

MEETING OF THE COUNCIL OF GOVERNORS
Wednesday 10 September 2025 from 10.30am – 1:00pm
Royal Papworth Hospital
Venue: HLRI & MS TEAMS

AGENDA

				<i>Lead</i>	<i>Timing</i>
WELCOME, APOLOGIES AND OPENING ITEMS					
1.	Staff Story by: Rebecca Roberts, Advanced Clinical Practitioner for Cardiology	For Information	Verbal	DWOD	20 mins
2.	Welcome, apologies and opening remarks		Verbal	Chair	5 mins
3.	Declarations of Interest	For Information	Verbal		
4.	Minutes of previous meetings and matters arising: 04 June 2025 – Part I	For Approval	Attached		
5.	2025 Governor Election Results	For Information	Attached	Lead Governor	10 mins
ASSURANCE					
6.	2024/25 Annual Report and Accounts	For Assurance	Reference Pack	Chair	15 mins
6.1.	<ul style="list-style-type: none"> Annual External Audit Report ISA 260 	For Assurance	Attached	External Auditors	
7.	Board Committees Chairs Report	For Discussion		Board Committee Chairs (with optional feedback from Governor Observers)	30 mins
7.1.	Audit Committee		Attached		
7.2.	Strategic Projects Committee		Attached		
7.3.	Quality and Risk Committee	For Noting	Attached		
7.4.	Progress Update: RPH 2026 – 2031 Strategy Development Process	For Information	Attached	CEO	5 mins
7.5.	10-Year Health Plan Overview	For Information	Verbal	CEO	5 mins
GOVERNORS' UPDATE					
8.	Lead Governor's Report	For Discussion	Attached	Lead Governor	25 mins

Item 00

9.	Reports/Observations from Chairs of Governor Committees	For Discussion	Verbal	Governor Committee Chairs	
10.	Reports on other Governor Activities (Including from Appointed Governors)	For Discussion	Verbal	Governors	
GOVERNANCE					
11.	Update on Actions (You Asked; The Plan/Progress Update)	For Discussion	Attached	Chair /Lead Governor	5 mins
12.	Terms of References – Council of Governor Committees i. Appointments Committee ii. Forward Planning Committee	For Approval	Attached	Chair	5 mins
13.	Governor Matters: • Appendix 1: Governor Committees Membership • Appendix 2: Minutes of Governor Committees	For Information	Reference Pack	Lead Governor	5 mins
14.	Papworth Integrated Performance Report	For Information	Reference Pack	Chair	
15.	Questions from Governors and the Public		Verbal	Chair	
16.	Any Other Business a. M.abscessus news in the media	For Information/ Assurance	Verbal	CEO	10 mins
17.	Future Meeting Dates: <ul style="list-style-type: none"> • 12 November 2025 • 11 March 2026 • 17 June 2026 • 09 September 2026 (Plus Annual Members Meeting) • 09 December 2026 				

Please Note: The Council of Governors meeting will be followed by a sandwich lunch.

Please Note: If you would like to attend this meeting/ask a question/seek further information, please contact the Associate Director of Corporate Governance. Email: kwame.mensa-bonsu1@nhs.net

Minutes of the Meeting of the Council of Governors
PART I
Held on Wednesday 4 June 2025 10:30 am to 12:30
Venue: HLRI & MS TEAMS
Royal Papworth Hospital

Present	Role	Initials
Jag Ahluwalia	Chair (Trust Chair)	JA
Angie Atkinson	Public Governor	AA
Abi Halstead	Public and Lead Governor	AH
Paul Berry	Public Governor	PB
Susan Bullivant	Public Governor	SBu
Vivienne Bush	Public Governor	VB
Trevor Collins	Public Governor	TC
Deborah Cooper	Public Governor	DC
Bill Davidson	Public Governor	BD
Christopher McCorquodale	Staff Governor	CMcC
Joe Pajak	Public Governor	JP
Rhys Hurst	Staff Governor	RH
Andrew Hadley Brown	Staff Governor	AHB
Harvey Perkins	Public Governor	HP
Martin Hardy-Shepherd	Public Governor	MHS
Marlene Hotchkiss	Public Governor	MH
Josevine McClean	Public Governor	JMcC
Lesley Howe	Public Governor	LH
Caroline Edmonds	Appointed Governor	CE
Trevor McLeese	Public Governor	TMcL
Ian Harvey	Public Governor	IH
Rachel Mahony	Public Governor	RM
Lynne Williams	Staff Governor	LW
In attendance		
Eilish Midlane	Chief Executive Officer	EM
Maura Screatton	Chief Nurse	MS
Sophie Harrison	Interim Chief Finance Officer	SH
Harvey McEnroe	Chief Operating Officer	HMcE
Tim Glenn	Deputy CEO	TG
Andrew Raynes	Chief Information Officer	AR
Kwame Mensa-Bonsu	Associate Director of Corporate Governance	KMB
Godwin Matenga	Corporate Governance Lead	GM
Oonagh Monkhouse	Director of Workforce	OM
Cynthia Conquest	Non-Executive Director	CC
Charlotte Paddison	Non-Executive Director	CP
Gavin Robert	Non-Executive Director	GR
Amanda Fadero	Non-Executive Director	AF

Dave Jones	Non-Executive Director	DJ
Julie Wall	PA to Chairman	JW
Laura Favell-Talbot	Membership and Engagement Officer	LFT
Apologies		
Ian Smith	Medical Director	IS
Justin Davies	Partner Governor CUH	JD
John Fitchew	Public Governor	JF
Clive Glazebrook	Public Governor	CG
Diane Leacock	Non-Executive Director	DL

Discussion did not follow the order of the agenda, however, for ease of recording these have been noted in the order they appeared on the agenda.

Item (minute reference)	WELCOME, APOLOGIES AND OPENING ITEMS	Action by whom	Date
1.	Welcome, apologies and opening remarks		
	The Chair welcomed those present to the meeting and noted apologies as above. The Chair welcomed Godwin Matenga who recently joined the Team as Corporate Governance Lead and Nigel Sillis a member of the Public who is interested in becoming a Governor.		
2.	Declarations of Interest		
	There is a requirement that those attending Board Committees raise any specific declarations, if these arise during discussions. There were no new declarations raised.		
3.i	Minutes of the previous meeting – 19 March 2025		
	The minutes of Council of Governors (CoG) meeting were agreed to be a true and accurate record of the meeting apart from the following amendments needed: Page 6 sentence reads to 3 years and should read “by” 3 years Page 7 change undated to updated Amend name of author of book titled Airbourne to Carl Zimmer		
3.ii	Action Checklist		
	The Chair referred to the Action Checklist included in the meeting pack and highlighted that all actions were scheduled to be addressed as part of the meeting or were not yet due. Any other actions were invited to be raised.		

	<ul style="list-style-type: none"> • A private patient presentation is to be added as an agenda item for the September CoG meeting. • ToR for Governor Assurance Committee is an item on the agenda for today's meeting. • SPC Governor – Abi Halstead to update today. • Biographies for Dave Jones and Graham Martin newly recruited NEDs are included in the pack for today's meeting • A book written by Carl Zimmer, titled Airborne – a question was raised by Joe Pajak regarding research into the air we breathe. EM to raise with Dr Paddy Calvert when he is back from leave • Liverpool Hospital Visit – a date is to be confirmed • Membership Strategy- an item on the agenda for today's meeting. 		
ASSURANCE			
4.	Patient Story: Jennifer Baxter Lead Transplant Retrieval Nurse		
	<p>MS introduced Jennifer to the Council of Governors</p> <ul style="list-style-type: none"> • The story is about a current patient who had recently spoken about their care and experience at RPH. • The patient had a history of respiratory disease. He first developed symptoms in 2018 which then progressed through 2019. He was diagnosed with pulmonary hypertension. • Initially he was told that he did not have TB, but a subsequent biopsy showed that he had previously had TB, and he was treated for 6 months with a TB medication. This however had no impact on his overall symptoms. • The patient was then commenced on treatment for his pulmonary hypertension which initially gave some improvement in symptoms. His improvement was then halted as he developed COVID. Following his recovery from COVID there appeared to be an improvement in his health, and he felt that things were getting better. He was able to walk about 5 kilometres. • In September 2020 there was a recurrence of his symptoms, and he became breathless again. Investigations showed that his pulmonary pressures had increased, and a new medication regime was started. • Over the next 6 months, the patient felt benefit from the treatment, but his test results continued to worsen. 		

	<ul style="list-style-type: none"> • The patient was referred to the Transplant Service. His symptoms improved so a transplant was not required at this time. • He was reviewed periodically. He enjoyed a period of stability until January 2024 when there was deterioration. He developed a chest infection, and his oxygen levels were very low. He was admitted to hospital where he was diagnosed with right sided heart failure. He was kept in hospital for 6 days and he was then reviewed at RPH where it was decided that he should have full assessment for lung transplantation. Following his assessment the recommendation by the Transplant Team was that he was too unwell to stay at home and should be admitted for optimization and potential registration on the National Urgent Transplant waiting list. • His initial diagnosis was under the care of the Royal Free Hospital, and he knew a transplant was probably his only hope. • The patient was admitted to RPH on 2 July 2024 for intravenous treatment to manage his right sided heart failure. During his admission he was discussed many times by the Team about his suitability for a transplant and following these discussions and multiple further tests it was decided that he was a candidate for lung transplantation, albeit a very high-risk candidate. The patient was added to the National Transplant Waiting List in early August 2024. • Quote by the patient <i>"when RPH accepted my case it marked a turning point as at the time I was at my most fragile, they stabilized me and put me on the transplant waiting list. I waited for two months, held up by the compassionate care of your team. I was surrounded by uncertainty but held by a team whose care never faltered"</i> • On the 12 September 2024 an offer of bilateral lungs was received and accepted by the patient. He had been a patient for 3 months and had been doing his best to maintain his fitness and motivation having had several false alarms during that period. • The surgery took over 10 hours and thanks to the surgical team the surgery went well. He remained in CCU for 19 days before moving to the ward for further recovery. • Quote by the patient <i>"the night came which I will never forget. The Transplant coordinator came into my room and said the words that changed everything. We have a match, fit lungs are"</i> 		
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	<p><i>available, you are going for your transplant tonight. Fear gave way to overwhelming gratitude and hope”.</i></p> <ul style="list-style-type: none"> • The patient was discharged home on 3 October 2024 and an echocardiogram prior to going home showed that his right heart function had returned to normal, and his exercise tolerance was improving. Less than 10 months on from surgery he has been able to return to normal levels of activity. He has returned to full time work. • Quote by the patient <i>“Recovery was not without its challenges but every breath I take now is a reminder of what your team gave me and none of it would have been possible without the donor and their family who within their own grief made the most selfless decision imaginable. This journey has been humbling, unforgettable and a unique experience. Thank you to RPH as seeing me as someone worth saving. Thank you for your brilliance, your care and your unwavering commitments to your patients. You did not save my life you gave it to me back”</i> <p>JA thanked JB for the very emotive and moving story and asked if anyone had any questions or comments.</p> <ul style="list-style-type: none"> • IH asked for some detail about Jennifer’s role as a Retrieval Nurse. • JB explained that she goes out to optimize organs for transplantation and is involved throughout the retrieval process. She is not at the hospital much as she is usually out and about looking at retrievals. She leads a dedicated team who go out for retrieval of heart and lungs, not only for RPH but other cardiothoracic hospitals around the country. • Her travel varies. Predominantly the Team travel within the UK but can go out to Europe and have been to Poland. She is on call and has a busy job which she finds very rewarding. • There are 6 cardiothoracic teams who go out for retrieval and there is a rota where there is a low and then a high intensity week. From the six teams, 3 teams do one week while 3 teams do the other so there is not intensity on all of them all the time. During busy weeks they go out most days. • In the last financial year RPH performed 35 heart and 35 lungs. This financial year there have been 7 of each performed thus far. 		
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	<ul style="list-style-type: none"> The focus has been on optimizing the organs to make sure that as many as possible are suitable for transplantation. There is a higher yield of lungs thanks to the support of the ex-vivo lung perfusion devices. 		
5.	Board Committees Chair's Report		
5.i	Performance Committee: Presented by Gavin Robert (GR)		
	<p>Finance, Productivity and Cyber Security are the focus of the Committee.</p> <p>Finance:</p> <ul style="list-style-type: none"> There is a need to reduce premium temporary staffing spend. This is critical to achieving the operational plan for this year and critical to achieving the cost improvement targets this year. There are controls in place and the Committee has gained some assurance that the controls are effective. There are early signs of reduction in spend over the last couple of months. Focus is on reducing agency spend but in terms of overtime this is critical for the Elective Recovery Programme. Therefore, not all temporary spend is bad. This requires quite a complex approach and there are controls in place across divisions. The Cost Improvement Programme has a target to meet every year. This year there is a challenging target. There has been success in meeting that target year after year and there are processes in place. This year the risk is higher than previous years because typically there is a pipeline of savings identified by the beginning of the financial year and the challenge is during the year to deliver that pipeline. This year there is a significant shortfall in identifying the pipeline and one of the reasons for that is the resources going towards the Elective Recovery Programme. The risk is greater but there is confidence in the robust processes that are in place. This will be monitored closely. <p>Productivity:</p> <ul style="list-style-type: none"> Each year there are fundamental issues relating to theatre utilisation or critical care beds and being able to achieve the right number of critical beds available. These are classed as the "Golden Thread" to productivity throughout the hospital. If patients are not able to go through theatres to critical care, 		

	<p>then the activity in the hospital will slow down. There is a solid position seen from the metrics in PIPR. Theatre utilisation, and catheter lab utilisation are high. Evidence shows that the enhanced recovery unit is working effectively, and occupancy is good.</p> <ul style="list-style-type: none"> • The productivity rate is very good and for the first time at the end of the financial year the elective activity target is at the percentage of what was achieved in 2019. • The statutory compliance metrics are not being met. RPH are doing better than other hospitals in the region but are a long way behind meeting RTT compliance targets and there are too many 52-week breaches. Fifty, 52-week breaches are seen every month and cancer waiting times are added to that. The primary reason for this is that there is a massive waiting list which has accumulated with a back log of patients waiting for treatment. • The Committee is measuring the Elective Care Recovery Programme to help achieve reaching the new targets that have been set by the Department of Health. RTT performance in February 2025 when the targets were set was 61.5% and the aim is to improve that to 82% by the end of this financial year (31 March 2026) • The input is being monitored as this will include staff on overtime at weekends to get through cases. This will increase premium staffing spend, when necessary, in a targeted way. There are some early signs of progress being seen where there is an increase in RTT performance. • Improvement is needed with early patient discharges to improve productivity. • There is a need to reach a sustainable place once the recovery programme comes to an end and RPH achieves statutory compliance. • Another area of productivity which has been focused on is the backlog in CT scan reporting. A target was set to report scans within 4 weeks of the scan being taken but the performance is behind that and has been for a considerable period because of an increase in demand combined with vacancies for radiologists to review the scans. • The Committee has been scrutinising and challenging the Teams about their plans, including recruiting consultants and insourced scan reporting capacities using a third-party contractor. It is believed the quality has been excellent but 		
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	<p>there have been some issues in terms of the delivery of that insourcing. There is now a clear plan in place for a sustainable solution.</p> <ul style="list-style-type: none"> • There are capacity improvements in the digital infrastructure to be able to outsource outside of the hospital the reporting of scans so there is a wider field to call on to fill the gaps when there is a short fall. • The long-term sustainable strategy should be in place by the beginning of 2026. In the meantime, while recruitment carries on building up the body of consultants, extension of the insourcing contract will be reviewed to make sure that those numbers go down. It is hoped that by August the backlog should have been decreased. • While activity and productivity improvements are being made, quality is measured by the Q&R Committee, and they are monitoring process. • The operational plan which was approved at Board brings together financial and productivity targets. <p>Cyber Security:</p> <ul style="list-style-type: none"> • Cyber security is dealt with in Part II of meetings as this covers sensitive information. Any gaps or weaknesses have been identified and there are clear action plans in place with agreed deadlines and accountability. Some concrete measures are being developed, and review is in progress. This is taken very seriously by the Committee. There is a dedicated PART II of the meeting every month to review action plans on cyber-attacks and cyber recovery. <p>Questions:</p> <ul style="list-style-type: none"> • A concern was raised about information on page 21 of PIPR under Responsiveness: A patient had a 62 day wait before urgent treatments began. It is understood that patients can arrive at RPH part way along their pathway and near to their breach date, but it was asked if the ICS could influence the process to ensure the patient is not coming into RPH near the end of their breach time. • GR explained that there is concern within the Committee particularly about the long waiting patients. The Cancer Transformation Team which was set up specifically to look at responsiveness for cancer patients gave the Committee a presentation at the previous meeting. It was reassuring to hear 		
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	<p>from them about the way that the system is getting together to understand responsibility for those long waiting patients. The red flags reported in PIPR are being addressed and there are solid plans in place as part of the Elective Care Recovery Programme.</p> <ul style="list-style-type: none"> • A question was raised about the external reporting and how the quality is being measured. A lot of work at RPH is highly specialist, and reports are needed in a timely fashion, but Clinicians would like a report by a Radiologist who has significant knowledge in that area. • GR explained that the understanding is that the quality is being measured by random sampling of 10% of scans being spot checked by RPH clinicians and overseen by a team internally who assure the Committee of that. • A question was asked, if there has been any sense of patient harm or themes seen in the period where there have been significant delays. Clinicians use Datix for reporting any concerns. • GR explained that this point was escalated and there are routine harm reviews taking place to ensure there is no harm and it is believed that there has not been harm identified by the backlog to patients. Concerns are discussed at weekly meetings where all incidents/harms are discussed. No harms have been identified. There are systems in place for fast tracking of scan results if requested by Clinicians. • Concern was raised about the mental stress for patients who are waiting for results, and this is always considered. <p>The Council of Governors noted the Performance Committee update.</p>		
5ii	<p>Workforce Committee – Presented by Amanda Fadero</p> <p>Received: A report to summarise the last three meetings held was sent out in the pack.</p>		

	<p>The committee is focused on delivery of the 2024/25 Strategic Plan and the delivery of the Action Plan. The 6 key themes were reported to show improvements at the last committee meeting.</p> <ul style="list-style-type: none"> The themes were all evaluated as good except for one which hadn't progressed in the way anticipated, this was around partnerships. There are good partnerships, but the areas identified to work with partners on were not prioritised by partners. <p>The new Action Plan for 2025/26 was received which included some continuing themes in terms of commitment to the Workforce Committee with very few new additions. There is more focus on key areas. The Action Plan was approved by the Committee.</p> <ul style="list-style-type: none"> There is concern about capacity to deliver. The Workforce Director has been asked to focus on this. The Committee were given assurance that whilst it was a very comprehensive action plan the Committee remain ambitious. The Staff Survey report indicated that significant impact was seen. The latest staff survey results were received, and steady improvement has been seen in the staff survey reports. There are some significant areas of improvement. This is different to the national trend. Most organisations are seeing deterioration in their staff surveys. The report details where there has been improvements and a couple of areas where there is not improvement and the need to remain focused on. <p>The Committee oversees 3 BAF risks which are constantly reviewed.</p> <ul style="list-style-type: none"> There have been some changes to scores of the BAF risks which reflect improvements in Workforce. There has been a reduction in scoring of retention and in recruitment. The Audit Committee recently asked the Workforce Committee to review risk number 3261 which is about the national context around staffing following the strikes last year. The Committee did not feel that it could reduce this risk at this time because of the uncertainty with new job descriptions and role changes of nurses being applied for. Also, the unrest associated with union activity currently. The risk will be 		
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	<p>reviewed and action taken to mitigate the risk both internally and externally in response to the conditions.</p> <p>The Committee continue to receive staff stories:</p> <ul style="list-style-type: none"> • There was a professional staff advocate report which spoke about Restorative Supervision. This is supportive for staff wellbeing. • There has been a report about Reciprocal Mentoring received by the Committee to show the impact that is having. • There is passion shown from all staff in their areas of work and the Committee strive to support them to deliver their work. <p>Equality, Diversity and Inclusion is an important focus of the Committee, and it has been noted that the Network needs further support.</p> <ul style="list-style-type: none"> • The report for this year was received and recommended to the Board. • There is focus on Staff Networks to ensure they are active. Most networks are working well, particularly the Women's Network. <p>A report was received on Safe Staffing which Maura Screaton presented, and it is being recommended to the Board.</p> <ul style="list-style-type: none"> • Reports are received from Training and Development. Significant progress has been made in this area. • There are some areas that need more focus, in terms of Mandatory Training but all are going in the right direction. • There are risks in terms of funding for the continuation of the personal development and apprenticeship levy. There is a need to seek assurance that commitment is ongoing from the ICB. <p>The Workforce Committee have been up and running for 2 years and has now got into a business rhythm following a considerable amount of activity. They now have oversight of where they are having the right conversations and have streamlined the area of focus.</p> <p>Questions:</p> <ul style="list-style-type: none"> • A question was raised about the Compassionate, Collective and Leadership Programme which was run last year and how assured the Committee are about the progress of that work. • AF explained that this is an area that the Committee and the Board are focused on. The Board is leading on refresher sessions following the Workshops. There are key KPIs which 		
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	<p>are tracking on trend but there are some key areas that need work and more focus. The Committee has oversight on this through the KPIs and staff stories.</p> <p>CC commented that Risk number 3261 is scored at over 20. The Audit Committee recognise that there are external forces for which RPH have no control but there are also some internal forces. The Committee have asked if the risk can be split so that they can look at what is in the control of RPH separately.</p> <p>AF commented that changes in the wording are going to be made to reflect that request and then will take stock in 3 months' time to make sure the controls and mitigation are aligned to what the national impacts are following the recent talks of strikes.</p> <p>The Council of Governors noted the Workforce Committee update.</p>		
GOVERNORS' UPDATE			
6.	Lead Governor's Report – Abi Halstead		
	<p>The Council of Governors received a report in the Pack,</p> <p>AH reminded those governors who are coming to the end of their term of office, to send in their applications if they wish to stand again by Friday 13 June 2025.</p> <p>The Council of Governors noted the Lead Governor's Report</p>		
7.	Reports/Observations from Chairs of Governor Committees		
	<p>I. Governors Assurance Committee (GAC) – Bill Davidson</p> <ul style="list-style-type: none"> The second meeting for the GAC has taken place The Terms of Reference (ToR) have been signed off by the Committee The first draft of the Governors Handbook has been written, and some comments were added. The second draft has been sent to all governors and is open to comment. A timeline target has been set, and this is to be added to the agenda for the CoG meeting in September. Action: KMB to add to the agenda. The Membership Strategy has been signed off by GAC. This is an item on the CoG meeting agenda for approval today. 	KMB	

	<p>II. Forward Planning Committee – Susan Bullivant</p> <ul style="list-style-type: none"> Local National updates were received by the Committee from EM. An overview of the 5-year strategy for 2026/31 was presented by TG. A concern was raised about whether governors would be involved in Strategy Workshops. It was confirmed that governors will be involved throughout the process. JA is keen that there is continuous governor and stakeholder involvement and engagement throughout the whole process of the 5-year Strategy development. The Committee received oversight of the Workforce Strategy and EPR. A question was raised about CUH and RPH developing a connected EPR product. Feedback was given that such connectivity for a site-wide solution was a key consideration. JA explained that the process of premarketing engagement is taking place. SAB will be standing down as FPC Chair and it has been agreed that BD will take over as chair of FPC and relinquish his role as chair of GAC. CMcC will become chair of GAC. <p>III. Patient and Public Involvement Committee – Marlene Hotchkiss</p> <p>A report by the Chair of the Committee was sent out with the pack.</p> <p>No questions were raised.</p> <p>The Report was noted by the Council of Governors.</p> <p>IV. Access and Facilities Committee – Trevor McLeese</p> <ul style="list-style-type: none"> Automatic doors have now been fitted at the day ward entrance. On floor 1, the doors are now automatic through to the theatres. It has been noted that there is a need for more automatic doors, in the admin office on floor 1. The two new Co- chairs for the Disability and Difference Working Committee are Tamannah Shameem and Rachel Murdoch. 		
8.	Reports on other Governor Activities (including from Appointed Governors)		

	No reports to add		
9.	Update on Actions (You Asked; The Plan/Progress Update) A report was received in pack for information. Two items are listed for improvement in the report: Training for Governors: <ul style="list-style-type: none"> It was agreed that KMB would organise in house training for governors. JA circulated to the Governors an email from NHS Providers about a 4-hour training programme for governors titled "Holding NEDs to Account" and would like to encourage governors to join this. Membership Strategy: <ul style="list-style-type: none"> This is to be discussed under item 10 on the agenda today. Draft Membership Strategy is attached to the agenda for approval. <p>A question was raised regarding digital support for governors. Some governors sometimes have issues but don't know who to contact to have them resolved. There have been recent emails on NHS.net regarding passwords and some feel that they are not sure what to do.</p> <ul style="list-style-type: none"> It has been agreed that digital information will be added to the Governor Handbook. The Digital Team are looking at a separate helpdesk number for governors. There is work ongoing with Comms to ensure information is given out. Governors are receiving NewsBites directly from Comms weekly and digital updates are added to this. 	KMB	
GOVERNANCE			
10.	For Approval: Membership and Engagement Strategy – Ian Harvey		
	The chair thanked Ian Harvey, Laura Favell and everyone involved for their work writing the Membership and Engagement Strategy. Ian Harvey gave a brief explanation of the process: <ul style="list-style-type: none"> A meeting took place 2 years ago and it was agreed that the Membership Strategy needed to be updated as the old 		

	<p>strategy expired that year (2023). Questions were raised about what was needed and who would implement it.</p> <ul style="list-style-type: none"> • With the support of EM and JA a post was created, and Laura Favell (LF) was recruited into the post. • LF wrote the Strategy with the support of governors and KMB. • The final version has been approved by the Governor Assurance Committee. • The final stage is to ask for approval by the Council of Governors at the meeting today. <p>An Action Plan of achievements is being developed and written up for when approval has been gained.</p> <ul style="list-style-type: none"> • To create a database of members. • Communications to send out information to members to keep them informed and updated about upcoming events. • Newsletters to be created and sent out. • Engagement of staff members • Improvement of ways that Governors can interact and communicate with members • Collaborate with Charities and other colleagues on the Campus, such as CUH and Astra Zeneca, who have been known to sponsor activities. • Discussion has taken place about quizzes being held for members and the public as fundraisers. They will also be used as an awareness raiser to recruit members. • The idea of quizzes for patients who feel isolated in their room has been received well. This is being developed and the safety and logistics of how this will be delivered is being investigated. • Committed finance is being sought. <p>It was suggested that IH and LF give a further update at a future CoG meeting at the end of the year.</p> <p>JA asked if there will be a Working Delivery Group formed to support the delivery of the action plan.</p> <p>AH suggested that the support will come under the Governor Assurance Committee</p> <p>JA asked the Council of Governors for approval of the Membership and Engagement Strategy.</p>		
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KMB/IH/
LF

	For Approval: The Council of Governors formally approved the Membership and Engagement Strategy.		
11.	<p>For Information: Investigations into Concerns raised in relation to the 2024 Governor Elections - Recommendations</p> <p>The Standards of Practice (SoP) for the Annual RPH Council of Governor Elections Process – Update from Eilish Midlane</p> <ul style="list-style-type: none"> • The action plan has progressed significantly. All actions that were due have been completed. • One of the key actions was to develop a SoP which has been approved through the Executive Committee. The SoP pulls together the full election process. • Following this year's elections this will be reviewed to make sure there is nothing to add to the action plan for future elections. • EM thanked all concerned for their work • Civica will notify governors that they have been elected at the end of July and will then notify RPH. 		
12.	For Approval: Terms of Reference – Council of Governor Committees.		
	<p>The Council of Governors note the TOR for each committee</p> <ol style="list-style-type: none"> Governors Assurance Committee Patient and Public Involvement Committee <p>Approval: The Council of Governors formally approved both Committee Terms of Reference.</p>		
13.	Governor Matters		
	<ul style="list-style-type: none"> • Appendix 1: Governor Committees Membership • Appendix 2: Minutes of Governor Committees <p>No new matters were raised.</p>		
14.	<p>Papworth Integrated Performance Report (PIPR) – Circulated for Information to the CoG</p> <p>Discussion:</p>		

	<p>AH commented about the repeated reference to pain management and asked if there is a process for a deep dive to investigate this.</p> <p>MS explained that a full review has been completed. This has just been finalized within the last day or so. The Steering Group will look at the results of the review and it will then be taken to the Q&R Committee for further scrutiny.</p> <p>The review investigated many metrics including the number of referrals, the effectiveness of the whole service and patient experience. Questions will be asked, for example, are there training and/or education needs. Is pain relief given in a timely way. Are protocols being followed. All metrics are investigated as part of the review.</p> <p>JA suggested the pain management topic being brought back to a later CoG meeting when the results of the review are known.</p> <p>EM suggested this could be a topic for the Annual Members meeting.</p> <p>JA commented that the PIPR report itself requires review because of the volume of data and is in discussion regarding this.</p>	KMB/MS	
15.	<p>Questions from Governors and the Public:</p> <p>JMcC raised an issue about nurses not being able to have a bottle of water at their bedside workstation in CCU due to infection control and clutter protocols.</p> <p>Nurses have raised the concern with their senior leadership team, because some nurses are becoming dehydrated while working long shifts. Staff feel that their voices have not been heard.</p> <p>MS explained in terms of infection prevention and control, having a water bottle with a lid next to the bed is not an issue per se.</p> <p>The overall working of the unit comes down to several things that must be considered including compliance of decluttering the environment.</p> <p>Discussions have been had during a routine 1:1 meeting with the deputy nurse regarding solutions that are acceptable to staff but also addressing the issue of clutter.</p> <p>The Head of Nursing will now take this forward with the Team to make sure, that everyone is working together, and staff have access to water.</p> <p>The Meeting finished at 12:13</p>		
16.	Future Meeting Dates		
	<ul style="list-style-type: none"> • 10 September 2025 		

	• 12 November 2025		
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Chair Date

DRAFT

Agenda item 4.2

Council of Governors

Action Checklist
Following: 4 June 2025 Meeting
Reporting to: 10 September 2025 Meeting

Ref	CoG mtg	Agenda Item No.	Issue	Responsible Director	Action Taken	To Agenda/ Action Date
02/25	11 Nov 24		Charitable Funds Committee (Chair's Report) Training for patients – Megan Sandford to check if funds could be made available for patients to undertake a course, to enhance their experience whilst they were inpatients.	Megan Sandford Krystyna Grant	The Charity will revisit the suggestion once the Trust Strategy and its subsidiary Charity Strategy have been completed. The strategy refresh for both the Hospital and Charity over the next few months will enable the Charity to gather insight into patient requirements and allow them to focus our funding into the areas of most need and positive impact.	03/25 06/25 09/25 03/26
07/25	19 Mar 25	5	Governor Question: Raised by Joe Pajak Public Governor. A suggestion was raised about the importance of research in this subject for RPH patients following a book written by Carl Zimmer – Airborne. The Air We Breathe. EM to raise with R&D perhaps through Ian Smith or Paddy Calvert.	EM	Verbal Update	06/25 11/25
08/25	19 Mar 25	6	2024 Staff Survey Results A Suggestion was made to visit Liverpool Hospital as they are usually the hospital who score highest.	EM/JA/OM		11/25

Ref	CoG mtg	Agenda Item No.	Issue	Responsible Director	Action Taken	To Agenda/ Action Date
10/25	19 Mar 25	5	Invitation to Charlotte Summers to attend the next CoG meeting	KMB/JA	Verbal Update – Invitation accepted for the November 2025 meeting.	06/25 11/25
11/25	19 Mar 25	4	Patient Story: Volunteer Support for Patient Pulmonary Fibrosis Support Group Meetings: A request was made during the patient story by Emma Harris and Susan Hall for volunteers to help with the Pulmonary Fibrosis Support Group meeting set up.	OM/MS/ PALS	Action being progressed. Verbal Update	06/25 09/25
13/25	19 Mar 25	8	Lead Governor Report. Governor Training Sessions. Training sessions to be arranged for Governors who started in Sept 2023 and Sept 2024.	KMB	Verbal Update – NHS Providers has submitted, for review by the Trust, a proposal for induction and training support for Governors.	06/25 09/25
15/25	4 June 25	3	Private Patient Presentation: To be added as an agenda item for the meeting on the 10 Sept 2025.	KMB	Presentation at the September 2025 Council of Governors pre-meeting.	09/25
16/25	4 June 25	7	Governor's Handbook. Second Draft sent out to Governors for change or amendment. Timeline: Target set to September CoG	KMB	A draft Governors Handbook has been reviewed at the March and June 2025 Governors Assurance Committee (GAC) meetings. An advanced draft version is ready for review at the 16 October 2025 GAC meeting.	09/25
17/25	4 June 25	10	Membership and Engagement Strategy – Update KMB to add to the agenda in November. IH and LF to give a verbal update of Action Plan progress	KMB/IH/LF	Membership Activity Update included on the Agenda as a standing item from November 2025.	11/25
18/25	4 June 25	14	PIPR Pain Management review results to be added to the agenda for CoG once the results of the review have gone through Q&R Committee.	KMB/MS	Review results scheduled to be presented to the November 2025 Council of Governors meeting.	09/25

Election Results 2025 – Associate Director of Corporate Governance on behalf of the Returning Officer, CES

<p>Public Constituency: Suffolk 1 Governor to elect 3 Candidates</p> <p>Angela ATKINSON</p>	<p>Public Constituency: Cambridgeshire 1 Governor to elect 5 Candidates</p> <p>Maryke Helen ECCLES</p>
<p>Public Constituency: Norfolk 1 Governor to elect 2 Candidates</p> <p>Doug BURNS</p>	<p>Public Constituency: Rest of England and Wales 3 Governors to elect 6 Candidates</p> <p>Jon DYER Marlene HOTCHKISS Sophy Evelynn NORMAN</p>
<p>Staff Constituency: Ancillary, Estates and Others 1 Governor to elect 2 Candidates</p> <p>Phil WEBB</p>	<p>Staff Constituency: Staff: Admin, Clerical and Managers 1 Governor to elect 2 Candidates</p> <p>Annemarie HARRIS</p>
<p>Staff Constituency: Nurses 1 Governor to elect 3 Candidates</p> <p>Katie GREEN</p>	

Please note the following:

1. All governors have been elected to serve a three-year term.
2. Dr Susan Bullivant, Dr Harvey Perkins, Lesley Howe, Paul Berry, Andrew Hadley-Brown and Sarah Brooks have left the Council of Governors.

Partner Governor Appointment – Cambridgeshire County Council

Councillor Karen Young has been appointed as a Partner Governor by the Cambridgeshire County Council, to replace the retired Councillor Phillipa Slatter.

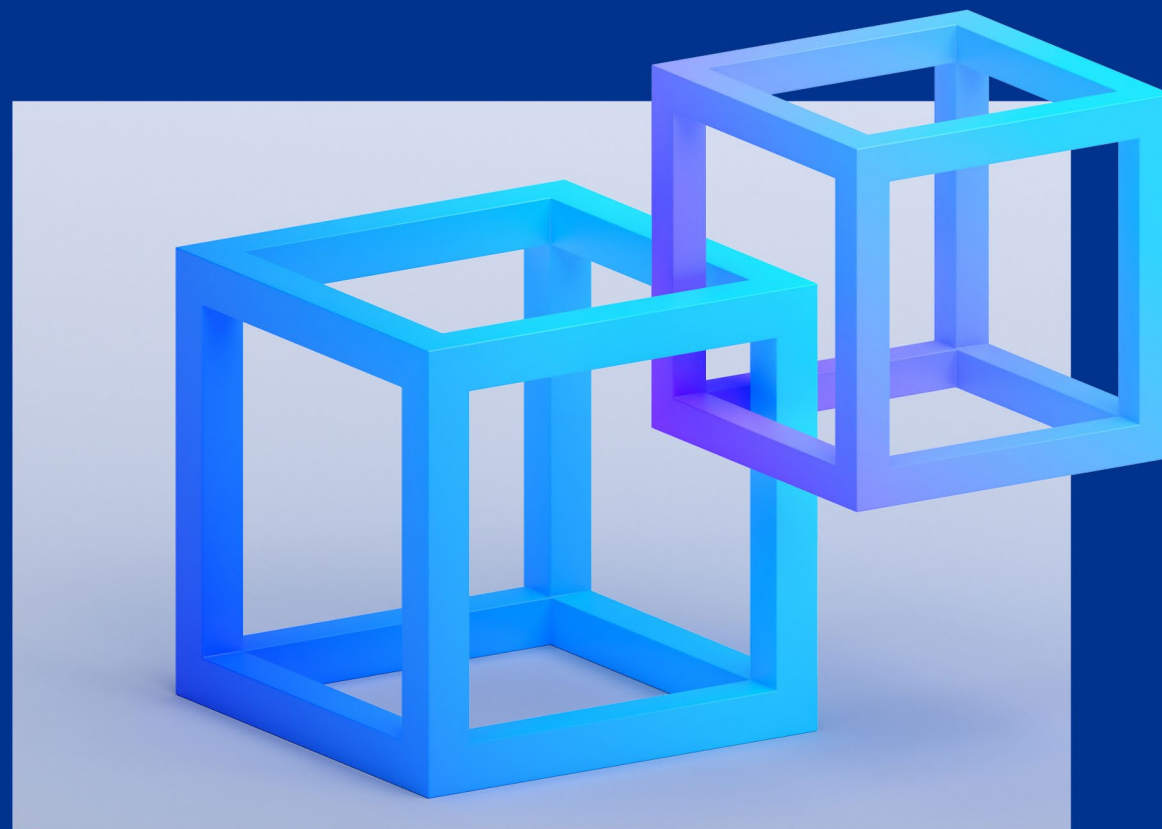


Royal Papworth Hospital NHS Foundation Trust

Draft Year end report to the Audit Committee

Draft Year end report for the year ended 31 March 2025

19 June 2025



Introduction

To the Audit Committee of Royal Papworth Hospital NHS Foundation Trust

We are pleased to have the opportunity to meet with you on 19th June 2025 to discuss the results of our audit of the financial statements of Royal Papworth Hospital NHS Foundation Trust, (the 'trust'), as at and for the year ended 31 March 2025.

We are providing this report in advance of our meeting to enable you to consider our findings and hence enhance the quality of our discussions. This report should be read in conjunction with our audit plan and strategy report, presented on 13th March 2025. We will be pleased to elaborate on the matters covered in this report when we meet.

Summary

There have been no significant changes to our audit plan and strategy.

We expect to issue an unmodified Auditor's Report.

We draw your attention to the important notice on page 3 of this report, which explains:

- The purpose of this report
- Limitations on work performed
- Restrictions on distribution of this report

Yours sincerely,

[Personal signature]

Emma Larcombe

[Date]

How we deliver audit quality

Audit quality is at the core of everything we do at KPMG and we believe that it is not just about reaching the right opinion, but how we reach that opinion.

We consider risks to the quality of our audit in our engagement risk assessment and planning discussions.

We define 'audit quality' as being the outcome when audits are:

- Executed consistently, in line with the requirements and intent of applicable professional standards within a strong system of quality management and
- All of our related activities are undertaken in an environment of the utmost level of objectivity, independence, ethics and integrity.

Contents	Page
Important notice	3
Our audit findings	4
Key changes to our audit plan	5
Significant risks and other audit risks	6
Audit risks and our approach	7
Key accounting estimates and management judgements – Overview	12
Other Matters	13
Value for money	15
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Important notice

This report is presented under the terms of our audit engagement contract.

Circulation of this report is restricted.

The content of this report is based solely on the procedures necessary for our audit.

Purpose of this report

This report has been prepared in connection with our audit of the financial statements of Royal Papworth Hospital NHS Foundation Trust (the 'Trust'), prepared in accordance with International Financial Reporting Standards ('IFRSs') as adapted by the Group Accounting Manual issued by the Department of Health and Social Care, as at and for the year ended 31 March 2025.

This Report has been prepared for the Trust's Audit Committee, a sub-group of those charged with governance, in order to communicate matters that are significant to the responsibility of those charged with oversight of the financial reporting process as required by ISAs (UK), and other matters coming to our attention during our audit work that we consider might be of interest, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone (beyond that which we may have as auditors) for this Report, or for the opinions we have formed in respect of this Report.

This report summarises the key issues identified during our audit.

Limitations on work performed

This Report is separate from our audit report and does not provide an additional opinion on the Trust's financial statements, nor does it add to or extend or alter our duties and responsibilities as auditors.

We have not designed or performed procedures outside those required of us as auditors for the purpose of identifying or communicating any of the matters covered by this Report.

The matters reported are based on the knowledge gained as a result of being your auditors. We have not verified the accuracy or completeness of any such information other than in connection with and to the extent required for the purposes of our audit.

Status of our audit

Our audit is not yet complete and matters communicated in this Report may change pending signature of our audit report. We will provide an oral update on the status. Page 4 'Our Audit Findings' outlines the outstanding matters in relation to the audit. Our conclusions will be discussed with you before our audit report is signed.

Restrictions on distribution

The report is provided on the basis that it is only for the information of the Audit Committee of the Trust; that it will not be quoted or referred to, in whole or in part, without our prior written consent; and that we accept no responsibility to any third party in relation to it. We note that the Trust will provide a copy of our final report to NHS England.



Our audit findings



Significant audit risks		Page 6-10
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Significant audit risks	Risk change	Our findings
Fraud risk – expenditure recognition	Unchanged	Our work on accruals and expenditure testing is Ongoing To date, we have found no issues from our testing. We will report further in our final report after completing the work.
Management override of controls	Unchanged	Our work on journals sample testing is Ongoing. We have found one control deficiency which is consistent with previous year. To date, we have found no issues from our testing. We will report further in our final report after completing the work.

Key accounting estimates	Page 11
--------------------------	---------

Valuation of building	We challenged the management expert assumptions, tested the data provided to the expert and performed independent calculation of the valuation on which the carrying value of building is based. We have not identified any audit misstatements.
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Other Matters-In auditing the accounts of an NHS body auditors must consider whether, in the public interest, they should make a report on any matters coming to their notice in the course of the audit, in order for it to be considered by Trust members or brought to the attention of the public. There are no such matters we wish to bring to your attention/summarise any matters to be reported.

Misstatements in respect of Disclosures	Page 11
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Misstatement in respect of Disclosures	Our findings
Remuneration Report	We have found an error in inaccurate banding of salary disclosure and median and lowest salary not updated correctly in Fair pay disclosure. This has been updated by management.

Number of Control deficiencies	Page 22-24
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Significant control deficiencies	0
Other control deficiencies	2
Prior year control deficiencies remediated	2

Value for money - We have not identified any significant weaknesses in the Trust's arrangements for achieving value for money.

Outstanding matters

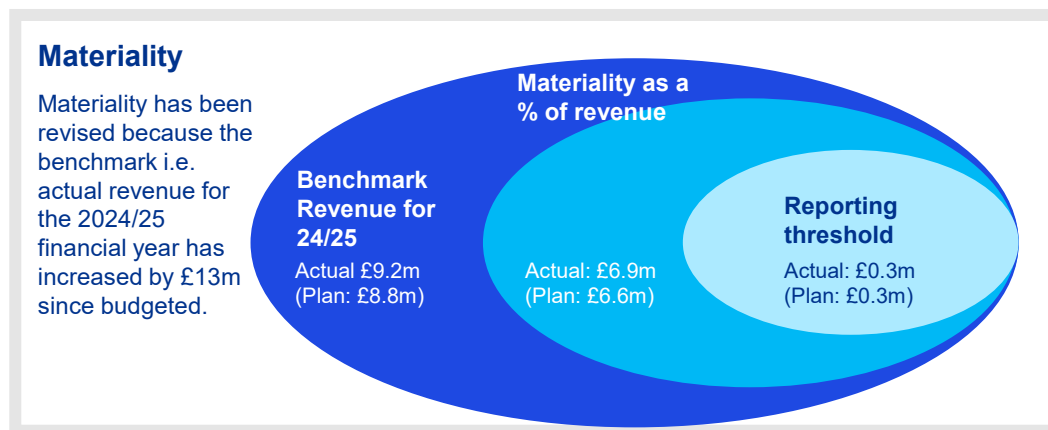
Our audit is substantially complete except for the following areas:

- Finalisation of work with regards to accruals, agreement of balances and other disclosures.
- Annual report review
- Management representation letter
- Finalise audit report and sign

Key changes to our audit plan



We have re-assessed our materiality on the basis of actual benchmark per draft accounts and has not made any other changes to our audit plan as communicated to you on 13 March 2025, other than as follows:



Significant risks and Other audit risks

We discussed the significant risks which had the greatest impact on our audit with you when we were planning our audit.

Our risk assessment draws upon our historic knowledge of the business, the industry and the wider economic environment in which The Royal Papworth Hospital NHS Foundation Trust operates.

We also use our regular meetings with senior management to update our understanding and take input from internal audit reports.

Significant audit risks

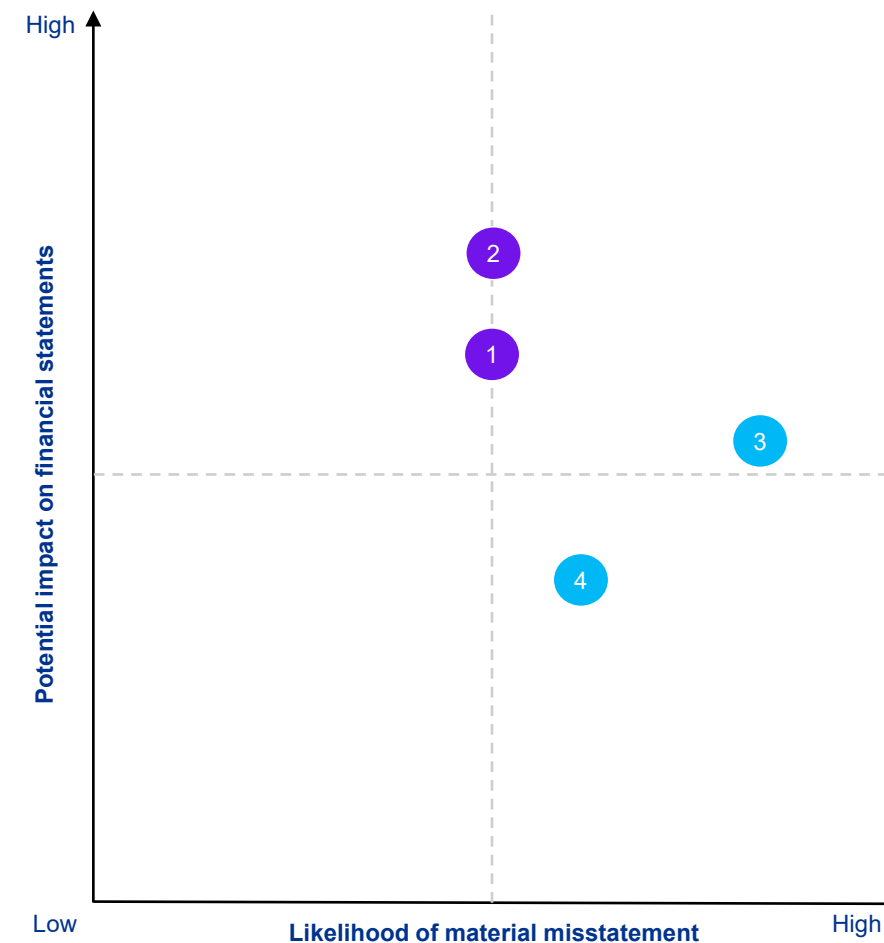
1. Fraud risk – expenditure recognition
2. Management override of controls

Other audit risks

3. Valuation of Buildings
4. Remuneration report

Key:

- # Significant financial statement audit risks
- # Other audit risk
- Increasing or decreasing risk compared with planning
- # New [key audit matter]/[significant audit risk]/[other audit risk]



Audit risks and our approach



1 Fraud risk from expenditure recognition – existence and completeness



Significant audit risk

Risk: *Liabilities for purchases of goods or services are recorded inappropriately when they are not accurately recorded, the entity does not have a present obligation, or they do not exist.*

Liabilities and related expenses for purchases of goods or services are not completely identified and recorded/liabilities and related expenses for purchases of goods or services are not recorded in the correct accounting period

As the Trust and system is set a financial performance target by NHSE there is a risk that non-pay expenditure, excluding depreciation, may be manipulated in order to report that the control total has been met.

The setting of a control total can create an incentive for management to understate or overstate the level of non-pay expenditure compared to that which has been incurred. The entity is currently anticipating to end in a breakeven position or a small surplus, as a result the entity may have an incentive to recognise post year expenditure in the current year to make next years control total easier to meet.

Alternatively, if cost control slips during the remainder of the year management may be incentivised to carry expenditure forward into next year. We consider this would be most likely to occur through overstating accruals and/or understating prepayments, if performance against the control total allows, for example to bring forward expenditure from 2025-26 to mitigate financial pressures



Our response

We have performed the following procedures in order to respond to the significant risk identified:

- We inspected the sample of invoices of expenditure, in the period before 31 March 2025, to determine whether expenditure has been recognised in the correct accounting period;
- We selected the sample of year-end accruals and inspected the evidence and other supporting information in order to assess whether the accrual exists and has been accurately recorded.
- We selected a sample of year end provisions and inspected evidence to determine whether the provisions had been appropriately recognised in line with IAS 37 criteria;
- We inspected material journals posted as part of the year end close procedures that decreased the level of expenditure recorded in order to critically assess whether there was an appropriate basis for posting the journal and the value could be agreed to supporting evidence;
- We performed a retrospective review of prior year accruals in order to assess the completeness with which accruals had been recorded at 31 March 2024 and considered the impact on our assessment of the accruals at 31 March 2025. We also compared the items that were accrued at 31 March 2024 to those accrued at 31 March 2025 in order to assess whether any items of expenditure not accrued for as at 31 March 2025 had been done so appropriately..



Our findings

We have found no issues from cut-off testing .Our work on accruals, operating expense and journals testing is ongoing. We have found no misstatement to date, but we will report further on completion of our work.

Audit risks and our approach (cont.)



2

Management override of controls

Fraud risk related to unpredictable way management override of controls may occur



Significant audit risk

Professional standards require us to communicate the fraud risk from management override of controls as significant.

Management is in a unique position to perpetrate fraud because of their ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.

We have not identified any specific additional risks of management override relating to this audit.



Our response

Our audit methodology incorporates the risk of management override as a default significant risk. We performed the following procedures:

- In line with our methodology, we have evaluated the design and implementation of controls over journal entries and post closing adjustments.
- We have assessed the appropriateness of changes compared to the prior year to the methods and underlying assumptions used to prepare accounting estimates.
- We have not identified any significant or unusual transactions.
- We have performed the screening of relevant journal entries to identify if there are any unusual combination of journal entries and selected those which meets the high-risk criteria for further testing. We performed the testing of those journals in order to assess the appropriateness and accuracy of the transaction posted.
- We have assessed the controls in place for the identification of related party relationships and tested the completeness of the related parties identified. We have verified that these have been appropriately disclosed within the financial statements



Our findings

No issues identified from related party testing. Our work on journals high-risk criteria samples is ongoing. We have not identified any audit misstatements to date. However, we have raised a control finding in respect to journal authorisations detailed on page 23.

Note: (a) Significant risk that professional standards require us to assess in all cases.

Audit risks and our approach (cont.)



3

Valuation of Land and Buildings



Higher assessed risk

Risk: The carrying amount of revalued Buildings differs materially from the fair value

Buildings are required to be held at fair value. As hospital buildings are specialised assets and there is not an active market for them they are usually valued on the basis of the cost to replace them with a 'modern equivalent asset'.

The valuer has performed a desktop valuation of its buildings in year. Gerald Eve has changed its name in year to Newmark.

The value of the Trust's land and buildings at 31 March 2025 was £166m(2023/24:£168m) of this amount £150m relates to buildings.

MEA values the buildings on the basis of the cost of construction of an equivalent asset at the current time.



Our response

We have performed the following procedures designed to specifically address the significant risk associated with the valuation:

- We critically assessed the independence, objectivity and expertise of Newmark, the valuers used in developing the valuation of the Trust's properties at 31 March 2025;
- We inspected the instructions issued to the valuers for the valuation of land and buildings to verify they are appropriate to produce a valuation consistent with the requirements of the Group Accounting Manual;
- We compared the accuracy of the data provided to the valuers for the development of the valuation to underlying information, such as floor plans, and to previous valuations, challenging management where variances are identified;
- We evaluated the design and implementation of controls in place for management to review the valuation and the appropriateness of assumptions used;
- We challenged the appropriateness of the valuation of land and buildings; including any material movements from the previous revaluations. We challenged key assumptions within the valuation, [including the use of relevant indices and assumptions of how a modern equivalent asset would be developed], as part of our judgement.
- We performed inquiries of the valuers in order to verify the methodology that was used in preparing the valuation and whether it was consistent with the requirements of the RICS Red Book and the GAM;
- We agreed the calculations performed of the movements in value of land and buildings and verified that these have been accurately accounted for in line with the requirements of the GAM; and
- Disclosures: We considered the adequacy of the disclosures concerning the key judgements and degree of estimation involved in arriving at the valuation.

Audit risks and our approach (cont.)



3

Valuation of Land and Buildings



**Higher
assessed
risk**

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MEA values the buildings on the basis of the cost of construction of an equivalent asset at the current time.

Gerald Eve has changed its name to Newmark in 2024/25.



**Our
findings**

From our work performed, we found the valuer to be independent, objective and have sufficient expertise to carry out the valuation. We have challenged the management expert assumptions, tested the data provided to the expert and performed independent calculation of the valuation on which the carrying value of building is based. We have no issues from our testing performed..

Audit risks and our approach (cont.)



4

Remuneration Report-Director's salaries and benefits table and Fair Pay Multiple ratio



**Higher
assessed
risk**

- The Group Accounting Manual requires that the Trust's Annual Report and Accounts will include a remuneration report.
- This remuneration report is required to adhere to detailed guidance on mandatory disclosure requirements.
- Preparing this report correctly requires coordination between the Trust's finance team, and HR.



**Our
response**

We performed the following procedures designed to specifically address the other audit risk associated with remuneration reporting:

- We engaged with management to understand who is within the scope of the remuneration report for the Trust, including shared staff and individuals who have joined or left their post during the year;
- We reviewed any additional narrative disclosures to be included in the remuneration report to contextualise the information provided.
- We vouched salary, expenses, and pension disclosures to the relevant supporting documentation (e.g. payslips and expenses claim forms);
- We reviewed the Trust's transaction listings for names of key staff members to ensure that all expenses have been captured in the preparation of the report



**Our
findings**

Our work over this area is complete. We have identified some presentation misstatements which we have noted on page 20, these have been corrected by management in final report.

Key accounting estimates and management judgements- Overview



Our view of management judgement

Our views on management judgments with respect to accounting estimates are based solely on the work performed in the context of our audit of the financial statements as a whole. We express no assurance on individual financial statement captions.



Asset/liability class	Our view of management judgement			Balance (£m)	YoY change (£m)	Our view of disclosure of judgements & estimates			Further comments
PPE Buildings	Cautious	Neutral	Optimistic	£150.6	-£1.7m	Needs improvement	Neutral	Best practice	The desktop valuation by Newmark (previously Gerald Eve) was carried out on 31 March 2025. Newmark is an accredited valuer by RICS and follow the industry benchmark and DHCS guideline for the valuations. The management expert judgement was found to be neutral. Further details on page 10. We found the assumptions to be appropriate. We have completed the work over the valuation of Buildings. No issues to note.

Other estimates

We also reviewed the following non-significant estimates as part of our audit work and determined that there was not a risk of material misstatement as a result of an estimate associated with these balances. No issues to note.

- Depreciation
- PFI liabilities

Impacts of climate risk and climate change disclosures

We have evaluated management’s assessment of the potential financial implications of climate risk on the financial statements, including estimates and disclosures

As part of our procedures on other information, we obtained and read the climate change disclosures. We considered whether there is a material inconsistency between this information included in the annual report and the financial statements, or with our knowledge obtained in the audit; or whether this information appears to be materially misstated. Noted no issues.

Key:

Prior year Current year



Other matters



Annual report

We have read the contents of the Annual Report (including the Accountability Report, Directors Report, Performance Report and Annual Governance Statement (AGS)) and audited the relevant parts of the Remuneration Report. We have checked compliance with the Foundation Trust Annual Reporting Manual (the ARM). Based on the work performed:

- We have not identified any inconsistencies between the contents of the Accountability, Performance and Director's Reports and the financial statements.
- We have not identified any material inconsistencies between the knowledge acquired during our audit and the director's statements. As Directors you confirm that you consider that the annual report and accounts taken as a whole are fair, balanced and understandable and provide the information necessary for patients, regulators and other stakeholders to assess the Trust's performance, business model and strategy.
- The parts of the Remuneration Report that are required to be audited were all found to be materially accurate;
- The AGS is consistent with the financial statements and complies with relevant guidance subject to updates as outlined on page 3; and
- The report of the Audit Committee included in the Annual Report includes the content expected to be disclosed as set out in the ARM and was consistent with our knowledge of the work of the Committee during the year.

Whole of Government Accounts

As required by the National Audit Office (NAO) we are required to provide a statement to the NAO on your consolidation schedule. We comply with this by checking that your summarisation schedule is consistent with your annual accounts. We have completed that work and found no matters to report.

Independence and Objectivity

ISA 260 also requires us to make an annual declaration that we are in a position of sufficient independence and objectivity to act as your auditors, which we completed at planning and no further work or matters have arisen since then.

Audit Fees

Our fee for the audit was £134,000 plus VAT £26,800 in 2024/25. We have not completed any non-audit work at the Trust during the year.

Value for money

Value for money

We are required under the Audit Code of Practice to confirm whether we have identified any significant weaknesses in the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources.

In discharging these responsibilities, we include a statement within the opinion on your accounts to confirm whether we have identified any significant weaknesses. We also prepare a commentary on your arrangements that is included within our Auditor's Annual Report, which is required to be published on your website alongside your annual report and accounts.

Commentary on arrangements

We have prepared our Auditor's Annual Report, and a copy of the report is included within the papers for the Committee alongside this report.

The report is required to be published on the Trust's website alongside the publication of the Trust's annual report and financial statements.

Response to risks of significant weaknesses in arrangements to secure value for money

As reported in our risk assessment no significant risks have been identified, these circumstances have not changed on final assessment.

Summary of findings

We have set out in the table below the outcomes from our procedures against each of the domains of value for money:

Domain	Risk assessment	Summary of arrangements
Financial sustainability	No significant risks identified	No significant weaknesses identified
Governance	No significant risks identified	No significant weaknesses identified
Improving economy, efficiency and effectiveness	No significant risks identified	No significant weaknesses identified

Appendices

Contents

	Page		Page
Required communications	17	ISA (UK) 315 Revised: changes embedded in our practices	28
Confirmation of independence	18		
Uncorrected audit misstatements	20	ISA (UK) 240 Revised: changes embedded in our practices	29
Intra Group Reporting Errors	21		
Control Deficiencies	22	Newly effective accounting standards [and relevant IFRIC items	30
FRC's Areas of Focus	25	Audit quality, evidence & the timeline of completion activities	31

Required communications

Type		Response
Management representation letter		We have not requested any specific representations in addition to those areas normally covered by our standard representation letter for the year ended 31 March 2025.
Adjusted audit differences		To date, there were nil adjusted audit differences. We will report further on completion of our work.
Unadjusted audit differences		To date, the aggregated surplus impact of unadjusted audit differences is nil. We will report further on completion of our work.
Related parties		There were no significant matters that arose during the audit in connection with the entity's related parties.
Other matters warranting attention by the Audit Committee		There were no matters to report arising from the audit that, in our professional judgment, are significant to the oversight of the financial reporting process.
Control deficiencies		We communicated to management in writing all deficiencies in internal control over financial reporting of a lesser magnitude than significant deficiencies identified during the audit that had not previously been communicated.
Actual or suspected fraud, noncompliance with laws or regulations or illegal acts		No actual or suspected fraud involving Trust management, employees with significant roles in internal control, or where fraud results in a material misstatement in the financial statements identified during the audit.
Make a referral to the regulator		If we identify that potential unlawful expenditure might be incurred, then we are required to make a referral to your regulator. We have not identified any such matters.
Issue a report in the public interest		We are required to consider if we should issue a public interest report on any matters which come to our attention during the audit. We have not identified any such matters.

Type		Response
Significant difficulties		No significant difficulties were encountered during the audit
Modifications to auditor's report		None identified.
Disagreements with management or scope limitations		The engagement team had no disagreements with management and no scope limitations were imposed by management during the audit.
Other information		No material inconsistencies were identified related to other information in the annual report, Strategic and Directors' reports. The Annual report is fair, balanced and comprehensive, and complies with the law.
Breaches of independence		No matters to report. The engagement team have complied with relevant ethical requirements regarding independence.
Accounting practices		Over the course of our audit, we have evaluated the appropriateness of the Trust's accounting policies, accounting estimates and financial statement disclosures. In general, we believe these are appropriate.
Significant matters discussed or subject to correspondence with management		No such significant matters discussed.
Certify the audit as complete		We are required to certify the audit as complete when we have fulfilled all of our responsibilities relating to the accounts and use of resources as well as those other matters highlighted above. We will issue our certificate once we have received confirmation from the National Audit Office that all assurances required for their opinion on the DHSC group accounts have been received.
Provide a statement to the NAO on your consolidation schedule		We will issue our report to the National Audit Office following the signing of the annual report and accounts.

Confirmation of independence



We confirm that, in our professional judgement, KPMG LLP is independent within the meaning of regulatory and professional requirements and that the objectivity of the Partner and audit staff is not impaired.

To the Audit Committee members

Assessment of our objectivity and independence as auditor of Royal Papworth Hospital NHS Foundation Trust

Professional ethical standards require us to provide to you a written disclosure of relationships (including the provision of non-audit services) that bear on KPMG LLP's objectivity and independence, the threats to KPMG LLP's independence that these create, any safeguards that have been put in place and why they address such threats, together with any other information necessary to enable KPMG LLP's objectivity and independence to be assessed.

This letter is intended to comply with this requirement and facilitate a subsequent discussion with you on audit independence and addresses:

- General procedures to safeguard independence and objectivity;
- Independence and objectivity considerations relating to the provision of non-audit services; and
- Independence and objectivity considerations relating to other matters.

General procedures to safeguard independence and objectivity

KPMG LLP is committed to being and being seen to be independent. As part of our ethics and independence policies, all KPMG LLP directors and staff annually confirm their compliance with our ethics and independence policies and procedures including in particular that they have no prohibited shareholdings. Our ethics and independence policies and procedures are fully consistent with the requirements of the FRC Ethical Standard.

As a result, we have underlying safeguards in place to maintain independence through:

- Instilling professional values
- Communications

- Internal accountability
- Risk management
- Independent reviews.

The conclusion of the audit engagement partner as to our compliance with the FRC Ethical Standard in relation to this audit engagement and that the safeguards we have applied are appropriate and adequate.

We are satisfied that our general procedures support our independence and objectivity.

Independence and objectivity considerations relating to the provision of non-audit services. No non-audit services have been provided to the Trust.

Confirmation of independence (cont.)

We have considered the fees charged by us to the Trust for professional services provided by us during the reporting period. Total fees charged by us can be analysed as follows:

	2024/25 (to date)	2023/24
	£'000	£'000
Audit of financial statement(including VFM)	128	119
PFI to IFRS16 Transition	-	10
ISA 315 Revised	6	5
Charity Audit	-	14
Total audit services	134	139
Total Fees	134	139

Application of the Auditor Guidance Note 1 (AGN01)

The anticipated ratio of non-audit fees to audit fees for the year at the time of planning is 0:1, which is compliant with Auditor Guidance Note 1 (AGN01).

AGN 01 states that when the auditor provides non-audit services, the total fees for such services to the audited entity and its controlled entities in any one year should not exceed 70% of the total fee for all audit work carried out in respect of the audited entity and its controlled entities for that year

Application of the FRC Ethical Standard 2019

We communicated to you previously the effect of the application of the FRC Ethical Standard 2019. That standard became effective for the first period commencing on or after 15 March 2020, except for the restrictions on non-audit and additional services that became effective immediately at that date, subject to grandfathering provisions.

We confirm that as at 15 March 2020 we were not providing any non-audit or additional services that required to be grandfathered.

Confirmation of audit independence

We confirm that as of the date of this letter, in our professional judgement, KPMG LLP is independent within the meaning of regulatory and professional requirements and the objectivity of the partner and audit staff is not impaired.

This report is intended solely for the information of the Audit and Compliance Committee and should not be used for any other purposes.

We would be very happy to discuss the matters identified above (or any other matters relating to our objectivity and independence) should you wish to do so.

Yours faithfully

KPMG LLP

Uncorrected/corrected audit misstatements



Under UK auditing standards (ISA (UK) 260) we are required to provide the Audit Committee with a summary of uncorrected/corrected audit differences (including disclosure misstatements) identified during the course of our audit, other than those which are 'clearly trivial', which are not reflected in the financial statements. In line with ISA (UK) 450 we request that you correct uncorrected misstatements. However, they will have no effect on the opinion in our auditor's report, individually or in aggregate.

Uncorrected misstatements:

To date, we have identified no such uncorrected misstatement to report. We will further report on this after completion of our work on outstanding areas.

Corrected misstatements:

We have found errors in inaccurate banding of salary disclosure and median and lowest salary not updated correctly in Fair pay disclosure. This has been updated by management in final version of remuneration report.

Intra-group error reporting



Intra-group error reporting

We are required to report any identified errors in the reporting of intra-group balances with other Department of Health and Social Care entities exceeding £300,000 as part of our reporting on the Whole of Government Accounts to the National Audit Office. We have set out below intra-group errors identified as part of our procedures. We note that there are no unreconciled variances in excess of £300,000.

Our work on Agreement of Balance is Ongoing. We will report further in our final report when the testing is completed.

Control Deficiencies

The recommendations raised as a result of our work in the current year are as follows:

Priority rating for recommendations			
❶	Priority one: issues that are fundamental and material to your system of internal control. We believe that these issues might mean that you do not meet a system objective or reduce (mitigate) a risk.	❷	Priority two: issues that have an important effect on internal controls but do not need immediate action. You may still meet a system objective in full or in part or reduce (mitigate) a risk adequately but the weakness remains in the system.
		❸	Priority three: issues that would, if corrected, improve the internal control in general but are not vital to the overall system. These are generally issues of best practice that we feel would benefit you if you introduced them.

#	Risk	Issue, Impact and Recommendation	Management Response / Officer / Due Date
1	❸	Remuneration report inconsistent with GAM guidance While performing remuneration reporting disclosure testing, we have identified a number of discrepancies and inconsistencies with the GAM, including but not limited to: <ul style="list-style-type: none"> ➤ Incorrect bandings applied based on calculations ➤ Fair pay disclosures workings not updated correctly 	Management response: The Trust will continue to review the current process in line with GAM requirement and will review the findings from audit to ensure the report is accurate. Responsible Officer: Head of Finance and Associate Director of Corporate Governance Due Date: Ongoing
2	❸	Bank reconciliation is not reviewed in timely manner While performing testing of bank reconciliation control, we noted that May 2024 bank reconciliation was not reviewed on timely basis. Therefore, we recommend trust to perform the review of reconciliation on monthly basis so that any issues can be identified on timely from review.	Management response: This was during a period of vacancies and new starters in post. We have now put a monthly reconciliation process in place as a result of the Interim audit findings. Responsible Officer: Senior Technical Accountant Due Date: Ongoing

Control Deficiencies (cont.)



We have also follow-up the recommendations from the previous years audit, in summary:

Total number of recommendations	Number of recommendations implemented	Number outstanding (repeated below):
4	2	2

#	Risk	Issue, Impact and Recommendation	Management Response / Officer / Due Date	Current Status
1	N/A	Journals Authorisation We note the Trust has high level review controls in place over journals authorisation. However, as these controls exist within the system and are not formally documented, they do not meet the requirements as defined by Auditing Standards to enable us to conclude they are designed and implemented effectively. As such we have not been able to confirm the operating effectiveness of these controls. We note that the Trust may consider its existing controls to be proportionate to address the associated risk, as Management override of controls and expenditure are significant risk areas, we are required to bring this matter to your attention. As we are not able to conclude the design and implementation of journals controls are effective, we have taken a fully substantive approach to auditing journals and expenditure	No response required	N/A
2	3	Related Party listing not maintained Related Parties are considered as part of annual accounts preparation process, utilising the Trust's register of interests updated based on the declarations of interest. However, there is no documented review of the completeness of the listing outside of the declaration of interest process and maintenance of Related Party listing for update, outside of this process. This could result in risk of related party transaction which could take place without being identified by the entity and therefore non-disclosure of same in financial statement.	The Trust will complete an annual documented review and share this through Audit Committee in advance of the accounts preparation. Head of Finance and Associate Director of Corporate Governance. Mar 2025	The Trust regularly reminds board members via email to make declarations at every board committee meetings. The Trust searches for interest and directorship when we undertake the annual Fit and Proper Persons Testing (FPPT). The Trust believes there is no risk of related party transaction taking place

Control Deficiencies (cont.)



We have also follow-up the recommendations from the previous years audit, in summary:

Total number of recommendations	Number of recommendations implemented	Number outstanding (repeated below):
4	2	2

#	Risk	Issue, Impact and Recommendation	Management Response / Officer / Due Date	Current Status
3	③	<p>Review of Accruals</p> <p>During accruals substantive testing, KPMG identified that accruals related to Vodafone billing have been done for 1 month instead it was required to be done for 2 months. The error has been confirmed by the management. The value accrued is for £1.75k – we approximated that the total should have been c. £3k.</p> <p>We would recommend to ensure staff are appropriately trained on the accruals processes, ensuring the appropriate timeframes are accrued for accordingly. We note that from a material level, there is a month-on-month movement analysis carried out by management.</p>	<p>Finance Business Partners will be reminded to check completeness, and accuracy checks of accruals for key material ongoing items. High level reminders will be provided.</p> <p>Head of Finance. June 2024 & ongoing</p>	<p>Status- Ongoing</p> <p>As per last year's response, FBPs check completeness and accuracy of journals. Any key material outlier is picked up and discussed with necessary actions during the monthly position meeting</p>
4	③	<p>Remuneration report inconsistent with GAM guidance</p> <p>While remuneration reporting disclosure testing, we have identified a number of discrepancies and inconsistencies with the GAM, including but not limited to:</p> <ul style="list-style-type: none"> ➤ Incorrect bandings applied based on calculations ➤ > Incorrect inclusion of costs in salary bandings> Pensions disclosure inconsistent with Greenbury report> Consultant pay award not included in Fair Pay Disclosure figures <p>We noted that the discrepancies largely related to one-off inclusions (Consultant Pay Award) or were driven by less common events, such as less common expenses. Where there are significant changes in the pay or other elements from previous periods we recommend a check against the GAM guidance..</p>	<p>The Trust will complete an annual documented review and share this through Audit Committee in advance of the accounts preparation.</p> <p>Head of Finance and Associate Director of Corporate Governance. Mar 2025</p>	<p>Status- Ongoing</p> <p>The Trust will continue to review the current process in line with GAM requirement and will review the findings from audit to ensure the report is accurate.</p>

FRC's areas of focus

The FRC released their **Annual Review of Corporate Reporting 2023/24** ('the Review') in **September 2024** having already issued three thematic reviews during the year.

The Review and thematic reviews identify where the FRC believes companies can improve their reporting. These slides give a high level summary of the key topics covered. We encourage management and those charged with governance to read further on those areas which are significant to their entity.



Key expectations for 2024/25 annual reports

Overview

The Review identifies that the quality of reporting across FTSE 350 companies has been maintained this year, but there is a widening gap in standards between FTSE 350 and non-FTSE 350 companies. This is noticeable in the FRC's top two focus areas, 'Impairment of assets' and 'Cash Flow Statements'.

'Provisions and contingencies' has fallen out of the top ten issues for the first time in over five years. This issue is replaced by 'Taskforce for Climate-related Financial Disclosures (TCFD) and climate-related narrative reporting'.

The FRC re-iterates that companies should apply careful judgement to tell a consistent and coherent story whilst ensuring the annual report is clear, concise and company-specific.

Pre-issuance checks and restatements

The FRC expects companies to have in place a sufficiently robust self-review process to identify common technical compliance issues. The FRC continues to be frustrated by the increasing level of restatements affecting the presentation of primary statements. This indicates that thorough, 'step-back' reviews are not happening in all cases.

Risks and uncertainties

Geopolitical tensions continue and low growth remains a concern in many economies, particularly with respect to going concern, impairment and recognition/recoverability of tax assets and liabilities. The FRC continues to push for enhanced disclosures of risks and uncertainties. Disclosures should be sufficient to allow users to understand the position taken in the financial statements, and how this position has been impacted by the wider risks and uncertainties discussed elsewhere in the annual report.

Financial reporting framework

The FRC reminds preparers to consider the overarching requirements of the UK financial reporting framework in determining the information to be presented. In particular the requirements for a true and fair view, along with a fair, balanced, and comprehensive review of the company's development, position, performance, and future prospects.

The FRC does not expect companies to provide information that is not relevant and material to users, and companies should exercise judgement in determining what information to include.

Companies should also consider including disclosures beyond the specific requirements of the accounting standards where this is necessary to enable users to understand the impact of particular transactions or other events and conditions on the entities financial position, performance and cash flows.

FRC's areas of focus (cont.)

Impairment of assets

Impairment remains a key topic of concern, exacerbated in the current year by an increase in restatements of parent company investments in subsidiaries.

Disclosures should provide adequate information about key inputs and assumptions, which should be consistent with events, operations and risks noted elsewhere in the annual report and be supported by a reasonably possible sensitivity analysis as required.

Forecasts should reflect the asset in its current condition when using a value in use approach and should not extend beyond five years without explanation.

Preparers should consider whether there is an indicator of impairment in the parent when its net assets exceed the group's market capitalisation. They should also consider how intercompany loans are factored into these impairment assessments.

Cash flow statements

Cash flow statements remain the most common cause of prior year restatements.

Companies must carefully consider the classification of cash flows and whether cash and cash equivalents meet the definitions and criteria in the standard. The FRC encourage a clear disclosure of the rationale for the treatment of cash flows for key transactions.

Cash flow netting is a frequent cause of restatements and this was highlighted in the ['Offsetting in the financial statements'](#) thematic.

Preparers should ensure the descriptions and amounts of cash flows are consistent with those reported elsewhere and that non-cash transactions are excluded but reported elsewhere if material.

Climate

This is a top-ten issue for the first time this year, following the implementation of TCFD.

Companies should clearly state the extent of compliance with TCFD, the reasons for any non-compliance and the steps and timeframe for remedying that non-compliance. Where a company is also applying the Companies Act 2006 Climate-related Financial Disclosures, these are mandatory and cannot be 'explained', further the required location in the annual report differs.

Companies are reminded of the importance of focusing only on material climate-related information. Disclosures should be concise and company specific and provide sufficient detail without obscuring material information.

It is also important that there is consistency within the annual report, and that material climate related matters are addressed within the financial statements.

Financial instruments

The number of queries on this topic remains high, with Expected Credit Loss (ECL) provisions being a common topic outside of the FTSE 350 and for non-financial and parent companies.

Disclosures on ECL provisions should explain the significant assumptions applied, including concentrations of risk where material. These disclosures should be consistent with circumstances described elsewhere in the annual report.

Companies should ensure sufficient explanation is provided of material financial instruments, including company-specific accounting policies.

Lastly, the FRC reminds companies that cash and overdraft balances should be offset only when the qualifying criteria have been met.

Judgements and estimates

Disclosures over judgements and estimates are improving, however these remain vital to allow users to understand the position taken by the company. This is particularly important during periods of economic and geopolitical uncertainty.

These disclosures should describe the significant judgements and uncertainties with sufficient, appropriate detail and in simple language.

Estimation uncertainty with a significant risk of a material adjustment within one year should be distinguished from other estimates.

Further, sensitivities and the range of possible outcomes should be provided to allow users to understand the significant judgements and estimates.

FRC's areas of focus (cont.)

Revenue

Disclosures should be specific and, for each material revenue stream, give details of the timing and basis of revenue recognition, and the methodology applied. Where this results in a significant judgement, this should be clear.

Presentation

Disclosures should be consistent with information elsewhere in the annual report and cover company-specific material accounting policy information.

A thorough review should be performed for common non-compliance areas of IAS 1.

Income taxes

Evidence supporting the recognition of deferred tax assets should be disclosed in sufficient detail and be consistent with information reported elsewhere in the annual report.

The effect of Pillar Two income taxes should be disclosed where applicable.

Strategic report and Companies Act

The strategic report must be 'fair, balanced and comprehensive'. Including covering all aspects of performance, economic uncertainty and significant movements in the primary statements.

Companies should ensure they comply with all the statutory requirements for making distributions and repurchasing shares.

Fair value measurement

Explanations of the valuation techniques and assumptions used should be clear and specific to the company.

Significant unobservable inputs should be quantified and the sensitivity of the fair value to reasonably possible changes in these inputs should provide meaningful information to readers.

Thematic reviews

The FRC has issued three thematic reviews this year: 'Reporting by the UK's largest private companies' (see below), 'Offsetting in the financial statements', and 'IFRS 17 Insurance contracts – Disclosures in the first year of application'. The FRC have also performed Retail sector research (see below).

UK's largest private companies

The quality of reporting by these entities was found to be mixed, particularly in explaining complex or judgemental matters. The FRC would expect a critical review of the draft annual report to consider:

- internal consistency
- whether the report as a whole is clear, concise, and understandable; notably with respect to the strategic report
- whether it omits immaterial information, or
- whether additional information is necessary for the users understanding particularly with respect to revenue, judgments and estimates and provisions

Retail sector focus

Retail is a priority sector for the FRC and the research considered issues of particular relevance to the sector including:

- Impairment testing and the impact of online sales and related infrastructure
- Alternative performance measures including like for like (LFL) and adjusted e.g. pre-IFRS 16 measures
- Leased property and the disclosure of lease term judgements, particularly for expired leases.
- Supplier income arrangements and the clarity of accounting policies and significant judgements around measurement and presentation of these.

2024/25 review priorities

The FRC has indicated that its 2024/25 reviews will focus on the following sectors which are considered by the FRC to be higher risk by virtue of economic or other pressures:



Industrial metals and mining



Construction and materials



Food producers



Retail



Gas, water and multi-utilities



Financial Services

ISA (UK) 315 Revised: changes embedded in our practices



Summary

In 2021, ISA (UK) 315 Revised “Identifying and assessing the risks of material misstatement” was introduced and incorporated significant changes from the previous version of the ISA.

These were introduced to achieve a more rigorous risk identification and assessment process and thereby promote more specificity in the response to the identified risks. The revised ISA was effective for periods commencing on or after **15 December 2021**.

The revised standard expanded on concepts in the existing standards but also introduced new risk assessment process requirements – the changes had a significant impact on our audit methodology and therefore audit approach.

What impact did the revision have on audited entities?

With the changes in the environment, including financial reporting frameworks becoming more complex, technology being used to a greater extent and entities (and their governance structures) becoming more complicated, standard setters recognised that audits need to have a more robust and comprehensive risk identification and assessment mechanism.

The changes result in additional audit awareness and therefore clear and impactful communication to those charged with governance in relation to (i) promoting consistency in effective risk identification and assessment, (ii) modernising the standard by increasing the focus on IT, (iii) enhancing the standard’s scalability through a principle based approach, and (iv) focusing auditor attention on exercising professional scepticism throughout risk assessment procedures.

Impact on the audit

Ineffective or informal IT processes and controls impact audits detrimentally as it can override other elements of a control environment due to the introduction of the risk of override due to both fraud and error.

A key area of focus for the auditor will be understanding how the entity responded to the observations communicated to those charged with governance in the prior period.

Where an entity has responded to those observations a re-evaluation of the control environment will establish if the responses by entity management have been proportionate and successful in their implementation.

Where no response to the observations has been applied by entity, or the auditor deems the remediation has not been effective, the audit team will understand the context and respond with proportionate application of professional scepticism in planning and performance of the subsequent audit procedures.

To meet the on-going requirements of the standard, auditors will continue to focus on risk assessment including detailed consideration of the IT environment.

Auditors consider whether entity actions to address any control observations are proportionate and have been successfully implemented. This assessment represents an ongoing audit deliverable.

Each year the impact of the on-going standard on your audit will be dependent on a combination of prior period observations, changes in the ~~entity~~ control environment and developments during the period. This on-going focus is likely to result in the continuation of enhanced risk assessment procedures and appropriate involvement of technical specialists (particularly IT Audit professionals) in our audits which will, in turn, influence auditor remuneration.

ISA (UK) 240 Revised: changes embedded in our practices



Ongoing impact of the revisions to ISA (UK) 240

- ISA (UK) 240 (revised May 2021, effective for periods commencing on or after 15 December 2021) *The auditor's responsibilities relating to fraud in an audit of financial statements* included revisions introduced to clarify the auditor's obligations with respect to fraud and enhance the quality of audit work performed in this area. These changes are embedded into our practices and we will continue to maintain an increased focus on applying professional scepticism in our audit approach and to plan and perform the audit in a manner that is not biased towards obtaining evidence that may be corroborative, or towards excluding evidence that may be contradictory.
- We will communicate, unless prohibited by law or regulation, with those charged with governance any matters related to fraud that are, in our judgment, relevant to their responsibilities. In doing so, we will consider the matters, if any, to communicate regarding management's process for identifying and responding to the risks of fraud in the entity and our assessment of the risks of material misstatement due to fraud.
































Matters related to fraud that are, in our judgement, relevant to the responsibilities of Those Charged with Governance

Our assessment of the risks of material misstatement due to fraud may be found on page 6. We also considered the following matters required by ISA (UK) 240 (revised May 2021, effective for periods commencing on or after 15 December 2021) *The auditor's responsibilities relating to fraud in an audit of financial statements*, to communicate regarding management's process for identifying and responding to the risks of fraud in the entity and our assessment of the risks of material misstatement due to fraud:

- Concerns about the nature, extent and frequency of management's assessments of the controls in place to prevent and detect fraud and of the risk that the financial statements may be misstated.
- A failure by management to address appropriately the identified significant deficiencies in internal control, or to respond appropriately to an identified fraud.
- Our evaluation of the entity's control environment, including questions regarding the competence and integrity of management.
- Actions by management that may be indicative of fraudulent financial reporting, such as management's selection and application of accounting policies that may be indicative of management's effort to manage earnings in order to deceive financial statement users by influencing their perceptions as to the entity's performance and profitability.
- Concerns about the adequacy and completeness of the authorization of transactions that appear to be outside the normal course of business.

Based on our assessment, we have no matters to report to Those Charged with Governance.

Newly effective accounting standards

Standards	Expected impact				Effective for years beginning on or after			Early adoption permitted
	High	Moderate	Low	None	01 Jan 2025	01 Jan 2026	1 Jan 2027	
Lack of exchangeability (Amendments to IAS 21) <i>The Effects of Changes in Foreign Exchange Rates</i>								
Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 <i>Financial Instruments</i> and IFRS 7 <i>Financial Instruments: Disclosures</i> **								
Annual Improvements to IFRS Accounting Standards – Amendments to: <ul style="list-style-type: none"> IFRS 1 <i>First-time Adoption of International Financial Reporting Standards</i>; IFRS 7 <i>Financial Instruments: Disclosures</i> and its accompanying <i>Guidance on implementing IFRS 7</i>; IFRS 9 <i>Financial Instruments</i>; IFRS 10 <i>Consolidated Financial Statements</i>; and IAS 7 <i>Statement of Cash flows</i> 								
IFRS 18 <i>Presentation and Disclosure in Financial Statements</i> **								
IFRS 19 <i>Subsidiaries without Public Accountability: Disclosures</i> **								
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 <i>Consolidated Financial Statements</i> and IAS 28 <i>Investments in Associates and Joint Ventures</i>) *					TBD*			

*The effective date for these amendments was deferred indefinitely. Early adoption continues to be permitted.

**Not yet endorsed by the UK Endorsement Board

Audit quality, evidence & the timeline of completion activities

Audit quality is at the core of everything we do – the quality and timeliness of information received from management and those charged with governance also affects audit quality.

The timeline on this page is for illustration only and shows the timing of our completion activities around the signing of the audit opinion. We depend on well planned timing of our audit work to avoid compromising the quality of the audit. We aim to complete all audit work no later than 2 days before audit signing.

Key:

- ◆ One day activity
- Activity over a period of time
- Year end
- Signing date of the Audit Report

Weeks before signing Audit Opinion	-3 weeks			-2 weeks			-1 week			Completion week			Teams involved in the process
Individual day's activities		Day 1	Day 3	Day 5	Day 1	Day 5	Day 1	Day 3	Day 5				
Audit report Reviews, Consultation												Audit Team	
Final audit fieldwork												Audit Team	
Review audit field work & provide points to the audit team												2 nd Line of Defence	
Review significant risk audit areas and challenge work performed												RI and EQCR	
Review of the Audit Report												DPP Accounting & Reporting	
Ensure points raised by Audit Report review are dealt with												RI and EQCR	
Review Audit Committee report and draft accounts												RI and EQCR	
Completion panel to discuss the draft Audit Committee report and draft accounts												Audit Risk Review Panels	
KPMG Audit Committee report issued												Audit Team	
Final Audit Committee												Audit Team	
Ensure Audit Report review and consultation points have been satisfactorily dealt with												Audit Team & DPP Accounting & Reporting	
Final audit field work completed and signed off												Audit Team	
Stand-Back review												Audit Team	
Ensure all points raised are cleared												RI / EQCR / 2 nd Line of Defence	



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Agenda item 7.1

Report to:	Council of Governors	Date: 10 September 2025
Report from:	Chair of the Audit Committee	
Principal Objective/ Strategy and Title	GOVERNANCE: To update the Council of Governors on the work of the Audit Committee	
Board Assurance Framework Entries	FSRA BAF (Unable to maintain financial, operational, and clinical sustainability)	
Regulatory Requirement	Regulator licensing and Regulator requirements	
Equality Considerations	Equality has been considered but none believed to apply	
Key Risks	Non-compliance resulting in financial penalties	
For:	Information	

1. Introduction

Role of Audit Committee

The Audit Committee plays a pivotal role in supporting the Trust's governing body by meticulously reviewing governance structures and assurance processes. It ensures the robustness of financial, operational, and clinical sustainability through comprehensive audits, detailed reports, and thorough risk assessments.

The Audit Committee's role encompasses the review of external and internal audit reports, annual accounts, financial sustainability, staff concerns processes, and the Board Assurance Framework (BAF). This is to provide assurance to the Board and Governors.

Additionally, the committee receives presentations from Chairs of key committees to verify risk management and assurance levels.

2. Assurance Review – Chairs' Reports

The Audit Committee is the forum to give the Board overall assurance that Committees can give a level of assurance of any risks or issues facing the Trust. This in turn will give Governors confidence that the Non-Executive Directors (NEDs) are obtaining and assessing their assurance on significant matters.

After considering three questions that the Audit Committee has posed to itself on how it could get assurance from the Committees, it was decided that as the NEDs participate in multiple Committees and are distributed diversely this allows NEDs to verify that risks are being rigorously evaluated and that the impacts of solutions or ongoing issues are being

addressed. This assurance process is enhanced by having the Audit Committee randomly request an in-depth presentation from the Chair of a Committee at its meetings.

The Audit Committee has received three presentations from Chairs of the Board Committees explaining how those Committees receive assurance on the management of risks on the BAF and issues facing the Trust.

The presentations were from the Chairs of:

- Quality and Risk in March 2025
- Performance Committee in May 2025
- Workforce July 2025

All the presentations gave substantial assurance to the Audit Committee that the Committees were asking and monitoring controls, seeking triangulation, reviewing outputs and giving keen scrutiny in order to be able to report to the Board with confidence the level of assurance they had on the various risks and issues in the Trust.

3. Summary of Work since the last report in March 2025

Annual Accounts and Reports for 2024/25

The 2024/25 Trust annual accounts audit conducted by KPMG concluded without issues, affirming a true and fair financial view.

The Charity's audit by the newly appointed Charity auditors, Ensors is currently underway with no anticipated problems. Their report will be received at the Charitable Funds Committee on the 13 September 2025. The final accounts will be submitted to the Audit Committee in October 2025. This is because the submission dates for the Charity is December rather than June as it is for the Trust.

Final BDO Internal Annual Audit Report 2024/25

BDO gave a “**Moderate** Assurance” for 2024/25 that there is a sound system of internal controls, designed to meet the Trust's objectives, and that controls are being applied consistently across various services.

This was based on the completion of a total of eight reviews (six assurance audits and two advisory reviews).

The Committee was content with the overall assessment. Work is ongoing to ensure that the recommendations from these audits are implemented.

BDO Local Counter Fraud Service (LCFS)

The Trust has had two attempted cyber-attacks in April 2025 as reported by LCFS. One was aimed at the Charity where its website was subject to several spam attempts and the second was aimed at the Trust's public website. Both attempts were thwarted.

Annual Counter Fraud Report – Submission to the NHSFCA

The Trust's rating against NHS Counter Fraud Authority standards was rated as an overall green and was submitted by the 31 May 2025 deadline.

Whilst the overall assessment was green there were two amber elements for:

8: Report identified loss – due to the Trust's low levels of reporting. Only one allegation has been logged onto "CLUE" (The Counter Fraud Reporting system) for 2024/25. As the Trust's position is to record incidents on CLUE where triage suggests the allegation to be substantiated and requiring further investigation.

11: Access to and completion of training – due to the Trust not making counter fraud training mandatory.

The Committee was comfortable with the self-assessments.

Failure to Prevent Fraud Offence – ECCTA 2023

The Economic Crime and Corporate Transparency Act (ECCTA) 2023 introduced a new corporate offence: *Failure to Prevent Fraud*. Under this legislation, an organisation may be held criminally liable if:

- A fraud offence is committed by an employee, agent, or associated person for the benefit of the organisation or a related body; and
- The organisation lacks reasonable fraud prevention procedures.

The Trust's focus must be on the latter. While existing counter fraud measures align with ECCTA principles, a robust Fraud Risk Assessment (FRA) is essential to demonstrate an adequate defence. The FRA should identify high-risk areas, highlight control gaps, support Committee and Board assurance, and ensure regulatory compliance. It must embed fraud risk into planning and guidance, assign clear ownership, link to assurance mechanisms, and remain a dynamic, regularly updated document.

The Audit Committee and LCFS will review the current FRA and address any identified gaps.

Board Assurance Framework (BAF)

The BAF has been a focus for the Audit Committee and regular reviews and assessments of risks 20 or higher or have limited assurance on the BAF are made and reported to the Audit Committee.

The Executive team have been reviewing the BAF risks with the intent that the Trust will have new BAF risks that reflect our strategy and are relevant to the current issues. This will be reported on in September and October 2025.

4. Conclusion

The Audit Committee continues to maintain a robust approach to challenging and reviewing governance and operational processes, ensuring it can provide effective assurance to both the Trust Board and the Council of Governors.

Agenda item 07.4

Report to:	Council of Governors	10th September 2025
Report from:	Chair of the Strategic Projects Committee	
Principal Objective/ Strategy and Title	GOVERNANCE: To update the Council of Governors on the work of the Strategic Projects Committee.	
Board Assurance Framework Entries	BAF 3449: Working with our Biomedical Campus partners BAF 858: Electronic Patient Record System	
Regulatory Requirements	Well Led / Code of Governance	
Equality Considerations	To have clear and effective processes for assurance of Committee risks	
Key Risks	Non-compliance resulting in financial penalties	
For:	Assurance to the Council of Governors	

Overview:

Since the last Council of Governors meeting in June 2025, the Strategic Projects Committee (SPC) met twice – in late June and in August 2025.

SPC has examined progress on the Trust Strategy 2026 – 2031, work in the areas of Digital Technology, including the electronic patient record, Working with our partners, Research & Development, the Sustainability Strategy, and the Estates Strategy.

There are two BAF risks assigned to SPC:

1. 858: Electronic patient record, optimising its use and its future
2. 3449: Working with our campus partners, in particular industry and the university.

These risks are scrutinised each meeting, the mitigations examined and challenged where appropriate.

During the two meetings, specific areas of discussion focused on the following:

- **Trust Strategy 2026-2031** – The Committee received papers outlining the activities currently underway as part of the strategy development, noting the enthusiasm and energy created through staff, patient and community engagement. Board led Partner meetings (in pairs) took place throughout July & August 2025 - themes from these activities were reported back to the September 2025 Board.

- **Update on Digital Projects** – The Chief Information Officer advised the Committee that following wider engagement from stakeholders around the Trust, there was an exercise to reprioritise digital projects which has now concluded. A total of 24 projects have been prioritised for the remainder of the financial year, some of which are already in progress.
- **Electronic Patient Record (EPR) Replacement update** – The Committee discussed and noted the progress of the work being done to procure a new integrated EPR for the Trust. This project is on track.
- **Working With Our Partners** continues to progress well and will achieve improved outcomes for our patients. The Committee was updated on the good progress achieved through joint working with CUH.
- **Research & Development Update** – A report on the progress made in Research and Development for Q1 of 2025-26 was discussed. The committee noted increases in the number of non-medical research grants being applied for through the RPH Innovation Fund. Also noted was the significant reduction in the number of days for approval of research requests.
- **Sustainability Strategy 2021-26 Annual Review** - The Trust's Sustainability Strategy (approved in August 2021 as a 5-year plan) is now in its penultimate year of implementation. The Committee noted progress on the Trust's Green Plan.
- **Estates Strategy 2021-2025 Annual Review** - The Trust's current Estate Strategy was established to cover the 5-year period from 2021-25. The Committee was asked to consider a 1-year extension to this strategy, in line with the Trust's Strategy. There are no fundamental changes to risks impacting this strategy. Approval was given.

The Council of Governors is asked to note the contents of this report.



Royal Papworth Hospital
NHS Foundation Trust

Report to:	Council of Governors	Date: 10th September 2025
Report from:	Chair of the Quality and Risk Committee	
Principal Objective/ Strategy and Title	GOVERNANCE: To update the Council of Governors on the work of the Committee	
Board Assurance Framework Entries	Only one risk monitored by the Q&R committee is currently above target - “Failure to protect patients from harm from hospital acquired infections”	
Equality Considerations	Equality has been considered but none believed to apply	
Key Risks	Adequate assurance not being received to ensure that quality standards are being met, and risks identified and managed appropriately	
For:	Information	

1. Introduction

The Quality and Risk Committee is a Committee of the Board of Directors.

Role of Q&R Committee

Provide Assurance to the Board there is an effective structure, process and system of control for:

- Clinical Governance (including Board compliance statements on Care Quality Commission, Quality Strategy and Quality Governance)
- Research Governance
- Information Governance
- Non-Financial Resource Governance
- Clinical and Non-clinical Risk Management
- Quality Reporting to support assurance for the annual Quality Report
- Data Quality
- Board Assurance Framework to support the clinical/quality statements in the Annual Governance Statement.
- Health & Safety Committee
- Ethics Committee
- Health inequalities
- Receive annual reports according to cycle of business

2. Assurance Review

Board Assurance Framework (BAF)

The Board Assurance Framework (BAF) is a focus for the Committee all relevant risks above target are reviewed at each committee and a written report is provided by the Executive lead for that risk. The data pertaining to the level of risk are reviewed, as is the action plans to reduce the risk, the trajectory to getting to the targeted risk level and any barriers that may exist preventing lowering the risk.

Following a discussion at the board about the need to review the nature of the risks on the BAF, the Q&R committee decided to have dedicated sessions to review assigned risks and feed back to the board as to how these are described, grouped and assigned.

3. Assurance Review

The Q&R Committee receives several detailed reports at each meeting. The focus of the committee are Quality and Risk Management Group and Safety Incident Executive Review Panel (SIERP) – Key Highlights and Exception Report. These are supported by the minutes of the individual SIERP meetings. Reports are provided from each division and sub committees. Key areas of interest for the Q&R Committee are:-

- Patient Safety Incident Investigations
- Patient Safety Incidents graded moderate or above
- Formal complaints
- Audit reports
- Inquests and learnings for deaths

The Committee undertakes a detailed review of all patient safety incident investigations. It also looks at trends within divisions or clinical areas, and incidents with harm. This is then triangulated with information about staffing, policies, guidelines etc, and allows the relevant Executive lead to generate a preventative/intervention plan and provides assurance that measures are being taken to prevent serious harm incidents.

The main area of concern for the Q&R committee has been hospital acquired infection and infection control. This relates to two problems – surgical site infections (SSI), and M.abcessus.

Whilst progress has been made on reducing SSI the level remains above target. This has been subject to an in-depth discussion at Q&R and board – there is good assurance regarding adequate monitoring of all infection control measures, and a plan of action is in place to ensure that all IPC measures are adhered.

It was disappointing to see more cases of M.abcessus – there was a mixture of cases genetically related and unrelated to the original outbreak. This has been the focus of intense scrutiny and discussion at the Committee and at Board. We have good assurance that all preventative measures recommended by internal and external experts are in place, and that plans are being developed to go further in terms of water management and corralling patients vulnerable to contracting M abscessus in one area to reduce all possible means of exposure and contamination. We will continue to monitor this monthly, and escalate to other Committees/board as required.

4. Conclusion

It is hoped that Governors are content with the way NEDs are constantly seeking assurance that the risks facing the Trust are being dealt with appropriately and in a timely manner.

Progress Update:
RPH 2026 – 2031 Strategy Development Process

We're now over half-way through...

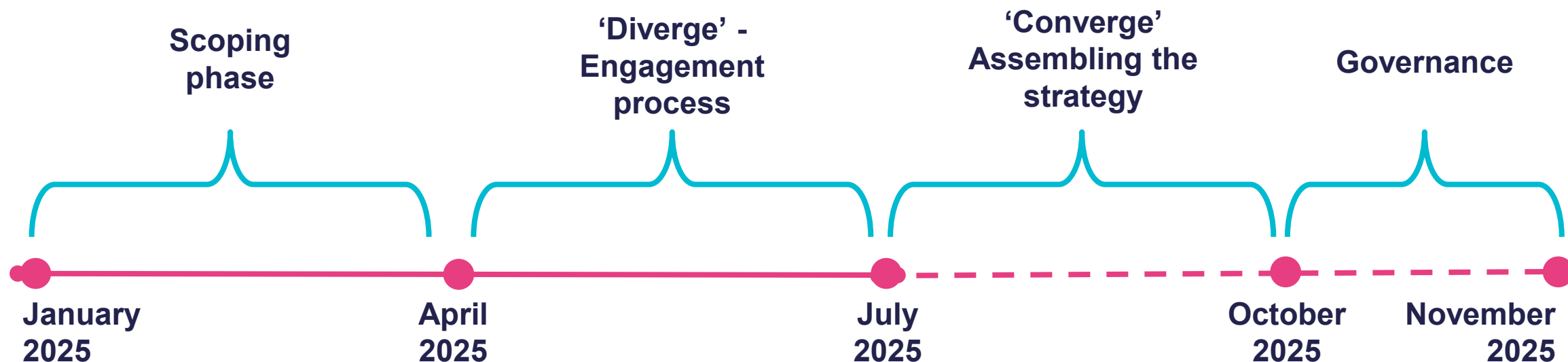
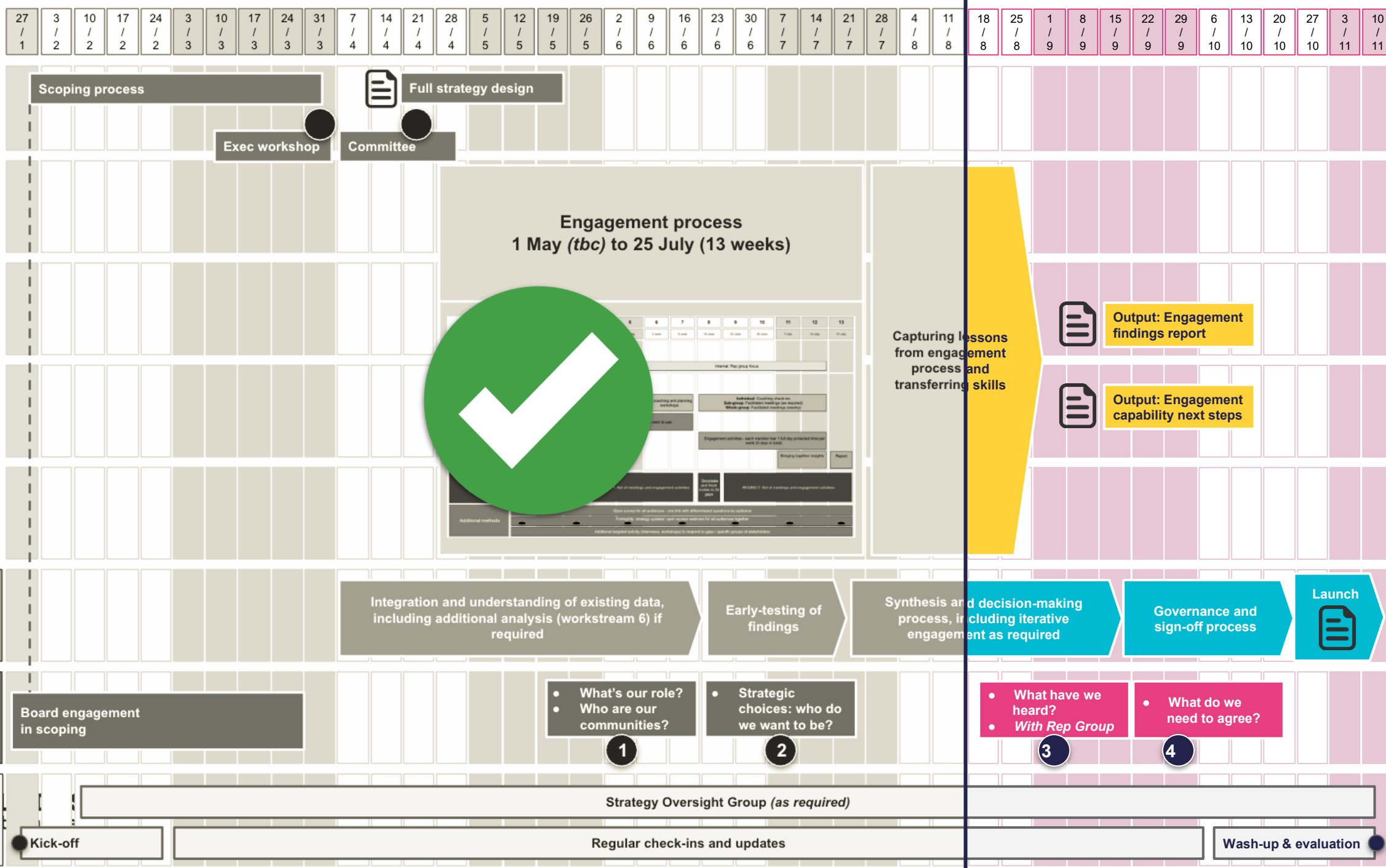


Figure 2



Lead Governor's Report September 2025

Since last CoG there has been a successfully run election, the results of which will be announced at the AMM this afternoon.

I am very pleased to report that there has been a significant increase in engagement from members. 116 members are booked to attend our AMM online. Thank you to Laura and Ian for your hard work.

Governors took part in a 15 steps visibility round on 7th August. The next Patient Led Assessment of Care Environment (PLACE) will be on 15th October. If you would like to take part, please email Julie Wall.

Over the summer governors have received information about a DBS check. All governors need to be DBS checked as there are points when governors are alone with patients.

On Friday 12th September there is an online workshop for governors to engage with the development of the new strategy. On the 8th October all governors are invited to attend Forward Planning Committee as a further engagement with the strategy. Please try and attend both if possible.

The Council would like to thank Gavin Robert for his work as a NED over the past 6 years. We will miss you and wish you all the best for the future.

Abigail Halstead

4/9/2025

Item 11

Report to:	Council of Governors	Date: 10 September 2025
Report from:	Chairman/Lead Governor	
Principal Objective/Strategy and Title:	Update on Actions (You Asked; The Plan)	
Board Assurance Framework Entries:	N/A	
Regulatory Requirement:	Well Led	
Equality Considerations:	Equality has been considered but none believed to apply	
Key Risks:	Governors are not able to effectively discharge their responsibilities. Inadequate governance processes and oversight.	
For:	Review and comment.	

1. Purpose

- 1.1 This paper provides the progress achieved against the overview of the outputs of discussions between the Chairman and the Lead Governor, following a meeting between some of the governors and Non-Executive Directors, on how the Council of Governor (CoG) meetings, the nature and range of interaction between governors and Non-Executive Directors (NEDs) and the general support to governors can be developed further.
- 1.2 The areas of improvement set out below are intended to enable governors to discharge more readily their obligations whilst also continuing to respect the complementary but discretely different obligations expected of NEDs. It is hoped that by addressing the key issues described in this paper we are able to make greater use still of the wealth and breadth of experience governors bring to the Trust.

2. Areas for Improvement

2.1 Training and development for governors.

There is an induction programme for new Governors, and this will be reviewed to ensure it is meeting the needs of new appointees. A programme of refresher/ongoing development will be developed. It was also agreed that the governor handbook would be refreshed.

Update: Draft Governors Handbook has been reviewed at the March and June 2025 Governors Assurance Committee (GAC) meetings. An advanced draft version is ready for review at the October 2025 GAC meeting.

Update: Discussions has significantly advanced with NHS Providers to procure induction and refresher support for the Council's members. NHS Providers have submitted a proposal for the Trust to review.

The Council is requested to:

- Review and comment on the contents of the paper

Agenda Item 11.1

Report to:	Council of Governors	Date: 10 September 2025
Report from:	Associate Director of Corporate Governance	
Principal Objective/Strategy:	GOVERNANCE	
Title:	TOR005 Review of Terms of Reference	
Board Assurance Framework Entries:	-	
Regulatory Requirement:	CQC Regulation 17: Good governance	
Equality Considerations:	Equality has been considered but none believed to apply	
Key Risks:	None compliance with regulatory requirements	
For:	<p>The Committee is asked to:-</p> <p>Ratify the terms of reference as recommended by the Appointments Committee</p>	

1 Purpose

- 1.1 For the Council of Governors to review and ratify its Committees' terms of reference.

2 Terms of Reference

- 2.1 The updated terms of reference can be found at Appendix 1 with amendments shown as tracked changes. These were last reviewed by the Council in September 2024.
- 2.2 The following changes are reflected in the Terms of Reference:
- Revisions to the version control and
 - Review dates – changed by the Appointments Committee from an annual review to biennial review.

3 Recommendation

The Council is asked to:-

- 3.1 **Ratify** the terms of reference as recommended by the Appointments Committee.

Document Number	TOR005
Document Title	Appointments [NED Nomination and Remuneration] Committee of the Council of Governors -Terms of Reference
Version number	87
Document Type	Terms of Reference
Directorate	Execs
Departments	Chief Executive Office
Document Owner	Chief Executive Officer
Staff involved in Development (Job Titles)	Associate Director of Corporate Governance
Approving Committee	Appointments [NED Nomination and Remuneration] Committee
Approval Date	04/08/2025 18/09/2024
Approval Board (or committee of the board)	Council of Governors
Approval Date	18/09/2024 10/09/2025
Next Review Date	31/08/202 7 5
Equality Impact Assessment completed	Yes
This Document Supports: <i>standards and legislation – include exact details of any CQC</i>	NHSE Code of Governance for NHS provider trusts (October 2022) Royal Papworth's Constitution Monitor guidance "Your statutory duties: a reference guide for NHS foundation trust governors" NHSE Code of Governance for NHS Providers Royal Papworth's constitution Monitor guidance "Your statutory duties: a reference guide for NHS foundation trust governors" NHS Foundation Trust Annual Reporting Manual (ARM)
Key Associated Documents:	Procedure for determining the remuneration of the Chairman and NEDs Procedure for the re-appointment of NEDs Policy for the Composition of the Non- executive Directors on the Board of Directors

Keywords	Non-Executive Directors, Remuneration, Appointments, Governors
Counter Fraud in creating/revising this document, the contributors have considered and minimised any risks which might arise from it of fraud, theft, bribery or other illegal acts, and ensured that the document is robust enough to withstand evidential scrutiny in the event of a criminal investigation. Where appropriate, they have sought advice from the Trust's Local Counter Fraud Specialist (LCFS).	
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Key points of this document

- Terms of reference for a Committee of the Council of Governors

Version Control Table

Date Ratified	Version Number	Status
10/09/2025	87	Approved

Royal Papworth Hospital NHS Foundation Trust
Appointments [NED Nomination and Remuneration] Committee
Terms of Reference

1 Authority for Committee:

- 1.1 The Appointments Committee is a Committee of the Council of Governors.

2 Purpose:

- 2.1 To oversee the structure and process by which Chairman and other Non-executive Directors are appointed.
- 2.2 To make recommendations to the Council of Governors on the composition of the Non-executive Directors.
- 2.3 To make recommendations to the Council of Governors in relation to the appointment of the Chairman and other Non-executive Directors.
- 2.4 To make recommendations to the Council of Governors in relation to the appointment of a Chief Executive.
- 2.5 To make recommendations to the Council of Governors concerning the terms and conditions, including the remuneration, of the Chairman and Non-executive Directors.
- 2.6 To oversee the structure and process by which the independent External Auditors are appointed.
- 2.7 To make recommendations to the Council of Governors in relation to the appointment of the External Auditors.

3 Delegated Authority:

- 3.1 The Appointments Committee of the Council of Governors is authorised by the Council of Governors to undertake any activity within its terms of reference, and to seek any information it requires from Trust staff, who are requested to co-operate with the Committee in the conduct of its inquiries.
- 3.2 No sub committees report into this Committee.

4 Duties:

- 4.1 To oversee the structure and process by which Chairman and other Non-executive Directors are appointed.
- 4.2 To consider the policy for the composition of the Non-executive Directors, as recommended by the Board of Directors
- 4.3 To recommend changes to the policy for the composition of the Non-executive Directors to the Council of Governors

- 4.4 To review the report of the Nominations Committee of the Board of Directors, in relation to the appointment of a Non-executive Director.
- 4.5 To make a recommendation to the Council of Governors on the appointment of the Chairman and Non-executive Directors.
- 4.6 To make a recommendation on the appointment of a Chief Executive to the Council of Governors for approval.
- 4.8 To review the terms and conditions, including the remuneration, of the Chairman and Non-executive Directors, and to make recommendations for approval by the Council of Governors. These are to be disclosed in the Annual Report.
- 4.9 To provide feedback, for appraisal purposes, on the performance of Non-executive Directors.
- 4.9 To review succession planning by the Board of Directors, with the support the Trust's non-executive directors' terms of offices schedule.
- 4.10 To receive and endorse, as appropriate, the proposals from the Chair of the Audit Committee on the structure and process by which the independent External Auditors are appointed.
- 4.11 To make recommendations to the Council of Governors in relation to the appointment of the External Auditors.
- 4.12 The Committee shall contribute to the Trust's assessment of risk for those areas that fall within the Committee's terms of reference and report on these to the Council of Governors.

5 Membership/Quorum:

Voting Membership

- 5.1 The Committee shall comprise at least four public Governors and two staff Governors. The Committee will be chaired by the Lead Governor and one of the other Public Governors will be designated as the Deputy Chair.

Quorum

- 5.2 The Committee shall be deemed quorate if there is representation of a minimum of three Governors.

In Attendance

- 5.3 The Chairman of the Trust shall attend Committee meetings as required.

Lengths of Term of Committee Chair and Members

- 5.5 The length of term, which should be aligned to the election cycle for Governors, should be agreed between the relevant Committee Chair/Member and other

Members of the Committee, at the date of the first meeting. Where possible, lengths of terms should be staggered to allow a modest turnover of members.

- 5.6 Terms will be eligible for renewal, for one further term only.

6 Meetings

- 6.1 The Associate Director of Corporate Governance will act as Secretary to the Committee and will have the responsibility for ensuring that the Committee's meeting minutes are prepared in an accurate and timely manner.
- 6.2 The Committee shall meet as required, but at least once in each financial year.
- 6.3 Agendas and briefing papers should be prepared and circulated in sufficient time for Committee Members to give them due consideration.
- 6.4 Extracts from the minutes of the meetings of the Committee which consider non-executive directors' appraisals shall be retained by the Human Resources department.

7 Conduct of Business

- 7.1 The conduct of business will conform to guidance set out in the Standing Orders of the Board of Directors, unless alternative arrangements are defined in these Terms of Reference.

8 Relationship with the Nominations Committee of the Board of Directors

- 8.1 One or more members of the Appointments Committee shall sit on the Nominations Committee of the Board of Directors, as and when appropriate.

9 Equality, Diversity and Inclusion Statement

The Committee will ensure that these terms of reference are applied in a fair and reasonable manner that does not discriminate on such grounds as age, disability, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

The Chair will also ensure that all members and attendees are equally able to express their views on the Committee's agenda items and discussion points

10 Monitoring

- 10.1 Minutes of Committee meetings should be formally recorded and distributed to Committee Members and Attendees within 10 working days of the meetings. Subject to the approval of the Chair of the Committee, the minutes will be submitted to the Council of Governors at its next meeting and may be presented by the Committee Chair.
- 10.2 The Chair of the Committee shall, through the Lead Governor and Chair of the Trust Board, draw to the attention of the Board of Directors any issues that require disclosure to the full Board of Directors.
- 10.3 The Committee will include a report in the Foundation Trust's annual report on its activities in year as required by NHSEs NHS Foundation Trust Annual Reporting Manual (ARM).
- 10.4 A report from the Committee to the Council of Governors should be produced to demonstrate the Committee's discharge of its duties.
- 10.5 When new guidance or regulations relevant to the Committee are formulated and published by NHSE, the Associate Director of Corporate Governance will, as appropriate, recommend revisions to these terms of reference.

Monitoring Table

What key element(s) need(s) monitoring as per local approved policy/ procedure or guidance?	Who will lead on this aspect of monitoring? Name the lead and what is the role of the multidisciplinary team or others.	What tool will be used to monitor/check/ observe/assess/ inspect/ authenticate that everything is working according to this key element from the approved policy/ procedure?	How often is the need to monitor each element? How often is the need complete a report? How often is the need to share the report?	Who or what committee will the completed report goes to. How will each report be interrogated to identify the required actions and how thoroughly should this be documented in e.g. meeting minutes.	Which committee, department or lead will undertake subsequent recommendations and action planning for any or all deficiencies and recommendations within reasonable timeframes?	How will system or practice changes be implemented the lessons learned and how will these be shared?
Element to be monitored	Lead	Tool	Frequency	Reporting arrangements	Acting on recommendations and Lead(s)	Change in practice and lessons to be shared
All	Associate Director of Corporate Governance	N/A	Annually	Audit Committee	Audit Committee	Any changes in practice and lessons shall be shared with the relevant internal stakeholders

Rapid Equality Impact Assessment Tool

When looking at the impact on the equality groups, you must consider the following points in accordance with General Duty of the Equality Act 2010:

In summary, those subject to the Equality Duty must have due regard to the need to:

- eliminate unlawful discrimination, harassment and victimisation;
- advance equality of opportunity between different groups; and
- foster good relations between different groups

EQUALITY IMPACT ASSESSMENT – WHAT IS THE IMPACT TO DIFFERENT GROUPS IN SOCIETY?		
If you believe there has been No impact or a Positive impact, please choose Yes for Negative impact please choose No. Please provide supporting comments, both on positive and negative impacts. You may be asked to complete a FULL EQUALITY IMPACT ASSESSMENT to understand the impact further.		COMMENTS
Age: Consider and detail across age ranges on old and younger people. This can include safeguarding, consent and child welfare.	Yes	N/A
Disability: Consider and detail on attitudinal, physical and social barriers.	Yes.	N/A
Race: Consider and detail on difference ethnic groups, nationalities, Roma gypsies, Irish travellers, language barriers.	Yes	N/A
Sex: Consider and detail on men and women	Yes	N/A
Gender reassignment: (including transgender) Consider and detail on transgender and transsexual people. This can include issues such as privacy of data and harassment	Yes	N/A
Sexual orientation: Consider and detail on heterosexual people as well as lesbian, gay and bi-sexual people.	Yes	N/A
Religion or belief: Consider and detail on people with different religions, beliefs or no belief.	Yes	N/A
Pregnancy and maternity: Consider and detail on working arrangements, part-time working, and infant caring responsibilities.	Yes	N/A
Marriage and civil partnership status	Yes	N/A
Environment: Consider impact on transport, energy and waste	Yes	N/A
Other identified groups: Consider and detail and include the source of any evidence on different socio-economic groups, area inequality, income, resident status (migrants) and other groups experiencing disadvantage and barriers to access.	Yes	N/A
Were any NEGATIVE impacts identified?	No	
If YES, you will need to complete a full Equality Impact Assessment. Please contact the Equality, Diversity and Inclusion team papworth.edi@nhs.net for the full assessment template.		N/A

Agenda Item 12.ii

Report to:	Council of Governors	Date: 10 September 2025
Report from:	Associate Director of Corporate Governance	
Principal Objective/Strategy:	GOVERNANCE	
Title:	TOR018 Review of Terms of Reference	
Board Assurance Framework Entries:	-	
Regulatory Requirement:	CQC Regulation 17: Good governance	
Equality Considerations:	Equality has been considered but none believed to apply	
Key Risks:	None compliance with regulatory requirements	
For:	<p>The Council is asked to:-</p> <p>Ratify the revised Terms of Reference, as recommended by the Forward Planning Committee</p>	

1 Purpose

- 1.1 For the Council of Governors to ratify the revised Terms of Reference.

2 Terms of Reference

- 2.1 The updated terms of reference can be found at Appendix 1 with amendments shown as tracked changes. These were last reviewed by the Council in September 2024.
- 2.2 The following changes are reflected in the Terms of Reference:
- Revisions to the version control and review dates
 - Revision to the title – from Chief Finance & Commercial Officer to Chief Finance Officer

3 Recommendation

The Council is asked to:-

- 3.1 **Ratify** the revised Terms of Reference, as recommended by the Forward Planning Committee.

Document Number	TOR004
Document Title	Forward Planning Committee of the Council of Governors: Terms of Reference
Version number	<u>65</u>
Document Type	Terms of Reference
Directorate	Execs
Departments	Chief Executive Office
Document Owner	Chief Executive Officer
Staff involved in Development (Job Titles)	Associate Director of Corporate Governance Chief Finance _ & Commercial Officer
Approving Committee	Forward Planning Committee
Approval Date	18/09/2024 <u>07/07/2025</u>
Approval Board (or committee of the board)	Council of Governors
Approval Date	18/09/2024 <u>10/09/2025</u>
Next Review Date	04/06/2025 <u>01/07/2026</u>
Equality Impact Assessment completed	Yes
This Document Supports: <i>standards and legislation – include exact details of any CQC</i>	The Code of Governance for NHS Providers (2022) Monitor 'Your statutory duties: A reference guide for NHS foundation trust governors' Health and Social Care Act 2022
Key Associated Documents:	Appointments Committee of the Council of Governors Terms of Reference Patient and Public Involvement Committee of the Council of Governors Terms of Reference Governors' Assurance Committee of the Council of Governors: Terms of Reference
Keywords	Operational Plan. Annual Plan, Forward Plan
Counter Fraud in creating/revising this document, the contributors have considered and minimised any risks which might arise from it of fraud, theft, bribery or other illegal acts, and ensured that the document is robust enough to withstand evidential scrutiny in the event of a	

criminal investigation. Where appropriate, they have sought advice from the Trust’s Local Counter Fraud Specialist (LCFS).
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Key points of this document

- Terms of Reference for the Forward Planning Committee of the Council of Governors
- These terms of reference will be available on the Trust’s intranet.

Version Control table

Date Ratified	Version Number	Status
18/09/2024	65	Approved

Royal Papworth Hospital NHS Foundation

Trust Forward Planning Committee

Terms of Reference

1 Authority for Committee:

- 1.1 The Forward Planning Committee is a committee of the Council of Governors.

2 Purpose:

To undertake those duties listed below.

3 Delegated Authority:

- 3.1 The Forward Planning Committee of the Council of Governors is an advisory body with no executive powers. However, it is authorised by the Council of Governors to investigate any activity within its terms of reference, and to seek any information it requires from Trust staff, who are requested to co-operate with the Committee in the conduct of its inquiries.
- 3.2 No sub-committee reports to this committee.

4 Duties:

- 4.1 To contribute to and review the development of the draft Strategic Plan (five-year plan), in conjunction with the Chairman of the Trust, the Chief Executive, and other Executive Directors and Non-Executive Directors.
- 4.2 To review the draft enabling strategies, which underpin the Trust 5 Year Strategy, in conjunction with the Chairman of the Trust, the Chief Executive and other Directors.
- 4.3 In so far as it is consistent with the Trust's Strategic five-year plan, to receive the final Annual Plan for the following financial year, in conjunction with the Chairman of the Trust, the Chief Executive and other Executive Directors. In the event that the Annual plan is inconsistent with the Trust's Strategic five-year plan, the proposed plan will come the Committee prior to approval for review.
- 4.4 To review delivery of the current year Annual (Forward) Plan in so far as variances from current year plan impact upon the following year's plan.
- 4.5 The Committee shall contribute to the Trust's assessment of risk for those areas that fall within the Committee's terms of reference.

5 Membership / Quorum:

Voting Membership

- 5.1 The Committee shall comprise not less than five and not more than eight Governors, of whom two shall be staff Governors.
- 5.2 The Chairman of the Committee will be selected and agreed by the Council of Governors. The members of the Committee shall agree a Deputy Chair.
- 5.3 The names of members will be proposed by the Chairman to the Council of Governors for approval.
- 5.4 In the event of the Chair of the Committee being unable to attend, the Deputy Chair will chair the meeting.
- 5.5 The Committee shall be deemed quorate if there is representation of a minimum of three Governors.
- 5.6 In attendance will be:

Chair of Strategic Projects Committee
The Chief Executive

Executive Directors will be invited to attend as business requires

Where necessary, the Chair of the Trust Board of Directors will be invited to attend a meeting.
- 5.7 The Committee reserves the right to invite other members of the Trust's staff to attend Committee meetings as required.
- 5.8 The Associate Director of Corporate Governance will act as Secretary to the Committee and will have the responsibility for ensuring that the Committee's meeting minutes are prepared in an accurate and timely manner
- 5.9 The length of term, which should be aligned to the election cycle for Governors, should be agreed between the relevant Committee Chair/ Member and other Members of the Committee, at the date of the first meeting. Where possible, lengths of terms should be staggered to allow a modest turnover of members.
- 5.10 Terms will be eligible for renewal, for one further term only.

6 Meetings

- 6.1 The Committee shall meet as required, but at least three times in each financial year with meeting dates published 12 months in advance
- 6.2 Agendas and briefing papers should be prepared and circulated in sufficient time for Committee Members to give them due consideration.

7 Conduct of Business

- 7.1 The conduct of business will conform to guidance set out in the Council of Governors' Standing Orders unless alternative arrangements are defined in these Terms of Reference.
- 7.2 The Committee will use a hybrid meeting format to support attendance and engagement from Committee members.

8 Equality, Diversity and Inclusion Statement

- 8.1 The Committee will ensure that these terms of reference are applied in a fair and reasonable manner that does not discriminate on such grounds as age, disability, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

The Chair will also ensure that all members and attendees are equally able to express their views on the Committee's agenda items and discussion points.

9 Monitoring

- 9.1 Minutes of Committee meetings should be formally recorded and distributed to Committee Members and Attendees within 10 working days of the meetings. Subject to the approval of the Chair of the Committee, the minutes will be submitted to the Council of Governors at its next meeting and may be presented by the Committee Chair.
- 9.2 A report from the Committee to the Council of Governors should be produced to demonstrate the Committee's discharge of its duties.
- 9.3 The Chair of the Committee shall, through the Lead Governor and Chair of the Trust Board, draw to the attention of the Board of Directors any issues that require disclosure to the full Board of Directors.
- 9.4 When new guidance or regulations relevant to the Committee are formulated and published by NHSE, the Associate Director of Corporate Governance will, as appropriate, recommend revisions to these terms of reference.

Monitoring Table

What key element(s) need(s) monitoring as per local approved policy/ procedure or guidance?	Who will lead on this aspect of monitoring? Name the lead and what is the role of the multidisciplinary team or others.	What tool will be used to monitor/check/ observe/assess/ inspect/ authenticate that everything is working according to this key element from the approved policy/ procedure?	How often is the need to monitor each element? How often is the need complete a report? How often is the need to share the report?	Who or what committee will the completed report goes to. How will each report be interrogated to identify the required actions and how thoroughly should this be documented in e.g. meeting minutes.	Which committee, department or lead will undertake subsequent recommendations and action planning for any or all deficiencies and recommendations within reasonable timeframes?	How will system or practice changes be implemented the lessons learned and how will these be shared?
Element to be monitored	Lead	Tool	Frequency	Reporting arrangements	Acting on recommendations and Lead(s)	Change in practice and lessons to be shared
All	Chief Finance & Commercial Officer (CF CO) Associate Director of Corporate Governance	N/A	Annually	Forward Planning Committee	Forward Planning Committee	Any changes in practice and lessons shall be shared with the relevant internal stakeholders

Rapid Equality Impact Assessment Tool

When looking at the impact on the equality groups, you must consider the following points in accordance with General Duty of the Equality Act 2010:

In summary, those subject to the Equality Duty must have due regard to the need to:

- eliminate unlawful discrimination, harassment and victimisation;
- advance equality of opportunity between different groups; and
- foster good relations between different groups

EQUALITY IMPACT ASSESSMENT – WHAT IS THE IMPACT TO DIFFERENT GROUPS IN SOCIETY?		
<p>If you believe there has been No impact or a Positive impact, please choose Yes for Negative impact please choose No. Please provide supporting comments, both on positive and negative impacts. You may be asked to complete a FULL EQUALITY IMPACT ASSESSMENT to understand the impact further.</p>		COMMENTS
Age: Consider and detail across age ranges on old and younger people. This can include safeguarding, consent and child welfare.	Yes	N/A
Disability: Consider and detail on attitudinal, physical and social barriers.	Yes.	N/A
Race: Consider and detail on difference ethnic groups, nationalities, Roma gypsies, Irish travellers, language barriers.	Yes	N/A
Sex: Consider and detail on men and women	Yes	N/A
Gender reassignment: (including transgender) Consider and detail on transgender and transsexual people. This can include issues such as privacy of data and harassment	Yes	N/A
Sexual orientation: Consider and detail on heterosexual people as well as lesbian, gay and bi-sexual people.	Yes	N/A
Religion or belief: Consider and detail on people with different religions, beliefs or no belief.	Yes	N/A
Pregnancy and maternity: Consider and detail on working arrangements, part-time working, and infant caring responsibilities.	Yes	N/A
Marriage and civil partnership status	Yes	N/A
Environment: Consider impact on transport, energy and waste	Yes	N/A
Other identified groups: Consider and detail and include the source of any evidence on different socio-economic groups, area inequality, income, resident status (migrants) and other groups experiencing disadvantage and barriers to access.	Yes	N/A
Were any NEGATIVE impacts identified?	No	
<p>If YES, you will need to complete a full Equality Impact Assessment. Please contact the Equality, Diversity and Inclusion team papworth.edi@nhs.net for the full assessment template.</p>		N/A