Ashford and St. Peter's Hospitals
NHS Foundation Trust

COUNCIL OF GOVERNORS			
Date of meeting	2 July 2025	**Agenda Item**	10.1
Author(s)	Sal Maughan, Associate Director of Corporate Affairs & Governance, Louise Stead, Group Chief Executive – in collaboration with all Executive Directors	**Confidential**	NO
Exec Sponsor	Louise Stead, Group Chief Executive	**Date submitted**	25 June 2025
Title of paper	External Governance Review		
Presented by	Louise Stead, Group Chief Executive		

Committee(s) where paper has been discussed previously and outcome of discussion:

Approved at Board on 12 June 2025.

Strategic Objective(s)

Quality Of Care	X	**People**	X	**Modern Healthcare**	X	**Digital**	X	**Collaborate**	X

Executive Summary

The purpose of this paper is to present the finalised action plan developed in response to the 2025 external governance review (Audit One), and to provide strategic context regarding the leadership and cultural conditions required to support successful implementation.

Appendix 1: Audit One Report

Recommendation	For: Decision ☐ Discussion ☐ Information ☒

Key issues: State impact/implications and mitigation

Quality, safety & patient impact	The governance review identifies weaknesses in assurance structures that could impact the Board's ability to consistently oversee quality and safety risks as well as variability in governance structures and processes at Divisional level.
Employee	The report reflects the need to empower staff, increase trust, devolve accountability, and create a supportive working culture where teams are supported to take ownership, innovate, and learn from failure.
Other stakeholder(s)	Improved governance will strengthen confidence among system partners, regulators, and the Council of Governors.
Equality, diversity & inclusion	A shift toward open, transparent and psychologically safe leadership will help foster greater inclusivity and enable all voices to contribute to improvement.
Finance	The review highlights concerns around financial control. Strengthened local ownership and enhanced accountability is needed.

Legal	Areas where governance documents did not fully reflect regulatory changes are identified.
Risk(s) Identified (include link to Corporate Risk Register / Strategic (Board Assurance Framework) Risks:	
All BAF risks.	

1. Purpose

The purpose of this paper is to present the finalised action plan developed in response to the 2025 external governance review (Audit One), and to provide strategic context regarding the leadership and cultural conditions required to support successful implementation. The action plan was approved at Board in June 2025.

2. Context and Summary

The governance review was commissioned following a period of significant leadership change, Board turnover, as well as the Trust's transition to a group model. The review made detailed recommendations at both Board/Executive and Divisional levels, many of which align with prior internal reviews and previous external assessments.

While the action plan sets out clear structural and process improvements, successful delivery depends on deeper shifts in leadership mindset and organisational culture. These must now be prioritised with equal weight.

3. Key Strategic Learning and Cultural Themes

3.1. Accountability and Delegation Must Be Rebalanced

Accountability and delegation must be rebalanced: A consistent finding across the review is that accountability is not properly felt throughout the organisation. This is in part due to delegated authorities having been set too low, often requiring central approval for decisions that should rightly sit with Divisional leaders. This has unintentionally contributed to a culture of over-centralisation, perceived disempowerment, and a lack of ownership for performance at local levels.

The review highlights the need to raise financial and operational limits, backed by clear guidance, training and expectations. Accountability cannot be felt without the scope to act, and this must now be embedded through an updated Scheme of Delegation and clear performance oversight and divisional governance arrangements.

3.2. Innovation

We must permit innovation and accept managed risk and failure: There is a prevailing sense that "people are not permitted to try and fail." This culture is incompatible with innovation, improvement, or genuine clinical leadership. The Trust must actively signal that controlled risk-taking, learning from failure, and agile adaptation are encouraged and supported.

This shift will require stronger psychological safety, robust but non-punitive oversight mechanisms, and a leadership tone that invites initiative and experimentation – particularly in transformation, digital, and quality improvement domains.

3.3. Oversight

Oversight is inconsistent and must be strengthened across all areas: While the report flags specific examples (e.g. health and safety, estates compliance), these are indicative of a wider issue with line-of-sight governance. We cannot assume assurance is in place simply because a report exists or a forum has met.

Instead, there must be a systematic strengthening of governance frameworks: this includes re-mapping committee remits, refreshing reporting lines, clarifying escalation protocols, and making better use of assurance tools such as the Board Assurance Framework and AAA reporting.

3.4. Structures and Processes

We need to re-establish clarity in structures and processes: The review reflects a wider loss of clarity over "where things sit", driven by structural changes, numerous shifts in leadership, and often changing governance models in response to these leadership changes. This has created duplication, confusion, and at times, gaps in assurance.

We must now re-clarify governance accountabilities, refresh and publish revised governance maps, and explicitly state expectations at Trust and Divisional levels. This includes the clear use of taxonomy to distinguish between management and assurance forums, and renewed guidance on reporting thresholds and flows.

3.5. Corporate Governance

Corporate Governance must be reinforced as the bedrock: Perhaps most critically, the review makes clear that the Trust has lost sight of the foundational role of corporate governance. While clinical quality, finance, and transformation receive attention, the discipline, consistency and assurance that flows from strong governance has become fragmented.

We must now reassert that good governance is not just administrative – it is a strategic enabler of safety, performance, and public trust. Rebuilding this starts with getting the basics right: committee terms of reference, work plans, meeting discipline, documentation, and triangulated insight across domains. It will be sustained through establishing consistent leadership behaviours, demonstrative of a well led organisation.

4. Next Steps

- The attached action plan has been approved by the Trust Board.
- Delivery will be overseen by the Trust Executive Board, with progress tracked via a consolidated action tracker and reported to the Board at each meeting. Where Board committees are required to agree and oversee specific actions, these will be made clear when presented for consideration.
- A Board development session on 9 July 2025 will focus on translating the required cultural and leadership shifts into practical commitments and behaviours. This will be followed by a Divisional development session on 17 July 2025.

5. Recommendations

The Council is asked to:

1. Note the attached action plan in response to the external governance review and the governance process outlined to ensure continued oversight and delivery.

Ref	Recommendation	Proposed action(s)	Executive lead	Support required	Target date
A1.	The Trust should update the constitution to reflect statutory changes and identified good practice.	Completed since time of review.	CEO/ ADCAG		Complete
A2.	The Trust should update the standing orders to reflect the proposed changes as detailed on pages 6 and 7 of the report.	Update to standing orders to be approved at TB in June	CEO/ ADCAG		12 June 2025 (TB)
A3.	The Trust should update the SoRD to reflect the proposed changes as detailed on page 7 of the report.	Update to SoRD to be approved at August Board	CEO/ ADCAG		14 Aug 2025 (TB)
A4.	The Trust should clarify responsibility for approving the fundraising policy and either revise the SoD or approve the policy in accordance with SoD.	Review of both Charitable Funds and General Scheme of Delegation to be undertaken and implemented	CFO/ ADCAG		18 Aug 2025 (CFC)
A5.	The Trust should consider whether the role of the Charitable Funds Committee should include delegated responsibility for authorising expenditure.	Review of both Charitable Funds and General Trust Scheme of Delegation to be undertaken and implemented	CFO/ ADCAG		18 Aug 2025 (CFC)
A6.	The Trust should update the SFIs to reflect changes as described om page 8 of the report.	To be included in above action	CFO		14 Aug 2025
A7.	The Trust should ensure that the outstanding FPPT evidence is obtained, and the Chair should undertake the assessment and present a report to a Board meeting and to the Council of Governors.	Complete All 2024 FPPT evidence collated. FPPT assessment included in Aug/Sept TB and CoG agendas	CPO (ADCAG)		14 Aug 2025
A8.	The Trust should arrange for internal audit to undertake an audit of the FPPT process.	Complete – included in IA plan and audit to be undertaken in Q1	CPO		End Q1
A9.	The Trust should undertake a formal and more objective board skills assessment to inform the board development programme and future board appointments.	Develop new methodology and implement (aligned with RSFT)	Chair (ADCAG)	Aligned methodology and timings with RSFT	End Q2
A10.	The Trust should ensure all powers that are reserved to the Board are included, where appropriate, in the board work programme.	Revised board work programme works underway to be completed and submitted to TB for approval	ADCAG	Alignment with RSFT already underway	14 Aug 2025 (TB)
A11.	The Trust should review the board work programme to ensure that it is comprehensive, aligns with meeting agendas and will enable oversight by the Board of all its responsibilities.	As above	ADCAG		14 Aug 2025 (TB)
A12.	The Trust should revise the ARC ToR to ensure comprehensive oversight of risk management across all strategic risks, not just quality/clinical, and its relationship in this respect with the other Board committees.	ARC currently receives detailed BAF report and full details of all strategic risks – to be reflected in ToR in full & approval at June mtg	CFO/ ADCAG		20 June 2025 (ARC)

A13.	The Trust should review the work programme for ARC to ensure it includes all items relevant to its ToR.	Review of work programme to be completed by next full committee	CFO/ ADCAG		20 June 2025 (ARC)
A14.	The Trust should revise the QCC ToR to reflect membership by Board members and attendance by others.	Review of ToR to be completed by next full committee	CNO / ADCAG		24 July 2025
A15.	The Trust should determine the arrangements for oversight of its digital arrangements and reflect within the ToR and work programme of the relevant forum(s).	1. Review of Digital Committee reporting structure and committee alignment 2. Develop & approve Digital Oversight Group TOR 3. Implement group/ committee	CDIO (ADCAG)	Input of new Group Director will be crucial but should not delay commencing work	End Q2
A16.	The Trust should update the committee work programme to ensure that it reflects all the responsibilities of the QCC.	Review of work programme to be completed by next full committee	CNO/ ADCAG		24 July 2025
A17.	The Trust should consider membership by the Chief Medical Officer and the Chief Nursing Officer [at F&P] and how this is reflected in the ToR alongside the benefits/disbenefits of the requirement for rotational attendance.	Review of ToR to be completed by next full committee	CNO/CMO	Discussion at Execs during June	23 July 2025
A18.	The Trust should ensure that there is a consistent approach to oversight and involvement in internal audit reports across the assurance committees.	Revised process of TEB and Exec lead oversight to be implemented with clear definition of committee's oversight function	CFO/ ADCAG		20 June 2025
A19.	The Trust should clarify responsibility for overseeing quality and continuous improvement and reflect within the appropriate committee ToRs.	New Group Director of Transformation & Digital to review & recommend correct reporting structure around transformation agenda	GDT&D		End Q2
A20.	The Trust should ensure that the [F&P] work programme is comprehensive and reflects reporting from all linked sub-groups.	Review of work programme to be completed by next full committee	CFO/ ADCAG		23 July 2025
A21.	The Trust should ensure that reporting groups which report to TEB (for management accountability) and to committees (for assurance purposes) are consistently reflected in the relevant ToRs and the governance structure document.	Review of TEB TOR and reporting lines - update TOR for approval at Board	CEO (ADCAG)		14 Aug 2025 TB
A22	The Trust should review the work programme to ensure that all responsibilities from the PC ToR are reported into it and on an appropriate frequency.	To be completed by next full committee	CPO		24 July 2025
A23.	The Trust should review and standardise oversight of the BAF by the Board committees.	Ensure all TOR reflect standardised review (at every committee) as part of actions A14, A17, A22. Strengthen cross referenced risks in BAF reports to committees	ADCAG ADCAG		24 July 2025 23/24 July 2025
A24.	The Trust should revise the ToR to ensure that the role and responsibility of the TEB is delegated by the Chief Executive.	As above at action A21 – approval at Board in Aug.	ADCAG		14 Aug 2025 TB

A25.	The Trust should ensure the ToR for all committees and sub committees/reporting groups are aligned and reflected on the governance structure diagram.	1. Complete previous governance mapping work 2. Produce Trust governance map	ADCAG	Support and engagement of colleagues across corporate depts	End Q2
A26.	The Trust should review the TEB work programme plan to ensure that it is comprehensive and includes all priorities as agreed.	Complete review of work programme aligned with action A21 & 24 Review RSFT Exec committee work plan for potential learning	COO/ ADCAG COO/ ADCAG		14 Aug 2025 TB 14 Aug 2025 TB
A27.	The Trust should ensure that there is an agreed understanding of items that should be escalated to TEB.	Arrange workshop for all Div Tri members as part of review of TOR to gain input and set expectations	COO/ ADCAG		Date TBC (ASAP)
A28:	The Trust should revise the SoRD to include delegation of responsibilities to all committees.	Included in actions above to review committee ToR and SoRD (A3)	ADCAG		TBC
A29.	The Trust should consider developing a ToR for CoG.	The Trust has Standing Orders for Council of Governors – review of standard practice across NHS to establish if action adds value and to make appropriate recommendation	ADCAG	Alignment with RSFT preferable.	Sept CoG
A30.	The Trust should revise the standing orders for the CoG as described on page 20 of the report.	Review standing orders for approval at Sept mtg	ADCAG		Sept COG
A31.	The Trust should revise the work programme for the CoG to include FPPT, the annual plan and a chair's report from ARC.	Review work plan for approval at July meeting	ADCAG		2 July 2025 CoG
A32.	The Trust should as part of the next evaluation of the CoG consider whether the information needs of the CoG are being met and consider opportunities to strengthen.	CoG effectiveness survey already underway for 2025 – ensure this issue is included in recommended actions	ADCAG		2 July 2025
A33.	The Trust should review the Managing conflicts of interest policy and the SoRD to ensure that all decision-making groups are appropriately reflected in the governance documents and are aligned.	As part of governance framework mapping - ensure cross reference of SoRD following mapping exercise	ADCAG		End Q2
A34.	The Trust should update the risk management strategy and policy and remove any areas of duplication.	Risk Mgmt policy and Strategy are currently under review and due for ratification in Sept & Oct Board	ADCAG/ CRM	Alignment where possible with RSFT	Oct 2025 TB
A35.	The Trust should continue to develop the IGPAF [Integrated Governance, Performance and Accountability Framework] ensuring clarity of roles and responsibilities including the recommendations as set out within this report. The Trust should also better define escalation of risk and issues between the different forums.	Complete work on draft IGPAF to incorporate all recommendations	ADCAG	Input from all Execs / TEB	End Q2

Part B – Divisional level governance arrangements

Ref	Recommendation	Proposed action(s)	Executive lead	Support required	Target date
B1.	The Trust should revisit the rationale for implementing a consistent approach to divisional governance arrangements and reinvigorate a programme of implementation including communication and training to support reinforcement of the rationale and desired outcomes.	Standard pack of agendas to be developed and issued to Divisions on a train to explain basis – to be triangulated with CQC Well Led requirements and the Divisional role in this.	COO/ CNO/ ADCAG		1 Sept 2025
B2.	The Trust should consider reviewing the approach to divisional reporting and support in regard to centralised support functions supporting divisional leadership.	Review corporate dept support to Divisional reviews (HR, Finance, Quality) to standardise and embed.	CFO/ CPO/CNO/ CMO		July 2025
B3.	The Trust should consider introducing a requirement for each divisional management board to have a divisional quality governance sub-group that reports into it and include Trust-wide expectations regarding duties, membership, attendance and reporting.	Expectations/format to be included in standard pack (B1)	COO/ CNO		End Q2
B4.	The Trust should consider the 'do minimum' information/reporting requirements for divisional quality governance meetings and issue a template terms of reference incorporating Trust-wide minimum requirements in keeping with the good practice outlined within the divisional management board terms of reference.	Tor to ensure reporting is by exception (see rec B1)	COO/ CNO		End Q2
B5.	The Trust should consider setting out minimum attendance expectations and how it will monitor, report and reinforce the importance of attendance at such meetings.	To be included in standard pack (see Rec B1)	COO/ CNO		End Q2
B6.	The Trust should consider ways in which it can improve alignment and focus of divisional quality governance meetings with Trust-wide priorities and improvement plans in addition to any 'do minimum' bottom up requirements.	Mapping of governance forums from ward to Board to be undertaken on a bottom-up as opposed to top-down basis.	COO/ CNO		End Q2
B7.	The Trust should consider ways in which it can strengthen the sharing of best practice and learning across divisions to further promote continuous improvement.	Develop approach to annual review of quality improvement initiatives	CNO/ CMO	Learning from RSFT approach	End Q2
B8.	The Trust should consider ways in which it can refresh PSIRF implementation and training by addressing training gaps and strengthen a consistent Trust-wide rollout of PSIRF. This may include the provision of targeted training to enhance staff understanding and engagement with the framework to ensure that staff are aware of, aligned to and report against PSIRP identified Trust-wide priorities.	Undertake a review of where we are with PSIRF and report to Board – to include refreshed approach to Board on SI report.	CNO/ CMO		14 Aug 2025 (TB)

B9.	The Trust should review the revised complaint sign-off process with a view to reducing bottlenecks while maintaining quality and improving performance against the Trust target.	Embed newly revised complaints sign off process & review end of July to understand if further revisions needed	CNO		End July 2025
B10.	The Trust should consider divisional directors' attendance (not as members) at Quality of Care Committee meetings to increase clinical leadership representation or ways in which the Trust can increase engagement with senior clinicians e.g. increased frequency of divisional reporting.	Currently DDs attend on a rotational basis – review if rotation is both equal across DDs and robust	CNO		24 July 2025
B11.	The Trust should consider developing a clear 'wiring diagram' that maps governance reporting pathways from 'ward to Board'. This should help address existing duplication of reporting routes as well as ensure that there are no gaps in assurance flows.	Governance mapping undertaken in 2023 to be revisited and finalised	ADCAG		End Q2
B12.	The Trust should ensure clear communications throughout the organisation ahead of future external reviews including designated contact points and having a central repository of structures, personnel and information.	Calendar (forward view) of external visits/reviews to be developed and reviewed monthly at TEB.	All Execs/ ADCAG		30 June 2025
B13.	The Trust should reinforce the importance of report/evidence completeness to evidence challenge, scrutiny, decisive actions and ultimately assurance within the minutes and documentation.	Following on from difficulties getting evidence for audit, a repository pack and guidance will be developed for all divisions to support best practice	COO/ ADCAG		31 July 2025
B14.	The Trust may wish to consider (or reiterate if applicable) file saving conventions across the Trust in accordance with its record management policy(ies). It may also wish to consider and implement meeting standards practice ensuring all meeting paperwork is filed separately and can be readily retrievable and accessible, including ensuring legacy actions can be easily monitored.	To be included in the above action. Guidance around best practice meeting administration will be produced, rolled out and made available on the Trust intranet as a resource.	ADCAG		31 July 2025
B15.	The Trust should consider its approach to data analysis and interpretation at divisional level and below including the potential use of SPC to aid improved focus on trends and identification of the need for management actions. Report formatting should encourage and support presentation of the 'what', the 'so what' and the 'what next' to improve focus on SMART actions i.e., specific, measurable, accountability, realistic and timelines.	Current work program to deliver is underway - to be accelerated	CDIO		Oct 2025
B16.	The Trust should consider developing Trust-wide minimum expectations in relation to financial reporting at divisional and specialty level to encourage greater understanding, local ownership and accountability over financial sustainability.	Review of Divisional review meeting arrangements & governance structures to be undertaken, including frequency and format introducing standard pack & agenda – aligned to CQC Well Led.	CFO/COO		1 Sept 2025

		Includes the need to review availability of financial information and support at service level.			
B17.	The trust should set out its expectations regarding oversight of operational performance at divisional management boards and at specialty level to increase local accountability.	As above	COO		1 Sept 2025
B18.	The Trust should consider training and/or educating divisional level minuted takers to improve the standard of minute taking, and general meeting administration practice (including agendas and action trackers), across divisions and within service lines.	All staff providing meeting secretariat to be encouraged to complete Trust minute taking course. Meeting toolkit to be produced – see rec B14	ADCAG		31 July 2025
B19.	The Trust should develop or reinforce its existing records management policy including arrangements relating to the need for regular reviews to ensure not only that naming conventions are correct but more critically that documents reflect contemporary regulation, practice and requirements.	Policy due for review and ratification before Nov 2025	CDIO/ ADCAG		30 October 2025
B20.	In support of a digital strategy, the Trust should consider a visible digital roadmap to increase awareness, aid understanding and implementation as well as support the release of efficiencies via revised ways of working.	Clear Digital Road map with delivery timescales to be produced	CDIO		31 July 2025
B21	With the imminent appointment of a new Group Chair and appointment of a Group CEO there is an opportunity to consider strategy at both group and Trust level (which expires 2025) and its associated enabling strategies including digital. If developed in consultation with staff and divisional management this will enhance understanding, ownership and accountability. The Trust should also ensure that there is explicit alignment and connectivity between Group/Trust objectives and divisional plans.	Strategy alignment work to commence at Board to Board Appointment of RSFT as Joint Director Strategy for 6 months to cover current Director secondment - commences July 2025 Shared strategy and objectives development to be overseen by Joint Transformation Committee	DoS		21 July 2025 1 July 2025 End Q3
B22.	The Trust should consider the purpose of the risk deep dive process and ensure that a consistent approach is adopted that supports alignment with the agreed desired outcomes.	Risk deep dive process is supported by standardised ToR and methodology approved by Risk Scrutiny Committee. Views will be sought via RSC for further refinements ahead of next round in Jan 26	CMO		Dec 2025

B23.	The Trust should consider adopting a Trust-wide approach to risk articulation encompassing the cause(s), risk event and consequence(s) approach to risk articulation thus ensuring a more meaningful focus on controls and assurances over future risks as opposed to existing issues.	This detail is captured on datix system but not available to review team as detailed information as not an in-depth risk audit. RM training is available to all staff and a review of how risk articulation can be strengthened will be encompassed within policy review and training modules.	CMO/ ADCAG		Oct 2025
B24.	The Trust should ensure a consistent approach is adopted to risk scoring, RAG rating and reporting of risks that focuses on the management of the risk. Risk focus should also be commensurate with the RAG rating.	Continue ongoing review of risks at RSC and deep dives to ensure continuing improvements in risk scoring. Risk scoring matrix being reviewed currently & to be incorporated in RM policy.	CMO/ ADCAG	Seeking alignment with RSFT scoring matrix as first step in aligning RM practice.	Oct 2025
B25.	The Trust should ensure that there is a clear and understandable process for collating, reporting and focussing on Trust-wide risk themes. In doing so, the Trust should also ensure that there are aligned mechanisms in place to ensure risks inform capital prioritisation processes	Review RSC terms of reference & work plan to ensure comprehensively covered. Capital prioritisation work has already commenced – oversight through Quality of Care committee.	CMO/ ADCAG		Oct 2025
B26.	Consideration should be given to regular scrutiny and reporting of corporate functional risks including regular deep dives including areas such as estates and capital works, workforce, and finance which impact patient care and span divisions.	Complete – corporate dept risk registers are already included in RSC work programme and annual deep dives.	CMO/ ADCAG		Complete
B27.	Consideration should be given to adopting the meeting effectiveness improvements as referenced on page 37 [recs B1, 20 & 21] as part of setting minimum expectations of divisional DMB meetings.	Ensure linkage of trust and enabling strategies and corporate objectives in divisional meeting planning & guidance.	COO		End Q2
B28.	The Trust should review its current structure, approach and capacity of its corporate governance resource in order to ensure adequate support for its corporate governance requirements including capacity to roll out a more standardised approach and support ongoing adherence to Trust agreed standards.	Benchmarking exercise to be undertaken. Review of team resource: capacity and approach & clarity of corporate governance roles to be outlined as part of review & recommended actions.	ADCAG	Current financial context will require an exploration of innovative ways of working vs additional resource (if indicated).	End Q2
B29.	The Trust should consider the inclusion of the above points [establishment of a policy review group/process] as part of its review of policy governance and processes.	Policy on policies currently in re-draft and process/ policy group to be established	CNO/ ADCAG		31 July 2025
B30.	The Trust should set out a defined meeting taxonomy and classifications to better describe meeting purpose, avoid confusion, support understanding and consistent application	To be completed as part of committee/group mapping [rec B11] with	ADCAG		End Q2

		nomenclature adjusted to reflect best practice.			