

Section 172 Statement

The Trustees of St Andrew's Healthcare are aware of their requirement under s.172 of the Companies Act 2006, to act in the way they consider, in good faith, would most likely promote the success of the Charity for the benefit of its patients, employees and other key beneficiaries and stakeholders, and in doing so, have regard (amongst other matters) to:

- the likely consequences of any decision in the long term;
- the interests of the Charity's employees;
- the need to foster the Charity's business;
- the relationships with suppliers, customers and others;
- the impact of the Charity's operations on the community and the environment;
- the desirability of the Charity maintaining a reputation for high standards of business conduct; and
- the need to act fairly between members of the Charity.

The Trustees have taken steps to incorporate the s.172 requirements as part of the matters and decisions reserved for the Board, with due consideration given to potential impacts and risks for our stakeholders. The Trustees take account of these factors before making strategic decisions that they believe are in the best interests of the Charity and are in keeping with the Charity's purpose to relieve suffering, give hope and promote recovery.

The Charity recognises that it remains in a period of transformation and of quality improvement, reflection and learning in response to a number of performance issues previously identified through our stakeholders, and the Trustees are aware of the significance of these areas when discharging their duties. Learning from previous decisions and actions, the Trustees ensure the Charity's Strategy, Vision and Mission consider the longer-term consequences for the Charity and its key beneficiaries and stakeholders. This is reflected in the revised Charity Strategy looking ahead to 2028 and beyond and laying the necessary foundations for the continued delivery of high quality care and recovery outcomes to our patients and service users through our quality first ethos.

The Board of Trustees regularly reviews our main stakeholders and how we engage with them and considers that the groups detailed in pages 30-34 are the Charity's key stakeholders. The Board looks at many ways to understand the respective interests of them and how they are properly considered in the Board's decisions. We have many ways of doing this, including reports and updates from members of management who directly engage with the stakeholders; direct engagement with them by the Trustees, membership and attendance of Board committees by representatives of the stakeholder groups and inclusion within Board papers of appropriate stakeholder interests in relation to proposed courses of action and potential decisions.

The section below provides examples of how we have engaged with them in the year, as well as demonstrating stakeholder considerations in the decision-making process.



Section 172 Statement (continued)

Patients

At the heart of the Charity are our patients, delivering the best outcomes possible, and instilling hope. As such, it is crucial for the voice of our patients to be heard throughout the Charity, especially at Board level. Our Divisions and the Patient Experience Team have a range of initiatives to capture and act on patients' opinions and collaborate about decision making and service improvement, and a "Service and Patient Story" section is included on all Board agendas.

Trustees regularly attend our Birmingham, Essex and Northampton Service (BENS) bi-monthly meetings, to hear patients' views and concerns from across all three regional sites and services. The patient story is heard at every meeting of the Board of Directors and wherever possible patients attend an element of the Board meeting to share their experience and discuss topics of interest with the Trustees and senior management. If a patient is unable to attend in person, they may make a video to share, join via Microsoft Teams, or produce their own presentation to be shown to the Board. This year we have had patients give their point of view and experiences from community based partnerships, trauma based therapy, the REDS College and peer support, co-production and Dialectical Behaviour Therapy. There was also a session from two patients from Broom Cottage, who outlined their roads to recovery and a session on the Environment given by one of our patients from our Essex Hospital. These patient-led sessions directly influence the decisions made at Board in relation to patient services, and the impact of them is followed up at the relevant Board Committee.

Patient outcomes and their care is a central part of our Quality and Safety Committee. This Board Committee is chaired by one of our Non-Executive Trustees and includes three further Non-Executive and three Executive Trustees within its membership. The focussed discussions and seeking of assurances at these meetings help inform and support the decisions made in these areas by the Board and help shape the Quality element of the Charity's Strategy.

The Charity's patient experience survey, My Voice, aims to capture patient feedback so that the Charity can make the necessary improvements to their care. The survey is designed to help improve the patient experience, as well as their care, and is designed to be completed by patients in around 10 minutes. Whilst the results are anonymised, they do feed into updates at divisional and Charity-wide groups and meetings, are regularly discussed at the Quality & Safety Committee and are included in performance reports discussed at every Board meeting.

Where a significant event is planned that may or may not impact patients, a Quality Impact Assessment is completed and overseen by our Executive Trustees, ensuring any impact on the quality of care given to our patients is given the highest priority during the decision process. Quality Impact Assessments are also discussed at our Quality & Safety Committee.

The Charity's Strategy, overseen by the Board via the relevant Board Committees and at regular focussed Board Strategy days, has clear ambitions directly focused on the considerations of our patients, with agreed milestones coproduced with patients, carers and staff. The Charity Strategy is underpinned by supporting strategies and plans, including a Quality Strategy, which focusses on the attainment of high quality person-centred and equitable care for all, and a Co-production Strategy that creates a culture in which those with lived and living experience are also seen as experts and in which everyone is treated as an equal partner.



Section 172 Statement (continued)

Patients (continued)

The Board's People Committee, chaired by a Non-Executive Trustee, looks at all the Charity strategies relating to patient and carer engagement, patient co-production, staff engagement, diversity and inclusion, as well as the results and actions relating to both patient and staff surveys. As well as providing oversight and guidance on these strategies, the Committee provides a direct route to the Board agenda for patient, carer and employee focussed topics, ensuring that they remain a key element of Board decision making and are taken into account when discussing future Board strategies.

Ruth Bagley is the designated Trustee for Safeguarding. This Non-Executive working in conjunction with our Directors of Nursing, Chief Quality Officer and Executive Medical Director, ensures that the Board remains sighted directly on safeguarding events and procedures, enabling the ability to respond to patient safeguarding concerns at Board level.

Carers

We recognise that often our patients and service users are supported by a network of families, friends and carers and we welcome the experience and knowledge these carers contribute to our patients' and service users' recovery. In line with the principles of the Triangle of Care, it is key that we regard carers as partners and receive their input when making decisions that impact our patients and service users. To support this there is a Carer department that assists carers as required, as well as a support line that can be accessed from home, or all our hospital sites.

Within our Court of Governors are two constituency Carer Governors who bring lived experience to the group, as they are both carers of people accessing secure mental health services. Their valuable insights contribute to the discussions at the Court of Governors, to which Trustees regularly attend. Our Carer Governors also carry out regular visits to our wards and services, providing management with detailed reports on their observations and direct feedback from patients.

Regular feedback from our carers has contributed to a number of changes within our services, including the Patient and Carer Experience team supporting new admissions via contacting families and carers to raise awareness of the support that is available to them; specific ward welcome packs for Carers were developed to provide more information about what to expect when visiting a loved one and free accommodation is offered to families, carers and friends to support when visiting their loved ones.

Employees

The Charity recognises the value of its employees and volunteers and the important role they have to play in its success. There are annual surveys to capture information on employee opinion, which informs a yearly plan for improvement (You Said, We Did). Survey results are reviewed and monitored by the People Committee and also submitted for review and approval by the Board. In addition, there are frequent employee engagement forums where employees can raise any concerns and have discussions on Charity matters.

Last year, the Charity introduced the Lead the Change Programme. This employee-led programme, which commenced in April 2022 brought together a large cross section of employees from across the Charity, who collectively co-produced the way forward that would define the culture the Charity needed, whilst creating the environment for our employees to deliver high quality care for our patients every day. 95 "Change Leaders" have liaised with senior management, Governors, and Trustees, as well as with external partners and organisations. This initiative has now entered its next phase, which seeks to embed the cultural activities defined during the discovery phase. Regular updates on the progress being made are provided to both the People Committee and the Board.



Section 172 Statement (continued)

Employees (continued)

The "Freedom to Speak Up" Guardians, along with the Lead Guardian, have continued to provide confidential advice and support to employees about any concerns, through helping to create a culture of openness and support and provide guidance to employees to speak up, working collectively to remove any barriers that stop our employees from doing so. Regular reports on all these topics are shared directly with the Trustees at both the Board and through the Audit & Risk Committee and People Committee.

The Charity maintains four focussed employee Networks that support the Charity's Diversity and Inclusion Strategy, namely WiSH (Women in St Andrew's Healthcare), Unity (focussing on Black, Asian, Minority and Ethnic), DAWN (focussing on disability and wellbeing) and PRIDE (focussing on LGBTQ+). All these Networks have Executive sponsors and our Executives also actively take part in Network meetings and events, allowing the Board to remain sighted with any emerging discussions, themes or issues and the ability to consider them when making decisions.

Our Court of Governors also includes three dedicated Staff Governors, in order to bring the views and different experiences of the Charity's employees to the discussions at the Court of Governors, and therefore discussed with our Trustees.

Governors

Whilst the Trustees understand their obligations to the Charity as Directors, the Charity operates an additional level of oversight through its Court of Governors. The Trustees meet with our Governors formally, four times each year, to provide updates on the Charity's performance and ability to meet its strategic objectives. This allows our Governors the opportunity to ensure that our Trustees are meeting their statutory obligations toward the Charity and acting in a way that promotes its success.

The introduction of the Lead Governor position, along with the forming of the Lead Governor Group, has positively increased the level of interaction and communication between the Court of Governors and the Trustees. These Governors regularly attend Board and Board Committees and there are regular meetings held between the Chair of the Charity, Chief Executive Officer, and Lead Governor. This continued increased interaction and discussions has seen a demonstrable improvement in the communication between the Court and the Trustees and an increased level of assurance gained by the Court through the increased level of scrutiny.

The majority of Governors perform ward and service visits, using a structured Visits Programme to review the care provided and feed this back to ward management, the Executive Team, and the Board. The visits programme is regularly reviewed by members of the Lead Governor Group, our Constituency Governors, Governance Administrator and Company Secretary, in order to ensure that all areas of the Charity are included. In particular, Governor visibility on the wards gives an opportunity for both patients and staff to provide direct feedback that helps Governors in their role of holding the Charity's Board to account. Visits can also aid the improvement in Charity-wide services, as they contribute to the sharing of good practice, as well as the highlighting of areas of potential concern that require follow-up with management. In the past year, there have been a wide range of Governor visits undertaken covering all of the Divisions and sites, along with some of the support functions including the Laundry, Workbridge and the Kitchens.

Governors have an important role of reflecting the interests of the communities and the Charity they represent and bring valuable perspectives and contributions on their behalf to improve the Charity's health services for the future.



Section 172 Statement (continued)

Governors (continued)

In addition to the Lead Governor Group, a number of Governors continue to sit on Board sub-committees, such as the Audit and Risk, Nominations and Remuneration, Quality and Safety, Research and People Committees, as well as a number of Governance Groups, providing valuable contributions to discussions and to the decisions taken.

Regulators

As a result of the care that the Charity provides, we are subject to review through a number of external regulators. Our Trustees are committed to working closely with our regulators and taking account of their views. To this end the Charity meets regularly with a variety of these regulators to discuss ongoing matters but also to seek advice and guidance on decisions, including the Care Quality Commission and the UK Health Security Agency.

As a provider of health and social care, Care Quality Commission standards must be met. We run our own internal quality assessments and have governance and reporting systems to monitor how services are doing. We work in a collaborative and transparent manner with our regulators to enable good service user outcomes. Governance and effective communication are key in fostering these relationships. The openness and level of cooperation of this relationship is set by the tone at Executive level, where there is continuous engagement with the regulators. This is reflected locally, where heads of service develop and maintain relationships with inspectors.

The Charity's Board of Directors continue to hold part of their meetings as a Meeting in Public, with the agendas and papers shared on the Charity's website, allowing regulators, commissioners, partners, members of the public and other interested stakeholders to access and review discussions and decisions taken by the Board, as well as to raise questions in relation to the meeting's agenda. The Public element of Board meetings is also held as a "live" meeting via Microsoft Teams, allowing regulators and key stakeholders to dial in and observe the meeting as it takes place. A recording of the public meeting is also posted to the Charity's website, further fostering transparency.

Suppliers

The Charity works with a wide range of suppliers, the majority situated within the UK. We remain committed to being fair and transparent in our dealings with all of our suppliers and wherever possible prioritising smaller suppliers in the local community.

The Charity undergoes due diligence before appointing any new suppliers, including a review of their internal governance, for example, their anti-bribery and corruption practices, data protection policies and modern slavery matters.

The Company has systems and processes in place to ensure suppliers are paid in a timely manner.



Section 172 Statement (continued)

Partners

Due to the nature of the Charity, we work closely with key partners throughout the country and value the role that they play in shaping our strategy. To support the Trustees in understanding this wide range of views, the Charity encourages open dialogue with our partners through a number of channels. We also work jointly with partners on initiatives both regionally and nationally that promote our mutual success and the best outcomes for our patients.

The Charity's revised Strategy contains specific strategic ambitions and milestones relating to being an outward facing organisation, with ambitions and objectives focused on engaging with communities, as well as new or existing partners. We aim to build new partnerships where we can share expertise and experience for the benefit of people with complex mental health need.

As a Charity we continue to develop research and education opportunities, foster strong external engagement that ensures future service offerings are built on partnerships and a widening of our range of partners and external stakeholders, along with co-production and advocacy. The Charity is a member of numerous Alliances and Provider Collaboratives within the East and West Midlands and continues to grow these partnerships via collaborative Board meetings. There are also corporate partnerships identified and being developed. The development of these collaboratives and alliances is reviewed regularly by our Trustees via Board and Board Committees.

Alliances aim to build strong relationships with our NHS Partners and look at the direction and development of services, and are therefore an integral part of our future decision making processes. The Provider Collaboratives place the emphasis on collaboration rather than competition with providers to drive better patient outcomes. This has been particularly evident in the forming of a comprehensive quality improvement programme to help address some of the issues highlighted by our external regulators, delivered in partnership with members of the East Midlands Mental Health Alliance and led by Northamptonshire NHS Foundation Trust. Through a series of "Buddy Workstreams" our partners within the Alliance have supported the Charity on its improvement programme in areas such as patient safety, culture, lessons learnt, quality improvement, workforce safeguarding and communications. As part of this formal buddying arrangement, the Charity was able to welcome a senior employee from NHFT in the role of Quality Improvement Director who led the Quality Improvement Programme. The programme is now being absorbed into business as usual, with regular updates to Trustees via the Quality Safety Committee and to the Board.

As well as building relationships with the Alliances, The Charity has been working with the Northamptonshire Mental Health Collaborative, part of the Northamptonshire ICB, looking at existing services, and future developments, especially regarding step-down and move-on service provision.

Community based partnerships continue to be created in line with our Strategy, with dedicated ambitions relating to Community Services. Representatives of the division have attended both the Quality and Safety Committee and Board to provide insight on the diverse nature of services provided and discuss the direction of future community partnerships, having a direct impact on decisions taken by the Board.

Our Trustees also work closely with key partners such as NHS England, Care Quality Commission and Commissioners to build understanding and awareness of the Charity's decisions and activities.