Appendix 8. Board certification

Timeline

|  | Date  | Action | References and links to relevant papers |
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|  | 17/06/16 | Submission of bid by OHFT to be considered as a New Care Model (NCM) pilot site | Submission of bid to NHSE:Forensic Bid document submitted to NHSE |
|  | 22/06/16 | Shortlisting of OHFT by NHSE  | Email received from NHSE confirming that OHFT had been shortlisted for interview |
|  | 29/06/16 | NHSE conducts interviews of Trusts shortlisted to select 6 pilot sites. OHFT selected as pilot site. |  |
|  | 26/9/16 | Shadow Form Agreement signed by OHFT | Signed shadow form agreement |
|  | 1/10/16 | NCM pilot begins in shadow form |  |
|  |  | Clinical Oversight Group (membership including NHSE, OHFT, 6 other NHS Trust, and Response) – regular monthly meetings since July 2016 – with oversight of development of business plan and governance structures | Initial Network Governance Structure diagram included in business case submitted to Board |
|  | 30/11/16 | Approval of business case by Adult Directorate (Pauline Scully, Service Director Adult Mental Health & Dr Rob Bale, Clinical Director and Consultant Psychiatrist) | Meeting attended by PS, RB, DL, AS, SL |
|  | 2/12/16 | Submission of draft business case to OHFT BoD | Draft business case approval form v9Board of Directors minutes 7/12/16  |
|  | 2/12/16 | Submission of draft business case to Network CEO Steering Group, comprising CEOs of all Network member organisations and Regional Director of NHSE, and NHSE Programme Director for NCMs | Business case approval form as in (8) above.  |
|  | 23/12/16 | Submission of draft business case to NHSE | Final business case 20161223 |
|  | 23/1/17 | Approval of draft business case by NHSE | Feedback from NHSE submitted to CE, Stuart Bell |
|  | 27/1/17 | Submission of response to NHSE following their feedback on business case | Response submitted to NHSE  |
|  | 14/2/17 | Visit to Forensic Service by NED (JA) and Kerry Rogers (Director of Corporate Affairs & Trust Secretary) |  |
|  | 14/2/17 | Presentation of business plan to Directorate Quality Group (DQG), and approval by DQG | DQG minutes 20170214 |
|  | 22/2/17 | Submission of business plan, Schedule 2 Part G and Management Agreement to OHFT BoD, and approval to delegate authority to sign off business plan | Business plan documents:Cover SheetDraft management agreementDraft Schedule 2Business PlanBoard of Directors minutes 22/2/17 |
|  | 1/3/17 | Submission of business plan, Schedule 2 Part G and Management Agreement to Kate Shields (Regional Director (South) Specialised Commissioning, NHSE) |  |
|  | 15/03/17 | Legal advice sought in response to BoD direction | Legal advice summarised by Kerry Rogers (Director of Corporate Affairs & Trust Secretary) |
|  | 22/3/17 | Submission of summary of legal advice and mitigators, and final business plan, management agreement and Schedule 2 Part G to Board of Directors | Management agreement, Schedule Part G, cover sheet |
|  | 29/3/17 | Approval of final business plan, management agreement and schedule 2 Part G by BoD | Board of Directors minutes 29/3/17 |
|  | 31/3/17 | Sign off of business plan by NHSE and OHFT | Signed Business PlanSigned Management agreementSigned Schedule 2 Part GSigned Contract variation template |

Where a potential transaction is deemed to be material, as defined in the ‘Risk assessment framework’, NHS Improvement will, as part of its overall assessment of financial risk and governance, request evidence that the board is satisfied that it has:

 considered a detailed options appraisal before deciding that the transaction delivers benefits for patients and the trust in delivering its strategy

* Presentation of initial bid, and subsequent business case drafts to BoD; bid and business case based on clinical model set out in forensic strategy document; approvals process as detailed in time line
* Supporting work with NHSE on financial and patient level data validation; Schedule 11 of management agreement setting out financial assumptions agreed with NHSE; modelling of projected patient movements over 5 years

 assured itself that a proposed transaction will meet the requirements of the choice and competition licence conditions

* Governed by NHS standard contract which covers this.

 conducted an appropriate level of financial, clinical and market due diligence relating to the proposed investment or divestment

* The NCM will be run as a pilot for 2 years
* Risk register sets out all risks and mitigators identified
* Timeline shows process of financial and clinical review in developing final business plan
* Market – business plan was subject to a competitive bid process

 considered the implications of the proposed investment or divestment on the resulting entity’s continuity of service risk rating, having taken full account of reasonable downside sensitivities

* Risk and Issue Log (included in submitted business plan, and maintained by Programme Management Office)

 conducted appropriate inquiry about the probity of any partners involved in the proposed investment or divestment, taking into account the nature of the services provided and likely reputational risk

* This is covered in business case
* Visits by Executives and forensic senior team to Ravenswood
* Presentation of Southern Health’s business plans for their forensic provision and in particular Ravenswood

 conducted an appropriate assessment of the nature of services being undertaken as a result of the investment or divestment and any implications for reputational risk arising from these

* Risk register
* Business case

 received appropriate external advice from independent professional advisers with relevant experience and qualifications

* Legal advice taken (Blake Morgan 10/3/17)

 taken into account the good practice advice in Monitor’s transaction guidance or commented by exception where this is not the case

* Networking, meeting and sharing experience with other pilot sites
* Network governance structure included in business plan

 resolved any accounting issues relating to the investment or divestment and its proposed treatment

* Standard Operating Procedure drafted by NHSE and included in Management Agreement for financial transactions

 addressed any legal issues, including those associated with the transfer of staff (either via an acquisition, divestment or fixed-term contract)

* As above, legal advice taken

 complied with any consultation requirements

 established the organisational and management capacity and skills to deliver the planned benefits of the proposed investment or divestment

* Set out in business plan

 involved senior clinicians at the appropriate level in the decision-making process and received confirmation from them that there are no material clinical concerns in proceeding with the investment or divestment, including consideration of the subsequent configuration of clinical services

* Business case development has involved senior clinicians in OHFT, and partner organisations
* Model is clinically led

 in the case of a contract of a specified period, ensured appropriate legal protection in relation to staff, including on termination of the contract

* NHS standard contract applies
* Legal protection implied

 ensured relevant commercial risks are understood

* Risk register and business plan

 made provision for the transfer of all relevant assets and liabilities

* TUPE under consideration for transfer of NHSE case management and supplier management staff

 at the time of the acquisition, a corporate governance statement (see Appendix F of the ‘Risk assessment framework’) for the acquirer

The board is satisfied that Oxford Health NHS Foundation Trust applies those principles, systems and standards of good corporate governance which reasonably would be regarded as appropriate for a supplier of healthcare services to the NHS.

The board has regard to such guidance on good corporate governance as may be issued by NHS Improvement from time to time.

The board is satisfied that Oxford Health NHS Foundation Trust implements:

(a) effective board and committee structures

(b) clear responsibilities for its board, for committees reporting to the board and for staff reporting to the board and those committees

(c) clear reporting lines and accountabilities throughout its organisation.

The board is satisfied that Oxford Health NHS Foundation Trust effectively implements systems and/or processes:

(a) to ensure compliance with the licence holder’s duty to operate economically, efficiently and effectively

(b) for timely and effective scrutiny and oversight by the board of the licence holder’s operations

(c) to ensure compliance with healthcare standards binding on the licence holder including, but not restricted to, standards specified by the Secretary of State, the Care Quality Commission, the NHS Commissioning Board and statutory regulators of healthcare professions

(d) for effective financial decision-making, management and control including, but not restricted to, appropriate systems and/or processes to ensure the licence holder’s ability to continue as a going concern

(e) to obtain and disseminate accurate, comprehensive, timely and up-to-date information for board and committee decision-making

(f) to identify and manage (with, but not restricted to, forward plans) material risks to compliance with the conditions of its licence

(g) to generate and monitor delivery of business plans (including any changes to such plans) and to receive internal and where appropriate external assurance on such plans and their delivery

(h) to ensure compliance with all applicable legal requirements.

The board is satisfied:

(a) there is sufficient capability at board level to provide effective organisational leadership on the quality of care provided

(b) the board’s planning and decision-making processes take timely and appropriate account of quality of care considerations

(c) accurate, comprehensive, timely and up-to-date information on quality of care is collected

(d) it receives and takes into account the accurate, comprehensive, timely and up-to-date information on quality of care

(e) [Oxford Health] NHS Foundation Trust including its board actively engages on quality of care with patients, staff and other relevant stakeholders, and takes into account as appropriate views and information from these sources

(f) there is clear accountability for quality of care throughout [Oxford Health] NHS Foundation Trust including but not restricted to systems and/or processes for escalating and resolving quality issues, including escalating them to the board where appropriate.

The board effectively implements systems to ensure it has personnel on the board, reporting to the board and within the rest of the licence holder’s organisation who are sufficient in number and appropriately qualified to ensure compliance with the conditions of this licence.