

AGENDA – COUNCIL OF GOVERNORS

To be held at 2pm on Thursday 11 December 2025
 Lecture Theatre, Bolton College of Medical Sciences

Ref No.	Agenda Item	Process	Lead	Time
PRELIMINARY BUSINESS				
CG059/25	Chair's welcome and note of apologies	Verbal	Chair	
	<i>Purpose: To record apologies for absence and confirm the meeting is quorate.</i>			
CG060/25	Declaration of Interests concerning agenda items	Verbal	Chair	
	<i>Purpose: To record any Declarations of Interest relating to items on the agenda.</i>			14:00 (10 mins)
CG061/25	Minutes of the previous meeting	Report	Chair	
	a) 14 August 2025			
	<i>Purpose: To receive the minutes of the previous meeting</i>			
CG062/25	Matters Arising and Action Logs	Report	Chair	
	<i>Purpose: To consider any matters arising not included anywhere on agenda, review outstanding and approve completed actions.</i>			
Proposed resolution : Representatives of the press and other members of the public be excluded from this part of the meeting having regard to the confidential nature of the business to be transacted.				
PART 2				
CG063/25	NED Appointment	Report/ Presentation	Chair	14:10 (15 mins)
	<i>Purpose: To approve the NED Appointment.</i>			
CG064/25	NED Succession Plan	Presentation	Chair	
	<i>Purpose: To receive the NED Succession Plan..</i>			
Networking and refreshments 14:50 (20 mins)				
CG065/25	Chair's Update	Presentation	Chair	15:10 (5 mins)
	<i>Purpose: To receive the Chair's Update</i>			

GOVERNOR INVOLVEMENT AND ENGAGEMENT

CG066/25	Governor Quality Committee		Presentation	G Hopps	15:20 (05 mins)
	<i>Purpose: To receive the Governor Quality Committee Chair's report and minutes.</i>				
CG067/25	Governor Strategy Committee		Presentation	DCG	15:25 (10 mins)
	<i>Purpose: To receive the Governor Strategy Committee Chair's report and minutes.</i>				
CG068/25	Governor Feedback		Verbal	All	15:25 (10 mins)
	<i>Purpose: To receive feedback from Governors.</i>				

ASSURANCE AND ACCOUNTABILITY

CG069/25	Board Committee Chairs' Reports		Report & Presentation	NEDS	15:40 (20 mins)
	<ul style="list-style-type: none"> • Audit and Risk Committee • Charitable Funds Committee • Finance and Investment Committee • People Committee • Quality Assurance Committee 				
	<i>Purpose: To receive the Board Committee Chairs' Reports</i>				
CG070/25	Council of Governors Standing Orders		Report & Presentation	CFO	16:10 (10 mins)
	<i>Purpose: To approve the Council of Governors Standing Orders</i>				
CG071/25	Director of Corporate Governance Report		Report & Presentation	CNO	
	<ul style="list-style-type: none"> • Election Results • Annual Workplan Council of Governors • Committee Terms of Reference 				
	<i>Purpose: To approve the Director of Corporate Governance Report</i>				

CONCLUDING BUSINESS

CG072/25	Any Other Business		Verbal	Chair	16:25 (05 mins)
	<i>Purpose: To receive any urgent business not included on the agenda</i>				

Date and time of next meeting:

05 February 2026 at 2.30pm in Seminar Room 1, Education Centre

16:30

close

Chair: Dr Niruban Ratnarajah

Draft Minutes of the Council of Governors Meeting

Held in Lecture Theatre, Bolton College of Medical Sciences

Thursday 14 August 2025 at 14:00

(Notes to be shared for information as meeting not quorate)

Present

Name	Initials	Title
Niruban Ratnarajah	NR	Chair
Ann Schenk	ASc	Appointed Governor
Catherine Binns	CB	Staff Governor
David Barnes	DB	Public Elected Governor
David Fawell	DF	Public Elected Governor
Gary Burke	GB	Public Elected Governor
Grace Hopps	GH	Public Elected Governor
Imteyaz Ali	IA	Public Elected Governor
Jack Ramsay	JR	Public Elected Governor
Jean Cummings	JC	Staff Governor
Malcolm Bristow	MB	Public Elected Governor
Oboh Achioyamen	OA	Public Elected Governor
Pauline Lee	PL	Public Elected Governor

In Attendance

Fiona Noden	FN	Chief Executive
Alan Stuttard	AS	Non-Executive Director
Charlotte Houghton	CH	Energy and Sustainability Manager
Debbie Redfern	DR	Assistant Director of Quality Improvement
Fiona Taylor	FLT	Non-Executive Director
James Mawrey	JM	Chief of People/Deputy Chief Executive
Rae Wheatcroft	RW	Chief Operating Officer
Rauf Munshi	RF	Associate Medical Director
Seth Crofts	SC	Non-Executive Director
Sharon Katema	SK	Director of Corporate Governance
Sharon White	SW	Chief of Strategy and Partnerships
Victoria Crompton	VC	Corporate Governance Manager

Apologies

Annette Walker	AW	Chief Finance Officer
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Cara Burns	CB	Staff Governor
Champak Mistry	CM	Public Elected Governor
Dave Bagley	Dba	Appointed Governor
Dave Thomas	DT	Public Elected Governor
Dawn Yates-Obe	DYO	Appointed Governor
Francis Andrews	FA	Medical Director
Geoffrey Minshull	GM	Public Elected Governor
Lindiwe Mashangombe	LM	Staff Governor
Martin North	MN	Non-Executive Director/Deputy Chair
Melanie Rushton	MR	Appointed Governor
Rachel Carter	RC	Associate Director of Communications and Engagement
Rebecca Ganz	RG	Non-Executive Director
Samm Cusick	SC	Public Elected Governor
Sean Harriss	SH	Non-Executive Director
Tyrone Roberts	TR	Chief Nursing Officer

AGENDA ITEM	DESCRIPTION	Action Lead
PART 1		

CG042/25 Chair's Welcome and Note of Apologies

The Chair welcomed all attendees to the meeting. Apologies for absence were noted as detailed above. It was acknowledged that the meeting was not quorate; however, the Chair expressed gratitude to the Governors present for their dedication in fulfilling their roles and conveyed concern regarding the continued lack of a quorum.

GG043/25 Declaration of Interests concerning agenda items

There were no declarations of interests in relation to the agenda items.

CG044/25 Minutes of the previous meetings

It was noted that the minutes of the meeting held on 06 February 2025 would be circulated via email for formal approval.

The notes from the meeting held on 05 June 2025 were acknowledged; however, as the meeting was not quorate, formal approval was not applicable.

RESOLVED:

The Council of Governors **received** the notes of the meeting held on 05 June 2025.

G045/26 Matters Arising and Action Logs

There were no matters arising to consider.

CORE BUSINESS

CG049/25 Chair's Update

The Chair informed the Council of Governors that Francis Andrews, Medical Director had announced his intention to retire, effective from 01 February 2026. The Council of Governors formally acknowledged the outstanding contribution and dedication he had demonstrated throughout his tenure with the Trust.

NR noted that achieving quoracy at Council of Governors meetings had been challenging. As a result, a review of the Trust's Constitution would be undertaken to address this issue.

RESOLVED:

The Council of Governors **received** the Chair's Update.

CG050/25 Chief Executive's Report

Fiona Noden, Chief Executive, presented the report, which summarised activities, awards, and achievements since the last Board meeting. The following key points were noted:

- The Trust earned Silver accreditation in the Defence Employer Recognition Scheme, acknowledging support for reservists, veterans, and the armed forces community.
- On 30 June, the Trust reorganised the clinical divisions from five to four to improve management and patient care, aiming for continued success in the coming year.
- The Government introduced a Fit for the Future (10-Year Health Plan for England), which aimed to transform the NHS to ensure its long-term support for everyone. The plan reflected the input of the public, patients, partners, and healthcare workers nationwide.
- The Our Bolton NHS Charity funded hot cots to allow parents and babies to stay closer together. The hot cots would support babies on the post-natal ward to maintain their body temperature and treat cases of hypothermia, with the aim of reducing admissions to the Neonatal Unit.

JR sought clarification on the Defence Recognition Scheme. JM explained that the Trust operated two distinct schemes - one for staff and one for patients. The staff scheme focused on supporting individuals transitioning into employment following service in the armed forces. For patients, the scheme involved identifying veterans on the Electronic Patient Record (EPR) system, which enabled prioritisation on waiting lists and access to additional psychological support where required. It was noted that General Practitioners (GPs) routinely ask patients whether they have served in the armed forces to facilitate appropriate recognition and support.

RESOLVED:

The Council of Governors **received** the Chief Executives Report Update.

CG051/25 Governor Quality Committee

Grace Hopps, Chair Governor Quality Committee advised the Governor Quality Committee was held on Thursday 10 July 2025; and the agenda items were:

- Overview of Quality Performance Experience Forum.
- Overview and training on mortality metrics.

The next meeting would be taking place on Thursday 13 November 2025.

RESOLVED:

The Council of Governors **received** the Governor Quality Committee Update

CG052/25 Governor Feedback

GH reported on participation in a Bolton System of Care Accreditation (BoSCA) visit to E4 Ward, where concerns were noted regarding cleanliness standards. However, patient feedback was positive, with individuals expressing satisfaction with both the care received and the quality of food provided.

GH also visited C2 Ward, describing it as a busy environment that remained well-managed. Patient feedback from this ward was similarly positive.

RESOLVED:

The Council of Governors **received** feedback from Governors.

CG053/25 Audit and Risk Committee Annual Report

Alan Stuttard, Chair of Audit and Risk Committee presented the report which represented good governance practice and ensured compliance with the Healthcare Financial Management Association (HFMA) NHS Audit Committee Handbook. The

Annual Report reviewed the work and performance of the Audit and Risk Committee in satisfying its Terms of Reference.

The Annual Report provided assurance to the Council of Governors on how the NED supported by internal and external auditors, had effectively scrutinised internal control systems, promoting good governance and accountability.

This report also provides the Council of Governors with an outline of the work carried out by the external auditors, Forvis Mazars, whom they appoint.

RESOLVED:

The Council of Governors **received** the Audit and Risk Committee Annual Report.

CG054/25 Board Committee Chair's Reports

Audit and Risk Committee

The Audit and Risk Committee was held on 25 June 2025, and Chaired by Alan Stuttard. The key highlights from the meeting were:

- Forvis Mazars Audit Completion Report 2024/25 – the committee received the report, stating the Trust's financial statements showed a true and fair view.
- There were no significant issues in the completion of the financial statements
- The Auditors issued an unqualified opinion on the financial statements.
- Trust Banking Arrangements – the report confirmed that the Trust's Banking Arrangements were in order.

Charitable Funds Committee

The Charitable Funds Committee was held on Monday 02 June 2025, and Chaired by Martin North. The key highlights from the meeting were:

- Highlight Report – the committee received the report which provided a comprehensive overview of activity, highlights and learning insights from quarter 1, across multiple income streams and team functions.
- Finance Report – the charity had a net decrease in funds of £140k for the 12 months to 31 March 2025. Comprising of income of £191k and expenditure of £331k.

Finance and Investment Committee

The Finance and Investment Committee was held on Wednesday 23 July 2025, and Chaired by Becks Ganz. The key highlights from the meeting were:

- Month 3 Finance Report - the Trust had a revenue deficit in Month 3 of £1.4m with an YTD deficit of £6.1M with a £1.8M variance to plan largely due to under delivery of CIP and income inflation.

- The underlying cash position is overdrawn by £4.4m and cash support would be needed from Month 5.
- Capital spend in month was £0.5m which was slightly below plan.
- Forecast scenarios show a best case of hitting plan, a likely case of £21.6m deficit, and a worst case of £35m deficit.

People Committee

The People Committee was held on Tuesday 15 July 2025, and Chaired by Sean Harriss. The key highlights from the meeting were:

Resource and Retention Update

- The WTE had seen an increase in trend since November 2024.
- June 2025 did reduce but the Trust was still over plan.
- Bank reduced by 18 in May 2025 but remained over plan. Agency was a more positive picture.
- Further discussions would take place at the Financial Improvement Group and Executive Directors regarding potentially revising the workforce plan in order to meet the financial challenges facing the organisation.

Quality Assurance Committee

The Quality Assurance Committee was held on Wednesday 30 July 2025, and Chaired by Fiona Taylor. The key highlights from the meeting were:

- Compliments, Concerns & Complaints 2024/2025 - complaints had slightly increased on last year and response performance remained at 71%. A new system had been introduced to collate compliments across all Divisions.
- Health & Safety Annual Report 2024/25 - the Trust had received 18 claims, reflecting a reduction. There were 216 fewer reported Health and Safety incidents, with the most significant decrease seen in the Violent, Aggressive or Disruptive Behaviour category.

DF commented that the percentage of salary overpayments was low and therefore considered positive. AS informed Governors that the minimum number of salary payments processed annually was 84,000. He explained that overpayments typically occurred due to delays in managers completing the necessary administrative processes when staff left the organisation, although in some cases the timing of the departure made this unavoidable.

DB expressed concern regarding a significant weakness identified by Forvis Mazars in relation to Financial Sustainability. This weakness pertained to the Cost Improvement Programme (CIP), the reliance on non-recurrent deficit support, and

the potential requirement for cash support in 2025/26. AS advised that the CIP target was substantial at £37 million, and the timeframe to achieve this level of savings was limited. He noted that whilst some savings were recurrent, others were non-recurrent, and emphasised the challenge of ensuring the full £37 million was delivered through recurrent savings within a 12-month period. He further commented that progress was currently behind schedule.

ASc queried whether there was any central support available to the Trust to offset the one-off costs associated with staff departures. NR confirmed that no such support was available.

DF further asked whether there was any support for the Trust in relation to the recent National Insurance increase and what the implications were when the Trust needed to borrow funds. NR advised that the Trust was required to absorb the cost pressure from the National Insurance rise. Should the Trust need to borrow money, it would be expected to repay the loan with interest. He noted that this was the first year the Trust had encountered significant financial difficulty and was not currently repaying any existing loans. He also highlighted that the high levels of deprivation and associated challenges in Bolton contributed to increased demand on services.

GB asked whether redundancies were anticipated. JM responded that the Trust was doing everything possible to avoid compulsory redundancies. With an annual staff turnover rate of approximately 10–12% across a workforce of 6,500, the Trust was focusing on determining which roles needed to be replaced and on reducing reliance on bank and agency staff. He noted that 72 applications under the Mutually Agreed Resignation Scheme (MARS) had been approved this year.

GH asked whether any student nurses had been recruited, and JM confirmed that offers had been made to student nurses.

RESOLVED:

The Council of Governors **received** the Board Committee Chair's Reports.

CG055/25 2025/26 Quality Account

Debbie Redfern, Assistant Director of Quality Improvement advised that the Trust had selected three Quality Account Improvement Priorities to focus on in 2025/26, which demonstrated a clear link to quality improvement/patient safety. The three priorities were:

- Recognition and Response to the deteriorating patient

Aim: To reduce the number of cardiac arrests across inpatient and community sites by 20% by 31/03/2026 and by a further 30% by 31 March 2028.

- Releasing time to care – part one - a focus on documentation
- **Aim:** Reduce time spent away from patients due to documentation (numerical target to be set following baseline analysis).
- Communication – 'involvement in decision making' as rated by our patients/service users.

Aim: Improving response rate with evidence of inclusive feedback.

a) achieve min 30 responses per month per team/dept/ward as per current format by 31 March 2025.

b) Evidence inclusivity in feedback from service users such as; no/reduced capacity (carers), non-English as first language.

RESOLVED:

The Council of Governors **received** the 2025/26 Quality Account.

CG056/25 Green Plan

Charlotte Houghton, Energy and Sustainability Manager advised that the Green Plan for the Trust for 2025-2030 had been drafted following internal and external stakeholder engagement.

The Green Plan was supported by an internal action plan, which detailed the steps required to achieve the Green Plan actions. A relaunch plan was being drafted to ensure the Green Plan is communicated throughout the hospital, and community.

JR raised the issue of car parking at the hospital. In response, CH advised that a Travel and Transport Strategy would consider improvements to transport links to the hospital for both staff and patients.

GR commented on heating concerns within certain departments of the hospital. CH confirmed that the Trust had recently updated the Building Management System to support better temperature control across the estate.

RESOLVED:

The Council of Governors **received** the Green Plan.

CG057/25 2025 Governor Election Update

The Corporate Governance Manager advised that elections would be held in 2025 for the following constituencies:

- Bolton North East – one seat
- Bolton South East – five seats
- Rest of England – one seat
- Nurses and Midwives – one seat
- Doctors and Dentists – one seat
- All Other Staff – two seats

Voting packs were dispatched on Wednesday 06 August 2025 and the election would close on Monday 01 September. The election results were scheduled to be declared on Tuesday 02 September 2025.

RESOLVED:

The Council of Governors **received** Governor Election Update.

CONCLUDING BUSINESS

CG058/25 Any Other Business

The next Council of Governors meeting would be held on **Thursday 04 December 2025 at 14:00 – 16:00**.

Name	Role	April	June	August	AMM	December	February
Present							
Niruban Ratnarajah	Chair	✓	✓	✓			
Oboh Achioyamen	Public Governor	DNA	DNA	✓			
Imteyaz Ali	Public Governor	A	DNA	✓			
Dave Bagley	Appointed Governor	✓	A	A			
David Barnes	Public Governor	✓	✓	✓			
Catherine Binns	Staff Governor	✓	✓	✓			
Malcolm Bristow	Public Governor	A	A	✓			
Gary Burke	Public Governor	A	✓	✓			
Cara Burns	Staff Governor	✓	✓	A			
Martyn Cox	Appointed Governor	DNA	DNA	DNA			
Jean Cummings	Staff Governor	✓	DNA	✓			
Sumirna Cusick	Public Governor	A	A	A			
David Fawell	Public Governor	A	✓	✓			
Grace Hopps	Public Governor	✓	✓	✓			
Pauline Lee	Public Governor	A	✓	✓			
Lindiwe Mashangombe	Staff Governor	A	A	A			
Geoffrey Minshull	Public Governor	✓	DNA	A			
Champak Mistry	Public Governor	DNA	DNA	A			

Name	Role	April	June	August	AMM	December	February
Samir Naseef	Appointed Governor	DNA	DNA	DNA			
Kayonda Hubert Ngamaba	Public Governor	DNA	A	DNA			
Deborah Parker	Public Governor	A					
Michelle Powell	Appointed Governor	A	A	A			
Jack Ramsay	Public Governor	A	DNA	✓			
Melanie Rushton	Appointed Governor	A	DNA	A			
Ann Schenk	Appointed Governor	✓	✓	✓			
David Thomas	Public Governor	A	✓	A			
Dalton Thompson	Public Governor	DNA	DNA	DNA			
Dawn Yates-Obe	Appointed Governor	A	✓	A			
In Attendance							
Francis Andrews	Medical Director	✓	A	A			
Seth Crofts	Associate NED	✓	✓	✓			
Victoria Crompton	Corporate Governance Manager	✓	✓	✓			
Rebecca Ganz	NED	A	✓	A			
Sean Harriss	NED	A	A	A			
Sharon Katema	Director of Corporate Governance	A	A	✓			
James Mawrey	Deputy CEO / Chief People Officer	✓	✓	✓			
Fiona Noden	Chief Executive	✓	A	✓			
Martin North	NED	A	✓	A			
Alan Stuttard	NED	✓	✓	✓			
Tyrone Roberts	Chief Nursing Officer	✓	✓	A			
Fiona Taylor	NED	A	✓	✓			
Annette Walker	Chief Finance Officer	✓	✓	A			
Rae Wheatcroft	Chief Operating Officer	✓	✓	✓			
Sharon White	Chief of Strategy and Partnership	✓	A	✓			

ALERT ADVISE ASSURE (AAA) Key Issues Highlight Report						
Name of Committee /Group:	Charitable Funds Committee	Reports to:	Board of Directors			
Date of Meeting:	23 October 2025	Date of next meeting:	03 March 2026			
Chair	Martin North, Non-Executive Director	Meeting Quoracy	Yes			
AGENDA ITEMS DISCUSSED AT THE MEETING						
<ul style="list-style-type: none"> Prioritisation of charitable funds Charity modernisation and improvement 2026/27 (including workshop feedback and discussion) <ul style="list-style-type: none"> Modernisation and levelling up Our Bolton NHS Charity Dream 10 corporate engagement 	<ul style="list-style-type: none"> Winter 2025 fundraising programme Annual report and accounts Finance report Failure to Prevent Fraud Guidance under Economic Crime and Corporate Transparency Act 2023 					
ALERT						
<u>Agenda items</u>	<u>Action Required</u>					
Winter 2025 fundraising programme The Committee received a presentation setting out the lessons learned from winter 2024, and fundraising plans and opportunities for winter 2025. The fundraising programme for 2025 includes: <ul style="list-style-type: none"> Events such as the annual Christmas light switch on (05 December) and Festive Friday (19 December) Dedication pages for colleagues to share a Christmas message with their teams, and for supporters to remember someone special this Christmas in exchange for a donation Amazon wish lists for our supporters to purchase a gift in kind donation (including support for staff in the form of tea/coffee break provisions). The Committee noted that the winter markets will not be repeated due to limited return on investment. The Committee supported the plan.						
ADVISE						
Failure to Prevent Fraud Guidance under Economic Crime and Corporate Transparency Act 2023 The Committee received a briefing on new legislation that will hold large organisations to account if they profit from fraud. As Our Bolton NHS Charity is not a separate legal entity and does not meet the criteria to be deemed 'criminally liable', no separate action is required; however, the Charity team will link in with the Trust's risk management process for completeness. The Committee noted the new legislation.						

Finance report

The Committee received the finance report outlining the income and expenditure for the six months ended 30 September 2025. The charity has a net decrease in funds of £69k, almost all of which is unrestricted. Total income for the period stands at £71k and expenditure of £140k, which includes the £99k Management Fee. The charity's fund balances totalled £832k. The Committee noted the report and requested an update on the management fee review and NHS charity sector benchmarking exercise.

ASSURE

Prioritisation of charitable funds

The Committee received an update regarding the outlined divisional capital pipeline prioritisation, integrating the charity's principles of expenditure. The Committee noted the proposal for quarterly meetings between divisions and charity team to align priorities with Trust strategy, community engagement, health inequalities, and EDI objectives, and improve visibility of divisional funds.

Charity modernisation and improvement 2026/27 (including workshop feedback and discussion)

Modernisation and levelling up Our Bolton NHS Charity

The Committee received a draft plan for charity modernisation, aligned with the Trust's improvement plan and ambitions, and noted the importance of relationship-building, corporate engagement skills, and practical fundraising experience, and suggested developing a three-year vision with fundraising targets.

Dream 10 corporate engagement

The Committee received a presentation on the Dream 10 initiative to identify and engage ten local businesses aligned with the charity's values and vision to make a lasting and meaningful difference to healthcare for the people of Bolton and beyond. The Committee endorsed the process and agreed to start outreach immediately.

Annual report and accounts

The Committee received for approval, the annual report and accounts, which have been subject to independent review by appointed auditors, Mazars. The Committee approved the annual report and accounts, subject to a suggested word-change, in consultation with Mazars. This action is complete and Mazars have agreed the insertion of a footnote on the front sheet to explain the term 'unaudited'.

New Risks identified at the meeting:

None.

Review of the Risk Register:

N/A

ALERT ADVISE ASSURE (AAA) Key Issues Highlight Report					
Name of Committee:	People Committee	Reports to:	Board of Directors		
Date of Meeting:	18 November 2025	Date of next meeting:	20 January 2026		
Chair:	Sean Harriss, Non-Executive Director	Meeting Quoracy	Yes		
AGENDA ITEMS DISCUSSED AT THE MEETING					
<ul style="list-style-type: none"> Chair's update on recent development People Committee Effectiveness Survey Board Assurance Framework Resourcing & Workforce Retention People & Culture Update Health & Wellbeing Report Equality Diversity and Inclusion Update 		<ul style="list-style-type: none"> Bi-Annual Nurse Staffin Paper Maternity Bi-annual Staffing Update Guardian of Safe Working report Steering Group Chair reports Divisional People Committee Chair reports Action Plan – GMC Survey of all doctors in training 			
ALERT					
Resourcing & Workforce Retention <ul style="list-style-type: none"> The Trust had reduced Worked WTE by 265 which was significant but to reach the financial plan further reductions would be required. Substantive WWTE was static in September and increased by 16 in October; the Trust was over plan for substantive WWTE for both months. Bank saw a continuation of a reducing trend seen since M4 (although October had a small increase of two WWTE); the Trust was under plan for bank WWTE for both months but there was still a need to reduce Bank use further. Agency WWTE had continued to reduce, and October usage was at 22 WWTE. The Trust continued to be under WWTE plan for agency but, due to the nature of the agency roles being used were above the NHSE target for agency as a % of total pay costs. Despite progress made further work was required to meet the financial challenge. Workforce modelling options were presented, and Executives and the Board would discuss further. 		Action <p>It was agreed that a single, focused recommendation would be developed for the Board of Directors, outlining the Executive Directors' best estimate of achievable workforce reductions and the associated impacts.</p> <p>Updates and further scenario analysis would be provided to the Board and the Finance & Investment Committee next week.</p>			
ADVISE					
Chair's Update on Recent Development <p>The impact of the Resident Doctors Industrial Action was discussed. The Committee thanked the organisation for all the work undertaken to support our patients at this time. It was noted that activity had not been cancelled and there were no reports of detrimental quality and safety reductions.</p>					
People & Culture Update <p>An update was provided on the NHS Staff Survey response rates which were lower than in previous years attributed to time pressures and increased workload. Completion of the survey is being encouraged and the Committee acknowledged that maintaining current engagement levels would be a realistic goal and</p>					

potentially challenging given the challenging context. The Committee noted the plethora of work that is being undertaken within the organisation to support our staff during these difficult times.

Health & Wellbeing Report

An update was provided on the health and well-being initiatives to support increasing sickness absence rates. These include pro-active wellbeing support programmes, policy implementation, occupational health delivery, flu vaccination uptake amongst our staff.

Equality Diversity and Inclusion Update

An update was provided on the EDI plan, the Workforce Race Equality Standard (WRES) and Workforce Disability Equality Standard (WDES) reports for 2025, and the Trust's response to a call-to-action letter from NHSE reinforcing zero tolerance of all forms of hatred including antisemitism, islamophobia and racism.

Action Plan – GMC Survey of all doctors in training

Following on from the GMC survey results 2025 the Trust had been advised by NHS England that the following specialties will be placed under monitoring in line with the intensive support framework:

- GP Training in Obstetrics & Gynaecology
- Foundation Training in Surgery

An action plan has been developed by both specialties to deliver an improvement in the delivery of training and will be submitted to NHS England and monitored through the Medical Education Board.

ASSURE

People Committee Effectiveness Survey

This year's survey was conducted in October 2025 and comprised of standardised questions rated using a satisfaction scale. Respondents were also invited to provide additional feedback at various points during the survey. Overall, the results were positive and benchmarked favourably against the Effectiveness Survey results from both 2024 and 2023.

Board Assurance Framework

The Committee discussed recent changes to the BAF, the process for adding and removing items, and the need to ensure that the framework remained dynamic and aligned with current strategic objectives. Regular reviews and feedback were encouraged to maintain relevance.

Bi-Annual Nurse Staffing Paper

The Trust was compliant with NHSI Workforce Safeguard recommendations. The February 2025 census showed a surplus of registered nurses but a slight shortfall in healthcare assistants, mainly due to higher demand for enhanced care. Establishment changes were made in August 2025 after a quality review. Training compliance is high at 94.35%, and increased substantive recruitment had reduced reliance on temporary staff. The Trust would focus on targeted training, refining SafeCare categories, and further data analysis to strengthen staffing oversight and responsiveness to patient needs.

The Committee discussed ongoing issues with roster compliance, noting improvements in some areas but recognising the need for further work to ensure accurate and efficient rostering. The Committee approved the report.

Maternity Bi-annual Staffing Update

In summary, the report highlighted the ongoing maternity workforce challenges and detailed the actions taken to mitigate risk to clinical safety and improve training compliance to provide assurance of a safe maternity service. Safe staffing levels were maintained during the period in part mitigated by the ongoing closure of the Beehive and Ingleside birthing options and the reallocation of staff to alternative clinical areas to supplement staffing levels. The Committee approved the report.

Guardian of Safe Working report

The report contained details of the Exception Reports by department, grade and type with outcomes reached for the quarter, 01 July to 30 September 2025, together with activities and issues arising during the reporting period. Additional work is required in the Surgery division.

Steering Group Chair reports & Divisional People Committee Chair reports

The Committee felt given discussions there would be more to flag within the reports which could be a timing issue. It was agreed this would be investigated by the Chief People Officer and Director of Operations.

New Risks identified at the meeting: None

Review of the Risk Register: None

Meeting Attendance 2024/25							
Members	Nov	Jan	Mar	May	Jul	Sep	Nov
Francis Andrews	✓	✓	A	✓	✓	✓	A
Seth Crofts	✓	✓		✓	✓	✓	✓
Sharon Katema	✓	✓	A	✓	✓	✓	✓
Rebecca Ganz				✓	A	NA	NA
Sean Harriss	✓	✓	✓	✓	✓	✓	✓
James Mawrey	✓	✓	✓	✓	✓	✓	✓
Tyrone Roberts	✓	A	✓	✓	A	✓	A
Alan Stuttard	✓	✓	✓	✓	✓	✓	✓
Fiona Taylor	✓	✓	✓	✓	✓	✓	✓
Sharon White	✓	✓	A	✓	✓	✓	A
Annette Walker		✓	✓	✓	✓	A	✓
✓ = In attendance				A = Apologies			

ALERT ADVISE ASSURE (AAA) Key Issues Highlight Report								
Name of Committee:	Quality Assurance Committee	Reports to:	Board of Directors					
Date of Meeting:	26 November 2025	Date of next meeting:	28 January 2026					
Chair	Fiona Taylor	Meeting Quoracy	Yes					
AGENDA ITEMS TO BE DISCUSSED AT THE MEETING:								
<ul style="list-style-type: none"> Patient Story – Medicine Trust Heatmap Theatre Utilisation Report ESR Drop Off Report Committee Effectiveness Review Board Assurance Framework Safeguarding Annual Report Maternity Incentive Scheme Year 7 Progress Update (CNST Update) Maternity Thematic Review / Outlier Performance Report EPRR Core Standards Report 		<ul style="list-style-type: none"> Clinical Correspondence EPR (to include Risk Assessment and Quality Impact) VTE Compliance Update Paper PSFU update MIAA Cancer Follow Up Quality Spot Check report Patient Safety Incident Response Framework PSIRF Serious Incident Investigation Reports x 4Clinical Governance and Quality Committee Chair's Report Performance and Transformation Board Chair's Report 						
ALERT								
<u>Agenda items</u>	<u>Action Required</u>							
No items of Alert.								
ADVISE								
Theatre Utilisation Report Theatre utilisation is 75.9%, below the 85% target. The Surgery Division's recovery plan addresses late pre-op patient additions and staffing shortages, but recruitment has failed, causing incomplete lists and extra admin burden. Main risks are delays in redeployment and limited digital capacity for both the Patient Knows Best portal and Altera system.								
ESR Drop Off Report Assurance is provided on measures implemented to prevent patient harm arising from e-Referral System (e-RS) 'drop-off' incidents, where referrals are automatically removed after 180 days if not actioned. The key issues and actions taken were highlighted. The current position was the risk had been significantly reduced through automation and strengthened governance. Full mitigation depended on reducing first appointment waits below 25 weeks and sustaining robust administrative processes.								
Maternity Thematic Review / Outlier Performance Report The Trust is not meeting the LMNS provider performance target for Hypoxic Ischaemic Encephalopathy (HIE), which is set at 1.44 per 1,000 cases. The reported rate stands at 2.44 per 1,000 cases. This aligns with NHSR claims scorecard analysis, which identifies HIE as a recurring theme in open cases (10 cases from 2015–								

2025). The review also highlighted that stillbirth remains the highest reported injury by both value and volume, with 11 cases recorded on the NHSR scorecard. This area requires continued focus. In response, a detailed safety improvement plan has been developed based on these themes. Progress will be monitored at Divisional level, with updates provided to the Trust Clinical Governance and Quality Committee as required

Patient Safety Incident Response Framework PSIRF

The Trust has developed its PSIRF to guide how it will respond to patient safety incidents over the next 18–24 months. The plan was informed by a comprehensive review of data from multiple sources and engagement with internal and external stakeholders to understand our patient safety profile. From the analysis, five local Patient Safety priorities that reflect the Trust's key areas of focus were identified and these priorities would be addressed through a series of Patient Safety Incident Investigations (PSIIs), supported by robust quality improvement processes. The PSIRF also promotes system-based approaches to learning from incidents, ensuring lessons are embedded and shared across the organisation.

Maternity Incentive Scheme Year 7 Progress Update (CNST Update)

Eight recommendations remain outstanding and are currently rated as red. These are expected to be completed within the CNST Year 7 programme, provided all staff attend the scheduled CNST training before 30 November 2025. The Trust has declared non-compliance with the LMNS requirements under Safety Action 7. This relates to the Maternity and Neonatal Voices Partnership (MNVP) Lead infrastructure, as the service cannot achieve quorate attendance at defined meetings with the current establishment funded by the Greater Manchester and Eastern Cheshire LMNS.

ASSURE

Committee Effectiveness Review

The Committee Effectiveness Survey, conducted in October 2025, showed positive results for the Quality Assurance Committee, with improvements over 2024 and 2023. A comparative analysis of the last three years is included in the report.

Board Assurance Framework

The BAF remains a key mechanism for the Board to monitor delivery of its strategic ambitions. It provides a structured approach to evaluating the robustness of controls managing strategic risks and the effectiveness of assurance processes underpinning those controls. To reflect the expanded remit of the Quality Assurance Committee (QAC) Terms of Reference, which now includes Operational Performance, Strategic Risk 7 – Improving Access to our Services – will fall within the Committee's scope. This ensures oversight of both quality and operational performance, strengthening scrutiny of risks relating to access, patient experience, and service delivery.

Trust Heatmap

The heatmap provides a visual summary of Month 7 workforce data, focusing on staffing and workforce metrics. All areas highlighted were subject to detailed review through the six-monthly Safe Staffing reports presented to the Board of Directors, alongside individual performance reports to ensure ongoing oversight and assurance.

Safeguarding Annual Report

Bolton NHS Foundation Trust maintained full compliance with statutory safeguarding responsibilities, ensuring the protection of children, young people, and adults at risk. Oversight was provided by the Chief Nurse, supported by a strengthened multidisciplinary team.

EPRR Core Standards Report

The Trusts 2025 NHS Core Standards self-assessment, submitted on 30 September 2025, was rated Substantially Compliant, meeting most requirements but with two standards assessed as Partially Compliant. An action plan had been developed to address these areas, with progress monitored and reported to the Board for transparency and accountability.

Clinical Correspondence EPR (to include Risk Assessment and Quality Impact)

The national standard requires clinical correspondence to be submitted to primary care within 24 hours for inpatients (95%) and within 5 working days for outpatients (95%). Despite ongoing efforts, divisions have struggled to consistently meet these targets. Outpatient performance remains particularly challenged due to limited administrative capacity.

Clinical Governance and Quality Committee Chair's Report – The Chair's Report from the Clinical Governance and Quality Committee meeting which was held on the 01 October 2025 was received.

Performance and Transformation Group Chair's Report – The Chair's Report from the Performance and Transformation Group meetings held on the 07 October 2025 and 04 November 2025 were received.

New Risks identified at the meeting: N/A

Review of the Risk Register:

N/A

Meeting Attendance 2025

Members	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Fiona Taylor	✓		✓		✓		✓		✓			
Martin North	✓		✓		✓		✓		✓			
Seth Crofts	✓		✓		✓		✓		✓			
Becks Ganz	A		✓		n/a		n/a		✓			
Francis Andrews	✓		✓		✓		✓		✓			
Tyrone Roberts	✓		✓		✓		✓		✓			
Rae Wheatcroft	✓		✓		✓		✓		✓			
Sharon Katema	✓		✓		✓		✓		✓			

✓ = In attendance

A = Apologies

Report Title:	Council of Governors Standing Orders		
Meeting:	Council of Governors	Action Required	Assurance <input checked="" type="checkbox"/>
Date:	11 December 2025		Discussion <input checked="" type="checkbox"/>
Executive Sponsor	Director of Corporate Governance		Decision <input checked="" type="checkbox"/>

Purpose of the report	The purpose of the report is to present the Council of Governors Standing Orders for approval
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Previously considered by:	N/A
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Executive Summary	<p>Standing Orders are formal rules that govern how the Council of Governors conducts its business within the NHS Foundation Trust. They ensure meetings and decisions are carried out lawfully, transparently, and in line with the Trust's Constitution and national governance standards.</p> <p>The purpose of Standing Orders is threefold:</p> <ul style="list-style-type: none"> Framework for Governance: Defines procedures for meetings, voting, and handling confidential matters. Compliance: Supports adherence to NHS Provider model rules and the FT Code of Governance. Governor Responsibilities: Sets out rights and obligations, including interaction with the Board and dispute resolution. <p>Standing Orders safeguard the integrity of decision-making, promote accountability, and are essential for maintaining public trust and ensuring the Trust operates effectively.</p> <p>This report seeks approval from the Council of Governors for the revised Council of Governors Standing Orders. The key amendment clarifies the quoracy requirement for Council of Governor meetings, ensuring the minimum number of Governors needed for valid decision-making is practical and reflects current attendance patterns.</p> <p>There are no other substantive changes proposed.</p>
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Proposed Resolution	The Council of Governors is asked to approve the Council of Governors Standing Orders			
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Strategic Ambition(s) this report relates to				
Improving care, transforming lives	A great place to work	A high performing productive organisation	An organisation that's fit for the future	A Positive partner
✓	✓	✓	✓	✓

Summary of key elements / Implications		
Implications	Yes / No	If Yes, State Impact/Implications and Mitigation
Finance Implications	No	There are no financial implications.
Legal/ Regulatory	No	There are no legal regulatory implications.
Impact on Health Inequalities	No	There is no impact on health inequalities arising from this report.
Impact on Equality, Diversity and Inclusion	No	There is no impact on Equality, Diversity and Inclusion arising from this report.
Is a Quality Impact Assessment required	No	

Prepared by:	Sharon Katema, Director of Corporate Governance	Presented by:	Sharon Katema, Director of Corporate Governance
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ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

1 Meetings of the Council of Governors

Calling meetings

- 1.1 The Council of Governors is to meet a minimum of four (4) times (including the Annual Member's Meeting) in each Financial Year. Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least fourteen (14) days' written notice of the date and place of every meeting of the Council of Governors to all governors. Notice will also be published on the trust's website.
- 1.1 Meetings of the Council of Governors may be called by the Secretary, or by the Chair.
- 1.2 Meetings of the Council of Governors may be called by ten (10) governors (including at least two (2) elected governors and two (2) appointed governors) who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all governors as soon as possible after receipt of such a request.
- 1.3 The Secretary shall call a meeting on at least fourteen (14) but not more than twenty eight (28) days' notice.
- 1.4 If the Secretary fails to call such a meeting following notice pursuant to paragraph 1.3 of Annex 6 above then the Chair or ten (10) governors, whichever is the case, shall call such a meeting.

Quorum

- 1.5 No business shall be transacted at a meeting of the Council of Governors unless at least one (1) third or not less than ten (10) of the Council of Governors are present. This will include Subject to paragraph 1.7 of Annex 6 below, fifteen (15) governors including no fewer than seven (7) ten (10) Public Governors, no fewer than two (2) Staff Governors and no fewer than one (1) appointed governor, shall form a quorum for the Council of Governors.
- 1.6 The Council of Governors shall not be quorate unless a majority of governors present are Public Governors.
- 1.7 The Council of Governors may invite the Chief Executive or any other member or members of the Board of Directors, or a representative of the auditor or other advisors to attend a meeting of the Council of Governors.
- 1.8 The Council of Governors may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

1.9A A Governor who has declared a non-pecuniary interest in any matter may participate in the discussion and consideration of the matter but may not vote in respect of it: in these circumstances the Governor will count towards the quorum of the meeting. If a Governor has declared a pecuniary interest in any matter, the Governor must leave the meeting room, and will not count towards the quorum of the meeting, during the consideration, discussion and voting on the matter. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the Meeting. The meeting must then proceed to the next business.

Voting

1.9 Except as provided for in this constitution or the 2006 Act and the following provisions of this paragraph, questions arising at a meeting of the Council of Governors shall be decided by a majority of votes of the Governors present and voting on the question.

1.10A At the meeting of the Council of Governors a vote shall be decided on a show of hands, the result being declared by the Chair and recorded in the minutes. The entry in the minutes shall confirm the result without recording the number in favour or against the motion unless a request is made under Standing Order 2.17.

1.10B A paper ballot may be used if a majority of the Governors present so request. If a paper ballot is used, it shall be taken at such time and place and in such a manner as the Chair of the meeting shall direct and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a ballot has been demanded.

1.10C If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.

1.10D No resolution of the Council of Governors shall be passed if it is opposed by all of the Public Governors present.

1.10 Not used

Committees

1.11 The Council of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to assist the Council of Governors in carrying out its functions. The Council of Governors may appoint governors and may invite directors and other persons to serve on such committees. The Council of Governors may, through the Secretary request that

external advisors assist them or any committee they appoint in carrying out its duties.

1.12 All decisions taken in good faith at a meeting of the Council of Governors or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the governors attending the meeting.

2 Disclosure of interests

2.1 Any governor who has a material interest in a matter as defined below shall declare such interest to the Council of Governors and shall withdraw from the meeting and play no part in the relevant discussion or decision and shall not vote on the issue (and if inadvertently they do remain and vote, their vote shall not be counted).

2.2 Any governor who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a not less than two thirds of the remaining governors.

Subject to the exceptions below, a material interest in a matter is where a governor:

- 2.2.1 holds any directorship of a company;
- 2.2.2 holds any interest or position in any firm or company or business;
- 2.2.3 has any interest in an organisation providing health and social care services to the National Health Service; or
- 2.2.4 holds any position of authority in a charity or voluntary organisation in the field of health and social care;
- 2.2.5 receives research funding/grants either as an individual or to their department;
- 2.2.6 holds interests in pooled funds that are under separate management.

and such organisation is, in connection with the matter, trading with the trust or entering into a financial arrangement with the trust, or is likely to be considered as a potential contractor to the trust. In the case of two persons living together as a couple (whether married or not) the interest of one shall be deemed to be also an interest of the other

2.3 The exceptions which shall not be treated as material interests are as follows:

- 2.3.1 shares held in any company where the value of those securities does not exceed £10,000 or the number of shares held does not exceed

- 2.3.2 an employment contract with the trust held by a Staff Governor;
- 2.3.3 an employment contract with a local authority held by a Local Authority Governor;
- 2.3.4 an employment contract with a partnership organisation held by a Partnership Governor.

3 Declaration

An elected governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Secretary of the particulars of their qualification to vote as a member of the trust and that they are not prevented from being a member of the Council of Governors. An elected governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors, and every agenda for meetings of the Council of Governors will draw this to the attention of elected governors.

4 Agendas and Papers

- 4.1 An agenda, copies of any questions on notice and/or motions on notice to be considered at the relevant meeting and any supporting papers shall be sent to each Governor so as to arrive with each Governor normally no later than 7 days in advance of each meeting. Minutes of the previous meeting will be circulated with these papers for approval and this will be a specific agenda item.
- 4.2 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.
- 4.3 A Governor desiring a matter to be included on the agenda shall make his request in writing to the Trust Secretary at least 14 days before the meeting. Requests made less than 14 clear days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.4 The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Receipt of such matters via electronic means is acceptable.

5 Admission of the Public

- 5.1 All meetings of the Council of Governors are to be general meetings open to members of the public unless the Council of Governors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds. The Chair may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the proper conduct of the meeting.

5.2 Nothing in these Standing Orders shall require the Council to allow members of the public or press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceeding as they take place without the prior agreement of the Council of Governors

6 Chair of Meetings

6.1 The Chair of the Trust, or in that person's absence, the Deputy Chair is to preside at meetings of the Council of Governors. If the Chair is absent from a meeting or temporarily absent on the grounds of a declared conflict of interest the Deputy Chair shall preside. If the Chair and Deputy Chair are absent from the meeting or absent temporarily on the grounds of a declared conflict of interest, such non-executive director as the Governors present shall choose shall preside.

6.2 The Chair of the Trust is not a member of the Council of Governors but the Chair of the Trust or, in their absence, the Deputy Chair of the Trust is to preside over meetings of the Council of Governors.

7 Chair's Ruling

7.1 Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

7.2 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Standing Orders (on which that person should be advised by the Trust Secretary).

8 Minutes

8.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it. The approved minutes will be conclusive evidence of the events of the meeting and retained by the Trust Secretary.

8.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

9 Standards of business conduct

9.1 In relation to their conduct as a Governor of the Trust, each Governor must comply with the Constitution, the Code of Conduct for Governors, the NHS Foundation Trust Code of Governance, the requirements of the law and any guidance issued by Monitor.

9.2 Governors will confirm their agreement to adhere to the Code of Conduct for Governors by signing a copy annually and returning it to the Trust Secretary.

- 9.3 Canvassing of Directors or Governors or of any members of any committee of the Trust directly or indirectly for any appointment by the Trust shall disqualify the candidate for such appointment.
- 9.4 A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment, but this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

10 Suspension of Standing Orders

- 10.1 Except where this would contravene any statutory provision or any direction made by Monitor, any one of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.
- 10.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 10.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and the members of the Council of Governors.
- 10.4 No formal business may be transacted while Standing Orders are suspended.
- 10.5 The Trust's Audit and Risk Committee shall review every decision to suspend Standing Orders.

11 Variation and Amendment of Standing Orders

These Standing Orders may only be amended in accordance with paragraph 37A of the Constitution.

12 Review of Standing Orders

These Standing Orders shall be reviewed annually by the Council of Governors. The requirement for review extends to all documents having effect as if incorporated in these Standing Orders.

13 Interpretation and definitions

- 13.1 These Standing Orders are the standing orders referred to in paragraph 14 of the Constitution. If there is any conflict between these Standing Orders and the Constitution, the Constitution shall prevail.
- 13.2 Terms defined in the Constitution shall have the same meaning in these Standing Orders.

Report Title:	Director of Corporate Governance Report		
Meeting:	Council of Governors	Action Required	Assurance <input checked="" type="checkbox"/>
Date:	11 December 2025		Discussion <input checked="" type="checkbox"/>
Executive Sponsor	Director of Corporate Governance		Decision <input checked="" type="checkbox"/>

Purpose of the report	This report seeks to set out the arrangements for Concil of Governors meetings during 2026 and present the Committee ToR and COG Workplan for approval.
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Previously considered by:	Reviewed annually
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Executive Summary	<p>The Council of Governors Annual Workplan outlines the scheduled items for presentation across the calendar year and serves as a guiding framework for committee work plans. It should be noted that, following recent discussions within the Governor Quality Committee regarding the frequency of subcommittee meetings in 2026, this aspect will be subject to further review upon completion of the forthcoming committee effectiveness survey in the New Year.</p> <p>This report includes the following documents for consideration and approval:</p> <ul style="list-style-type: none"> • Council of Governors Annual Workplan • Governor Quality Committee Terms of Reference • Governor Strategy Committee Terms of Reference <p>All governors are encouraged to identify matters that they would wish to have included in both committee and COG meetings.</p>
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Proposed Resolution	The Council of Governors are asked to approve the 2026 Workplan and Committee ToR
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Strategic Ambition(s) this report relates to				
Improving care, transforming lives	A great place to work	A high performing productive organisation	An organisation that's fit for the future	A Positive partner
✓	✓	✓	✓	✓
Summary of key elements / Implications				
Implications	Yes / No	If Yes, State Impact/Implications and Mitigation		
Finance	No			
Legal/Regulatory	No			
Health Inequalities	No			
Equality, Diversity and Inclusion	No			

Prepared by:	Victoria Crompton, Corporate Governance Manager	Presented by:	Sharon Katema, Director of Corporate Governance
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Council of Governors Workplan for 2026

	Agenda Item/Report	Purpose	Jan	Feb	Mar	April	May	June	July	Aug	Sep	Oct	Nov	Dec
Part 2	NED Fit and Proper Persons	To Receive												
	NED Appraisals	To Receive												
	NED Succession Plan	To Receive												
Part 3	Charitable Funds Annual Report	To Receive												
	Constitution	To Receive												
	Staff Survey	To Receive												
	Quality Account	To Receive												
	Governor Election Update	To Receive												
	Green Plan	To Receive												
	Freedom to Speak Up Annual Report	To Receive												
	Inpatient Survey	To Receive												
	Operational Plan	To Receive												
	Governor Strategy Committee Feedback	To Receive												
	Governor Quality Committee Feedback	To Receive												
GOVERNOR QUALITY COMMITTEE		Purpose	Jan	Feb	Mar	April	May	June	July	Aug	Sep	Oct	Nov	Dec
	Operational Update	To Receive												

	Agenda Item/Report	Purpose	Jan	Feb	Mar	April	May	June	July	Aug	Sep	Oct	Nov	Dec
	Safeguarding Update	To Receive												
	Inpatient Survey	To Receive												
	2025/26 Quality Account	To Receive												
	BoSCA Update	To Receive												
	Complaints Annual Report	To Receive												
	Infection Prevention and Control Annual Report	To Receive												
GOVERNOR STRATEGY COMMITTEE		Purpose	Jan	Feb	Mar	April	May	June	July	Aug	Sep	Oct	Nov	Dec
	Annual Plan	To Receive												
	Operational Plan	To Receive												
	Digital Strategy Update	To Receive												
	Strategy Review and Update	To Receive												
	Communications Update	To Receive												
	Staffing Update	To Receive												

Council of Governors Quality Committee

Terms of Reference Document Control Sheet

MEETING	Council of Governors Quality Committee
ESTABLISHED BY/REPORTING TO:	Council of Governors
REVIEWER:	Director of Corporate Governance
REVIEW:	04 November 2025
ASSOCIATED DOCUMENTS:	Bolton NHS Foundation Trust Constitution FT Governance Code
RELATED COMMITTEES /GROUPS:	Council of Governors Governor Strategy Committee Governor Nominations and Remuneration Committee

Document Control	
Document Name:	Council of Governors Quality Committee Terms of Reference
File Name:	Council of Governors Quality Committee Terms of Reference
Version/Revision Number:	V.4

Terms of Reference of the Governor Quality Committee

1. Authority

- 1.1. The Quality Committee (Committee) is a Committee of the Council of Governors, established in accordance with the Constitution for Bolton Hospital NHS Foundation Trust and the Code of Governance for NHS Foundation.
- 1.2. The Committee is not a decision making committee and is authorised by the Council of Governors to undertake the work specified in its aims and objectives.

2. Aims

- 2.1 The purpose of the Committee is to contribute to the assessment and improvement of the overall patient staff and visitor experience

3. Objectives

- 3.2 The objectives of the group are:

- To be kept up to date about current issues
- To be involved as appropriate in interpreting and responding to the findings of national and local regulatory reports and surveys
- To discuss and respond to National and local concerns regarding patient staff and visitor experiences.
- To understand the actions plans in place to improve the patient staff and visitor experience
- To be involved in discussions on ways in which improvements can be made to services as a result of feedback from patients and visitors.
- To act as a conduit for information and feedback from members
- To participate in patient environment assessments and visits, including Bolton System of Care Accreditation (BOSCA)

4. Membership

- 4.1 The membership of the Committee shall comprise:

- The Chair of the Committee
- At least six other governors of which one should be a staff governor
- One appointed governor
- Director of Corporate Governance

There will be an open invite to Board members depending on the agenda items.

- 4.2 The Committee may extend an invitation to others dependent on the agenda and on key work streams to be initiated.

5. Chair

5.1 The Committee will be chaired by a Governor elected by the full Council of Governors to serve for two years. A vice chair will also be elected to deputise in the absence of the chair.

5.2 Expressions of Interest will be sought and if more than one nomination is received, the Committee Chair will be elected by secret ballot and a simple majority.

5.3 The appointment as Chair of the Committee shall be effective for two years or:

- Until that person resigns the position of Committee Chair by giving notice to the Trust Chair in writing;
- Until that person is removed from the position of Committee Chair by a resolution passed by three quarters of the remaining governors on the Committee or
- Until that person ceases to be a member of the Council of Governors

5.4 A governor may serve two consecutive two year terms as Committee Chair, following which a period of two years must elapse before that Governor is eligible for re-election as Chair of this Committee.

5.5 Time served as Chair of another of the Council's Committees will not count towards a governor's term of office as Chair of this Committee

6. Quorum

6.1 The quorum necessary for business to be transacted shall be four, including at least one Public Governor, one Staff Governor and the Committee Chair.

6.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and duties vested in or exercisable by the Committee.

7. Frequency of Meetings

7.1 Meetings will be held at least once every four months for a maximum duration of two hours.

8. Reporting Mechanisms

8.1 Minutes of each Committee will be formally recorded and submitted to the Council of Governors.

9. Review and Assessment of Performance and Effectiveness

9.1 These Terms of Reference shall be reviewed annually or in light of changes in practice or legislation.

Approved by: Council of Governors

Submitted to: Council of Governors

Date of approval:

Date for review:

Version Control Document			
Version Ref	Amendments	Committee Review & Approval	Ratified by (Insert Committee Name)
Version No. 3	Updated to reflect new strategy templates.	CoG 05/12/24	
Version No. 4	Minor Amendments	CoG 11/12/25	

Council of Governors Strategy Committee

Terms of Reference Document Control Sheet

MEETING	Council of Governors Strategy Committee
ESTABLISHED BY/REPORTING TO:	Council of Governors
REVIEWER:	Director of Corporate Governance
REVIEW:	11 December 2025
ASSOCIATED DOCUMENTS:	Bolton NHS FT Constitution FT Governance Code
RELATED FORA COMMITTEES /GROUPS:	Council of Governors Governor Quality Committee Governor Nominations and Remuneration Committee

Document Control	
Document Name:	Council of Governors Strategy Committee
File Name:	Council of Governors Strategy Committee Terms of Reference
Version/Revision Number:	4.0

Terms of Reference of the Council of Governors Strategy Committee

1. Authority

- 1.1. The Strategy Committee (Committee) is a Committee of the Council of Governors, established in accordance with the Constitution for Bolton Hospital NHS Foundation Trust and the Code of Governance for NHS Foundation.
- 1.2. The Committee is not a decision making committee and is authorised by the Council of Governors to undertake the work specified in its aims and objectives.

2. Aims

- 2.1 The purpose of the Committee is to support the governors in achieving their role with regard to forward planning and setting the longer-term vision for the Trust.

3. Objectives

- 3.1 The objectives of the group are:

- To be kept up to date about current issues
- On behalf of the Council of Governors provide a Governor and member perspective on the strategic priorities of the Trust.
- To comment on the Annual Plan and annual objectives, representing public, staff and stakeholders' views on the work and future plans of the Trust.
- To advise the Council in support of the board's presentation on the Annual Plan and strategy to the Council
- To receive updates on progress against the delivery of the Trust's strategic vision and forward plans, including details of benefits, risks and mitigations.
- Act as the advisory body for the Council of Governors in the consideration of any significant transactions being considered by the Board and report to the Council of Governors the views of the Group on the appropriateness of the proposed transaction.
- To receive updates on progress on service developments and innovation within the Trust, including information management and technology.
- Consider any issues regarding communication and engagement with members, colleagues, patients, carers or the public regarding the Trust's strategy and operational plans and make recommendations to the Council of Governors lead to address these
- To consider any other issue referred to the committee by the Council
- To act as a conduit for information and feedback from members

4. Membership

4.1 The membership of the Committee shall comprise:

- The Chair of the Committee
- At least six governors of which one should be a staff governor
- One appointed governor
- Director of Corporate Governance
- Chief of Strategy and Partnerships/Deputy Director of Strategy

4.2 The Committee may extend an invitation to others dependent on the agenda and on key work streams to be initiated.

5. Chair

5.1 The Committee will be chaired by a Governor elected by the full Council of Governors to serve for two years. A vice chair will also be elected to deputise in the absence of the chair.

5.2 Expressions of Interest will be sought and if more than one nomination is received, the Committee Chair will be elected by secret ballot and a simple majority.

5.3 The appointment as Chair of the Committee shall be effective for two years or:

- Until that person resigns the position of Committee Chairman by giving notice to the Trust Chair in writing;
- Until that person is removed from the position of Committee Chair by a resolution passed by three quarters of the remaining governors on the Committee or
- Until that person ceases to be a member of the Council of Governors

5.4 A governor may serve two consecutive two year terms as Committee Chair, following which a period of two years must elapse before that Governor is eligible for re-election as Chair of this Committee.

5.5 Time served as Chair of another of the Council's Committees will not count towards a governor's term of office as Chair of this Committee

6. Quorum

6.1 The quorum necessary for business to be transacted shall be four, including at least one Public Governor, one Staff Governor and the Committee Chair.

6.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and duties vested in or exercisable by the Committee.

7. Frequency of Meetings

7.1 Meetings will be held at least twice per year for a maximum duration of two hours

8. Reporting Mechanisms

8.1 Minutes of each Committee will be formally recorded and submitted to the Council of Governors.

9. Review and Assessment of Performance and Effectiveness

9.1 These Terms of Reference shall be reviewed annually or in light of changes in practice or legislation.

Approved by: Council of Governors

Submitted to: Council of Governors

Date of approval:

Date for review:

Version Control Document			
Version Ref	Amendments	Committee Review & Approval	Ratified by (Insert Committee Name)
Version No. 3	Updated to reflect new strategy templates.	CoG 05.12.24	
Version No 4.	Minor amendments	CoG 11.12.25	

Council of Governors Nominations and Remuneration Committee

Terms of Reference Document Control Sheet

MEETING	Council of Governors Nominations and Remuneration Committee
ESTABLISHED BY/REPORTING TO:	Council of Governors
REVIEWER:	Director of Corporate Governance
REVIEW:	03 December 2025
ASSOCIATED DOCUMENTS:	Bolton NHS FT Constitution FT Governance Code
RELATED FORA COMMITTEES /GROUPS:	Council of Governors Governor Quality Committee Governor Strategy Committee

Document Control	
Document Name:	Council of Governors Nominations and Remuneration Committee
File Name:	Council of Governors Nominations and Remuneration Committee Terms of Reference
Version/Revision Number:	4.0

Terms of Reference of the Council of Governors Nominations and Remunerations Committee

1. Authority

- 1.1. The Nomination and Remuneration Committee (Committee) is a formal Committee of the Council of Governors, established in accordance with the Constitution for Bolton Hospital NHS Foundation Trust and the Code of Governance for NHS Foundation Trusts.
- 1.2. The Committee is not a decision making committee and it will make recommendations to the Council of Governors.
- 1.3. The Committee is authorised by the Council of Governors to act within its terms of reference and:
 - to seek any information that it requires from an employee of the Trust in order to perform its duties
 - to require any employee to attend a meeting of the Committee to present information or answer questions on a matter under discussion;
 - to develop procedures on matters concerning its duties, for approval by the Council of Governors;
 - to take advice from external advisors wherever it is appropriate to do so.

2. Purpose

- 2.1 The purpose of the Committee is to maintain a process for the appointment of the Chair and other non-executive directors and to make recommendations to the full Council of Governors.
- 2.2 The Committee will have regard to the principles of the NHS Foundation Trust Code of Governance regarding terms of office and the process of appointments;
- 2.3 The Committee will give full consideration to succession planning and will also review the process from time to time and not less than every three years.

3. Principal Duties

- 3.1 In order to achieve its purpose, the Committee will be responsible for advising and making recommendations to the Council of Governors relating to:
 - Job descriptions and person specifications detailing the skills, knowledge, time commitment and experience required for Non-Executive Directors and the Chair.
 - Short list appropriate candidates in accordance with good recruitment practice.
 - The recruitment process for the selection of candidates for the office of Chair or other Non-Executive Directors.
 - The remuneration, allowances and other terms and conditions of office for the Chair and Non-Executive Directors.
 - The evaluation of the performance of the Chair and other Non-Executive Directors
 - The process for the reappointment of the Chair and the other Non-Executive Directors.

4. Membership

4.1 The membership of the Committee shall comprise:

- The Chair or Senior Independent Director for the appointment of a new Chair
- Three Public governors including the two Sub-Group Chairs
- One staff governor
- One appointed governor

4.2 Other governors may be co-opted to the Committee dependent on key work streams to be initiated.

5. Chair

5.1 The Committee will be chaired by Chair of the Trust and in their absence by the Deputy Chair. The Senior Independent Director of the Trust will assume the chair on matters relating to the Chair appointment/ reappointment and appraisal.

6. Quorum

6.1 The quorum necessary for business to be transacted shall be three, including at least one Public Governor, one Staff Governor and the Chair.

6.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and duties vested in or exercisable by the Committee.

7. Frequency of meetings and attendance

7.1 All meetings of the Committee will be called as required, but at least twice in each calendar year.

7.2 Only members of the Committee have a right to attend meetings, with the exception of the Senior Independent Director who shall act as an adviser to the Committee, as required.

7.3 If a member fails to attend two consecutive meetings the Chair of the Committee will speak to the individual and will inform the Council of Governors if they feel that lack of attendance has not enabled adequate discussion.

7.4 The Committee may seek the views and input of relevant partners, such as ICB leaders with regards to the appointment process.

7.5 The Director of Corporate Governance shall provide secretariat support to the Committee.

7.6 The Committee will require the attendance of other representatives of the Trust at its meetings as appropriate, such as the Director of People for appointments and determination of salary

arrangements, and the Chief Executive and Senior Independent Director for issues related to whole Board development, evaluation and succession planning.

7.7 The committee may work with an external organisation recognised as expert at appointments to identify the skills and experience required.

8. Reporting Mechanisms

8.1 Minutes of each Committee will be formally recorded and submitted to the Council of Governors.

9. Review and Assessment of Performance and Effectiveness

9.1 These Terms of Reference shall be reviewed annually or in light of changes in practice or legislation.

Approved by: **Council of Governors**

Submitted to: Council of Governors

Date of approval:

Date for review:

Version Control Document			
Version Ref	Amendments	Committee Review & Approval	Ratified by (Insert Committee Name)
Version No.3	Updated to reflect new strategy templates.	CoG 05/12/24	
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