual report should include: <ul style="list-style-type: none"> <li>the significant issues relating to the financial statements that the audit committee considered, and how these issues were addressed</li> <li>an explanation of how the audit committee (and/or auditor panel for an NHS trust) has assessed the independence and effectiveness of the external audit process and its approach to the appointment or reappointment of the external auditor; length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans</li> <li>an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services.</li> </ul>	Y	Please see annual report.
<b>D.2.5</b>	Legislation requires an NHS trust to have a policy on its purchase of non-audit services from its external auditor. An NHS foundation trust's audit committee should develop and implement a policy on the engagement of the external auditor to supply non-audit services. The council of governors is responsible for appointing external auditors.	Y	A policy on the use of external auditors was reviewed and approved in November 2024.

Code Provisions		Compliance Y/N	Evidence or Non-Compliance Explanation
<b>D.2.6</b>	The directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust's performance, business model and strategy.	Y	The annual report contains a section on the Board's responsibility for the Annual Report and Accounts.
<b>D.2.7</b>	The board of directors should carry out a robust assessment of the trust's emerging and principal risks. The relevant reporting manuals will prescribe associated disclosure requirements for the annual report.	Y	Please see annual governance statement.
<b>D.2.8</b>	The board of directors should monitor the trust's risk management and internal control systems and, at least annually, review their effectiveness and report on that review in the annual report. The monitoring and review should cover all material controls, including financial, operational and compliance controls. The board should report on internal control through the annual governance statement in the annual report.	Y	The annual report, through the annual governance statement, contains a section on the risk and control framework
<b>D.2.9</b>	In the annual accounts, the board of directors should state whether it considered it appropriate to adopt the going concern basis of accounting when preparing them and identify any material uncertainties regarding going concern. Trusts should refer to the DHSC group accounting manual and <a href="#">NHS foundation trust annual reporting manual</a> , which explain that this assessment should be based on whether a trust anticipates it will continue to provide its services in the public sector. As a result, material uncertainties over a going concern are expected to be rare.	Y	Going concern statement presented to Audit Committee and Finance & Performance Committee. Board statement in annual accounts on whether appropriate to adopt going concern basis of accounting.

## Section E: Remuneration

### Principles

Principles		How Applied
<b>E.1.1</b>	Levels of remuneration should be sufficient to attract, retain and motivate directors of quality, with the skills and experience required to lead the trust successfully, and collaborate effectively with system partners. Trusts should avoid paying more than is necessary for this purpose and should consider all relevant and current directions relating to contractual benefits such as pay and redundancy entitlements. Trusts should follow NHS England's <a href="#">Guidance on pay for very senior managers in NHS trusts and foundation trusts</a> and NHS trusts should also follow <a href="#">Guidance on senior appointments in NHS trusts</a> .	Through recruitment processes and Appointments and Remuneration Committee.
<b>E.1.2</b>	Any performance-related elements of executive directors' remuneration should be transparent, stretching and designed to promote the long-term sustainability of the NHS foundation trust. They should also take as a baseline for performance any required competencies specified in the job description for the post.	N/A
<b>E.1.3</b>	The remuneration committee should decide if a proportion of executive directors' remuneration should be linked to corporate and individual performance. The remuneration committee should judge where to position its NHS foundation trust relative to other NHS foundation trusts and comparable organisations. Such comparisons should be used with caution to avoid any risk of an increase in remuneration despite no corresponding improvement in performance.	The Appointments and Remuneration Committee has decided not to link remuneration to corporate and individual performance but will keep this decision under review.
<b>E.1.4</b>	The remuneration committee should also be sensitive to pay and employment conditions elsewhere in the NHS, especially when determining annual salary increases.	The Appointments and Remuneration committee has regard to this.

Principles		How Applied
<b>E.1.5</b>	There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding their own remuneration.	The Appointments and Remuneration Committee considers executive remuneration. Directors are not involved in deciding own remuneration – please see Appointments and Remuneration Committee and Nominations, Evaluation and Remuneration Committee terms of reference.
<b>E.1.6</b>	The remuneration committee should take care to recognise and manage conflicts of interest when receiving views from executive directors or senior management, or consulting the chief executive about its proposals (for further information on conflicts of interest see <a href="#">Managing conflicts of interest in the NHS: Guidance for staff and organisations</a> ).	Managing Conflicts of Interest Policy. Appointments and Remuneration Committee Terms of Reference.
<b>E.1.7</b>	The remuneration committee should also be responsible for appointing any independent consultants in respect of executive director remuneration.	Noted.
<b>E.1.8</b>	Where executive directors or senior management are involved in advising or supporting the remuneration committee, care should be taken to recognise and avoid conflicts of interest.	Please see E.1.6 above.
<b>E.1.9</b>	NHS trusts should wait for notification and instruction from NHS England before implementing any cost of living increases.	Noted.

**Provisions**

Code Provisions	Compliance Y/N	Evidence or Non-Compliance Explanation
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<p><b>E.2.1</b></p>	<p>Any performance-related elements of executive directors' remuneration should be designed to align their interests with those of patients, service users and taxpayers and to give these directors keen incentives to perform at the highest levels. In designing schemes of performance-related remuneration, the remuneration committee should consider the following provisions.</p> <ul style="list-style-type: none"> <li>• Whether the directors should be eligible for annual bonuses in line with local procedures. If so, performance conditions should be relevant, stretching and designed to match the long-term interests of the public and patients.</li> <li>• Payouts or grants under all incentive schemes should be subject to challenging performance criteria reflecting the objectives of the trust. Consideration should be given to criteria that reflect the performance of the trust against some key indicators and relative to a group of comparator trusts, and the taking of independent and expert advice where appropriate.</li> <li>• Performance criteria and any upper limits for annual bonuses and incentive schemes should be set and disclosed, and must be limited to the lower of £17,500 or 10% of basic salary.</li> <li>• For NHS foundation trusts, non-executive terms and conditions are set by the trust's council of governors.</li> <li>• The remuneration committee should consider the pension consequences and associated costs to the trust of basic salary increases and any other changes in pensionable remuneration, especially for directors close to retirement.</li> </ul>	<p>Y</p>	<p>Performance related pay eligibility considered and decided it will not apply within the Trust, however this will be kept under review.</p>
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<p><b>E.2.2</b></p>	<p>Levels of remuneration for the chair and other non-executive directors should reflect the <a href="#">Chair and non-executive director remuneration structure</a>.</p>	<p>N</p>	<p>The level of remuneration for the interim Chair is in keeping with the national structure.</p> <p>The Non-executive directors are paid slightly more than the amount recommended by the structure. The Trust pays £16k per annum. The amount recommended by the structure is £13k per annum plus £2k for additional responsibilities. It should be noted that the structure has not been updated since 2019 and that foundation trusts retain discretion to depart from the structure with reason. The size of the merged Trust was taken into account as a factor when establishing remuneration for the Non-executive directors. It should also be noted that the predecessor trusts to the Trust already paid Non-Executive Directors at a higher remuneration than the levels stated in the structure document.</p>
<p><b>E.2.3</b></p>	<p>Where a trust releases an executive director, eg to serve as a non-executive director elsewhere, the remuneration disclosures in the annual report should include a statement as to whether or not the director will retain such earnings.</p>	<p>Y</p>	<p>Noted.</p>
<p><b>E.2.4</b></p>	<p>The remuneration committee should carefully consider what compensation commitments (including pension contributions and all other elements) their directors' terms of appointments would give rise to in the event of early termination. The aim should be to avoid rewarding poor performance. Contracts should allow for compensation to be reduced to reflect a departing director's obligation to mitigate loss. Appropriate claw-back provisions should be considered where a director returns to the NHS within the period of any putative notice.</p>	<p>Y</p>	<p>Refer to Appointments and Remuneration Committee terms of reference on website.</p>

<b>E.2.5</b>	Trusts should discuss any director-level severance payment, whether contractual or non-contractual, with their NHS England regional director at the earliest opportunity (severance payment includes any payment whether included in a settlement agreement or not, redundancy payment, a secondment arrangement, pay in lieu of notice, garden leave and pension enhancements).	Y	Noted.
<b>E.2.6</b>	The board of directors should establish a remuneration committee of independent non-executive directors, with a minimum membership of three. The remuneration committee should make its terms of reference available, explaining its role and the authority delegated to it by the board of directors. The board member with responsibility for HR should sit as an advisor on the remuneration committee. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the trust.	Y	Refer to Appointments and Remuneration Committee terms of reference on the website. Membership of the committee is all Non-Executive Directors including the Trust Chair. Provision within terms of reference related to attendance of Chief People Officer. Annual report to include a statement where remuneration consultants appointed.
<b>E.2.7</b>	The remuneration committee should have delegated responsibility for setting remuneration for all executive directors, including pension rights and any compensation payments. The committee should also recommend and monitor the level and structure of remuneration for senior management. The board should define senior management for this purpose and this should normally include the first layer of management below board level.	Y	Refer to Appointments and Remuneration Committee terms of reference on website (approved by the Board).
<b>E.2.8</b>	The council of governors is responsible for setting the remuneration of a foundation trust's non-executive directors and the chair.	Y	Levels of remuneration for the Chair and Non-Executive Directors are recommended by the Nominations, Remuneration and Evaluation Committee and set/approved by the Council of Governors.