

Annual Governance Statement for Year ended 30 September 2020

1. Introduction and Context

NHS organisations have been required to publish an 'Annual Governance Statement' since 2012. The accountable and accounting officers of NHS organisations are required to give assurance about the stewardship of their organisations to the NHS Chief Executive and to include a Governance Statement in their annual report and accounts.

East Coast Community Healthcare C.I.C (ECCH) as a Community Interest Company is not required to produce a Governance Statement, but has elected to do so (in a form tailored to ECCH's situation) in order to:

- provide the Board with assurance that ECCH has an effective system of internal control and can demonstrate good governance;
- provide assurance to shareholders and commissioners;
- provide assurance to regulators, such as the CQC and Monitor (NHS Improvement).

The Governance Statement records the stewardship of the organisation to supplement the accounts and its production is timed to coincide with that of the approval and publication of the accounts. It gives a sense of how successfully the organisation has coped with the challenges it faced during the reporting year and of how vulnerable performance is or might be. This statement draws together position statements and evidence on governance, risk management and control, to provide a more coherent and consistent reporting mechanism.

2. East Coast Community Healthcare C.I.C.

East Coast Community Healthcare CIC (ECCH) is an employee-owned not-for-profit Social Enterprise (Community Interest Company) that provides a wide range of high quality community focused health and well-being services for adults and children, their families and carers, in Norfolk and Suffolk, primarily in the Great Yarmouth and Waveney area, commissioned primarily by the NHS and local authorities.

From April 2019 ECCH's community services were brought into line with the Primary Care Networks and formed four Primary Care Homes. The Clinicians based in the community continued to work closely alongside GP practice staff to provide joined-up care. The Primary Care Homes are made up of groups of GP practices who are working together closely with community services, mental health, social care, hospitals and the voluntary sector to improve the services their patients receive. The networks aim to bring different providers into one place so that it is easier for patients to access the right service to meet their needs, closer to home. As well as services to adults, ECCH provided a Looked After Children service across Norfolk and Suffolk, Children's Speech & Language therapy in Norfolk and also provided a specialist Stop Smoking Service across the whole of Norfolk.

ECCH is owned by its employees. Staff can choose to become shareholders by purchasing a £1 share and 82% of the staff are now shareholders. They receive no dividend, but they have a strong voice in the organisation through the two Staff Directors elected by shareholders who sit on the ECCH Board and through the Shareholder Council.

3. Scope of Responsibility

As Chief Executive Officer, I have responsibility for maintaining a sound system of internal control that supports the achievement of the organisation's policies, aims and objectives, whilst safeguarding the company's funds and assets, which are largely derived from public sources, for which I am personally responsible.

I am responsible for ensuring that the organisation is administered prudently and economically and that resources are applied efficiently and effectively, safeguarding financial propriety and regularity.

4. Compliance with the UK Corporate Governance Code

Although not required to formally "comply or explain" to regulators, ECCH is cognisant of the Code and seeks to adhere to its ethos and values as a social enterprise. ECCH intends to undertake a review of its compliance against the principles and provisions of the Code during 2019/20.

5. Governance Framework

The overarching governance of ECCH is described in its Articles of Association (as amended 25 April 2018) which sets out the powers and responsibilities of, and the framework of operation for, the directors and shareholders within the terms required of a CIC and ECCH's own objects. The Governance Framework (see Appendix 1) and the terms of reference of the Board and the Board sub-committees describe the specific structure of the governance arrangements for ECCH. The Company conforms to the requirements of the Companies Act 2006 and the Companies (Audit, Investigations and Community Enterprise) Act 2004 and the Community Interest Company Regulations 2005 (as subsequently amended). ECCH is licenced as a provider of NHS services by Monitor (NHS Improvement) and regulated by the Care Quality Commission (CQC).

5.1 The Board

The Board is collectively accountable for developing and monitoring the strategy of the organisation, its financial and business reporting and for reviewing the effectiveness of the system of internal control, ensuring that the organisation complies with such generally accepted principles of good governance as are relevant to a not for profit social enterprise.

The Chair is responsible for the leadership of the Board and ensuring the appropriate level of constructive challenge.

Over the year, the Board has reviewed the quality and patient safety of its services, scrutinised operational and financial performance against national priorities and ensured the risks to their delivery are well managed.

The Board benefits from an appropriate balance of skills, experience, independence and knowledge. The Chair of the Board and the non-executive directors are appointed by approval of staff shareholders. The Chair is responsible for the appointment of the Chief Executive and the Board and the Chief Executive appoint the executive directors. There are four non-executive directors, four executive directors, one GP Director and two staff directors. The staff directors are elected to the Board by the staff shareholders.

Board meetings are held monthly in private and our annual general meeting is a shareholder meeting.

The Board regularly reviews its own effectiveness through the culture change programme, 'Evolve', which ECCH commenced in late 2017, based on the belief that at the core of any successful organisation is a strong culture based on its values and signature behaviours.

Pulse-UK was appointed to support the programme and to conduct staff surveys three times a year to assess team perceptions of signature behaviours being demonstrated, providing ECCH with a measure to monitor progress. The programme also incorporates an in-depth review of how the Board is operating and how well it leads the organisation in accordance with agreed values and objectives. The 24 point questionnaire completed by the Board assesses performance against the CQC's 'Well-Led' Framework. The Board has completed this self-assessment every 4 months since October 2017 and actively reflected on the outcomes each cycle to improve the effectiveness of the Board.

5.2 Committees of the Board

During 2019/20 the ECCH Board operated four sub-committees: the Audit Committee, the Integrated Governance Committee and the Remuneration Committee, each chaired by a non-executive director, and the Shareholder Council, which was chaired by the staff directors.

5.2.1 Remuneration Committee

The Remuneration Committee is responsible for making decisions on behalf of the Board about the remuneration of the executive directors, remuneration policy for the company and appraising the performance of the Executive Team.

5.2.2 Audit Committee

The Audit Committee holds responsibility for all corporate governance within the social enterprise. It has a key role to ensure all structures, systems and processes are in place to ensure high standards of audit, risk management and internal control on behalf of the Board. It has oversight of the Corporate Risk Register and the Board Assurance Framework. It determines the audit strategy, receives audit reports and monitors implementation of improvement action and oversees the counter fraud strategy and programme. The Committee undertook a self-assessment of its effectiveness and its processes in 2020 in line with the NHS Audit Committee Handbook.

5.2.3 Integrated Governance Committee (IGC)

The Committee oversees the quality and patient safety agenda for ECCH, including patient and public involvement, patient feedback (complaints, Friends & Family Test), clinical risk management, strategic workforce & organisational development and training, clinical policies, safeguarding, medicines management, infection control, research & audit and information governance.

The Health & Safety Committee reports to the IGC. The Health & Safety, Security and Resilience Manager is the competent Health & Safety person within ECCH to advise and support in the management of risks at all levels in the organisation to ensure statutory compliance.

5.2.4 Shareholder Council

The purpose of the Shareholder Council is to provide a medium for dialogue between the shareholders and the leadership of ECCH and a means for consultation on issues, opportunities and challenges affecting the organisation. The Council exists to promote employee ownership within ECCH, to enable shareholders to engage as owners of the enterprise and to promote ECCH core values and signature behaviours throughout the organisation.

5.3 Subsidiary Companies

ECCH now has 2 subsidiary companies:

The ECCH Foundation – Ceased on the 7th April 2020

5.3.1 East Point Business Services Ltd (EPBS).

This business was established to provide support services to other customers to generate income to support ECCH's core operations. The company has one share which is owned by ECCH. The Directors of EPBS include the Chief Executive Officer and the Executive Director of Finance and Resources of ECCH and, from September 2018, two new appointees, the ECCH Head of Estates and the ECCH Head of ICT. The Directors of EPBS are accountable to, and report directly to, the Board of ECCH for the governance and performance of EPBS.

5.3.2 Big Sky Nurseries Ltd. (BSN)

This business runs one nursery, which is based in Beccles and which opened in November 2016. The company has one share which is owned by ECCH. The Directors of BSN comprise the Chief Executive Officer and the Executive Director of Finance and Resources of ECCH and, from September 2018, ECCH's Director of Health Improvement and Children's Services. The Directors of Big Sky Nurseries are accountable to, and report directly to, the Board of ECCH for the governance and performance of Big Sky Nurseries.

6. The Risk Management Framework

The organisation follows a proactive, systematic process for identifying, evaluating, mitigating and escalating risk (clinical, operational, financial) as outlined in the Risk Management Policy (which incorporates the Risk Management Strategy), which is regularly reviewed. An updated version was approved in April 2020.

As noted in the Internal Audit Report on the 'BAF and Risk Management' (Aug 20) the organisation's processes have further evolved with a review of the risk management policy and strategy in April 2020 and a subsequent re-formatting of the BAF and Corporate Risk register. Review of this new format highlighted that all expected fields were present with some good practice points also identified. There was good evidence of reporting and review of the BAF, CRR and organisation complete risk register, and good evidence of support provided to staff in the form of training and guidance. The BAF and Risk registers are subject to appropriate scrutiny with the Risk committee membership (including Operational Heads) able to scrutinise progress in the management of risks at a more granular level and provide informed updates to the Audit and Integrated Governance Committees.

The organisation employs Datix as its risk management system. Risks are recorded on to Datix, managed at the appropriate level, employing the "three lines of defence" model and each risk is assigned a risk owner. Risks are escalated (and de-escalated) to the Corporate Risk Register (CRR) or Board Assurance Framework (BAF) in line with the Policy's escalation chart and in relation to risk appetite.

The Board is responsible for risk management and ensuring sound systems of internal control are in place to manage risks. It reviews risks and assurances of risk mitigation via the CRR, Board Assurance Framework and the Strategic Objectives Progress Report and reviews the risk profile of the organisation. It provides leadership and direction to the risk management process.

The Audit Committee provides independent scrutiny of the risk management processes and is responsible to the Board for ensuring that the organisation's governance framework is robust.

The Integrated Governance Committee reviews high level operational and clinical risks highlighted via Datix. It reviews risk progress, controls and assurances.

The Executive Team reviews the Risk Register and Board Assurance Framework and is accountable for managing risks identified in those reports and will agree any escalation (or de-escalation) of risk.

Comprehensive risk assessments are carried out for service users so that their safety is monitored and maintained. Potential risks are taken into account when planning services. A range of control mechanisms are employed: preventative, directive and detective to manage the organisation's risks to a reasonable level, in line with its risk appetite.

The Risk Management Policy supports a positive staff attitude to risk management, encouraging staff to identify, assess and report risks. Staff are clear about their personal accountability and responsibilities through appraisal, induction and on-going training.

The organisation promotes a robust incident monitoring reporting system and complaints, patient feedback and early warning indicators are reviewed by the Integrated Governance Committee and inform risk ratings. We follow the Duty of Candour process and notify all patients of any moderate harm caused to them by ECCH, verbally and in writing.

7. The Internal Control Framework

The system of internal control is designed to manage risk to a reasonable level rather than to eliminate all risk of failure to achieve policies, aims and objectives; it can therefore only provide reasonable, and not absolute, assurance of effectiveness. The system of internal control is based on an on-going process designed to identify and prioritise the risks to the achievement of the policies, aims and objectives of ECCH, to evaluate the likelihood of those risks occurring and the impact should they occur, and to manage them efficiently, effectively and economically. Mechanisms to support internal control include:

- Clear, up to date Standing Orders, Scheme of Delegation and Standing Financial Instructions and prime financial policies
- Business continuity plans
- Staff policies and a comprehensive training programme
- A Whistleblowing Policy to encourage staff to speak out about concerns
- Control measures to ensure that all the organisation's obligations under equality, diversity and human rights legislation are complied with
- Environmental Policy and Environmental Management Groups ongoing program of work
- Comprehensive policies and systems to ensure Health & Safety and Fire Safety standards are met
- A robust programme of counter fraud and anti-bribery activity, supported by the Local Counter Fraud Specialist (LCFS) whose annual programme of prevention, deterrence and detection monitored by the Executive Director of Finance and Resources and the Audit Committee.
- Robust information governance processes (as detailed below)
- Business conduct policies and processes such as gifts and hospitality register reviewed by Audit Committee

- Adherence to the Duty of Candour (Health and Social Care Act 2008 (Regulated Activities) Regulations 2014: Regulation 20).

7.1 Information Governance and Data Security

The NHS Information Governance Framework sets the processes and procedures by which organisations providing NHS services handle information about patients and employees, in particular personally identifiable information. It is supported by the data Security Toolkit and the annual submission process provides assurances to the commissioners, other organisations and to individuals that personal information is dealt with legally, securely, efficiently and effectively.

All staff undertake annual IG training to ensure they are aware of their IG roles and responsibilities and to embed an information risk culture throughout the organisation. ECCH has appointed a Caldicott Guardian (the Director of Quality), a Senior Information Risk Owner (SIRO) (the Executive Director of Finance and Resources) and a Data Protection Officer (DPO).

ECCH recognises the need for a robust framework and rigorous processes around Information Governance, in the light of the growing number of threats to data security, legislative changes and increasing awareness of the risks. The Information Governance Group, which draws together representatives from across all of ECCH's functional areas, provides critical oversight of IG across the organisation, ensuring that all the necessary policies and processes are in place and up-to-date, acting as a communications channel and reviewing any issues relating to information governance that may arise.

The Integrated Governance Committee monitors the implementation of the IG framework, supporting policies and the work of the IG Group. The Audit Committee has responsibility for ensuring that an adequate risk management framework is in place and monitors the Risk Register and the Board Assurance Framework.

IG incidents are investigated in line with national guidance and any incidents were assessed according to NHS Digital guidance. Any incidents during the year that required reporting to the Department of Health, the Information Commissioners Office or other regulators were reported in line with guidance.

The organisation published its annual Data Security Toolkit (2019-20) by the September 30th 2020 deadline and achieved standards met.

8. Annual Quality Account

ECCH continuously reviews the quality of care in each of its services and annually reports to the Board, commissioners and regulators via the Annual Quality Account. The report for the year ending March 2020 is still in production having been delayed due to COVID-19 we anticipate its publication by the end of 2020. The Quality Account sets out in detail the progress ECCH has made in that year in terms of the three Quality Domains of Clinical Effectiveness, Patient Safety and Patient Experience and describes our priorities for future improvement.

Through clinical audit, research, incident reporting and monitoring of patient experience, complaints and PALs ECCH ensures it is a learning organisation that aspires to continuously improve our services.

9. Review of economy, efficiency and effectiveness of the use of resources

ECCH operates a strong financial management framework to ensure the lawful and best economic use of its assets. Financial regulations are supported by effective financial procedures set out in the 'Standing Orders, Scheme of Delegation and Standing Financial Instructions' and other finance policies, underpinned by the work of internal and external audit.

The Standing Financial Instructions (SFIs) regulate the conduct of the company's staff, Board and Committee members in relation to all financial matters and incorporate a scheme of delegation approved by the Board. The Executive Director of Finance and Resources oversees the budgetary control framework for the company, which includes the responsibility to monitor financial performance against the budget and business plan with regular reporting to the Board.

The company produces Annual Accounts in accordance with the Companies Act 2006, the Companies (Audit, Investigations and Community Enterprise) Act 2004 and the Community Interest Company Regulations 2005 (as subsequently amended) and describes within the Accounts the benefits to the community ECCH has delivered in fulfilment of its obligations as a CIC. The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community.

All staff, managers, Board and Committee members have a duty to declare any conflicts of interest that arise as part of their roles in line with policy and the Anti-Fraud Policy governs ECCH's actions to counter fraud which include the appointment of a designated Local Counter Fraud Specialist in accordance with the requirements of the NHS Counter Fraud Authority. An effective internal audit function supports the governance framework by meeting Audit Standards, and providing independent assurance to the Audit Committee, CEO and Board. External scrutiny of ECCH's financial management and its annual accounts is provided by the External Auditors, who report their findings to the Audit Committee. The company maintains asset registers for items owned by the company and used in the course of delivering services.

10. Review of Effectiveness

As Accountable Officer, I have responsibility for reviewing the effectiveness of the system of internal control. My review of the effectiveness of the system of internal control is informed by the work of the internal auditors, clinical audit and the executive managers and clinical leads within the organisation who have responsibility for the development and maintenance of the internal control framework. I have drawn on the content of the quality report and other performance information available to me. My review is also informed by comments made by the external auditors. I have been advised on the implications of the result of my review of the effectiveness of the system of internal control by the board, the Audit Committee, Integrated Governance Committee and a plan to address weaknesses and ensure continuous improvement of the system is in place. Our assurance framework provides me with evidence that the effectiveness of controls that manage risks to the organisation in achieving its principal objectives have been reviewed.

The organisation is fully compliant with the registration requirements of the Care Quality Commission (CQC). ECCH is required to register with the CQC and its current registration status is unconditional. The last CQC inspection was undertaken in November 2016 and ECCH was given a 'good' rating across the board for its services. ECCH has followed up with action plans for any issues CQC raised and have submitted a number of progress reports against these recommendations. ECCH submitted its RPIR to the CQC in December 2020 and has been having periodic virtual scrutiny meetings with the CQC throughout the COVID-19 pandemic to provide further assurance.

10.1 Internal Audit

ECCH re-procured its internal audit services during 2019/20.

Internal Audit is currently carrying out a programme of planned audit work for the year as approved and monitored by the Audit Committee. Whilst progress overall is behind that originally planned as the organisation moves into the reset phase following the pandemic emergency we are attempting to conduct our work over the remaining months of this financial year to ensure completion of the plan.

The work of internal audit for 2019/20:

Audit Assignment	Status	Audit Sponsor	Assurance Opinion	Number of recommendations		
				High	Medium	Low
BAF and Risk Management	TORs agreed and start date set: 6 th July 2020	Paul Benton	Reasonable	0	1	3
Incident Reporting, Complaints and Duty of Candour	Fieldwork Commenced 2 July 2020	Paul Benton	Substantial	0	0	3
Non-Purchase Order Expenditure	Draft TORs sent 2 July 2020	Simon Bragg	Pending	-	-	-
Management Accounts and Budgetary Control	Draft TORs sent 2 July 2020	Simon Bragg	Pending	-	-	-
Appraisal, Personal Development and Training	Draft TORs sent 2 July 2020	Deborah French	Pending	-	-	-
Penetration Testing follow up	Scoping meeting requested: February, April and June	Simon Bragg/Chris Coleman	Pending	-	-	-
Cyber Essentials Standards Compliance	Scoping meeting requested: February, April, and June	Simon Bragg/Chris Coleman	Pending	-	-	-
New Business and Innovation	Scope to be agreed.	Simon Bragg	Pending	-	-	-

Thus far no reports have been issued by Internal Audit with a conclusion of 'High Risk'.

All audit recommendations are logged and followed up by senior management. The Quality Team are responsible for maintaining the Audit Tracker and Action Plan to ensure actions are implemented and evidenced and it is reviewed by the Executive Team and Internal Audit. The Audit Tracker is updated and reviewed by the Audit Committee at every meeting.

Head of Internal Audit Opinion

The Head of Internal Audit has provided an interim progress report for the year 2019/20. This was presented to the Audit Committee at its meeting on 7th July 2020. This interim report updated the East Coast Community CIC Audit Committee on progress made against the agreed 2019/20 operational internal audit plan.

Following the Audit Committee meeting in May the auditors were requested to add a follow-up review of Non-Purchase Order expenditure to the plan. This has been done and Terms of Reference drafted for consideration of the Director of Finance. Fieldwork has or is scheduled to commence on the two reviews within the Quality Directorate with Terms of Reference agreed promptly and operational management engaged in the initial set up meetings. We are also attempting to schedule the IT related work, the start of which has been hampered by the disruption to business as usual since February. Whilst progress overall is behind that originally planned as a result of the pandemic emergency, we are attempting to conduct our work over the remaining months of this financial year to ensure completion of the plan.

The internal audit service is provided by West Midlands Ambulance Services for the 2019/20 audit plan. This is the fourth year of service provision and it is performed in accordance with Public Sector Internal Audit Standards.

10.2 Significant issues

The significant issues and risks to the ECCH delivery of its objectives as identified at the Board in the Board Assurance Framework and the Strategic Objectives Progress Report this year were:

1. There is an overarching financial risk to the future of the organisation if a viable surplus is not maintained.
2. There is a risk that insufficient business opportunities will be secured to ensure the future commercial viability of the organisation.
3. There is a risk of infrastructure failure and or data loss/breach.
4. There is a risk that we do not develop our workforce, resulting in low morale and inability to recruit and retain staff.
5. There is a risk that we will not be able to operate our business due to sickness and absences. *(e.g. staff sickness, a glut of annual leave being taken after an intense period and cover required, special leave, medical suspension and potential self-isolation after travel.)*
6. There is a risk that we will not be able to provide a service because our partner organisations have failed to deliver on their contractual obligations.
7. There is a risk that the outbreak of Coronavirus could severely impact the delivery of all our services.
8. There is an overarching contractual risk to the organisation from a failure to perform to standards set out within our contracts, or from a failure to work effectively within the framework of the ICS.

11. Conclusion

With the exception of the internal control issues that I have outlined above, to which appropriate action has been or is being taken, my review confirms that a sound system of internal control was in place in East Coast Community Healthcare C.I.C. for the year ended 30 September 2020

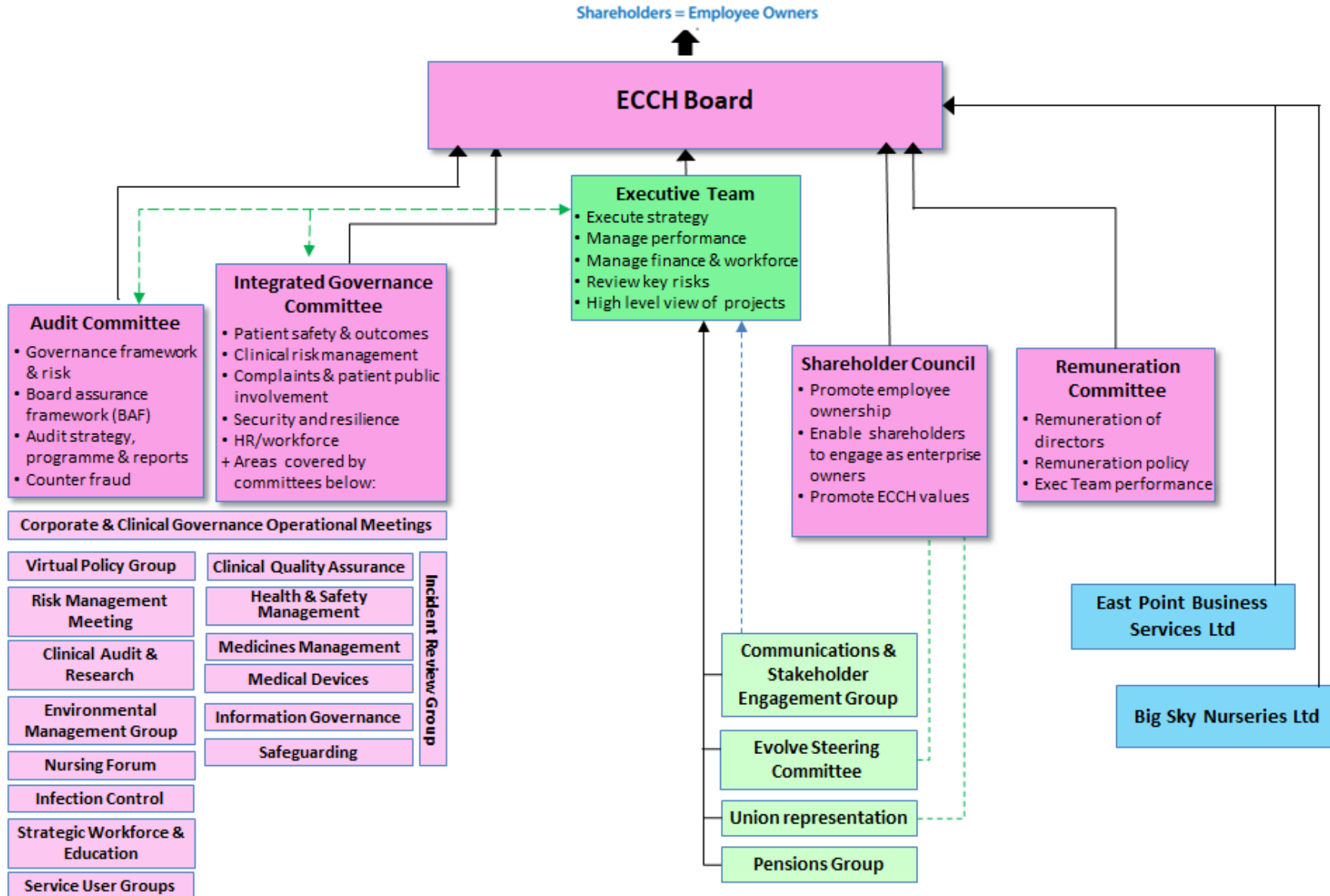
Signed: 

Chief Executive

Date: 11th November 2020

Our Governance Structure

All areas relating to quality are monitored by our Integrated Governance Committee and reported to our Board and our Commissioners.



Our Assurance Framework

