BOARD MEETING

Date:	**31 March 2026**
Venue:	Face to Face Board Members, Blackwell Room, 2nd Floor, Badminton Road, Yate (Members of the Public via Teams)
Time:	12:30 – 15:45

AGENDA

		Presented by Format	Approx. Timings
	MAIN MEETING		
	12:30 OPENING BUSINESS		
1.	**Welcome and Apologies** Welcome all to the meeting and note apologies	Chair Verbal	12:30-12:35 (5 mins)
2.	**Our People Story** Stories from the perspective of the service user and his carer (wife) about their health journey. The service who provided support is the Integrated Community Stroke Service.	Charles and Katie Newall	12:35-13:05 (30 mins)
3.	**People's Voice** To present to the Board the activities and achievements of the People's Voice	Claire Valsler Paper	13:05-13:15 (10 mins)
4.	**Declaration of Interest** Board members are asked to declare if they have any direct or indirect interest in the items to be considered at the meeting	Chair Verbal	13:15-13:20 (5 mins)
5.	**Previous Minutes– Meeting in Public** To formally approve the minutes of the meeting in public held on 9 December 2025	Chair Paper	
6.	**Actions Log** Review actions	Chair Paper	
7.	**Chair and Non-Executive Directors' Report** To provide an update on the activities undertaken in the last quarter, and to update the Board on matters not covered elsewhere on the agenda.	Chair & NEDs Verbal	13:20-13:30 (10 mins)
8.	**Chief Executive's Report** To update the Board on significant matters of business reported by the Executive Committee, covering recent activities both internally and within the wider healthcare system.	Jo Beer Paper	13:30-13:40 (10 mins)

	13:40 ITEMS FOR DECISION AND DISCUSSION		
9.	**Budget Plan 2026/27 and Finance Report** To present the budget plan for 2026/27 for approval and the current financial position.	Laks Khangura Paper	13:40-13:55 (15 mins)
10.	**Business Plan 2026/27** To present the business plan for 2026/27	Jason Makepeace Paper	13:55-14:05 (10 mins)
	14:05-14:15 (10 mins) BREAK		
11.	**Board Assurance Framework** **11.1 Embedding the BAF –** approve the proposal **11.2 BAF 2025-26 Q3 –** review and approve the Q3 BAF	Brenda Thomas Paper	14:15-14:30 (15 mins)
12.	**Board Forward Plan for 2026/27** Approve the forward plan for 2026/27	Brenda Thomas Paper	14:30-14:35 (5 mins)
13.	**Membership** **13.1 Membership Model –** note approval of updated Membership model **13.2 Updated Articles of Association –** approve the Articles, to reflect the updated Membership model.	Brenda Thomas Paper	14:35-14:50 (15 mins)
	14:50 ASSURANCE REPORTING/ RISK / REGULATORY		
14.	**Quarterly Reports on Board Committees, by Exception** Minutes can be made available, upon request. **14.1 Audit, Assurance & Risk Committee** **14.2 Quality and Outcomes Committee** **14.3 Finance, Estates, Environment & Digital Committee** **14.4 Performance Committee** **14.5 People Committee** **14.6 Integrated Governance Improvement Plan Group, including Undertakings**	Committee Chairs Paper	14:50-15:20 (30 mins)
15.	**Committee Effectiveness Reviews** Summary of the outcome of committee effectiveness reviews	Brenda Thomas Paper	15:20-15:25 (5 mins)
16.	**UNICEF Baby Friendly Initiative** Provide assurance to the Board on the Infant Feeding Team during 2025 and to celebrate the UNICEF Baby Friendly Accreditation scheme received during 2025 and those planned for 2026.	Jo Webb / Mary Lewis Paper	15:25-15:35 (10 mins)
	15:35 CONSENT AGENDA ITEMS		
17.	**Gender Pay Gap Report** Reviewed and agreed at People Committee in February. Board to approve for publication.	Domini Harewood Paper	-

	15:35 FOR INFORMATION ONLY		
18.	**Board Register of Interests 2025/26** For information	Brenda Thomas Paper	-
	15:35 **PUBLIC QUESTIONS (Received in advance)** Questions will be dealt with earlier in the meeting, following the agenda items the questions relate to at the Chair's discretion.		
19.	**PUBLIC QUESTIONS** Board response to questions received in advance relating to this agenda	Barbara Brown	15:35-15:40 (5 mins)
20.	**15:40 CHAIRS SUMMING UP & CLOSE OF PUBLIC SESSION**		

FORWARD MEETING DATES				
	DATE	**TIME**	**MEETING TYPE**	**VENUE**
	14 April 2026	**10am-4pm**	**Seminar**	**Yate, HQ**
	26 May 2026	**10am-4pm**	**Seminar**	**Yate, HQ**
	16 June 2026	**11am-12pm**	**Private Board**	**Yate, HQ**
	16 June 2026	**1-4pm**	**Public Board**	**Yate, HQ**
	7 July 2026	**10am-4pm**	**Seminar**	**Yate, HQ**
	29 September 2026	**11am-12pm**	**Private Board**	**Yate, HQ**
	29 September 2026	**1-4pm**	**Public Board**	**Yate, HQ**
	27 October 2026	**10am-4pm**	**Seminar**	**Yate, HQ**
	1 December 2026	**10am-4pm**	**Seminar**	**Yate, HQ**
	8 December 2026	**11am-12pm**	**Private Board**	**Yate, HQ**
	8 December 2026	**1-4pm**	**Public Board**	**Yate, HQ**
	12 January 2027	**10am-4pm**	**Seminar**	**Yate, HQ**
	9 February 2027	**10am-4pm**	**Seminar**	**Yate, HQ**
	30 March 2027	**11am-12pm**	**Private Board**	**Yate, HQ**
	30 March 2027	**1-4pm**	**Public Board**	**Yate, HQ**

Board Report

Date	31 March 2026	**Agenda item**	2
Title	Our People Story Service User Story – experience of integrated community stroke service		
Author	Katherine Watts		
Presented by	Nick Cutcliffe/Chiara Lloyd-Yates	**Version**	1
For	Approval/decision ☐ Debate ☒ Assurance ☐ Information ☒		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☒		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

Supports the delivery of Sirona's Experience and Engagement Strategy:

- to ask people to give feedback
- to listen to their experiences of care
- to learn and understand what matters most to people who use our services
- to involve people in activities to improve care

Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation?
Provide links to relevant evidence sources relied upon in this report.

Patient feedback through several meetings

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

Experience and Engagement

Summary and Key Issues to be highlighted
Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them *Alert the Board to of areas where assurance is not sufficient.* *Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).*
The story explores the patient and his wife's experience of having a stroke and rehabilitation journey.
Actions for the Board (including any decisions required and options for consideration)
Are there any matters that require a Board decision or discussion to address issues of concern?
Listen to the story

1. Background

Digital patient stories provide a valuable tool for enhancing patient care, improving quality, educating staff, and fostering a culture of empathy and continuous improvement.

This methodology encourages people who use Sirona services to share their experiences, in their own words, highlighting what matters most to them. It provides personalised, emotive and memorable feedback which can also be shared widely within the organisation to celebrate great care, reflect on practice or make improvements where needed.

2. Key Points

There are two stories for this session. One from the patient's perspective and the other from his wife's. It explores their experiences of the event and subsequent rehabilitation journey, with the care and treatment being provided by the Integrated community stroke service.

3. Recommendations

The Board is asked to listen to the story. Staff will be on hand to introduce the story, Mr and Mrs Newall are happy answer any questions and share the background.

Board Report

Date	31 March 2026	**Agenda item**	3
Title	People's Voice Summary Report		
Author	Claire Valsler, Chair of Sirona's People's Voice / Greg Juckeston, Lead for Experience and Engagement		
Presented by	Claire Valsler	**Version**	1
For	Approval/decision ☐ Debate ☐ Assurance ☐ Information ☐		
Assurance Rating	High/Significant ☒ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom	The People's Voice remain an autonomous group, whilst receiving support from the Head of Experience & Engagement. This report offers an accurate reflection of the discussions and activities and work of the group with a high level of assurance.		

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
To present to the Board the activities and achievements of People's Voice	
Related Risk No. (If applicable)	n/a

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
The voice of service users, people with lived experienced, and interested stakeholder partners is central to Sirona's decision-making and assurance arrangements, therefore the People's Voice provides regular updates directly to the Board through a summary report. The People's Voice work programme is steered by the Working Group of People's Voice members, led by an independent Service User Chair, who prepares this report. It reflects the discussions and activities of the People's Voice.

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
The content of this report reflects the meetings of People's Voice in January 2026 and subsequent activities undertaken by People's Voice members and Experience & Engagement Team outside of the meeting structure. This has been prepared by the Chair of the People's Voice together with the Lead for Experience and Engagement.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

The People's Voice continues to use our new, successful hybrid model with the meetings taking place both online and in-person and with the in-person location moving around our geography to give more members the opportunity to attend face to face.

Our January meeting took place in Yate HQ on 15th January 2026. The meeting was chaired by Claire again following her absence due to poor health, and she was warmly welcomed by all those present. Jo Hudson attended to give an update on the recent CQC inspection and actions following it. The members found this a helpful overview and asked several related questions. Katherine Watts then presented an update on complaints, concerns and compliments, addressing themes and actions from these and discussing further opportunities for patients to have their voice heard. Again, this was well received by members.

Unfortunately our March meeting was unable to go ahead due to ill health, so the next meeting will be in May, where the group will receive presentations from Rob Jones on research in Sirona and a representative of the AIS steering group to update on progress around accessible information.

Since starting our recruitment drive, we have received several expressions of interest and are currently processing these applications. We have updated our webpage with a series of information resources for interested parties - People's Voice - Sirona care & health, to encourage more potential members to apply. We are advertising for members across Sirona, as well as through community newsletters and our VCSE partners.

Claire has now begun work to record and induction video for potential new members, to give a quick overview of Sirona and the role of the People's Voice within this. When this is ready, we can share it with the Board.

We also raised the opportunity of a deputy chair role and asked for expressions of interest but have not yet received any interest – we do hope that we will be able to recruit to this role on the arrival of new members.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

The Board is asked to receive this report as assurance on the work of People's Voice.

Date	Tuesday 9 December 2025, 13.00-16.00
Location	Blackwell Room, Yate HQ

Attendees

The following Board attendance was noted:

Attendees		**Present**	**Apologies**
Barbara Brown	Chair	✓	
Tim Cooper	Non-Executive Director	✓	
Anil Patil	Non-Executive Director	✓ (online)	
Jacky Hayden	Non-Executive Director	✓	
Hayley Richards	Non-Executive Director	✓	
John Rushforth	Non-Executive Director	✓	
Vareta Bryan	Non-Executive Director		✓
Jo Beer	Chief Executive Officer	✓	
Laks Khangura	Chief Finance Officer	✓	
Andrea Gordon	Chief Operating Officer	✓	
Jason Makepeace	Chief Digital & Information Officer	✓	
Domini Harewood	Chief People Officer	✓	
Mary Lewis	Chief Nurse and Allied Health Officer	✓	
Ben Burrows	Interim Chief Medical Officer	✓	
Brenda Thomas	Interim Director of Governance	✓ (online)	
Jan Bergman	Interim Director of Improvement	✓	

In attendance

Kyla Munro-Parker	Corporate Governance Manager (Minute Taker)
Nathalie Vafiadis	Associate Non-Executive Director - virtual
Jools Granville	Communications Team
Claire Valsler	People's Voice Chair
Annie Morse	Director of Allied Health Professionals – Item 2
Presenters:	
Paul Morris	Item 2 – Our People Story - Paul's Young Onset Parkinson's Disease (YOPD) Journey
Observers:	

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Janet Williams	NHS Leader, independent organisational culture review
Eric Sanders	Member of the public

Item	Notes	ACTIONS
1.	**Welcome and Apologies:** The Chair, Barbara Brown welcomed all to the meeting. Apologies were noted, as above. Barbara opened the meeting and outlined changes to the recording and engagement approach for public Board meetings. She advised that Board meetings will no longer be published online; recordings will be made solely to support accurate minute-taking. The intention is to encourage greater public engagement before, during, and after meetings. This work will be supported by James Field, Associate Director of Communications. Claire Valsler requested a summary that could be shared with members of People's Voice who may wish to engage more actively with Board meetings. **Action: Brenda Thomas to provide wording to Claire Valsler for an invitation to People's Voice members to engage more closely with Board meetings.** New Board members were welcomed: Jo Beer, Jason Makepeace, and Brenda Thomas. Barbara recorded the Board's thanks to outgoing members who have now left Sirona: Julie Sharma (Interim Chief Executive Officer), Julie Young (Interim Director of Governance), and Nick Hopkinson (Interim Chief Digital & Information Officer). Observers were welcomed and reminded of participation protocols.	
2.	**Our People Story – Paul's Young Onset Parkinson's Disease** Paul Morris gave a presentation with slides on screen. Paul shared his lived experience of Young Onset Parkinson's Disease and his journey through treatment, including Deep Brain Stimulation (DBS) surgery. He described: • The impact on daily life, mental health, and ability to work. • DBS surgery process, recovery, and calibration. • His significant improvement post-surgery, including reduced medication and side effects. Paul highlighted the importance of the Parkinson's specialist nurses, neurologists, occupational therapy, physiotherapy, and speech and language therapy, while noting gaps in timely access and continuity of support. He stressed the need for better fatigue management and ongoing check-ins.	

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	Tim Cooper joined the meeting. Andrea Gordon wanted to understand why Paul's occupational therapy sessions had ended. Paul explained that the sessions concluded because he had achieved the agreed goals. He noted that re-accessing the service would require a new referral and felt that regular check-ins would be more helpful. Jack Hayden, Annie Morse and Claire Valsler highlighted opportunities for Paul to contribute to People's Voice and clinician education. Jacky felt that it would be helpful in highlighting the importance of holistic support in recovery as well as understanding the impacts and side effects of medication on an individual's day to day life. Annie emphasised that the success of DBS surgery depends on comprehensive, holistic support alongside the clinical intervention. She highlighted the importance of ensuring system partners understand that optimal outcomes cannot be achieved without integrated, wrap-around support. John Rushforth highlighted the value of strong community networks in providing support. Paul added that peer support groups for younger people had been particularly helpful. Jo Beer asked about opportunities for accessing occupational therapy support digitally. Paul noted that he had previously received digital support through his employer and found it beneficial. Annie confirmed that Paul had also attended an online meeting with Sirona. Jo observed that this insight would be useful as Sirona considers how to improve digital access to services. Board members praised Paul's courage and thanked him from sharing his experience.	
3.	**People's Voice Report** Claire provided an update on the recent progress and challenges faced by Sirona's People's Voice group. She highlighted: • A draft work plan is in progress and will be shared with the Board in early 2026. • Recruitment remains a significant challenge, particularly for a Vice Chair role to support continuity and leadership within the group. Efforts need to be intensified, including reaching out to community partners, voluntary sector organisations, and internal staff networks. • A flyer and QR code have been developed to encourage participation, and plans are underway to update a previous blog post to attract new members. • The group aims to increase representation from people with lived experience to ensure meaningful input into service development and strategy.	

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	Andrea asked how the Board can help with recruitment. Claire directed Board members to the recruitment resources on Sirona's website. Barbara emphasised the urgency of moving from planning to action, noting that proactive recruitment and engagement are now critical. She stressed the importance of finding a Vice Chair. John reinforced the need for Sirona to take ownership of recruitment efforts, stating that the organisation benefits directly from strong user voice in shaping services and strategy. He suggested leveraging voluntary sector networks and local community groups to identify potential members. Jo discussed targeting recruitment for specific conditions (e.g., neurological, respiratory, cognitive impairments) to ensure diversity of experience. Mary Lewis proposed rotating meeting locations across different geographical areas to draw wider interest and engagement. Mary suggested the Executive look at resourcing support for People's Voice. Claire confirmed willingness to engage with interested individuals personally but requested additional support from Sirona's communications and resourcing teams to run campaigns. Domini assured Claire that both the communications and resourcing teams will provide support with recruitment. Mary and Claire noted the importance of aligning People's Voice with Sirona's volunteer strategy and volunteering policy and ensuring volunteers feel valued and supported was noted.	
4.	**Declarations of Interest** The register of interest was noted. There were no further declarations of interest.	
5.	**Approval of Previous Board Minutes** **Meeting in public – 9 September 2025** Claire noted that her apologies were not included in the previous meeting minutes. It was agreed that this would be added. The minutes of the public meeting held on Tuesday 9 September 2025 were reviewed and approved as an accurate record, subject to the amendment above.	
6.	**Action Log** The following comments were made in relation to the action list and matters arising: **Bpublic2526.11 – People's Voice work plan:** Mary confirmed that the Experience and Engagement team is developing a work programme and	

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	timeline for People's Voice. Claire will review and present this to the Board in early 2026. **Bpublic2526.12 – Where governance will sit for the Ministry of Justice Section 37/41/45a patients:** Mary and Ben Burrows are meeting with AWP to progress the matter. Mary advised that some progress has been made, but the complexity of commissioning and required skill sets means further work is needed. She noted the issue may require escalation for Chief Executive level intervention to secure clarity. Barbara highlighted that this remains a significant risk and emphasised the need for clear assurance and a confirmed ICB position to inform internal decision-making. A full update will be provided at the next Board meeting. **BPublic2526.13 – Board risk tolerance paper around Children's waiting lists:** Andrea reported that the business case was presented to the ICB Board and was well received, though further information is required before approval. It will return to the ICB Board in February, with a final review expected in March. The outcome will inform Sirona's risk appetite and approach to managing high waiting lists, and an update will be provided at the next Board meeting. Jo highlighted the need for a clear communication strategy, supported by the ICB, to manage expectations during this period. **Bpublic2526.14 – Advocacy trends among patient groups:** The Board noted that the action was not yet due and that work would be scheduled accordingly.	
7.	**Chair and Non-Executive Directors Report** Barbara opened her report by reflecting on the transition period within Sirona's leadership and its impact on the organisation, noting that her priority has been to ensure continuity and confidence during this time of change. She highlighted: • The positive impact of recent Board appointments and that the Board is now at full complement, strengthening its ability to operate effectively and strategically. • The vital role of Non-Executive Directors (NEDs) in supporting the organisation, including their contribution to understanding staff experience, ensuring the right cultural changes happen in systematic and sustainable ways, scrutinising information for decision-making, and ensuring effective, equitable, and value-for-money care arrangements. • The importance of NED visibility, noting their active programme of site visits to understand frontline challenges and opportunities. • The independent cultural review is underway, with NEDs fully committed to the process and available to the review team. • The Board's mandate to support organisational clarity and create the accountabilities needed for Sirona to become a trusted community health provider. • NEDs have taken on work beyond their usual remit to stabilise governance and support urgent priorities, with the expectation that this will reduce as the organisation progresses.	

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	• The need for NEDs to return their focus to their core role: supporting the Board's work, providing scrutiny and accountability, and contributing to strategic direction. The Board noted the Chair's update.	
8.	**Chief Executive Officer Report** Jo Beer opened her report by reflecting on her first six weeks in post, expressing gratitude for the warm welcome received across the organisation. She highlighted the following: • There is strong staff passion and commitment to high-quality care but noted sustained pressure on the workforce and the need for clearer decision-making and improved engagement. • There is a need to create space for staff to think differently and work more effectively, supported by ongoing leadership development, including an Executive Away Day and a Top 100 Leaders event in early 2026. • Cultural improvement remains a priority for the organisation. • There are significant opportunities for digital transformation and innovation, supported by the appointment of the new Chief Digital Information Officer, with work underway to prioritise high-impact initiatives. • Emerging changes within ICB cluster arrangements will create opportunities for Sirona to work differently with system partners. Meanwhile, Sirona remains committed to supporting system priorities, including winter pressures and No Criteria To Reside (NCTR) initiatives • The outcome of the recent Care Quality Commission (CQC) inspection has changed Sirona's overall rating from Good to Requires Improvement. Improvement plans will be shared with the Board in the new year. • Sirona staff were commended for their rapid response to a recent system critical incident, noting that Sirona mobilised resources effectively to support Bristol hospitals during a period of extreme pressure The Board noted the update from the Chief Executive Officer.	
	ITEMS FOR DECISION AND DISCUSSION	
9.	**Winter Plan** Andrea presented the Winter Plan for Board approval, outlining how Sirona will organise itself internally and work as a system partner during the winter period. She emphasised that the plan had been reviewed by the Executive and Performance Committee prior to this meeting. Andrea highlighted the actions taken to mitigate risks, including: • Daily operational flow meetings to guide operational decision-making. • Tactical and strategic on-call arrangements in place to provide responsive oversight. • Vaccination programme underway with targeted actions to improve uptake.	

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- Supporting Attendance Policy strengthened to improve workforce resilience.
- Recruitment and vacancy management strengthened through a robust process and bank staff utilisation.
- Winter plan supported by robust EPRR processes and clear SOPs.
- Participation in daily system calls to coordinate escalation and operational response.
- Active focus on admission avoidance and timely discharge to support acute hospital flow.
- Development of Home-Based Intermediate Care SOPs to streamline system-wide patient flow.
- Exploration of alternative discharge routes beyond Sirona, including direct pathways to local authority or voluntary sector partners

John requested the development of KPIs and a winter dashboard to monitor delivery against commitments. Andrea agreed on the need to strengthen this area, noting that KPIs exist for demand, capacity, and Infection Prevention Control (IPC), but are not clearly reflected in the current report, and will be included in the next iteration. Jo also supported the introduction of a dashboard.

Mary provided assurance that IPC measures align with national guidance and highlighted the current focus on flu risk.

Jo outlined the potential to use additional bed capacity at South Bristol Community Hospital to ease winter pressures by supporting earlier discharge, providing short-term capacity and acting as a flexible resource during critical incidents. Jo requested an Equality Impact Assessment (EQIA) within two weeks so that Sirona can make an informed decision ahead of expected winter pressures.

Action: Mary Lewis and Ben Burrows to undertake an EQIA for the use of additional bed capacity at South Bristol Community Hospital to support the system during critical incidents and periods of high pressure.

Mary expressed caution, acknowledging the need to ensure compliance with CQC registration and fire safety requirements. She stressed that clinical risk must be balanced against system pressures, and all mitigations documented. Both Mary and Ben proposed the use of the system-wide dynamic risk assessment to understand and balance the risks and impact of actions. This will guide decisions on when and how to use these beds.

Jacky suggested that front-door prevention initiatives, such as falls prevention, should complement discharge planning to reduce pressure on acute services. Jo agreed, noting these approaches align with Sirona's social purpose and could be explored further after the winter period. Mary added that Sirona's Frailty, Falls and Care Homes teams already deliver evidence-based interventions that have reduced admissions to care homes, which could be scaled up.

Decision: The Board approved the 2025/26 Winter Plan.

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	ASSURANCE REPORTING/ RISK / REGULATORY	
10.	**Quarterly Reports on Board Committees** **10.1 Audit, Assurance and Risk Committee** John provided the following update from the Audit, Assurance and Risk Committee meeting on 4 November: • The committee discussed its role in ethics. They discussed the development of an ethical framework to support organisational decision-making, particularly in relation to future commercial activity. The committee responded positively to the work undertaken, noting strong engagement from the Executive and the value of adopting ethical approaches used in other sectors. • The next committee meeting will include a deep dive into audit strategy. **10.2 Quality and Outcomes Committee** Jacky provided the following update from the Quality and Outcomes Committee meeting on 25 November: • The committee attended an extraordinary End of Life Steering Group meeting. Themes discussed included continuing to support and increase competence and confidence, and ensuring sufficient allocation of time to provide quality end of life care. • Progress noted in building metrics and improving Friends and Family Test response rates, enabling better insight into patient experience. • Positive progress on clinical governance, including the introduction of new SPC charts, with plans to digitise reporting for greater efficiency. • Violence and aggression remains a significant concern across services. • The committee undertook an in-depth review of a recent patient safety incident investigation (PSII) to ensure learning and accountability. Jo highlighted the increasing number of incidents of violence, aggression and racism towards staff. She reiterated that staff and patient safety remain the highest priority and confirmed that, with immediate effect, any decision to withdraw care for violent or aggressive patients will be taken by the COO, CNO or CMO, with an out-of-hours process in development. Jo has raised concerns with the BNSSG ICB regarding the multi-agency response, and a system-wide piece of work has been agreed to prioritise staff and patient safety. In the interim, Sirona will consider additional mitigations, including specialist security support, use of non-uniform, and changes to body-worn camera arrangements. **10.3 Finance, Estates, Environment and Digital Committee** Anil Patil provided the following update from the FEED Committee meeting on 18 November: • Month 7 finance results show improvement, but delivery of efficiency targets remains challenging. • Oversight of delivery against the annual business plan will transfer from FEED to the Performance Committee going forward. • A deep dive into digital infrastructure is planned for the next meeting to explore opportunities for efficiency and innovation.	

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- The Bristol INT overspend has highlighted the need for stronger root cause analysis, more robust evidence-based decision making, and quicker action when variances arise.
- Savings of around £15m are required over the next 24 months. The committee emphasised the need for a stronger understanding of demand, capacity, and service delivery costs, supported by comparative benchmarking. It also highlighted the importance of improving productivity, exploring income-generation opportunities, and advancing digital transformation to support long-term financial sustainability

Jo acknowledged the concerns raised about the Bristol INT overspend and the pace of implementing corrective actions. To strengthen oversight, a new consolidated monthly quality and performance assurance meeting attended by all directors will be implemented from January. This will be supported by a clearer accountability framework.

Mary noted that the Bristol INT improvement programme must balance financial recovery with maintaining quality of care, ensuring staff are supported to manage increasingly complex patient needs while safeguarding patient outcomes.

10.4 Performance Committee
Hayley Richards provided the following update from the Performance Committee meeting on 18 November:

- The committee noted the strong progress made in embedding the Integrated Performance Report (IPR).
- Data Quality improvements were noted, with new measures introduced to assess data reliability.
- Children's services (bladder and bowel, autism, community paediatrics) and neurology remain significantly below KPI targets and will not meet trajectory without system-level interventions.
- The committee will pilot a deeper review of selected services using SPC charts broken down by geography and demographics to identify learning.
- Work is underway to define a set of KPIs that provide a clear view of Sirona's performance at a glance.

Andrea provided an update on the system-wide insulin work she is leading, noting that workstreams have not progressed at the desired pace. Sirona has made significant internal improvements to insulin administration processes and is seeking to join the GIRFT programme, which has led to substantial reductions in visit numbers in other participating areas

Jo noted that, going forward, the respective Executives will present the IPR to the Board.

10.5 People Committee
Tim Cooper provided the following update from the People Committee meeting on 27 November:

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	• The committee are trying to think more thematically, particularly around culture, EDI, and violence and aggression to avoid siloed thinking and ensure integrated solutions. • The Freedom to Speak Up Policy was reviewed and recommended for Board approval. • The Safer Staffing report has been reviewed and provided to the Board for noting. • The January committee meeting will include a deep dive into workforce models of the future, considering how Sirona needs to configure itself to best address risks and opportunities. Domini advised that updates from all staff networks and union representatives were included for the first time. Tim noted the value of the discussion, particularly around dedicated time for members of networks to attend meetings and participate in project work. **10.6 Integrated Governance Improvement Plan Group, including Undertakings** Tim highlighted: • The Group noted the significant amount of progress that has been made. They are content that we have taken the action that is needed or embedded into BAU the work that is needed to deliver the CQC service level inspection reports. • Most governance and leadership recommendations from the NHSE and GGI reviews have been addressed or embedded into BAU. • Priority actions for the start of 2026 have been identified, with the aim to exit NHSE oversight by mid-2026 Jan Bergman explained that NHSE are positive about the progress being made by Sirona. He acknowledged that there is still some work to be done before Sirona can exit the undertakings completely. Jacky highlighted a concern that current safer-staffing pressures leave little time for essential coaching, mentoring and delegation. She stressed the importance of measuring competence as well as competencies and highlighted the importance of investing in coaching and mentoring. Jo supported this and updated on work that is taking place around talent management and leadership development. The Board noted the quarterly Board committee reports.	
11.	**Finance Report for Month 7** Laks Khangura presented the finance report, highlighting: • Month 7 results show an improvement of approximately £350k compared to Month 6, reflecting progress on efficiency initiatives. • Despite this improvement, Sirona remains under pressure to accelerate delivery of cost improvement programmes (CIPs) in the final quarter to meet year-end targets. • Cash remains stable and within expected levels. • Initial medium-term financial plan modelling indicates a 1.5% gap rolling forward into 2026/27, equating to around £3m.	

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	• A framework is being developed to build £2m investment headroom for both the Adult's and Children's contract renewal. • Sirona is facing an £8m savings requirement for 2026/27. At present, £1-2m of potential savings ideas have been identified, leaving a substantial gap. • System partners are facing a challenging 5% savings target. • As a CIC, Sirona must ensure its own financial sustainability. Work around value-for-money, workforce model, digital opportunities and productivity gains will be an essential part of this. Jan discussed the need to align this with the performance review meetings. He noted that corporate teams will be held to account, as well as the divisions. John requested an update on the financial challenges for the system. Laks noted the challenges being presented by system partners, who also have challenging CIP targets to meet. He noted how the merger between UHBW and NBT and changes at the ICB were impacting on the delivery of this work. Jo noted the need to rethink the organisation's commercial strategy and identify opportunities for income generation, alongside the ongoing work on demand and capacity, productivity, and value-for-money. Laks advised that the BAF risk rating for financial sustainability has been increased from 12 to 16, reflecting concerns about the pace of delivery of this year's plan and confidence in achieving next year's budget. The Board noted the finance report.	
12.	**Board Assurance Framework (BAF) 2025-26 Q2** The Board reviewed the updated BAF, which had been through all the relevant committees. Jan noted that the updated framework reflects work undertaken with GGI to strengthen governance and risk oversight. Mary explained that risk SR3.1 (demand and capacity) has moved from Quality and Outcomes Committee to the Performance Committee, reflecting its operational nature. Laks noted that the current financial sustainability risk includes reference to delivery of the annual business plan. He suggested that this may need to be reviewed following the decision to transfer oversight of the business plan to Performance Committee. **Action: Brenda Thomas and Laks Khangura to review BAF risk SR5.2 (financial sustainability) in light of the decision to transfer oversight of the annual business plan to Performance Committee.** The Board noted the BAF report.	
13.	**Risk Register**	

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	Mary presented the latest Risk Register report, which provides an overview of all risks scoring 15 or above. She emphasised that the report reflects a point-in-time snapshot, but risks are managed dynamically and updated regularly. Mary highlighted the following:
	• Positive progress has been made to reduce the score of several risks, with eight risks previously scoring 15+ reducing to 12 or below due to the implementation of effective mitigations.
	• An Executive Risk Management Group has been established and will meet for the first time in December. The group will improve clarity, strengthen controls, and provide better assurance on risk management: They will:
	  ○ Approve new risks scoring 12 or above.
	  ○ Oversee risk closures and challenge mitigation plans.
	  ○ Horizon-scan for emerging risks and agree which risks can be tolerated.
	  ○ Ensure consistency in scoring and escalation across committees.
	
	The Board noted the risk report.	

	CONSENT AGENDA ITEMS	
14.	**Quality and Outcomes Committee Annual Reports** To formally receive the annual reports for approval following scrutiny by the Quality and Outcomes Committee: • Infection Prevention and Control Annual Report • Safeguarding Annual Report • End of Life Annual Report The Board approved the annual reports.	
15.	**Speaking Up Policy** To ratify the Speaking Up Policy following review and recommendation to approve by the People Committee in November 2025. It was noted that the clean copies of the policy provided in hard copy format to Board members was the same as the version within the pack with the tracked changes accepted. For clarity, it was agreed that the final version should be circulated without tracked changes. **Action: Brenda Thomas to issue the clean version of the Speaking Up Policy to all Board members.** The Board ratified the Speaking Up Policy.	
16.	**Policy Development and Management Policy** To ratify the Policy Development and Management Policy following review and recommendation to approve by the Audit, Assurance and Risk Committee in November 2025. The Board ratified the Policy Development and Management Policy.	
17.	**Interests, Gifts, Hospitality, Sponsorship and Bribery Act Policy**	

DRAFT

	To ratify the Interests, Gifts, Hospitality, Sponsorship and Bribery Act Policy following review and recommendation to approve by the Audit, Assurance and Risk Committee in November 2025. The Board noted and supported the proposal to designate the Senior Independent Director (SID) as the named NED for Conflicts of Interest. This change will be reflected in the updated policy. The Board ratified the Interests, Gifts, Hospitality, Sponsorship and Bribery Act Policy. They approved: • Conflicts of Interest Guardian/Lead as the Director of Governance • Conflicts of Interest named NED as the SID	
18.	**Board and Committee dates for 2025/26 and 2026/27** To approve the Board and Committee dates for 2025/26 and 2026/27 which have been reviewed at the relevant committee meetings. The Board approved the Board and Committee dates for 2025/26 and 2026/27.	
19.	**Quality and Outcomes Committee Terms of reference** To ratify the Quality and Outcomes Committee terms of references which were approved at the committee meeting in September 2025. The Board ratified the Quality and Outcomes Committee Terms of Reference.	
	FOR INFORMATION ONLY	
20.	**Board Register of interests 2025/26** The Board noted the Register of Interests.	
21.	**Forward Plan** The Board noted the Forward Plan.	
22.	**Public Questions** The Board noted that no questions had been received for the Board to answer.	
23.	**Any Other Business and Close of meeting in Public** Jo proposed enhancing public engagement by introducing live updates from Board meetings via social media channels and internal platforms. This would showcase key decisions, best practice, and organisational priorities in real time. The Board supported this initiative, noting its potential to improve transparency and staff engagement. Barbara thanked members for their contributions and acknowledged the organisation's progress during a period of transition. Barbara also extended seasonal greetings to all Board members. Barbara thanked all for attending and closed the meeting.	

Next meeting date	Extraordinary Board meeting – Tuesday 6 January

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Board (public) Action Log - 2025-2026

KEY: Due | Not Due | Overdue | Propose to Close

Action Reference	Action number	Meeting Date	Item	Action	Due Date	Owner	Update	Status
Bpublic2526.11	11	10.06.2025	People's Voice Report	Mary to ask the Experience and Engagement Team to develop a work programme and timelines for People's Voice.	Mar-26	Mary Lewis	Sept 2025 - Mary has asked the E&E Team to develop a work programme and timelines for People's Voice. This is in progress. Dec 2025 - Nick met with Claire Valsler to review the work programme developed in her absence from her role. Claire will be working with Nick to finalise the agreed plan and intends to present this at the next available board session in 2026. March 2026 - Paper circulated to Board members. Propose to close.	**Propose to close**
Bpublic2526.12	12	10.06.2025	Quarterly Summary Report from the Performance Committee	Julie Sharma to confirm where the governance will sit for the MoJ section 37/41/45a patients and where it will be reported, for overall assurance.	Mar-26	Jo Beer	Sept 2025 - Ongoing, no agreement with ICB on taking the patient and discussions are continuing. Will be brought to Board, if a decision is required. Dec 2025 - There is still no further progress on this, as discussions are ongoing. March 2026 - System Governance: MoJ and associated pathways system work underway, overseen at system level through Quality Improvement Group (ICB). Sirona Governance: Within Sirona combined oversight structure - Sirona and AWP Executive group to oversee all required actions through Divisional Quality and Performance Executive meeting to Executive Management meeting. Propose close action - ongoing reporting by exception.	**Propose to close**

Action Reference	Action number	Meeting Date	Item	Action	Due Date	Owner	Update	Status
Bpublic2526.13	13	10.06.2025	Quarterly Summary Report from the Performance Committee	The Board agreed that to formally tolerate the risk around Children's waiting lists, a paper should be presented to the Board, outlining why it should be tolerated and show the extent of the risk. The paper should also include benchmarking against national and system delivery metrics, over a time period of 2-3 years. The paper to include all children's services, including the vulnerable groups in the community, i.e. children in care. As well as how we are going to manage the ongoing internal assurance processes. Also, to include the extent of actions taken in the areas of risk and recommendations highlighted in the reports by the 3 external providers who assessed the services.	Mar-26	Andrea Gordon	Sept 2025 - The risk toleration paper is on hold until the system led task and finish group has delivered on its actions. An outcome of the task and finish group is to consider a risk toleration paper for the Board. Action was deferred to the next Board in December. Dec 2025 - The task and finish group is not in a position to provide a paper on risk tolerance for children's waiting lists. Propose it goes to the next Board in March. March 2026 - The request to note the children's risk related to long waiting times for assessment and treatment, as tolerated is no longer necessary. The successful outcome of the business case with investment, will allow the risk to be managed and incrementally reduced over time with a trajectory to eliminate the risk by 2029. Propose to close.	**Propose to close**
Bpublic2526.14	14	09.09.25	Our People Story – Early Resolution of a Complaint	Nick Cutcliffe to bring a paper that analyses advocacy trends among different patient groups.	Mar-26	Nick Cutcliffe	March 2026 - Paper circulated to Board members. Propose to close.	**Propose to close**
Bpublic2526.15	15	09.12.25	Welcome	Brenda Thomas to provide wording to Claire Valsler for an invitation to People's Voice members to engage more closely with Board meetings	Mar-26	Brenda Thomas	March 2026 - Given that there will be a Communications Strategy, it is suggested that we delay this until we know how the Board will engage with staff networks and People's Voice. Propose to close.	**Propose to close**
Bpublic2526.16	16	09.12.25	Winter plan	Mary Lewis and Ben Burrows to undertake an EQIA for the use of additional bed capacity at South Bristol Community Hospital to support the system during critical incidents and periods of high pressure.	Mar-26	Mary Lewis and Ben Burrows	Risk assessment (shared across system) includes EQIA and is appended to the procedure for opening winter surge beds. Suggest closure of action.	**Propose to close**

Action Reference	Action number	Meeting Date	Item	Action	Due Date	Owner	Update	Status
Bpublic2526.17	17	09.12.25	BAF	Brenda Thomas and Laks Khangura to review BAF risk SR5.2 (financial sustainability) in light of the decision to transfer oversight of the annual business plan to Performance Committee.	Mar-26	Brenda Thomas and Laks Khangura	March 2026 - SR5.2 has been reviewed by Brenda and Jo and executive lead Laks. The risk rating has increased from 16 to 20. At the FEED Committee in March, it was agreed that the risk would be further updated, and the assurance rating will change from positive to neutral, following comments and feedback from the Committee. Reference to the business plan has been removed. Updated risk to be presented at Board. Close.	**Propose to close**
Bpublic2526.18	18	09.12.25	Speaking Up Policy	Brenda Thomas to issue the clean version of the Speaking Up Policy to all Board members	Mar-26	Brenda Thomas	March 2026 - Clean Speaking Up Policy sent out to Board. Close.	**Propose to close**

Board Report

Date	31st March 2026	**Agenda item**	8
Title	Chief Executive Report: Public		
Author	Jo Beer		
Presented by	Jo Beer	**Version**	1
For	Approval/decision ☐ Debate ☐ Assurance ☐ Information ☒		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☒		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
This report provides the Board with an update on key developments since the last Board meeting and highlights matters that may be of particular interest to the Board. These include national and system developments, organisational progress, operational performance, and people and culture matters. It also reflects the findings from my first four months in post and the work underway to strengthen organisational grip, improve performance insight and accelerate delivery of key priorities, ensuring Sirona is well positioned ensuring Sirona is well positioned to meet both its contractual obligations and its broader role within the BNSSG system.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*

National publications; system forums; Sirona performance and governance meetings

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

N/A

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

National and Regional Context

National Appointments:

Elizabeth O'Mahony has been announced as the substantive Director General for Finance in the National NHSE Team following a period of secondment from the Southwest regional team.

Sarah-Jane Marsh will take on the role of Chief Operating Officer for NHS England, with a focus on the organisation's internal operations, retaining responsibility for urgent and emergency care, operations, emergency preparedness, resilience and response (EPRR) and improvement until the new Performance and Delivery function is in place, which is expected ahead of winter 2026.

Gill Morgan (previously Chair of Gloucester NHS Foundation Trust) has been announced as the Regional Southwest NHSE Chair

ICB Cluster Developments – BNSSG System

Major consultation on ICB and regional structures began on 23rd March 2026.

The direction of travel is clear:

- Reduced commissioner involvement in operational delivery
- Greater emphasis on provider leadership
- A stronger focus on neighbourhood models and prevention
- Multi-year planning and productivity expectations

The emerging BNSSG–Gloucestershire ICB cluster is advancing organisational changes aligned with national reform. System partners are increasingly converging around:

- Neighbourhood-based care models
- Population health outcomes
- Primary Care Network (PCN) footprints as an initial organising principle

As the ICB reduces its convening role, there is a risk of fragmentation unless providers take up system leadership roles. Our priority is to position Sirona as a credible and proactive partner in neighbourhood delivery and system transformation.

NHS Planning and Financial Framework

Updated national guidance for the 2026/27 Medium-Term Planning Framework reinforces:

- Ongoing national focus on productivity
- Greater emphasis on neighbourhood health and prevention
- Increased local flexibility in resource allocation
- Clear expectations for multi-year planning

These expectations highlight the need for Sirona to operate with strengthened financial discipline and operational control. This includes building a robust financial baseline, stronger demand and capacity insight, and enhanced operational performance management, ensuring we remain aligned to national direction and system priorities across BNSSG.

2. Financial Position

Financial plan reflects a challenging position, with delivery dependent on strengthening savings maturity and closing the remaining gap by June.

The 2026/27 financial plan sets out a challenging position, reflecting the ongoing structural mismatch between income and cost. While £7.9m of savings proposals have been identified, a proportion of these remain in development, and delivery confidence is being actively strengthened through focused executive oversight. Cost pressures continue to drive the requirement for recurrent efficiencies.

The plan is therefore not yet fully balanced and further work is underway to strengthen delivery plans and close the remaining gap. A refreshed financial forecast will be brought back to the Board by June 2026, supported by improved maturity of savings schemes and clearer trajectory on delivery.

Overall, the plan represents a realistic position, with further work required to strengthen delivery confidence, and a clear requirement for continued executive focus on productivity, cost control and transformation to achieve financial sustainability.

Following a detailed review, the Executive Team has concluded that submitting a fully balanced plan for 2026/27 at this stage would not reflect the current level of delivery assurance**.**

This is a deliberate commitment to financial discipline and establishing a credible baseline. Work is underway to convert opportunities into deliverable schemes, supported by improved modelling, service-level financial insight and independent productivity and value for money analysis. This approach will enable a more assured and sustainable financial position to be presented to the Board in June.

3. Organisational Priorities

Operational Performance

Sirona continues to deliver performance across several critical areas, most notably in urgent community response, safer staffing oversight, and quality related harm reduction, with encouraging improvements in pressure ulcer prevention, patient experience insights and thematic learning. However, there are ongoing challenges in managing demand and capacity across both adults' and children's planned pathways, with significant pressure in Community Paediatrics, ASD/ADHD, Bladder & Bowel, and Planned Therapy services due to sustained demand growth and structural workforce constraints. New Birth Visit compliance has slightly declined but remains upper quartile nationally, with targeted improvement actions underway. Adult flow pressures, particularly within P2 rehabilitation continue to drive systemwide impact, requiring tighter GIRFT aligned standardisation and strengthened operational grip. Across all divisions, the need for clearer trajectories, strengthened accountability, and sustained capacity protection is evident to enable recovery at pace.

The maturation of our risk management and governance processes, alongside the early stages of implementation of key improvement programmes, will be critical to securing future delivery confidence.

Operationally, services have maintained their focus on urgent pressures and winter demand. However, waiting times in some planned pathways, particularly children's neurodevelopmental services and adult planned therapies remain off target.

Contract Performance

The BNSSG ICB has raised concerns regarding EPRR performance and formal improvement actions are in progress to strengthen assurance and delivery.

Neurodiversity Business Case

On 5 February 2026, the BNSSG ICB approved a new needs led model of care for neurodivergent children and young people, an important milestone in service transformation.

The model shifts from diagnosis led pathways to early identification and needs-based support, integrating health, education and care around the child and family. Sirona will play a leading role, including:

- Establishing a multidisciplinary Neurodiversity Support Team
- Implementing new assessment and targeted support approaches in schools and community services

This reflects system confidence in Sirona's ability to lead community-based support and presents a significant opportunity to improve outcomes while reducing reliance on diagnostic pathways.

4. Culture Starts with Us Programme

The programme was launched in response to the independent culture review, which identified areas for improvement in staff experience, psychological safety and organisational behaviours.
More than 1,200 colleagues have attended organisation wide engagement sessions, with more scheduled through March and April. These sessions are supporting a shared understanding of the review findings and reinforcing expectations around behaviour, inclusion and leadership accountability.

Next steps will involve translating findings into practical, sustained cultural improvements, with a focus on demonstrable change in behaviours, leadership practice and staff experience over time.

We are already seeing an increase in the number of staff volunteering to be Freedom to Speak Up champions and an increase in people speaking up.

5. NHSE Undertakings: Improvement Director

NHSE has confirmed that the Improvement Director support requirement can now be stepped down, with governance of remaining improvements transferring to the Chief Executive and incoming Director of Governance. This is positive assurance on our continued improvement journey.

As a result, Jan Bergman left the organisation on 6 March. We thank him for his significant contribution over the past nine months. Work continues to strengthen governance in line with the Well Led CQC rating and NHSE undertakings.

6. Leadership Visibility

Over recent months, I have visited 7 of our 12 Integrated Neighbourhood Teams, gaining insight into both local challenges and common themes. I have met with the asylum and refugee vaccination team and observed challenges with digital and translation systems, and have also visited the Family Nurse Partnership team, whose work has been inspiring.

From April, the wider Executive Team will begin routine visits to frontline teams to strengthen visibility, communication and connection, with a more consistent and structured approach to engagement across all services commencing in May/June.

Safe and Respectful Working Environment

A recurring theme across all visits has been staff exposure to violence, aggression and racist behaviour, particularly in adult community and high-contact services. Although Sirona has a clear stance, staff do not consistently experience timely support. A rapid piece of work, led by Mary Lewis, is underway to introduce a Decision-Making Framework that will:

- Clarify frontline thresholds for staff withdrawal
- Set out immediate safety steps
- Provide clear escalation routes

Implementation is expected in mid–late April, with an expectation of consistent application and visible leadership follow-through.

Impact of International Events

Recent conflict in the Middle East and events involving the Jewish community in London have understandably affected some colleagues. We have taken steps to support affected staff, reminded colleagues of available support services and reinforced expectations around respectful behaviour and inclusion.

7. CQC

The CQC undertook a planned inspection of adult services on 20–21 January, focused on areas previously subject to warning notices relating to:

- Governance (Regulation 17)
- Staffing and competencies (Regulation 18)
-

Sirona had previously implemented the 'Care at the Core' improvement programme and submitted evidence of compliance in July 2025.

Formal feedback from the January 2026 inspection is still awaited.

8. Procurement Landscape

Children's Services

North Somerset Council and Bristol City Council have confirmed the re-procurement of the Public Health Nursing contract.

Neighbourhood Health Guidance and NHS Reforms

National guidance published on 18 March 2026 sets a clear direction for:

- Strategic commissioning
- Population-based outcomes
- Neighbourhood delivery

At present, this remains a strategic intent rather than an embedded delivery model, and will require further development, alignment and execution.

9. Good News Highlights

Over the past quarter we have seen a number of positive developments across Sirona that reflect both the strength of our teams and our growing system contribution.

Our Pulmonary Rehabilitation Service achieved PRSAS full accreditation. This is a significant quality milestone and testament to the dedication and expertise of colleagues involved in the reassessment process and rightly recognises exemplary clinical leadership and improvement.

We also saw strong external recognition in the Personalised Care Awards, with Sirona led initiatives winning four categories, including the Green Award for our Healthier with Nature programme.

We have also made some improvements within key service areas and organisational programmes. Children's Services have delivered a notable improvement in waiting time performance, demonstrating the effectiveness of our recent recovery actions.

Alongside this, we launched Copilot Chat, strengthening our digital capability and giving staff new tools to support productivity and reduce administrative pressure.

These developments, alongside support to colleagues during recent global events help to build confidence, connection and momentum as we continue to shape a more consistent, inclusive and high performing organisation.

These achievements reinforce the impact of our community focused approach and the value our staff bring every day. While these achievements are important and reflect strong team delivery, we recognise they sit alongside areas where performance and delivery remain inconsistent and require continued focus.

10. Executive Team Appointments / Leavers

We are pleased to announce that Rachel Backler has been appointed Director of Governance, joining on 16 April. Brenda Thomas will stay until the end of April to ensure a smooth handover, and we thank her for her valuable contribution.

We also formally record our thanks to Jan Bergman for his work as Improvement Director.

11. Executive Management Team Terms of Reference

The Executive Management Team (EMT) ToR have been revised and approved at the February 2026 meeting.

EMT is the senior executive forum responsible for:

a) Providing collective leadership and effective organisational management
b) Overseeing delivery of strategy, business plans and operational priorities
c) Providing assurance to the Board on safe, effective and compliant operations
d) Acting as the Executive Committee of the Board
e) Offering a space for shaping emerging ideas and preparing proposals before Board consideration

12. Summary and Forward Look

Sirona is operating with increased clarity on its position, with delivery continuing to strengthen but not yet consistently embedded across all areas. Over recent months, there has been a step change in transparency, particularly in financial reporting, operational insight and cultural engagement which has strengthened our understanding of where performance is variable and where risks sit across the organisation.

However, this clarity has highlighted areas where assurance requires further strengthening, including the deliverability of the financial plan, the consistency of operational performance, and the quality and triangulation of workforce, quality and performance information. Strengthening executive grip, accountability and pace of decision-making remain a priority.

The external environment is shifting rapidly, with national reforms and the move towards neighbourhood-based models creating both opportunity and risk. Sirona is well placed to play a leading role, but this will require greater clarity of purpose, stronger operational delivery and improved financial discipline.

Forward Look (Next 3 Months). Over the next quarter, the Executive will focus on four priority areas:

1. Strengthening Operational Grip and Performance Insight

- Improve the quality, triangulation and usability of performance information (IPR)
- Establish clearer accountability and trajectories across all services
- Embed consistent performance management and decision-making disciplines
- Prioritise a small number of critical transformation and operational improvement priorities, with reduced tolerance for diffuse activity.

2. Financial Recovery and Productivity

- Strengthen the maturity and deliverability of savings plans
- Close the remaining financial gap and improve confidence in delivery
- Progress independent productivity and value for money analysis to support service-level insight

3. Neighbourhoods and Intermediate Care (System Priorities)

- Develop Sirona's role in neighbourhood delivery, aligned to PCN footprints and system direction
- Progress work on intermediate care and reducing No Criteria to Reside (NCtR), including clearer understanding of capacity and demand gaps
- Position Sirona as a credible and core partner within the evolving system model

4. Leadership, Culture and Governance

- Continue the Culture Starts with Us programme, translating engagement into tangible behavioural and leadership change
- Strengthen quality and governance processes, including Board assurance, EPRR compliance and risk management
- Improve leadership visibility, accountability and consistency across the organisation

Sirona is moving from a period of limited visibility and inconsistent grip to one of greater clarity and increasingly consistent delivery of its priorities. The next phase is focused on translating this into disciplined execution, reduced variability and demonstrable delivery.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

To note the CEO update report.

Board

Date	31st March 2026	**Agenda item**	9
Title	Financial Plan 2026/27		
Author	Linda Frankland, deputy Chief Finance Officer		
Presented by	Laks Khangura, Chief Finance Officer	**Version**	1
For	Approval/decision ☐ Debate ☐ Assurance ☐ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☒ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom	This plan identifies proposals for the financial plan for 2026/27. Some of the savings will be challenging to deliver so there is medium assurance. There is also a gap in the financial plan of £1.58m which the Executive are working to close.		

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board

The Board has the responsibility to approve an annual budget as part of the annual Business Planning and Financial Planning process

Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?

The Budget has been prepared using information in the financial accounts to review historic and current expenditure. Budget managers have identified their savings proposals supported by the finance team.

What is the process the report has been through internally

This summary report has been developed following review of budgets by the finance team with the budget managers. Proposals were initially developed through the Financial Transformation Group in the Autumn. Further proposals were required to be identified across all services and meetings were held with the Chief Executive, Chief Finance Officer and each Executive with divisional leads on two occasions to review progress.
The Financial Summary was presented at the Board Seminar on 10/02/26

The third progress meetings w/c 23/2/26 included representatives from the medical and quality divisions to review progress on QIA and EQIA.
CFO provided CIP summary at Exec touchpoint and Exec on 4/3/26
CFO presented submission(noting key risks) and plan approved on 4/3/26.
FEED Committee considered this paper on 17th March 2026

Summary and Key Issues to be highlighted

The company needs a balanced financial plan in order to ensure that it has a sustainable position ahead of contract renewal for the Children's and Adult's Contract. This report provides a high level summary of the current proposed budget for 2026/27 which is a deficit of £2.58m before interest on cash balances. The Executive group are developing plans to close the gap.

The paper sets out the main assumptions used in the plan in Section 1.

The cost pressures that are required to be funded to deliver a balanced financial plan for 2026/27 and 2027/28 are set out in Section 2. The plan identifies cost pressures of £6.6m in 2026/27 and £12m in 2027/28.

The plan identifies proposed savings (Section 3). These savings have been risk assessed and also assessed for maturity.

The process for quality impact assessments is referred in section 4.

The planned Capital Programme is set out in section 5.

The summary of interest on cash balances is shown in section 6.

The current level of reserves and requests for use of reserves is shown in section 7.

The overall summary financial position assuming the current savings identified are delivered is shown in Section 8. This also summarises the overall gap in the plan.

The risks within the financial plan are also set out in section 9.

The plan does not include plans for investment.

Actions for the Board (including any decisions required and options for consideration)

1. To approve the proposed budget which is a deficit plan of £1.58m and will require a draw on reserves.
2. To note the Executive are working to develop deliverable plans to close the gap.
3. To approve that £61k of the £500k Board approved to be spend in 2025/26 is spent in 2026/27 on quality improvement.

1. Assumptions in Financial Plan

This Financial Plan for 2026/27 is based on the latest information received including the National Planning Assumptions which were issued on 19th November 2025.

The initial assumptions for the plan are as follows:

- National CIP requirements are 2%
- Inflation allowances have been allocated based on the national model and a contingency of £200k has been allowed for.
- The financial plan should at least break even before interest on cash balances as interest on cash held will be significantly lower than 2025/26 and cannot be used as a recurrent funding consideration.
- The impact of the recent pay-award payable from April 2026 of 3.3% is assumed to be neutral. Information on updated Contract values from the ICB are in the process of being confirmed.
- It is assumed that £840k of the £6.1m savings target in 2025/26 is not delivered recurrently leaving a cost pressure in 2026/27
- There is no investment in INT's and the overspend in 2025/26 is not recurrent.
- It is assumed that the impact of implementing IFRS16 is £400k. This requirement within accounting regulations required the value leases to be reflected on company balance sheets.
- There can be no investments unless savings are identified to generate a surplus for investment
- Services must manage within their budget in 2026/27.

Executives have been considering priority areas for the Business Plan. This includes considering investments and savings to ensure a balanced financial plan.

2. Summary of Cost Pressures

The cost pressures before any investments are shown in the table below. This means that £6.6m of savings are required in 2026/27 with a further £5.4m for 2027/28 to make a total of £12m.

	Summary of Cost Pressures	2026/27 Original Cost Pressures	Updated 2026/27 £'000	2027/28 £'000
1	Cost Improvement National Requirement	4,000	4,400	8,800
2	INT Overspends	1,000		
3	2025/26 CIP not delivered recurrently	2,000		
	Workforce		185	185
	Skillmix		400	400
	Children QIA		255	255
4	Impact of IFRS16	400	400	400
5	Investment Fund	1,000	1,000	2,000
		8,400	**6,640**	**12,040**

The required savings have reduced from £8.4m to £6.6m as £2m of the cost pressures have been mitigated relating to INT and the CIP programme. Modelling of the CIP national requirement has also been updated.

Requests for investments are not included within this report as they are subject to review by an investment panel.

3. Savings Proposals

The Financial Transformation Group met from October 2025 and identified key themes for delivering savings including Digital, estates utilisation and workforce planning. This included review of the 2025/26 cost pressures and savings plans. Following this review the recurrent savings gap has been reduced to £840k.

Executives were each allocated workstreams to identify longer term proposals to deliver the three year plan. A number of proposals have been identified and work programmes are being developed.

These proposals, particularly the digital proposals, are more transformative with longer implementation timescales. The executive agreed on 7th January to allocate savings across all departments with 3% for operational services and 5% for corporate services to ensure a balanced budget for 2026/27.

Overall £7.9m of proposals were identified following three rounds of meetings between service leads and Executives. The timescale for implementation of plans was also considered and this identified that the impact of the plan would be £5.060m in 2026/27. This identified that there still remained a gap to close to deliver a balanced plan of £3.58m.

The proposals have also been reviewed for risk as well as maturity. The Maturity assessment scale is based on the following levels of maturity for savings plans:

Level 1 – Idea mapped out
Level 2 – High Level Plan
Level 3 – Detailed Plan Complete
Level 4 – Delivering/Delivered

The breakdown of savings is as set out below:

	Full Year £	Part Year £
Maturity level 1	3,637	988
Maturity level 2	918	933
Maturity level 3	1,063	798
Maturity level 4	2,337	2,340
	7,955	5,060

The Executive Group have reviewed the overall savings programme and proposed the Headroom Fund of £1m is not established until the funding is identified. This means that the overall gap in plan before interest on Cash balances is £2.58m

The Executive group considered a number of proposals to close the gap including consideration of further transformation schemes. At the time of completing this report although the Executives considered that there were additional opportunities, they were not sufficiently assured that these schemes were developed sufficiently to incorporate within this financial plan.

It was agreed that closing the gap required collective ownership across the Executive to deliver clinical, operational, workforce and commercial actions to translate opportunities into deliverable schemes.

This means that there remains a £2.58m gap in the financial plan.

4. Quality Impact Assessments

It is recognised the QI process in 2025/26 did not work effectively. The process for 20206/27 has been updated.

Clinical leads joined the third round of savings meetings. A new QIA short template has been designed to identify quickly where more detailed Quality Impact Assessment and Equality Impact Assessments (QIA/EQIA) are required. These will need to be completed before any savings can be moved from budgets.

5. Capital Programme

The annual capital programme is based on the depreciation budget available within the accounts. The current annual plan for capital expenditure is as below.

Digital Devices	£915,000
Estates	£200,000
Clinical Equipment	£200,000
Total	1,315,000

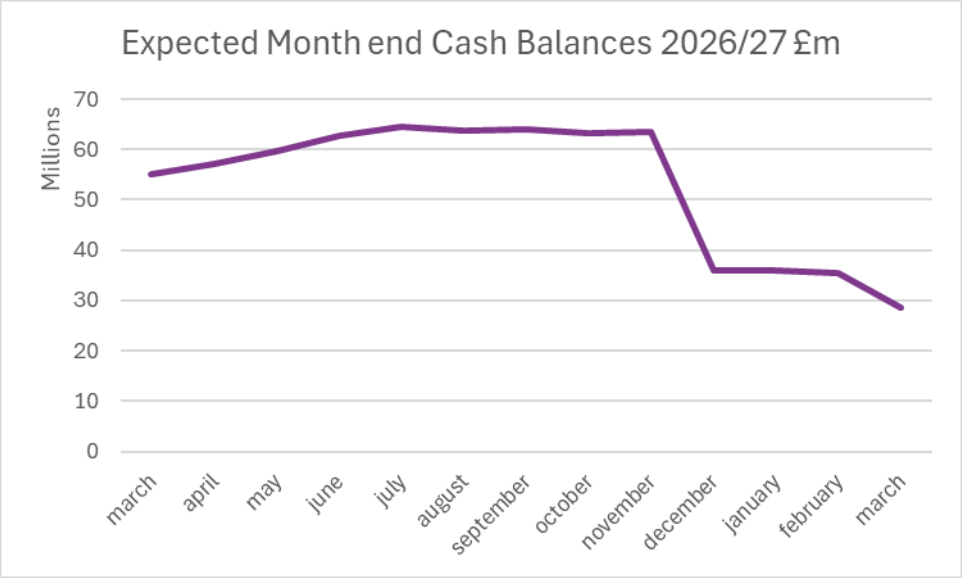
Any further capital expenditure will require a business case and identified funding.

6. Interest on Balances

In the current financial year it is expected that interest earned on cash balances will be £2.4m. For 2026/27 based on forecast bank rates and our expected cash balances we are anticipating that more than £1m of interest will be received with a forecast of up to £1.5m.

This income cannot be relied on to balance the financial plan recurrently as interest rates can change. A summary of the expected cash flow is as set out below allowing for the changes in the level of system funds held. The expected cash levels of £28m in March 2027 deliver OPEX days of

40 with the recommended minimum level being 28 days. Cash balances of around £18m will lead to an OPEX day measure of 28 days.



7. Reserves

The level of reserves as at March 2026 is expected to be £13.7m based on month 10 management accounts.

The Medium-Term Financial Plan reported to the FEED Committee in November 2025 and the Reserves Management Policy recommended that the required level of free reserves is £6.671m.

Request for use of Reserves

In 2025/26 the Board approved the use of £500k of reserves to support leadership, governance, quality improvement training, culture development and equality and diversity. It is anticipated that £61k of the proposed expenditure on quality improvement training will not be incurred in 2025/26 with the Chief Nurse and Allied Health Officer requesting that this is spent in 2026/27.

At this stage as there is a gap of £2.58m before interest on cash balances. Assuming that £1m interest is received the deficit would be £1.58m which would mean reserves would be reduced as follows.

Estimated Reserves March 2026	£13.7m
Less required free reserves	(£6.71m)
Less use of Reserves from unbalanced Budget	(£1.58m)
Less use of reserves quality improvement	(£0.06m)
Remaining Unallocated Reserves	£5.35m

8. Summary of Financial Position including Cost Pressures and Savings

The table below sets out the high level position for the company taking into account the cost pressures and proposed savings. This shows the plan for 2026/27 currently achieves a deficit of £1.58m. This table also shows the risk assessed position if the Low maturity schemes (level 1) are

not delivered. This would mean a deficit of £3.57m before interest on balances and £2.57m after interest.

	2026/27 Budget before savings	2026/27 Plan	Risk Assessed (exc Low Maturity)
	£'000s	£'000s	£'000s
Turnover	(233,499)	(233,499)	(233,499)
Operational Expenditure	204,657	202,712	203,486
Contribution	(28,842)	(30,787)	(30,013)
Corporate Services	34,282	33,366	33,580
Investment Fund	1,000	0	0
Operating Position before additional Interest on Cash Balances	**(6,440)**	**(2,580)**	**(3,566)**
Additional Interest on Cash Balances		(1,000)	(1,000)
Net Position Deficit		(1,580)	(2,566)

The Executive team are developing a recovery plan to address the deficit of £1.58m by the end of June 2026.

9. Risks and Mitigations

There are a number of risks with the overall plan as follows:

- Savings proposals have been assessed for risk and maturity. There are £0.5m of high risk savings. If assessed for maturity there are £1m of low maturity savings.
- The pay award has been determined for AFC staff and is being paid from April 2026. In previous years the uncertainty of the pay award has been a risk. Currently the risk relating to pay is for medical staff, as that has not been confirmed. It is expected that the impact of pay awards for NHS funded staff will be neutral as funding is transferred by the ICB. There is a risk for Council funded public health staff as in previous years the Council's have not always funded the full pay award.
- It is not possible to create the Headroom Fund of £1m which will mean that any investments need funding from reserves.
- New cost pressures may arise during the year leading to additional pressure on the budget plan.
- Inflation pressures may be greater than planned for non-pay costs such as utilities. Inflation modelling for non-pay identifies that each 1% of increase in utilities costs would increase the inflation requirement by £11k.

Mitigations for the plan are as follows:

- The Transformation Group that originally was established based on workstreams will now have a special focus on demand, capacity and transformation to identify realistic deliverable plans to close the gap.
- The Financial Plan Steering Group will continue to meet to monitor delivery of the plan and ensure the maturity of savings improves.
- Investment requests will be reviewed by a newly formed Investment Panel. Where proposals require investment that will support the delivery of the financial plan, it will be proposed that schemes are funded from reserves.
- It is expected that there will be addition interest earned on cash balances to mitigate some of the risks but a lower figure has been used to ensure prudence.
- Discussions with the ICB to raise the issue of funding from demand have started.
- A contingency of £200k for inflation costs is to be set aside to mitigate any inflation pressures during the year. This will be reviewed in the third quarter of 2026/27 and released if not required.

Board Report

Date	31 March 2026	**Agenda item**	10
Title	Business Plan - Emerging Themes		
Author	Jason Makepeace, Chief Digital Information Officer, (CDIO)		
Presented by	Jason Makepeace	**Version**	1.0
For	Approval/decision ☐ Debate ☐ Assurance ☐ Information ☒		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☒		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
To update the Board on the process for determining the Business Plan priorities for 2026-27, and the priorities emerging from that process.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
Programme reports from the current Development Improvement Programmes (DIPs) in conjunction with an "audit" of all projects supported through the PMO; working in conjunction with DIP leads (Operational Divisional Directors) to clarify current delivery and requirements of carry forward projects; Output from Board sessions following work with Value Circle to develop Sirona's purpose and priorities

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
The information contained in the slides has been developed with Divisional Directors based on current programmes of work reviewed and discussed at the Executive Management Team (Exec Co Part 2) and has subsequently been reviewed at the Performance Committee on 10.3.26.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

Key messages in the report are:

1) Work has been completed to collate all known current or proposed pieces of work including 25/26 Business Plan carry-over.
Using draft objective categorisation criteria, 3 categories of projects for 26/27 are emerging, which together will constitute our emerging priorities and ultimately our Business Plan and provide the metrics by which we will demonstrate Sirona's results. The 3 categories are:
   1. Transformation Plan for 'leaps up' organisationally or systemically
   2. Targeted Improvement Plan for 'steps up' locally / within a service
   3. Operational Plan for BAU and work required to stay safe

2) We will utilise the Goal; Method; Outcome (GMO) Framework to scope the pieces of work in the three categories above and a stage gate approach to help further refine our understanding of the scope of the pieces of work and the resource requirement to deliver.
3) We will ensure that each 'improvement' and 'transformation' project is fully supported by a dedicated transformation team from Strategy & Transformation, so that nobody has to try to do all the change alongside their day job
4) The proposed governance framework is still to be agreed, but the key Transformation work and deliverables will report progress to the Executive Management Committee

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

No

See slide deck

Planning Pack 26/27

From a renewed purpose to a joined-up plan of action

Executive summary: Purposes of today's discussion

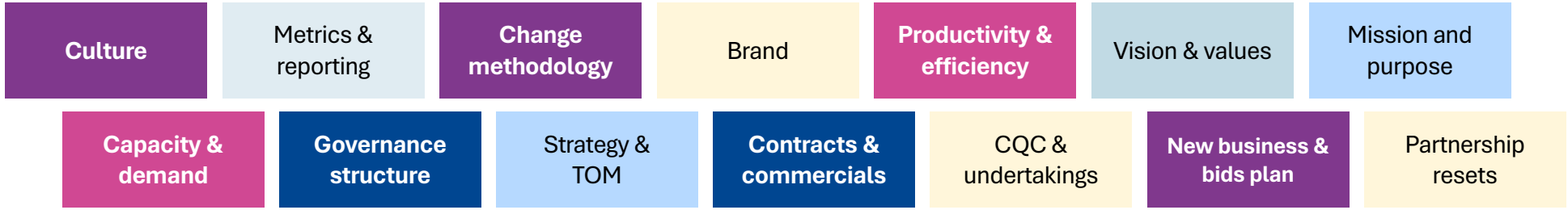
1. To update Board on emerging business plan (and logic in producing it)
2. To ensure Board is content that for FY 26/27 we will be prioritising each project, setting its goals, and measuring its development through
    - Prioritising (and for improvement work, also approving and staging) each project using a 'Goal Method Outcome' approach
    - Setting expected benefits, and measuring progress, using a consolidated organisational metrics pack
    - Tracking delivery through an Exec-level Transformation Board, supported by a Major Projects Group, reporting to Board committees
3. To provide a verbal update on progress since this pack was provided to Board

Next steps after today

1. Support teams to complete GMO cases so that we can pause or stop non-essential work
2. Transition to agreed priorities, pause or stop non-essential work and reassign teams

Executive summary: how is this different from all previous years

Since late 2025, Sirona's leaders have been working to transform the mechanisms that enable Sirona to function effectively. **It's a work in progress but we've come a long way:**



This preparation work means that we can deliver accountability which incorporates

- a consistent line of sight from frontline to Board
- through simplified, effective governance
- using a single integrated performance report
- held to account through consistent metrics and outcomes
- ownership by services, and support from a central analytics function

Through this we can be held to account to demonstrate how all our work is in pursuit of improving the quality and efficiency of Sirona's work, and leads to better outcomes for patients, families, communities and neighbourhoods

Our three priorities as an organisation in 26/27 are **neighbourhood health, intermediate care and culture review,** delivered through 3 categories of projects:

Transformation projects

"(Complex) work that materially changes how the organisation or the system operates, delivers care or uses resources"

Examples: Neighbourhood health; Intermediate care; Culture review

Targeted Improvement projects

"Discrete, time limited changes to improve performance, quality or experience within a service's existing operating model"

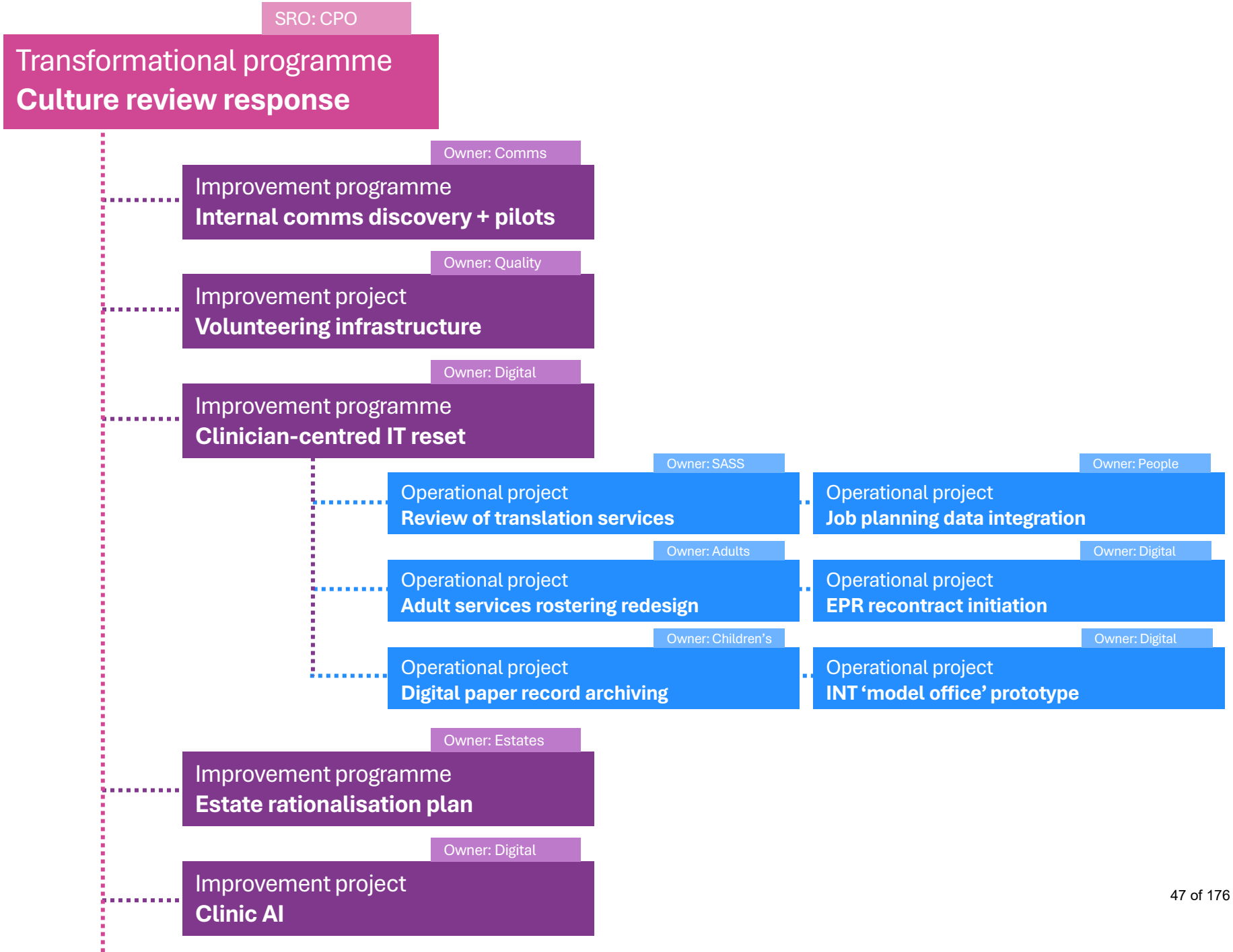
Examples: Community Assessment Days; Children's SPA

Operational projects

"Work required to keep services safe, legal, staffed and paid"

Examples: Digitising paper records; Estates rationalisation

From former **‘project lists’** to **‘programmes of work’**: a non-exhaustive worked example



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Appendix:
Emerging principles which guide decision-making on our priorities

Strategy principles underpinning our decision-making this year

Work in progress

1. We are in a period of organisational change, but our core purpose is strong: **to provide caring, high-quality support that is built around each person as an individual.**

2. Our governance of quality, safety and performance must reflect the level of scrutiny required, to identify issues before they grow.

3. We will prioritise work, from BAU to transformational, based on how well it can evidence that it will improve outcomes (social or financial) for staff or patients. We define this by the metrics by which we are held to account: from NHSE, the ICB, LAs, our partners and ourselves.

4. We have 3 **primary purposes** in 26/27:

    1. Deliver the current contracts with efficiency and credibility

    2. Build a strong, inclusive and accountable organisational culture

    3. Position ourselves as the provider of choice, and as a result win key tenders to secure future services for our population

5. We will also begin to convene leadership, alongside system partners, of programmes which will have a radical impact on the equitable health outcomes of our populations: **healthy neighbourhoods, preventative and non-medical health services,** and **a highly enabled workforce.**

Board Report

Date	31 March 2026	**Agenda item**	11.1
Title	Report on Proposal for Embedding the Board Assurance Framework to shape the work of Sirona's Board and Board Committees		
Author	Brenda Thomas, Interim Director of Governance		
Presented by	Brenda Thomas	**Version**	1.0
For	Approval/decision ☒ Debate ☐ Assurance ☒ Information ☐		
Assurance Rating	High/Significant ☒ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

Purpose of report and reason for submission to Committee

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

The purpose of this paper is to seek Board approval for the proposed approach to embedding the Board Assurance Framework (BAF) more fully within Sirona, ensuring it actively shapes the work of the Board and its Committees. The proposals were:

- Discussed and agreed by the Executive Management Team (EMT) on 7 January 2026
- Considered and endorsed by all Board Committees (except for Remuneration Committee) as follows:
  - People Committee: 24 February 2026
  - Quality and Outcomes Committee: 10 March 2026
  - Performance Committee: 10 March 2026
  - Finance, Environment, Estates and Digital Committee: 17 March 2026
  - Audit, Assurance and Risk Committee: 17 March 2026.

The paper is now submitted to the Board for final approval.

Embedding the BAF is a key recommendation from the Good Governance Institute (GGI) review and is central to strengthening Sirona's alignment with the CQC Well-Led framework and improving the organisation's strategic governance maturity.

Related Risk No. (If applicable)	Strategic Risk 5.3: Governance and Assurance

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation? Provide links to relevant evidence sources relied upon in this report.

Research into best governance practice.

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

- The Executive Committee discussed and agreed the proposals at its meeting on 7 January 2026.
- All Board committees, between February and March 2026, discussed and agreed to recommend the proposals to the Board for approval.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Committee to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

Embedding the BAF is a core component of Sirona's governance improvement programme and directly supports compliance with the CQC Well-Led framework.

EMT and all Board Committees have reviewed and endorsed the proposed approach. The proposals will strengthen the Board's ability to focus on strategic risk, assurance, and organisational outcomes, rather than operational detail.

Implementation will support a more consistent, transparent, and mature approach to risk-based governance.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Committee decision or discussion to address issues of concern?

The Board is asked to approve the proposed approach to embedding the BAF, as recommended by its committees and as set out in this paper.

Report on Proposal for Embedding the Board Assurance Framework to shape the work of Sirona's Board and Board Committees

1. Introduction

1.1 This paper sets out a proposal to embed the Board Assurance Framework (BAF) more fully within Sirona, ensuring it actively shapes the work of the Board and its Committees.

1.2 A well-embedded BAF supports a proactive and strategic approach to governance. It encourages individuals and groups across the organisation to focus on the delivery of strategic objectives, with Board and Committee agendas centred on strategic and reputational risks rather than operational detail.

2. Background and Context

2.1 The BAF provides the Board with a systematic and coherent view of the principal risks to achieving Sirona's strategic objectives, the controls in place to manage those risks, and the sources of assurance that demonstrate their effectiveness.

2.2 At the time of the Good Governance Institute's (GGI) review in late 2024 and early 2025, Sirona had an established BAF. However, it was not being updated or routinely shared with the Board and its Committees and therefore had not been embedded into governance processes.

2.3 As part of the response to the GGI review, work was undertaken to assess the BAF against best practice and to strengthen Sirona's alignment with the Care Quality Commission (CQC) well-led framework. This review identified the need to refresh the BAF to ensure that it:

- is robust, concise, and accessible
- clearly highlights the key issues requiring Board attention
- reduces unnecessary detail while retaining strong assurance.

2.4 Following the GGI review, significant work has been undertaken during 2025/26 to strengthen the BAF and align it with best practice and the CQC well-led framework.

2.5 The Audit, Assurance and Risk Committee (AARC) supported the revised format, recognising its improved usability in providing effective assurance to the Board.

2.6 The Director of Governance leads the production and ongoing maintenance of the BAF.

3 Progress to Date

3.1 Key milestones achieved during 2025/26 include:

- 3.1.1 Board training on the BAF delivered by the GGI in July 2025
- 3.1.2 Board Committee review of assigned strategic risks and agreement of current risk positions
- 3.1.3 Quarterly scrutiny by the Audit, Assurance and Risk Committee of the assurance processes underpinning the BAF
- 3.1.4 Formal Board approval of the BAF on 9 September 2025, recognising it is a live and iterative document
- 3.1.5 Alignment of risk appetite statements and inclusion of BAF-related work within the Internal Audit Programme for Quarter 4, 2025/26.

4 Proposed Approach to Embedding the BAF

4.1 A further recommendation from the GGI review was to agree a clear and consistent approach to embedding the BAF, so that it actively shapes Board and its Committees governance, assurance and decision-making, rather than operating as a standalone document.

4.2 The following actions were agreed by the Executive Management Team and endorsed by all Board Committees:

i. Board and Board Committee report cover sheets will include a prompt requiring authors to identify the relevant BAF strategic risk(s).

ii. Board and Committee agendas will be structured to reflect:

- Areas of lower confidence in the current position, or
- Areas of greater risk to the achievement of strategic objectives.

iii. Annual Forward Plans for the Board and its Committees will be explicitly informed by the BAF.

iv. The BAF will play a central role in informing the Annual Governance Statement, to be introduced in the 2025/26 Annual Report.

v. Ownership of BAF strategic risks by Executive Leads will be reflected within annual appraisal objectives, subject to approval, from the 2026/27 appraisal cycle.

vi. To reinforce the link between Board discussions and strategic assurance, a reflective question will be considered after each agenda item:

- *Does this item affect the Board's confidence in the achievement of BAF strategic objective [x]? or*
- *What assurance does this item provide in relation to BAF strategic objective [x]?*

4.3 These actions will ensure the BAF becomes a live, embedded tool that shapes strategic oversight, rather than a standalone document.

5 Recommendation

The Board is asked to approve the proposed approach to embedding the BAF, as recommended by its committees and as set out in 4.2 above.

Board Report

Date	31 March 2026	**Agenda item**	11.2
Title	Board Assurance Framework (BAF) 2025/26 – Q3 Board update		
Author	Muna Ahmed, Interim Head of Corporate Governance		
Presented by	Brenda Thomas, Interim Director of Governance	**Version**	1.0
For	Approval/decision ☒ Debate ☐ Assurance ☐ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☒ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom	We have developed the BAF in line with our agreed Strategic Objectives for 2025/26. Medium assurance has been rated, as the risks have broadly remained at the same score and the Risk Appetite Sections may be subject to change.		

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
Purpose of report and reason for submission to Committee *E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?*	
This report presents the Board Assurance Framework 2025/26 Q3 update, for assurance to the Board on the strategic risks of the organisation.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
The BAF 2025/26 has been developed based on our Improved Outcomes for All Strategic Objectives and Business Plan success measures. The BAF strategic risks have been updated with the Executive Leads. They were also reviewed by the Chief Executive and interim Director of Governance.

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
Reviewed and updated by the relevant teams and Executive Leads and reviewed at the relevant Committees.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Committee to of areas where assurance is not sufficient.
Advise the Committee of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

The BAF sets out the organisation's strategic objectives, the risks to achieving them and the controls and assurance mechanisms that have been put in place to manage risk and deliver the objectives. The BAF clearly articulates the controls in place to ensure that the principal risks are being managed and the sources of assurance (evidence) that these controls are operating effectively. The risks have been reviewed by the interim Director of Governance and the Chief Executive Officer and explicit Board questions have been introduced for each strategic risk, clarifying the assurance the Board is seeking and supporting more focused challenge and discussion. The risk descriptions have been refined to strengthen the cause-and-effect logic and ensure they are framed at a strategic, Board-level, rather than operational.

The Audit, Assurance and Risk Committee reviewed strategic risk (SR) 5.3 Governance and Assurance. The risk score remains at 10 because failure to strengthen governance arrangements would have serious consequences for the organisation's reputation and longer-term sustainability. Progress continues to be made against the governance improvement plan, including the NHS England Enforcement Undertakings Improvement with oversight by the Integrated Governance Improvement Programme Group, chaired by a Non-Executive Director. This Group reports directly into the Board. Although significant progress has been made, the Undertakings are not due to complete until July 2026. NHSE are satisfied that good progress is being made and therefore agreed to the release of the Improvement Director in March 2026. Monthly NHSE / Sirona Assurance meetings will continue, and Jo Beer is in regular contact with NHSE where the exit criteria is being discussed. The Committee agreed the updates to strategic risk 5.3.

The FEED Committee reviewed three strategic risks assigned to it:

- Strategic Risk 2.2 – Improving our infrastructure to support delivery – Digital and Estates – the risk score of 15 remains static. Assurance on the Woodspring project to replace Castlewood was provided to FEED in November and is due to complete in June 2026. Cybersecurity remains a significant risk. Recent actions to improve our position have included: Cyber Essentials certification (completed March 2026); Internal audit on ransomware preparedness (multiple actions arising, reported at FEED and Audit). Next steps include: Cyber incident response plan (due Sept 2026), review of backup and restore functionality (due Sept 2026), and introducing a regular cyber preparedness testing regime (due by Sept 2026). It was noted at the FEED Committee that the BAF does not adequately reflect digital resilience or recovery capability. It was agreed that the CDIO will work with the Director of Governance to restructure the risk to ensure it captures both existential and operational digital risks. On that basis, the Committee did not agree the risk.
- Strategic Risk 5.1 – Sirona's Sustainability – the risk score remains unchanged at 15, as the uncertainty within the health and care sector could have a significant impact on Sirona, in terms of the contracts it holds and any future growth. Key external factors, including national NHS reforms and future commissioning decisions within BNSSG remain outside the organisation's control. A decision on future commissioning arrangements is not expected within the current financial year, and therefore uncertainty remains.
- Strategic Risk 5.2 – Improving our infrastructure to support delivery – Financial Sustainability – Risk score has increased from 16 to 20, as the likelihood has increased from 4 to 5, indicating a high probability of a deficit next year. Although the financial position for 2025/26 has improved and there is expected to be a surplus at year end, the projected financial plan for 2026/27 is not balanced and in deficit. The current plan for 2026/27 is a deficit of £2.4m before interest on cash balances and £1.4m after interest on cash balances. There are also £988k of savings within this plan that are of low maturity. It has not been possible to generate a Headroom fund of £1m and there are a number of requests for investment which total almost £1m. The Committee also raised concerns about the 'positive' assurance rating and felt this was no longer appropriate, given the scale of the challenge in achieving a balanced budget next year. It has been changed to the 'neutral' rating. The Committee did not approve the updated BAF scoring at this meeting. The risks have been updated sightly and

provided to the Board but it should be noted that these are still under review and require the FEED Committee's agreement at the next Committee.

The People Committee reviewed two risks - SR 2.1 – Identity and culture of Sirona. The risk score of 9 remains unchanged. The Committee queried whether this risk score was still appropriate, given Sirona's ongoing culture work and recent feedback sessions. It was agreed that the risk will go to the Executive Management Team (EMT) to review the score. The Chief People Officer and interim Director of Governance will review the scoring of BAF Risk 2.1 and provide an update at the next committee meeting. The SR 2.3 – Well Led (Governance and Leadership) score is unchanged at 15. With continued close external scrutiny from NHS England and the CQC, failure to strengthen governance arrangements would have serious consequences for the organisation's reputation and longer-term sustainability.

The Quality and Outcomes committee reviewed three strategic risks:

- Strategic Risk 1.1 – Enhancing the experiences of people who use our services - the risk score of 12 remains unchanged. Although the patient experience and engagement dashboard has been completed, it will continue to be refined. The Communications Strategy is due to be completed by the end of March 2026.
- Strategic Risk 3.2 – Regulatory Compliance – the risk score remains high at 20. The risk has been updated to include regulatory compliance delivery of safe and effective care and not just CQC requirements. Although the CQC inspection reports were published in November and action plans were already in place to address the gaps in compliance, the changes need to be embedded, before the risk score can be reduced. There is ongoing improvement work which is monitored through the ODIP, SDIP, ADIP and CDIP programmes of work.
- Strategic Risk 4.1 – Partnership and collaboration – risk score unchanged at 16. It was noted at the previous committee in November 2025 that this risk requires further development and that the controls and actions do not sufficiently reflect the breadth of the partnership and collaborative work Sirona undertakes, nor does it reflect the changing landscape with restructures within the ICS. A Board session on this will be scheduled.

The Committee questioned whether some risks, particularly those framed around CQC compliance, accurately captured the patient safety impact, suggesting that the current wording risked focusing too heavily on regulatory failure rather than risks of harm. They suggested that some risks may need to be split into distinct components, separating statutory compliance from risks to the quality of care. This would be addressed in the second phase of the BAF review, which will examine whether risks should be regrouped or reframed.

The Performance Committee reviewed strategic risk 3.1 – Demand and Capacity, which has been transferred from the Quality and Outcomes Committee at the last review. Updated wording for the risk had been proposed, and a reduction in the risk score from 15 to 12 had been suggested, reflecting progress across key workstreams. The Committee raised concerns about the appropriateness of reducing the score, reflecting on the committee's earlier discussions about persistent underperformance, increasing operational pressure and the ongoing demand-capacity imbalance. The Committee also discussed that the current description placed disproportionate emphasis on data quality rather than acknowledging wider issues such as methodology, interpretation, implementation, workforce constraints and commissioning limitations. The Committee declined to approve a reduction in the BAF 3.1 risk score.

The Performance Committee Chair has discussed the BAF 3.1 risk description with the Chief Operating Officer and interim Director of Governance. The risk description and the risk score have been updated. The risk score is now back to 15.

The Board is in the process of developing its Risk Appetite Statements. This may have an impact on the appetite scores within the BAF.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

The Board is asked to approve the current position of the strategic risks, noting that there is ongoing development of the risks.

Sirona care & health

Board Assurance Framework

2025/26 – Q3

Introduction

The Board Assurance Framework (BAF) enables Sirona care & health's Board to identify and understand the principal risks to achieving its strategic objectives. The format of the BAF presents the controls, assurances, gaps and actions together, which provides confidence on whether existing controls are working and if not, to be clear about the action required.

Scoring Terminology

- **Inherent score** (Initial Risk Score) – risk scoring before any controls are applied
- **Residual / Current Risk Score** – risk scoring with controls applied at present.
- **Target score** - (lowest possible risk level) **-** the actual or anticipated level of risk remaining once all identified controls and actions have been put in place and are working effectively.
- **Appetite Risk -** Decision taken not to implement any initial or additional controls / actions. This decision is usually taken either because the management of the risk is outside Sirona's control or because the cost of implementing the controls will exceed benefits of risk reduction.

Assurance - The BAF risk scoring uses the same methodology as the Risk Management Policy/Organisational Risk Register

Risk Score (= impact x likelihood)

Likelihood Score → **Impact/Severity Score ↓**	1 Rare	2 Unlikely	3 Possible	4 Likely	5 Certain
5 Catastrophic	5	10	15	20	25
4 Severe	4	8	12	16	20
3 Moderate	3	6	9	12	15
2 Minor	2	4	6	8	10
1 Negligible	1	2	3	4	5

Risk Grade

Risk Score	Risk Grade
1 - 3	Low Risk
4 - 6	Moderate Risk
8 - 12	Significant Risk
15-25	High Risk

Sirona uses the **three lines of assurance model** within the BAF so that there is clarity on which part of the organisation is providing assurance and undertaking mitigating action.

First – management control of organisational risks
Second – risk management and compliance functions, reporting to senior management
Third – Internal Audit, External Audit, Care Quality Commission, Professional Bodies etc to provide assurance

Assessment of the strength of individual and overall assurance scoring guidance is provided for use by risk leads and Executives. Given the nature of risk, the guidance does not provide an 'absolute outcome' in terms of how an assurance should be scored and is not an exact science. The guidance provided below supports the thinking when coming to a realistic representation of the current assurance environment.

Rating	Descriptor
Positive	**Strong Assurance** – The assurance can be strongly relied upon
Neutral	**Moderate Assurance** – Limited reliance can be placed on the assurance
Negative	**Weak Assurance** – very limited reliance can be placed on this as an assurance item

Rating	Overall Assurance Scoring Descriptor
Positive	The scope of assurances demonstrate that the controls are effectively managing the risk. Existence of management/performance data.
Neutral	There is a full range of assurances in place and no material issues have been identified, however, assurances are reflecting the need to fully embed the controls.
Negative	A number of the assurances demonstrate that the controls in place are not effectively managing the risk action that is required to address. There are currently significant gaps in assurance. No existence of management/performance data.

Risk Appetite - the amount and type of risk that an organisation is willing to accept or tolerate in pursuit of its objectives. It represents the organisation's willingness to take on risks and its capacity to handle the potential negative consequences that may arise. It is influenced by service provision, strategic objectives, financial position and risk management.

Risk Appetite Definitions	
None	Totally risk averse, no risk taking will be considered
Minimal	Ultra safe or traditional approaches only
Cautious	Preference is for options with low degree of risk
Open	Options that provide adequate benefits to justify the risk
Seek	Eager to innovate and challenge traditional approaches
Significant	Highly adventurous and willing to take high levels of risk, investing in new and untested delivery options

Risk Domain	Description	Risk Appetite	Sirona's Risk Appetite Statement
Finance	Effective and responsible utilisation and safeguarding of monetary resources	**Cautious/Open**	We are prepared to accept some financial risk in appropriate circumstances. These may include the pursuit of growth opportunities through innovative practice, developing income streams in line with our strategy, or maintaining and enhancing regulatory compliance and service quality. Where we do accept financial risk, we will manage monetary resources appropriately, ensuring appropriate controls are in place and operating effectively. We are and will remain acutely aware of the need to provide value for money with price being commensurate with the level of contracted service provision.
Regulatory	Regulatory compliance and confidence in Sirona as a compliant organisation	**Cautious**	We are prepared to accept the possibility of some limited regulatory challenge where we are confident that we would be able to refute this successfully with evidence and have the capacity to immediately mitigate any confirmed adverse findings. We must have the support of our system partners in this stance, ultimately maintaining external confidence in Sirona as a compliant organisation.
Quality & Safety	Consistent equitable access to and delivery of high quality, safe services leading to good outcomes	**Cautious**	Our preference is for reasonable, safe and intelligent risk taking. If necessary, we will take decisions on quality where there is a low degree of inherent and immediate risk and the probability of medium-to-long-term improved outcomes. We are more willing to take risk around equitable access to care where there is a probability of improved outcomes for particularly disadvantaged patients and have a greater tolerance for risk arising from research and innovation versus that arising from standard practices. Where we elect to take risk, we will ensure that appropriate controls are in place to restrict the impact of any risks events that do occur.
Reputational	The perception of Sirona as a reputable organisation by pubic and commercial/governmental partners	**Open**	We value our reputation as a trusted partner for our varied stakeholders, including commissioners, service users and our workforce. We are prepared to accept the possibility of some managed reputational risk where we have absolute belief in the probability of improved outcomes for our stakeholders. We recognise that reputational risk is likely to arise from transformation or change projects and have increased tolerance for risk arising from these sources.
People	Sirona's ability to attract, retain and develop knowledgeable reliable and happy colleagues within an inclusive culture, valuing diversity and providing equal opportunities for all.	**Open**	We value our reputation as a trusted partner for our varied stakeholders, including commissioners, service users and our workforce. We are prepared to accept the possibility of some managed reputational risk where we have absolute belief in the probability of improved outcomes for our stakeholders. We recognise that reputational risk is likely to arise from transformation or change projects and have increased tolerance for risk arising from these sources.

Summary Dashboard

This dashboard provides Board members with an 'at glance' view of the level of risk that Sirona is holding and the current levels of assurance with regards to mitigating that risk. For example, a high scoring (red) risk, with negative assurance would require a greater degree of attention from the Board, as opposed to a medium scoring (amber) risk, with positive assurance. Where the current risk score will not reach the agreed tolerance level (or below) this has also been highlighted in red for the Board. A trend arrow has been added to outline if the risk has increased, remained static or decreased since last reviewed by the Board.

Strategic Objective	Current risk score	Score Trend from previous quarter	Current overall assurance	Risk Appetite / Tolerance
STRATEGIC OBJECTVE 1 **OUR COMMUNITIES:** ***Understanding peoples' needs, reducing inequalities and putting people at the heart of everything we do*** **Strategic intent:** Sirona understands the needs of its communities, reduces health inequalities, and designs services around people, not organisations. **Board question:** How confident are we that Sirona understands and responds to the needs of its communities, reduces inequalities, and delivers person-centred care at scale?				
Strategic Risk 1.1 Enhancing the experiences of people who use our services **Risk Description:** There is a risk that Sirona does not have sufficiently effective systems to systematically gather, analyse, and use feedback from service users, including those from underserved and hard-to-reach communities. This may lead to Sirona not able to continuously improve services, address inequalities, or ensure that care is genuinely person-centred. This may limit innovation, reduce workforce engagement, and inefficient or overly bureaucratic approaches to service development.	12	⟷	Negative	Cautious (8)
STRATEGIC OBJECTIVE 2 **OUR PEOPLE:** ***Making Sirona an inclusive and inspiring place to work*** **Strategic intent:** Sirona attracts, retains, and supports a skilled, motivated, and inclusive workforce with the capacity and capability to deliver high-quality care. **Board question:** How confident are we that Sirona has a sustainable, inclusive workforce with the capacity, capability, and culture required to deliver its strategic objectives?				
Strategic Risk 2.1 Identity and Culture of Sirona **Risk Description:** There is a risk that if Sirona does not embed and monitor a sense of belonging and trust and promote respect, equity and diversity through its cultural change programme, it will struggle to recruit and retain staff. This will negatively affect the standard of service that it is able to provide to patients, and its ability to connect with the local community.	9	⟷	Positive	Open (12)
Strategic Risk 2.2 Improving our infrastructure to support delivery - Digital and Estates **Risk Description:** There is a risk that Sirona does not consistently provide its workforce with the time, skills, and tools required to deliver high-quality care. This could adversely affect staff wellbeing, engagement, and retention, and in turn compromise the quality and safety of care provided to patients.	15	⟷	Neutral	Cautious (8)
Strategic Risk 2.3 Well Led (Governance and Leadership) **Risk Description:** There is a risk that unclear responsibilities and accountabilities, together with gaps in senior leadership capacity, undermine Sirona's ability to take effective long-term strategic decisions. This could limit the organisation's ability to deliver its strategic ambitions, sustain improvement, and respond effectively to future challenges.	15	⟷	Neutral	Cautious (8)
STRATEGIC OBJECTIVE 3 **OUR SERVICES:** ***Delivering on contract requirements and ensuring services are safe, high-quality, inclusive and accessible*** **Strategic intent:** Sirona consistently delivers safe, high-quality, inclusive services that meet contractual, regulatory, and population needs. **Board question:** How confident are we that Sirona can consistently deliver safe, high quality, accessible services while meeting contractual and regulatory requirements?				
Strategic Risk 3.1 Demand and capacity **Risk Description:** There is a risk that increasing complexity of patient needs and rising demand are not matched by timely, high quality data to inform decision making. This may limit Sirona's ability to deploy workforce and other resources efficiently, leading to reduced service responsiveness, longer waiting times, and poorer outcomes for patients and impact on staff morale and resilience quality data to inform decision-making. This may limit Sirona's ability to deploy workforce and other resources efficiently, leading to reduced service responsiveness, longer waiting times, and poorer outcomes for patients.	15	⟷	Negative	Cautious (8)
Strategic Risk 3.2 Regulatory Compliance **Risk Description:** There is a risk that pressures on organisational resources limit Sirona's ability to consistently deliver and evidence safe and effective care in line with its legal and regulatory obligations. If the organisation commits to service delivery without fully understanding the resource implications, is unable to secure the necessary capacity, or lacks robust systems to monitor compliance, this could result in breaches of statutory and regulatory requirements, including CQC Fundamental Standards and health and safety legislation.	20	⟷	Neutral	Cautious (8)

STRATEGIC OBJECTVE 4 **OUR PARTNERS:** ***Collaborating and innovating to deliver more for individuals and communities*** **Strategic intent:** Sirona is an effective, influential partner within the integrated care system, enabling innovation and improved outcomes for communities. **Board question:** How confident are we that Sirona is an effective and influential partner, able to collaborate and innovate to deliver improved outcomes?				
Strategic Risk 4.1 Partnership and Collaboration **Risk Description:** There is a risk that Sirona is unable to establish and sustain effective system partnerships or influence system decision making, leading to fragmented care delivery, limited or reduced innovation, and failure to deliver integrated models of care.	16	⟷	Neutral	Open (12)
STRATEGIC OBJECTIVE 5 **OUR SUSTAINABILITY:** ***Delivering on our contract, continuously improving services, protecting the environment and making best use of public money*** **Strategic intent:** Sirona is financially, operationally, and environmentally sustainable, delivering value for money while continuously improving services. **Board question:** How confident are we that Sirona is financially and operationally sustainable and making best use of public resources?				
Strategic Risk 5.1 Sirona's Sustainability **Risk Description:** There is a risk that national changes affecting NHS England and the Bristol, North Somerset and South Gloucestershire (BNSSG) Integrated Care Board create uncertainty in commissioning arrangements, priorities, and funding flows. This may undermine Sirona's long-term sustainability and its ability to position itself as the provider of choice for community services within BNSSG.	15	⟷	Neutral	Cautious (8)
Strategic Risk 5.2 Improving our infrastructure to support delivery – Financial Sustainability **Risk Description:** There is a risk that Sirona is unable to maintain financial, operational, and environmental sustainability while delivering contractual requirements, resulting in financial instability, reduced service quality, and failure to demonstrate value for money.	20	↑	Neutral	Cautious / open (10)
Strategic Risk 5.3 Governance and Assurance **Risk Description:** There is a risk that weaknesses in governance and reporting arrangements limit the Board's ability to obtain reliable assurance on the delivery of organisational priorities and the management of significant risks. This could undermine effective oversight and decision making, and reduce the confidence of the public, partners and regulators in Sirona's leadership and governance.	10	⟷	Positive / Neutral	Cautious (8)

CQC Domain – Safe / Effective / Caring / Responsive

Alignment with Overall Governance Improvement Programme - Stakeholder Engagement / Clinical Quality and Safety workstreams

Alignment with NHSE Undertakings - N/A

STRATEGIC OBJECTIVE 1 - OUR COMMUNITIES: ***Understanding peoples' needs, reducing inequalities and putting people at the heart of everything we do***
Strategic intent: Sirona understands the needs of its communities, reduces health inequalities, and designs services around people, not organisations.
Board question: *How confident are we that Sirona understands and responds to the needs of its communities, reduces inequalities, and delivers person-centred- care at scale?*

Strategic Risk Title: *SR 1.1-Enhancing the experiences of people who use our services*

Lead Executive: Chief Nursing & Allied Health Officer	**Assurance Committee:** Quality and Outcomes	**Committee Review Date:** March 2026	**Risk Appetite:** Cautious (8)

Risk Description: There is a risk that Sirona does not have sufficiently effective systems to systematically gather, analyse, and use feedback from service users, including those from underserved and hard to reach communities. This may lead to Sirona not able to continuously improve services, address inequalities, or ensure that care is genuinely reach communities. This may lead to Sirona not able to continuously improve services, address inequalities, or ensure that care is genuinely person-centred-. This may limit innovation, reduce workforce engagement, and inefficient or overly bureaucratic approaches to service development.

Risk Score Trend				**Inherent Risk Score (pre mitigation)**			**Residual / Current Risk Score (with mitigation in place)**			**Target Risk Score (with further mitigation applied)**		
Q1	**Q2**	**Q3**	**Q4**	**Likelihood**	**Impact/Severity**	**Overall**	**Likelihood**	**Consequence**	**Overall**	**Likelihood**	**Consequence**	**Overall**
12	**12**	**12**	**(Score)**	3	4	12	3	4	12	2	3	6

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

There are a number of initiatives underway, with agreed work programmes, but it will take time for these to embed and produce results. We also have gaps in data that we need to establish a baseline against which to set trajectories and measure improvement.

Key Controls	**Sources of Assurance**	**Level of Assurance (3 line of defence)**			**Positive**	**Neutral**	**Negative**
		1st	**2nd**	**3rd**			
Implementation Plan to improve compliance with Accessible Information Standard (AIS)	Delivery of the Plan and reasonable adjustment recording – to be reported to Quality and Outcomes Committee	✓	✓			◆	
One Year Frailty Implementation Plan	Delivery of the Plan to embed identification and support of people living with impact of frailty – to be reported to Performance Committee (to be confirmed)	✓	✓				◆
Collaboration with voluntary, community and social enterprise (VCSE) partners	Reporting against VCSE framework – governance arrangements to be confirmed (see below)		✓	✓			◆
Experience and Engagement Strategy	Reporting to Quality and Outcomes Committee of progress against the strategy	✓	✓				◆
Health Inclusion team and Health Inclusion Steering Group	Reporting to Quality and Outcomes Committee of progress against the team's agreed work programme		✓				◆

Overall Assurance Level			**Negative**

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update / Notes
Inclusive Communications Strategy	Develop an inclusive Communications Strategy that covers all of Sirona's internal and external platforms	Chief People Officer/ Associate Director of Communications	31 March 2025	On Track	This will be a priority for the new Associate Director of Communications who has now joined Sirona.
Strengthen stakeholder engagement across the system in respect to protected characteristics within the community.	Range of strong relationships across the community feeding into Sirona's engagement work – needs to continue to develop during 2025/26	Chief Nursing & Allied Health Officer	31 March 2026	On Track	Development of the VCSE Framework is now taking place within ODIP and this work along with Patient Engagement through community contacts and integration with Health Equity & Inclusion will all feed into developing these relationships.
Patient Experience and Engagement Dashboard	Development of a dashboard to support services use of data and feedback to monitor and improve service delivery	Chief Nursing & Allied Health Officer	31 January 2026	Completed	The E&E dashboard is now being used by all divisions and provides accessible data to services, this is now completed. We will of course continue to develop and refine and improve the functionality.
Improve how we measure the experience of people who use our services	Develop and publish the Experience and Engagement Strategy Implementation Plan	Chief Nursing & Allied Health Officer	30 June 2025	Completed	This has now been completed and published – we are now starting to implement the plan. There will be a focus on engaging with under-served or marginalised groups.
Arrangements for board oversight of the work with VCSE organisations	Board engagement session with VCSE leaders to discuss how best to work together and areas of focus	Chief Nursing & Allied Health Officer	31 March 2026	On track	Board session to be arranged before the end of the financial year.

Related risks on the Risk Register		
No.	**Risk title**	**Risk Score**
670	Simultaneous loss of all fixed and mobile forms of communication	9
911	Replacement of Workplace with alternative internal communications and policy storage platform	4

CQC Domain – Caring / Well Led / Responsive
Alignment with Overall Governance Improvement Programme – Workplace Culture workstream
Alignment with NHSE Undertakings – Board Culture and Development

STRATEGIC OBJECTIVE 2 - OUR PEOPLE: ***Making Sirona an inclusive and inspiring place to work where people have the capacity to care***
Strategic intent: Sirona attracts, retains, and supports a skilled, motivated, and inclusive workforce with the capacity and capability to deliver high-quality care.
Board question: How confident are we that Sirona has a sustainable, inclusive workforce with the capacity, capability, and culture required to deliver its strategic objectives?

Strategic Risk Title: *SR 2.1 - Identity and culture of Sirona*

Lead Executive: Chief People Officer	Assurance Committee: People	Committee Review Date: February 2026	Risk Appetite: Open (12)

Risk Description: There is a risk that if Sirona does not embed and monitor a sense of belonging and trust and promote respect, equity and diversity through its cultural change programme, it will struggle to recruit and retain staff. This will negatively affect the standard of service that it is able to provide to patients, and its ability to connect with the local community.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied)		
Q1	Q2	Q3	Q4	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
9	9	9	(Score)	3	4	12	3	3	9	2	2	4

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

In both areas – culture and workforce – Sirona has needed the right expertise and capacity to undertake the work that was needed. We have put in place the team and systems that will allow us to move at pace and track our progress. There has been early progress, but we need to maintain the momentum and to demonstrate to NHS England and CQC what we have achieved.

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Organisational values and behaviours	• Staff Survey and pulse surveys • Workforce metrics and KPIs • Children's service cultural audit • Social Value Report demonstrating social value as a community interest company • Staff Appraisals	✓	✓	✓		◆	
Culture Change Programme	Year 1 of the Programme completed	✓	✓		◆		
Equality monitoring	EDI data for staff, members and patients Review and publication of: • Gender Pay Gap • Workforce Disability Equality Standard • Workforce Race Equality Standard		✓	✓	◆		
Equality, Diversity and Inclusion Strategy	Equality Diversity and Inclusion Strategy in development (but not yet finalised or reported on, will form part of the overall people strategy)		✓			◆	
Board and staff training	ESR training records	✓	✓		◆		
Recruitment processes	Recruitment, vacancies and staff turnover reported as part of the Workforce report to People Committee		✓		◆		
Management Essentials training	Training compliance statistics reported to the People Committee		✓		◆		
Sickness absence management and other HR and wellbeing activities	Included in the workforce report to People Committee		✓			◆	
		Overall Assurance Level			**Positive**		

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update / Notes
Embedding NHSE Impact Framework - behaviours of continuous improvement	Fully embedding behaviours of continuous improvement and moving within the framework from “Starting” to “Developing” in line with our self-assessment maturity scoring	Chief People Officer	30 March 2026	On Track	New personal development review / appraisal tools have been developed for executives and non-executives which are aligned to this framework.
Staff Engagement Programme	Development of a staff engagement programme	Chief People Officer	31 March 2026	On Track	New post of Head of EDI and Engagement has been appointed & started Nov 25, this role will lead the programme of work & review the draft engagement programme in place.
Inclusive Communications Strategy	Develop an inclusive Communications Strategy that covers all of Sirona’s internal and external platforms	Chief People Officer/ Associate Director of Communications	31 March 2026	On Track	The new Associate Director of Communications has been appointed & started Oct 25. This is a priory area of work which is in development.
People Strategy	People Strategy to include system-wide recruitment and retention	Chief People Officer / Associate Director of People & Culture	31 March 2026	On track	There is a draft of this strategy in circulation which is currently being reviewed with key stakeholders, before socialising more widely.
Recruitment attraction strategy	Recruitment attraction strategy with supporting domestic and international recruitment campaigns in place for key roles e.g. nursing, and support workers	Chief People Officer / Associate Director of People & Culture	31 March 2026	On track	This will be incorporated into the People Strategy.
Workforce Education and Development strategy	Workforce Education and Development strategy: professional development pathways in place to maintain a suitably qualified workforce.	Chief People Officer/ Associate Director for Learning and Development	30 September 2025	Completed	Strategy has been finalised and has been in place as of Sept 2025.

Related risks on the Risk Register		
No.	**Risk title**	**Risk Score**
	NONE	

CQC Domain – Effective / Responsive

Alignment with Overall Governance Improvement Programme – Workplace Culture workstream

Alignment with NHSE Undertakings – N/A

Strategic Risk Title: SR 2.2 – Improving our infrastructure to support delivery - Digital and Estates

Lead Executive: Chief Finance Officer / Chief Digital and Information Officer	Assurance Committee: Finance, Estates, Environmental and Digital	Committee Review Date: March 2026	Risk Appetite: Cautious (8)

Risk Description: There is a risk that Sirona does not consistently provide its workforce with the time, skills, and tools required to deliver high-quality care. This could adversely affect staff wellbeing, engagement, and retention, and in turn compromise the quality and safety of care provided to patients.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied		
Q1	Q2	Q3	Q4 (Score)	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
15	15	15		4	5	20	3	5	15	3	4	12

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

Progress has been made with aspects of this risk, e.g. the decarbonisation plan and the estates condition survey report, which have been reported to the FEED committee. Included again in the March meeting (2026). Assurance on the Woodspring project to replace Castlewood is included in November papers. Completion June 2026. Cybersecurity remains a significant risk, as to all NHS organisations. Recent actions to improve our position have included: Cyber Essentials certification (completed March 2026); Internal audit on ransomware preparedness (multiple actions arising, reported at FEED and A&A). Next steps include: Cyber incident response plan (due Sept 2026), review of backup and restore functionality (due Sept 2026), and introducing a regular cyber preparedness testing regime (due by Sept 2026).

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Environmental Strategy and Decarbonisation Plan	• Baseline Audit Completed by external agency • Environmental Strategy approved and in place • ICS Green Plan referenced for support in drafting our Decarbonisation Plan • Green Plan 2.0 in draft pending Exec and FEED approval • Annual progress report against the green plan • ESOS audit and report with action plan (Environment Agency) Jan '26		✓	✓		◆	
Estates Condition Survey Report	Estates work plan covering priorities and activities from the report – regularly updated to show progress		✓	✓		◆	
Strategy and Transformation Steering Group	Minutes and chair's report for the group		✓			◆	
Cybersecurity	• Reduction in new end point device purchase (Asset Register) • Number of service requests related to Joiners/Movers/Leavers • Training attendance in starters and leavers process • (New) Response to 2026 ransomware internal audit	✓	✓			◆	
Established Digital Steering Group and Change Advisory Board	Revised sub-Exec governance, including simplified reporting below FEED, implemented. Minutes and actions to be reflected in future FEED papers.		✓		◆		

	Change Advisory Board (and Major Projects Group) to be replaced with Exec-level Investment and Transformation Board in early 26/27, with assurance on process and diligence provided to Board.						
Data security processes and training	Data Security and Protection Toolkit completed annually, next due June 2026. Finance team to confirm alignment to Digital and Technology Assessment Criteria for all relevant supply chain management.		✓	✓	◆		

Overall Assurance Level		Neutral	

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update/Notes
Approved Green Plan 2.0 and Decarbonisation Plan in place	Approval from FEED and Board	Associate Director of Estates and Environmental	30 September 2025	Completed	This is discussed annually at the FEED committee. The latest version was discussed by Executive Committee in July 2025 and FEED committee in August 2025. Reviewed again Jan/March '26
Completion of Estates work plan for 2025/26	Delivery of actions within the work plan	Associate Director of Estates and Environmental	30 May 2026	On track	This has been presented to the Executive Committee (May 2025) and was discussed by FEED committee in August 2025. Includes regular updates to EMT and now FEED of the Woodspring Project (Castlewood replacement)
Digital Strategy	Digital Strategy to be developed	Chief Digital and Information Officer	31 March 2026	Completed	Digital Strategy presented and approved at FEED, January 2026.
Ensure we meet NHS industry standards for Cyber security measures such as Cyber Essentials	• External penetration testing to evaluate security and vulnerability of systems • Introduction of multi-factor authentication • Completion of Windows 11 roll-out	Chief Digital and Information Officer	31 May 2026	On track	Actions listed have been completed. Cyber Incident Response Plan delayed, due for completion May 2026 following review and actions arising from Internal Audit on Ransomware Preparedness.
Reliable and well understood data that enables data-driven decisions in order to improve performance and quality	• Introduction of integrated dashboards for directorates and operational services • Production of the Integrated Performance Report	Chief Digital and Information Officer	30 November 2025	Completed	Integrated Dashboards complete. First IPR being presented to Performance Committee 18/11/25
Increase use of automated technology solutions that increase performance quality and efficiency	Expand the use of robotic process automation to a further five areas of business processing	Chief Digital and Information Officer	31 March 2026	Completed	RPA project plan shortlist reduced to 5 projects (Automation BAU, NHS @ Home Referrals, INT Scheduling, Children's SPA, Dr Doctor administrative processes, EMIS New Account creation). NHS@Home work currently in flight.

Related risks on the Risk Register		
No.	**Risk title**	**Risk Score**
631	Cyber Security Risk	12
803	Castlewood closure	6
923	Failure to meet ICS Green Plan Standard by 2030	12
943	Undocumented Estate occupied by Sirona	9

CQC Domain – Well Led / Responsive / Safe
Alignment with Overall Governance Improvement Plan and Programme – New Board and Executive Team / Governance Processes workstreams
Alignment with NHSE Undertakings – Role of the Members and the Articles of Association / Board Culture and Development / Programme Management / Independent Director

STRATEGIC OBJECTIVE 2 - OUR PEOPLE: ***Making Sirona an inclusive and inspiring place to work where people have the capacity to care***

Strategic Risk Title: *SR 2.3 - Well Led (Governance and Leadership)*

Lead Executive: Chief People Officer/Chief Executive Officer	Assurance Committee: People Committee	Committee Review Date: February 2026	Risk Appetite: Cautious (8)

Risk Description: There is a risk that unclear responsibilities and accountabilities, together with gaps in senior leadership capacity, could undermine Sirona's ability to take effective long-term strategic decisions. This could limit the organisation's ability to deliver its strategic ambitions, sustain improvement, and respond effectively to future challenges.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied)		
Q1	Q2	Q3	Q4	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
15	15	15	(Score)	4	5	20	3	5	15	2	4	8

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

The Care Quality Commission inspection reports were published in November 2025. Action plans already in place to address the gaps. Good progress has been made with the governance improvement plan, but this is not scheduled to be completed until March 2026 in line with the deadlines that were agreed by the board for the actions within the plan. Substantive CEO and CDIO in post, in November. With continued close external scrutiny from NHS England and the CQC, failure to strengthen governance arrangements would have serious consequences for the organisation's reputation and longer-term sustainability. Risk score unchanged.

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Overall Governance Improvement Plan	• Reporting of progress against the Governance Improvement Plan through new programme board, and to Board of Directors, supported by a structured programme with NED and Exec Team Leads. • GGI support.		✓	✓		◆	
Delivery of undertakings jointly agreed with NHS England	• Undertakings jointly agreed with NHS England and incorporated into the Governance Improvement Plan and workstream within the structured programme. • Regular meetings between NHSE and the Improvement Director to monitor progress		✓	✓		◆	
Fully established Non-Executive Director membership of the Board	All NEDs and Associate NEDs now in post		✓		◆		
Board Member Visits to services	Reporting outcomes of visits to the Executive Committee and the Board	✓	✓			◆	

Overall Assurance Level		Neutral	

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update/Notes
Full delivery of the Overall Board Improvement Plan and NHSE Undertakings	Continue work to deliver Overall Board Improvement Plan through the Programme.	Chief Executive Officer	31 March 2026	On Track	The Improvement Plan is being monitored closely, through the Integrated Governance Improvement Programme, which oversees the improvement plan, NHSE undertakings, and CQC 'must do' actions. Progress has been made, during the year.
Recruitment of Independent Improvement Director Role	Joint recruitment completed by NHSE and Sirona	Chief Executive Officer / NHSE	31 May 2025	Completed	The Improvement Director commenced in post on 9th June.
Substantive Chief Executive Officer appointed	Completion of CEO recruitment and selection process	Chair / External Recruitment Partner	31 August 2025	Completed	The new CEO appointed and started on 3rd November 2025.
Strengthen Membership and their support / development	• Clarity on role of Members • Board and Member agreement on Membership Model • Update to Articles of Association • GGI Support	Chair / Director of Governance	31 March 2026	On Track	Two workshops with Members were held on 28th July and 7th October 2025. Initial outcomes from the workshops were discussed with Board, with the initial proposal of retaining the current membership model, but to review constituencies, the number of members, a lead member, etc The Board understood the rationale for this initial proposal, however, as a CIC and the organisation's strategic ambitions, there is an opportunity for a more innovative model to be jointly developed. A discussion paper will be developed and circulated to Members and Board in preparation for a joint meeting to discuss together, which will take place early in the new year.
Executive restructure complete with Board fully established	Develop proposal for new executive structure once new CEO in post	Chief Executive Officer	31 March 2026	On Track	The new CEO joined on 3 November. The permanent CDIO is in post from 10 November and recruitment for the substantive CPO and Director of Governance posts is in progress. The CEO will review the executive structure in due course.
Outcome of CQC inspections and resulting action plan	Awaited	Chief Executive Officer	1 November 2025	Completed	Inspection reports published by CQC in Nov 25. Action plans already in place to address gaps in compliance described in final inspection reports. Action plans already in place to address gaps in compliance described in final inspection reports. There will be some cross over with the DIP programmes of work.

Related risks on the Risk Register		
No.	**Risk title**	**Risk Score**
826	Changes to Executive Team/Senior Management 829	9
829	Instability of Executive Structure	9

CQC Domain – Safe / Effective

Alignment with Overall Governance Improvement Programme – Performance and Management Framework

Alignment with NHSE Undertakings – N/A

STRATEGIC OBJECTIVE 3: OUR SERVICES - *Delivering on contract requirements and ensuring services are safe, high-quality, inclusive and accessible*
Strategic intent: Sirona consistently delivers safe, high-quality, inclusive services that meet contractual, regulatory, and population needs.
Board question: How confident are we that Sirona can consistently deliver safe, high quality, accessible services while meeting contractual and regulatory requirements?

Strategic Risk Title: SR 3.1 – Demand and Capacity

Lead Executive: Chief Operating Officer	Assurance Committee: Performance Committee	Committee Review Date: March 2026	Risk Appetite: Cautious (8)

Risk Description: There is a risk that increasing demand combined with constrained operational capacity may result in an inability to meet and deliver service requirements, potentially delaying delivery of care and treatment, poor experience of care and increased operational costs.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied)		
Q1	Q2	Q3	Q4	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
15	15	15	(Score)	4	5	20	3	5	15	2	3	6

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

The demand and complexity of the patients for whom we care continues to increase and outstrips contract levels for many services. We lack mature data sets and monitoring arrangements which would give us consistent assurance about the quality and safety of services and how this compares to the requirements of our contract.

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Integrated Neighbourhood Teams improvement programme	Programme delivery – reported to Performance Committee and Quality and Outcomes Committee	✓	✓	✓		◆	
Priorities identified for each service in the 'Improving Clinical Outcomes for All' clinical strategy	Business plan performance monitoring at Performance Committee	✓	✓			◆	
Integrated Performance Report	Reported to Performance Committee (from November 2025)	✓	✓			◆	
Recognised service specifications and delivery model	Contract reporting to the Integrated Care Board who exercise oversight	✓	✓	✓			◆
Close collaboration with our Voluntary Community and Social Enterprise (VCSE) partners who can support service delivery	VCSE Framework in place, enabling this to be developed	✓	✓	✓			◆

Overall Assurance Level		**Neutral**	

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update/Notes
Performance Management Framework and Integrated Performance Report	Sign off framework and new report template for the IPR	Chief Operating Officer	November 2025	Completed	IPR reported to Performance Committee in November.
Matching of our current demand with our capacity through demand modelling	Review capacity and demand across remaining services and functions besides those that have already been reviewed	Chief Operating Officer	31 March 2026	On Track	A demand modelling exercise was completed for the Integrated Network Teams in Adult Services. Further work is required in INT demand and capacity and will need to complete the remaining work in SASS services.
Internal review of Sirona's appetite to stop or reduce provision that is not within service specifications	Internal review to be completed	Chief Operating Officer	31 March 2026	On Track	Quality Impact Assessments in draft for a selection of services and a paper will be resubmitted to the Executive Management Team in January 2026.
NHS@Home programme to become business as usual	Transition from current NHS@Home programme structure to business-as-usual model by the end of March 2026	Chief Operating Officer	31 March 2026	On Track	This requires a review of the aims and / or delivery mechanism of the service, which is currently unable to deliver all of its aims as per the contract.

Related risks on the Risk Register			
No.	**Risk title**	**Risk Score**	
767	Podiatry Staffing	**16**	
135	Autism diagnosis waiting time	16	
812	Deferred planned nursing visits	16	
525	Potential harm to patients due to inability to deliver timely wound care	16	
830v.3	There is a significant higher demand of referrals for planned therapy against predicted contracted activity in BNSSG	15	
833	Follow up waiting lists	9	
834v.2	Adults BNSSG. Data Quality issues with EMIS/Electronic Patient Record	8	
428v.10	Capacity issues within Community Paediatric service to meet current demands for new referrals and children open to the service	12	
757 v.7	Heart Failure - current system clinical pathway is not equitable, leading to inequity of care for patients and increasing capacity and demand within current Sirona service.	9	
527v.10	Demand for clinical triage outstripping clinical resource	12	
790	Therapy Staffing is significantly affecting ability to undertake therapy activity in the multiple INTs	12	
635v.10	The Haven capacity	12	
802v.6	Capacity and Demand (Risk is managed through daily Operational Flow meetings ensuring patients are prioritised and staff are deployed appropriately to ensure risk is mitigated)	12	
633	INT staffing	9	
630	As a result of there being a high number of patients with no right to reside across all pathways, there is a risk that we will not be able to meet our number of contracted activities per week	12	
807v.2	Demand and capacity risk due to vacancies	9	

CQC Domain – Safe / Effective

Alignment with Overall Governance Improvement Programme – Clinical Quality and Safety

Alignment with NHSE Undertakings – N/A

Strategic Risk Title: SR 3.2 - Regulatory Compliance Delivery of safe and effective care

Lead Executive: Chief Nursing & Allied Health Officer	Assurance Committee: Quality & Outcomes Committee	Committee Review Date: March 2026	Risk Appetite: Cautious (8)

Risk Description: There is a risk that pressures on organisational resources limit Sirona's ability to deliver and evidence safe and effective care in line with its legal and regulatory obligations. If the organisation commits to service delivery without fully understanding the resource implications, is unable to secure the necessary capacity, or lacks robust systems to monitor compliance, this could result in breaches of statutory and regulatory requirements including CQC Fundamental Standard and health and safety regulation, poorer outcomes and experience for patients.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied		
Q1	Q2	Q3	Q4	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
20	20	20	(Score)	4	5	20	4	5	20	3	4	12

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

We worked at pace to deal with the immediate issues identified by the CQC in their warning notice and achieved the required actions by the deadline of 16.07.25. Ongoing work to embed the improvements as well as additional identified actions were signed off by Executive team and are now part of a programme of work being overseen by ODIP. We require evidence of sustained progress, including lifting of the warning notice before the risk can be reduced. The internal audit report by Audit Southwest, and the chief nurse's review of clinical governance, showed that we have well designed processes in place but these need to be embedded into business as usual for all services, so that high level assurance can be given to the board. Risk score remains unchanged considering final inspection reports now published by CQC in November 25 and action plans are in place to address gaps in compliance described and are regularly monitored.

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Quality directorate providing leadership and support to the organisation.	• Suite of regular reports to the Quality and Outcomes Committee • Quality accounts	✓	✓			◆	
Close working relationship with CQC lead inspector, including regular meetings with management	Feedback from regular engagement meetings with the inspectors is shared with the Quality and Outcomes Committee		✓	✓		◆	
Staff engagement with the CQC regulatory regime	CQC monitoring and compliance framework, including internal peer reviews of services (similar to mock inspections)	✓	✓			◆	
CQC preparedness across the organisation	Ongoing self-assessment against CQC standards, stored in Ulysses database	✓	✓				◆
Health and Safety framework	• Reporting through Health and Safety Committee to Quality and Outcomes Committee, with direct reporting line to Chief Executive to escalate matters of concern • External inspections of fire safety by Fire Brigade	✓	✓	✓	◆		

Overall Assurance Level		Neutral	

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	At Risk Update/Notes *No written update required if action is on track*
CQC Inspection 2025 Reports	Awaiting outcome reports	Chief Nursing & Allied Health Officer	1 November 2025	Completed	Inspection reports published by CQC in Nov 25. Action plans already in place to address gaps in compliance described in final inspection reports.
CQC Inspection 2025 Reports	Deliver the actions within the 3 service line action plans (Adults Children's and Learning Disabilities services reports) Evidence the impact of the actions to ensure they meet the identified improvements needed.	Chief Nursing & Allied Health Officer	31 July 2026	On Track	Action plans already in place to address gaps in compliance described in final inspection reports. There will be some cross over with the DIP programmes of work.
Warning notices (section 29) issued by CQC for adult services	Improvement programme to address must do actions	Chief Nursing & Allied Health Officer	16 July 2025	Completed	The deadline for submission to CQC was met. The actions to embed and fully respond to findings have been handed over to an ongoing programme of work being overseen by ODIP.
Warning notices (section 29) issued by CQC for adult services	Deliver the actions to embed the improvement programme through the CQC response work. Evidence the impact of the actions to ensure they meet the identified improvements needed.	Chief Nursing & Allied Health Officer	31 July 2026	On Track	This Care at the Core Improvement work will be monitored through the ODIP, SDIP, ADIP and CDIP programmes of work.
Internal audit review of systems and processes for CQC compliance was graded 'limited assurance'	Action plan to implement auditor's recommendations	Chief Nursing & Allied Health Officer	31 March 2026	On Track	An action plan has already been developed and will be shared with the Audit Committee, as well as being monitored at Quality and Outcomes Committee to completion.
Embedding of the seven pillars of clinical governance across the whole organisation, including engagement by corporate services	Review and strengthen clinical governance processes across the whole organisation	Chief Nursing & Allied Health Officer	31 March 2025	On Track	Workshop session with executive management team and Quality Safety and Security Team planned for 25th Nov 2025 to set out and discuss Clinical Governance improvements including self-assessment against GGI Matrix, draft Quality Strategy, Draft Clinical Governance Framework and updated Clinical Governance Improvement Plan.

Related risks on the Risk Register			
No.	**Risk title**	**Risk Score**	
812	Deferred planned nursing visits	16	
525	Potential harm to patients if unable to deliver timely wound care	16	
380	Patients at risk of harm due to increased demand on Single Point of Access	15	
768	Podiatry patient safety	12	
33	Risk of Pressure Injury	9	

CQC Domain – Safe / Effective / Well Led / Responsive

Alignment with Overall Governance Improvement Programme – Stakeholder Engagement workstream

Alignment with NHSE Undertakings – N/A

STRATEGIC OBJECTIVE 4: OUR PARTNERS - ***Collaborating and innovating to deliver more for individuals and communities***
Strategic intent: Sirona is an effective, influential partner within the integrated care system, enabling innovation and improved outcomes for communities.
Board question: How confident are we that Sirona is an effective and influential partner, able to collaborate and innovate to deliver improved outcomes?

Strategic Risk Title: SR 4.1 - Partnership and collaboration

Lead Executive: Chief Nursing & Allied Health Officer / Chief Operating Officer	Assurance Committee: Quality and Outcomes	Committee Review Date: March 2026	Risk Tolerance: Open (12)

Risk Description: There is a risk that Sirona is unable to establish and sustain effective system partnerships or influence system decision making, leading to fragmented care delivery, limited or reduced innovation and failure to deliver integrated models of care.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied		
Q1 16	Q2 16	Q3 16	Q4 (Score)	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
				4	4	16	4	4	16	2	4	8

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same

There is system work on neighbourhoods and Sirona is a partner in this. Also, there is the alliance work which we are a part of for the 'Integrated care at home' bid which is also focused on neighbourhood development. Bid outcome expected end of November. The INTs have been working with the GP Collaborative Board on a SOP for better joined up working.

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Close collaboration with our Voluntary Community and Social Enterprise (VCSE) sector who can support service delivery	VCSE Framework in place	✓	✓	✓		◆	
Close collaboration with system partners to develop new models for care delivery, e.g. workshops with local authorities and VCSE organisations, Pathway 1	Board agreement and response	✓	✓	✓		◆	

Overall Assurance Level		Neutral	

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update/Notes
Family-focused 'neighbourhood' health model	Working with GPs, local authorities, the VCSE sector, mental health services and local hospitals.	Chief Nursing & Allied Health Officer	31 March 2026	On Track	This includes building on community strengths and assets to better meet local needs.
Arrangements for board oversight of the work with VCSE organisations	Board engagement session with VCSE leaders to discuss how best to work together and areas of focus	Chief Nursing & Allied Health Officer	31 March 2026	On track	Board session to be arranged before the end of the financial year.

Related risks on the Risk Register		
No.	**Risk title**	**Risk Score**
	None currently	

CQC Domain – Well Led / Effective / Responsive

Alignment with Overall Governance Improvement Programme – Stakeholder Engagement workstream

Alignment with NHSE Undertakings – N/A

STRATEGIC OBJECTIVE 5: OUR SUSTAINABILITY: ***Delivering on our contract, continuously improving services, protecting the environment and making best use of public money***
Strategic intent: Sirona is financially, operationally, and environmentally sustainable, delivering value for money while continuously improving services.
Board question: How confident are we that Sirona is financially and operationally sustainable and making best use of public resources?

Strategic Risk Title: SR 5.1 – Sirona's Sustainability

Lead Executive: Interim Chief Executive Officer, supported by the Chief Finance Officer	Assurance Committee: Finance, Estates, Environment and Digital	Committee Review Date: March 2026	Risk Appetite: Cautious (8)

Risk Description: There is a risk that national changes affecting NHS England and the Bristol, North Somerset and South Gloucestershire (BNSSG) Integrated Care Board create uncertainty in commissioning arrangements, priorities, and funding flows. This may undermine Sirona's long-term sustainability and its ability to position itself as the provider of choice for community services within BNSSG. There is a risk that Sirona fails to secure its long-term role as the lead community provider within BNSSG due to commissioning reform, increasing competition for major contracts, and insufficient strategic positioning within emerging neighbourhood models. This could result in loss of core contracts, reduced financial sustainability, and diminished system influence.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied)		
Q1	Q2	Q3	Q4	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
15	15	15	(Score)	4	5	20	3	5	15	3	5	15

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same

The loss of Sirona's principal contract would have a significant impact on the organisation's long-term sustainability. Mitigating actions are underway, including improved delivery of contractual commitments, strengthening system relationships, and developing Sirona's strategic role within emerging neighbourhood models. The risk score remains unchanged as key external factors, including national NHS reforms and future commissioning decisions within BNSSG remain outside the organisation's control. A decision on future commissioning arrangements is not expected within the current financial year, and therefore uncertainty remains.

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Sirona is a full member of the BNSSG Integrated Care Board	CEO, executive directors and non-executives report back to the board about BNSSG meetings which they have attended		✓	✓		◆	
ICB's proposed modification of a twelve-month extension to the current Children's Community Health Partnership contract to 31 March 2028	Board agreement and response		✓	✓		◆	
Business plan is linked to the key targets within the current contract, allowing us to demonstrate successful delivery of contractual requirements	• Monthly performance reports - IPR • Monthly business plan update	✓	✓			◆	

Overall Assurance Level		Neutral	

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update/Notes
Development of our leadership role in the development and implementation of a new neighbourhood health model	• Continue to work closely with system partners • CMO and CEO will work with ICB and establish Sirona's key role in Neighbourhood development. CDIO developing Digital Neighbourhood narrative • Board discussion to develop a Business Development Plan • Integrated Neighbourhood Team development a key priority for transformation	Chief Medical Officer/Chief Executive Officer	31 March 2026	On Track	National Guidance has not yet been published. Baseline demand, capacity and productivity of INTs completed. Further independent review pending. This will form the baseline for the Sirona Neighbourhood model upon which the broader model can be based. Executive engaging with ICB and partners proactively.
Identify appetite and potential for future growth and business development to add value to our current portfolio	• Board workshop to discuss opportunities	Chief Financial Officer/Chief Executive Officer	31 March 2026	On Track	Session to be arranged with the Board deferred until new Head of Commercial and Contracts in post.
A 5-year strategy for Sirona to respond to opportunities for growth	• Develop our five-year strategy with a more commercial approach • Engage with key stakeholders, internal and external, to shape the strategy • Board to agree the strategy • Communicate and promote the strategy	Chair / Chief Executive Officer	31 March 2026	On Track	In progress
Stakeholder Mapping	• Discuss at executive team meeting • Share and refine with board at a development workshop in October	Chief Executive Officer	31 May 2026	On Track	Deferred until April/May
Formal Competitor Analysis	• Review by Head of Commercial and Contracts • Discuss at executive team meeting • Share and refine with Board	Chief Finance Officer/Chief Executive Officer	31 March 2026	On Track	Recruitment for Head of Commercial and Contracts is in progress. Work has commenced and will need to be put together in a formal competitor analysis paper. Initial work will include strengthening governance around existing supplier and income contracts for Adults and Children services. This will be followed by initial Commercial briefing paper highlighting prospective Competitor opportunities (discussed at Board workshop) and competitor analysis
Head of Commercial and Contracts in post	• Complete recruitment and selection process	Chief Finance Officer	31 March 2026	On Track	This is newly established post which is currently out to advert. Candidates shortlisted for interview, Recruitment recommenced with interviews in March. Risks include – impact on finance team restructure, reduced savings from CIP contractual efficiencies, limited resources for emerging bids and tenders.

Clarity around proposals for procurement of adult services contract from 2030	• Understand options available and provider selection regime • Clarify criteria to meet each of the options • Continue working with the ICB	Chief Executive Officer	31 March 2026	On Track	Discussions have already started with ICB chief officers. These have slowed down as a consequence of recently announced NHS reforms.
Public Health Nursing procurement confirmed as 'Most Suitable Provider'(MSP) – no capacity in place to support bid	• Independent expert advice secured • Proposal for Bid Team pending approval	Chief Nurse and AHP/Chief Operating Officer	30th April 2026	On Track	North Somerset have confirmed procurement plan. Bristol and South Gloucester have not formally confirmed plans yet but have informed it will be MP.
Children's contract procurement preparation commenced	• Proposal for Bid Team pending approval • Initial information submission returned • Preparation to commence for formal procurement start towards the end of the year	Chief Nurse and AHP/Chief Operating Officer	30th July 2026	On Track	In progress
Development of Sirona 1-3-5-year strategy, including Neighbourhood model & leadership proposals	• Strategy refresh in progress • Digital and Neighbourhood transformation plans in progress	Chief Operating Officer	30 April 2026	On Track	In progress
Establish Bid Strategy and commercial leadership capability	• Proposal for investment developed • Interviews for Head of Commercial and Contracts March 2026	Chief Operating Officer	30 April 2026	On Track	In progress

Related risks on the Risk Register		
No.	**Risk title**	**Risk Score**
	None currently	

CQC Domain – Effective / Well Led

Alignment with Overall Governance Improvement Programme – Stakeholder Engagement workstream

Alignment with NHSE Undertakings – N/A

Strategic Risk Title: SR 5.2 - Improving our infrastructure to support delivery - Financial Sustainability

Lead Executive: Chief Finance Officer/ Joint Director Strategy & Transformation	**Assurance Committee: Finance, Estates, Environmental and Digital (FEED)**	**Committee Review Date: March 2026**	**Risk Appetite: Cautious / open (10)**

Risk Description: There is a risk that Sirona is unable to maintain financial, operational, and environmental sustainability while delivering contractual requirements, resulting in financial instability, reduced service quality, and failure to demonstrate value for money.

Risk Score Trend				**Inherent Risk Score (pre mitigation)**			**Residual / Current Risk Score (with mitigation in place)**			**Target Risk Score (with further mitigation applied)**		
Q1	**Q2**	**Q3**	**Q4**	**Likelihood**	**Consequence**	**Overall**	**Likelihood**	**Consequence**	**Overall**	**Likelihood**	**Consequence**	**Overall**
12	**16**	**20**	**(Score)**	5	4	20	5	4	20	2	4	8

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

Although the financial position for 2025/26 has improved and there is expected to be a surplus at year end, the financial plan for 2026/27 is not balanced and in deficit. This is being considered by the FEED Committee on 17th March and Board on 31st March. The current plan for 2026/27 is a deficit of £2.4m before interest on cash balances and £1.4m after interest on cash balances. There are also £988k of savings within this plan that are of low maturity. It has not been possible to generate a Headroom fund of £1m and there are a number of requests for investment which total almost £1m. Risk score has increased from 16 to 20, as the likelihood has increased from 4 to 5.

Key Controls	**Sources of Assurance**	**Level of Assurance (3 line of defence)**			**Positive**	**Neutral**	**Negative**
		1st	**2nd**	**3rd**			
Planning assumptions form part of the business plan and budget setting process	Assumptions tested on ongoing basis with reports to FEED and the Board on any changes. FEED approved in principle the draft plan and budget.		✓			◆	
Business planning process and plan	Updates on progress with delivery against the priority initiatives in the business plan.		✓			◆	
Financial control policies and scheme of reservation and delegation	Internal audit regularly review core financial systems	✓	✓	✓		◆	
Open dialogue at the ICB system level.	Weekly system Director of Finance meetings which are fed back to the ICB.			✓		◆	

Cost Improvement Plans including agency control process.	Monthly reports to Executive Committee and quarterly reports to Finance, Estates, Environment and Digital (FEED) Committee and the Board	✓	✓			◆	
Finance Reports	• Monthly reports to Executive Committee and Board. • Quarterly reports to FEED Committee. • Operating margin delivered monthly		✓			◆	
Audits by internal and external audit ensure the financial records within the organisation are accurate	• Approval of Internal and External Audit Programme approved by Audit, Assurance and Risk Committee. • Reporting by Internal and External Audit at each Audit, Assurance and Risk Committee			✓		◆	
Regular review of Operational budget and financial performance	Internal review through monthly Accountability meetings.		✓			◆	
Financial Transformation Group and Financial Steering Group	Executive led groups review proposals and monitor progress of savings delivery.		✓			◆	

Overall Assurance Level		**Neutral**	

Gaps in Controls / Assurance	**Action to address gap**	**Action Owner**	**Due Date**	**RAG** **Completed** **On Track** **Overdue**	**Update/Notes**
National planning guidance for 2025/26 has not been finalised regarding pay award funding.	Planning assumptions form part of the business plan and budget setting process	Chief Finance Officer	30 September 2025	**Completed**	National funding received for pay award. Local authorities also confirmed have funding for pay awards.

Related risks on the Risk Register		
No.	**Risk title**	**Risk Score**
908	Financial Sustainability	20

CQC Domain – Well Led / Safe / Effective

Alignment with Overall Governance Improvement Programme – Governance Processes / Risk, Policies and Audit workstreams

Alignment with NHSE Undertakings – Corporate Governance/Programme Management

Strategic Risk Title: SR 5.3 Governance and Assurance

Lead Executive: Director of Governance / Improvement Director	Assurance Committee: Audit, Assurance and Risk Committee	Committee Review Date: March 2026	Risk Appetite: Cautious (8)

Risk Description: There is a risk that weaknesses in governance and reporting arrangements limit the Board's ability to obtain reliable assurance on the delivery of organisational priorities and the management of significant risks. This could undermine effective oversight and decision making, and reduce the confidence of the public, partners and regulators in Sirona's leadership and governance.

Risk Score Trend				Inherent Risk Score (pre mitigation)			Residual / Current Risk Score (with mitigation in place)			Target Risk Score (with further mitigation applied)		
Q1	Q2	Q3	Q4	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall	Likelihood	Consequence	Overall
15	10	10	(Score)	4	5	20	2	5	10	2	4	8

Risk Position / Assurance Statement – including rationale for why the risk score has been increased, decreased or remained the same.

Progress continues to be made against the governance improvement plan, including the NHSE Enforcement Undertakings Improvement with oversight by the Integrated Governance Improvement Programme Group, chaired by a Non-Executive Director. This Group reports directly into the Board. Although significant progress has been made, the Undertakings are not due to complete until July 2026. NHSE are satisfied that good progress is being made and therefore agreed to the release of the Improvement Director in March 2026. Monthly NHSE / Sirona Assurance meetings will continue, and Jo Beer is in regular contact with NHSE where the exit criteria is being discussed. Risk score remains at 10 because failure to strengthen governance arrangements would have serious consequences for the organisation's reputation and longer-term sustainability.

Key Controls	Sources of Assurance	Level of Assurance (3 line of defence)			Positive	Neutral	Negative
		1st	2nd	3rd			
Overall Governance Improvement Plan	• Overall Governance Improvement Plan in place, supported by a structured programme with NED and Exec Team Leads.	✓	✓	✓	◆		
Undertakings jointly agreed with NHS England	• Undertakings incorporated into the Governance Improvement Plan and workstream which is monitored by a programme board and reported to the Board of Directors • Regular meetings between Improvement Director and NHSE	✓	✓	✓	◆		
Risk management policy and training	• Risk training records • Internal audit review of risk management • GGI supporting delivery of risk management training	✓	✓	✓		◆	
Risk Register and Board Assurance Framework	Reporting to Board, Sub Committees and Executive Committee	✓	✓	✓	◆		
GGI developmental review	GGI final report and overall governance action plan from recommendations	✓	✓	✓	◆		
Assurance Framework and Risk Management Internal Audit 2025/26	Terms of Reference for an internal audit to assess the effectiveness of Sirona's risk management arrangements and the usage and robustness of the recently revised BAF Draft Report estimate: March 2026	✓	✓	✓		◆	

Overall Assurance Level	Positive	Neutral	

Gaps in Controls / Assurance	Action to address gap	Action Owner	Due Date	RAG Completed On Track Overdue	Update/Notes
Full implementation of recommendations from the GGI review	• Continue to work through the plan and implement actions within required deadlines • Monitor completion and escalate if actions fall significantly behind schedule	Director of Governance / Improvement Director	31 March 2026	On Track	Integrated Governance Improvement Plan in place, including GGI recommendations and NHSE Enforcement Undertakings. Currently undertaking a review with GGI.
Completion of Undertakings	• Implement actions required to exit undertakings • Develop and agree 'exit plan' for undertakings	Director of Governance / Improvement Director	31 July 2026	On Track	Although significant progress has been made, the undertakings are not due to complete until July 2026. NHSE are satisfied that good progress is being made and therefore agreed the exit of the Improvement Director in March 2026. Monthly NHSE / Sirona Assurance meetings will continue, and Jo Beer is in regular contact with NHSE where the exit criteria is being discussed.
Completion of Risk Management Programme	• Schedule training sessions with GGI • Publicise training to staff • Identify who is required to participate in training and ensure attendance	Deputy Chief Nursing & Allied Health Officer	1 April 2026	On Track	GGI held 7 training sessions between October and November 2025. Of the mangers required to attend the Risk Training, 113 have attended and 38 are to book. There are another 2 dates planned on Monday 23rd March and Wednesday 1st April 2026.
Socialising the Governance Handbook	• Present at Executive Management Group • Circulate to Board, Executive Management Group and Senior Leadership Group with supporting information on its purpose. • Design the document in a visually engaging way to make it user-friendly • Upload onto intranet, with supporting information on its purpose	Director of Governance	31 March 2026	On Track	This work is on hold until the Articles of Association have been updated, which is in progress and due to go to the Board in March.
Assurance Framework and Risk Management Internal Audit	• Terms of reference has been agreed. Field work to commence in January 2026. Draft report estimated to be available in March 2026. • Outcome will be reported to the Audit, Assurance and Risk Committee in May 2026	Chief Nursing and Allied Health Officer/Director of Governance	31 March 2026	On Track	The risk management audit by ASW is underway. Colleagues from ASW have been attending Committees and the Executive Risk Management Group. The final report will be presented at the Audit Committee on 2 June 2026.

Related risks on the Risk Register			
No.	**Risk title**	**Risk Score**	
826	Changes to Executive Team/Senior Management	9	
829	Instability of Executive Structure	9	

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Board Report

Date	31 March 2026	**Agenda item**	12
Title	Board Forward Planner for 2026/27		
Author	Muna Ahmed, Interim Head of Corporate Governance		
Presented by	Brenda Thomas, Interim director of Governance	**Version**	1
For	Approval/decision ☒ Debate ☐ Assurance ☐ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☒		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
To present the Board with the forward planner for 2026/27 for approval. The planner ensures the Board receives the appropriate reports for assurance and approval, in line with the Terms of Reference.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
The planner has been informed by the committee and Board Terms of References, to ensure the correct governance processes are followed. The planner will be further developed to align with the Board Assurance Framework.

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
None

Summary and Key Issues to be highlighted
Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them *Alert the Board to of areas where assurance is not sufficient.* *Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).*
The forward planner sets out the annual, quarterly and bi-monthly business for the committee, as well as the ad hoc items to be covered across the year. The plan is intended to be iterative and will be reviewed and updated as required.
Actions for the Board (including any decisions required and options for consideration)
Are there any matters that require a Board decision or discussion to address issues of concern?
The Board is asked to approve the forward planner for 2026/27.

Board meeting forward plan 2026/27

Committee	Area of business	BAF Risks	Lead	Purpose	Frequency	Month 2026-27											
						Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
								16/06/2026			29/09/2026			08/12/2026			30/03/2027
Board: Standing items																	
Board	Register of Interests		Chair	Information	Quarterly			x			x			x			x
	Declaration of interests		Chair	Information	Quarterly			x			x			x			x
Board	Previous meeting minutes		DoG	Approve	Quarterly			x			x			x			x
Board	Action log and matters arising		DoG	Review	Quarterly			x			x			x			x
Board	Forward Planner		DoG	Information	Quarterly			x			x			x			x
Board	Public questions		DoG/Chair	Information	Quarterly			x			x			x			x
Board	Chair's summing up and close of public session		Chair	Information	Quarterly			x			x			x			x
Board: Assurance reports																	
Board	People Story		Complaints/Patient experience	Assurance/Information	Quarterly			x			x			x			x
Board	Chair's report		Chair	Assurance	Quarterly			x			x			x			x
Board	Chief Executive's Report		CEO	Assurance/Information	Quarterly			x			x			x			x
Board	Integrated Performance Report		COO	Assurance	Quarterly			x			x						x
Board	BAF Monitoring Report		DOCG	Assurance	Quarterly			x			x			x			x
Board	Finance Report		CFO	Assurance	Quarterly			x			x			x			x
Board	People's Voice Report		Chair of People's Voice	Assurance/Information	Quarterly			x			x			x			x
Board	Audit, Assurance & Risk Committee Assurance Report		Cttee Chair/CFO	Assurance	Quarterly			x			x			x			x
Board	Finance, Estates, Environment & Digital Committee Assurance Report		Cttee Chair/CFO	Assurance	Quarterly			x			x			x			x
Board	People Committee Assurance Report		Cttee Chair/CPO	Assurance	Quarterly			x			x			x			x
Board	Performance Committee Assurance Report		Cttee Chair/COO	Assurance	Quarterly			x			x			x			x
Board	Quality & Outcomes Committee Assurance Report		Cttee Chair/CNO	Assurance	Quarterly			x			x			x			x
Board	Integrated Governance Improvement Plan Group		Cttee Chair/CEO	Assurance	Quarterly			x			x			x			x
Board	Freedom to Speak up Report (Private)		CPO	Assurance	Quarterly			x			x			x			x
Board	Bi-Annual Safer Staffing Report		CNO	Approval	Bi-Annual			x						x			
Board	Annual Confirmation of Board Register of Interests		DOCG	Approval	Annual			x									
Board	NHSE Licence Conditions Compliance - Self-Certification		DOCG	Approval	Annual			x									
	Board Terms of Reference annual review		DOCG	Approval	Annual			x									
Board	Board Effectiveness Report		DOCG	Assurance	Annual									x			
Board	Annual Report & Financial Statements		CFO	Approval	Annual						x						
Board	CIC Annual Report		DOCG	Approval	Annual						x						
Board	Annual Governance Statement		DOCG	Approval	Annual						x						
Board	Modern Slavery Statement		CPO	Approval	Annual						x						
Board	Workforce Race Equality Standard/Workforce Disability Equality Standard annual reports		CPO	Approval	Annual						x						
Board	Public Sector Equality Duty Report		CPO	Approval	Annual						x						
Board	EPRR Annual Report		COO	Assurance	Annual						x						
Board	Health & Safety Annual Report		CNO	Assurance	Annual						x						
Board	Infection Prevention & Control Annual Report		CNO	Assurance	Annual						x						
Board	Safeguarding Annual Report		CNO	Assurance	Annual						x						
Board	FQAI - Annex A-C (Revalidations)		CMO	Approval	Annual						x						
Board	Review Risk Appetite		CNO	Approval	Annual						x						
Board	Terms of Reference for all Committees		DOCG	Approval	Annual						x						
Board	Social Value Report		DoComms	Approval	Annual			x									
Board	Winter Plan		COO	Approval	Annual									x			
Board	FQAI - Annex D (Revalidations)		CMO	Approval	Annual									x			
Board	Board and Committee dates and forward plan		DOCG	Approval	Annual									x			
Board	Gender Pay Gap Report		CPO	Approval	Annual												x
Board	Staff Survey Results Action Plan Update		CPO	Assurance	Annual												x
Board	Public Sector Equality Duty (PSED)		CPO	Assurance	Annual			x									
Board	Annual Quality Account		CNO	Approval	Annual			x						x			

Committee	Area of business	BAF Risks	Lead	Purpose	Frequency	Month 2026-27											
						Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar
								16/06/2026			29/09/2026			08/12/2026			30/03/2027
Board: Strategy and Planning																	
Board	Budget Plan		CFO	Approval	Annual												x
Board	Business Plan		CDIO	Approval	Annual												x
Board: Deep dives/focused discusions																	
Board	Deep dive/focused discussion - TBC		Chair	Assurance	Bi-Annual			x						x			
Board: Policies																	
Board	Scheme of Delegation		CFO	Approval	Annual						x						
Board	Reserves Policy		CFO	Approval	Annual						x						
Board: specific items for 2026/27																	
Board																	

Board Report

Date	31 March 2026	**Agenda item**	13.1
Title	Membership Model		
Author	Brenda Thomas, Interim Director of Governance		
Presented by	Brenda Thomas	**Version**	1
For	Approval/decision ☒ Debate ☒ Assurance ☐ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☒		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

Purpose of report and reason for submission to Board

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

This paper seeks formal Board ratification of Option 1 (Two-Track Approach) for Sirona CIC's Membership Model, following:

a. The Board seminar on 10 February 2026
b. Subsequent written feedback from Board members
c. Clarification of questions raised regarding timescales, resources, engagement with Members, and implementation risks.

The paper also sets out how Board feedback has been incorporated into the proposed approach and confirms the basis on which a paper will be taken to the Members' meeting following Board approval. This work supports regulatory expectations from NHS England and strengthens Sirona's governance framework, contributing to organisational assurance and future business development.

Related Risk No. (If applicable)	Strategic Risk 5.3: Governance and Assurance

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation?
Provide links to relevant evidence sources relied upon in this report.

Assurance has been informed by:

- The Good Governance Institute's (GGI) governance review (2024-25)
- Legal advice from Bevan Brittan (January 2026)
- Board seminar discussion (10 February 2026)
- Written feedback from Board members (February 2026).

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

This report has been reviewed by the Chair of the Board and the Chief Executive Officer.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

The Board has been reviewing the Membership Model to ensure it is:

- Purpose-led
- Proportionate
- Aligned to regulatory expectations
- Capable of supporting effective accountability.

Following the February seminar, Board members were asked to confirm their position on the options presented. All but one Board member supported Option 1, subject to clarification on timescales, resources, engagement with Members, and the implications of Member disagreement.

Key issues:

- The Board agreed that the GGI model will not be progressed in its current form.
- The Board agreed that defining the purpose of membership is essential before structural redesign.
- A 6-month review point will be built into the programme, with flexibility to extend to 12 months.
- Engagement with Members is critical, as constitutional change requires their consent.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

The Board is asked to:

- Formally ratify its decision to proceed with Option 1: the Two-Track Approach
- Confirm that the GGI model will not be progressed in its current form
- Approve the proposed approach and timetable detailed in Appendix A
- Note that a paper was circulated to members, informing them of the Board's decision; and members were supportive of the decision
- Note the next steps.

Membership Model

1. Background and Position Since the February Seminar

1.1 At the February seminar, the Board reviewed:

- The Good Governance Institute (GGI) proposals
- Legal advice from Bevan Brittan
- The current Membership Model and its limitations.

The Board did not take a formal decision at the meeting. The Chair therefore requested written confirmation of support or disagreement following the meeting.

1.2 Subsequently:
All but one Board member confirmed support for Option 1, subject to clarification on:

- Timescales
- Resource implications
- Engagement with existing members
- Impact of Members disagreement.

1.3 There was clear consensus that:

- The GGI model should not be implemented in its current form
- The Membership Model must be purpose-led, proportionate, and constitutionally focused
- Immediate stabilisation is required, alongside a defined pathway to a future model.

1.4 These points have now been addressed and incorporated into the proposed approach.

1.5 A paper was circulated to Members to inform them of the Board's support for Option 1, and to test their appetite for this Option. All four members who responded were in support of the Board's decision.

2. Summary of Board Feedback

2.1 Board members expressed consistent themes:

i. Strong support for Option 1, with differing views on whether the review point should be at 6 or 12 months.
ii. Clear rejection of the GGI model in its current form.
iii. Agreement that defining the purpose of membership is essential before any structural redesign.
iv. Support for a streamlined, strengthened Membership Model with clearer expectations, terms of office, and boundaries.
v. Recognition that the current Articles do not reflect practice, requiring eventual alignment.
vi. Emphasis on external assurance, including the need for a clear governance position statement for regulators and commissioners.

2.2 These themes have shaped the recommended approach.

3 Recommended Option

3.1 Current Position

Option 1: Two-Track Approach (Recommended)

The Two-Track Approach comprises:

Short-term (stabilisation and strengthening):

a) Retain the current Membership Model.
b) Agree and articulate the purpose of membership, including expectations, boundaries, and responsibilities.

c) Strengthen engagement and governance discipline (attendance, terms of office, identification processes).
d) Ensure compliance with NHS England and CQC expectations.
e) Begin structured engagement with Members to build shared understanding and support.

Medium-term (development of a future model):

a) Design a simplified, purpose-led Membership Model, explicitly not based on the GGI proposal, focused on:
   i. Holding the Board to account
   ii. Appointment and remuneration of the Chair and Non-Executive Directors
   iii. Safeguarding Sirona's social purpose, ethics, and values.
b) Align the Articles of Association and Members' Agreement once the preferred model is agreed.
c) Bring forward proposals for constitutional change to Members.

4. Incorporation of Board Questions

4.1 The Board's questions have been addressed and integrated into the approach:

a) **Timescales:** A defined programme with clear milestones (see Appendix A), allowing for either a 6-month or 12-month review point, depending on Board preference.

b) **Resources:** Work will be led through existing governance capacity, with targeted legal input only at key decision points.

c) **Engagement with Members:** Early and structured engagement with current members is built into the approach, recognising that constitutional change requires consent.

d) **Impact of Member disagreement:** Legal advice confirms that change is achievable but dependent on member support; mitigation actions are set out in Appendix A.

e) **Clarity of purpose:** The centrality of defining the purpose of membership is explicitly recognised as the foundation of both tracks.

5. Next Steps

Subject to Board ratification:

1. Begin structured engagement with members on purpose, expectations, and outline programme of work and proposed next steps.
2. Revise the Articles of Association and Members' Agreement.
3. Establish a 6-month review point for progress.

6. Recommendation

6.1 The Board is asked to:

1. Ratify Option 1: the Two-Track Approach as the agreed Membership Model strategy.
2. Approve the next steps set out in this paper.
3. Confirm that the GGI Membership Model will not be progressed in its current form.
4. Note that a paper was circulated to members, informing them of the Board's decision; and that the members who responded were supportive of the decision.
5. Approve the proposed timetable and approach set out in Appendix A.

Appendix A: Board Questions and Proposed Responses

1. What is the proposed timeframe?

- Short-term stabilisation: 0-3 months
- Purpose definition and engagement: 3-6 months
- Future model design and consultation: 6-12 months

The Board may choose to:

- Review progress at 6 months, or
- Allow a full 12-month cycle before reassessment, depending on organisational capacity and external pressures.

The proposal is for a 6-month review.

2. What resources are required?

- Work will be led by the Director of Governance, supported by:
  - Existing governance infrastructure
  - Targeted legal advice at defined points (e.g. drafting constitutional changes)
- No additional standing committees or structures are required at this stage.

3. How will current members be engaged?

- Early engagement to:
  - Clarify the Board's intent
  - Reconfirm the purpose of membership
  - Test appetite for change
- Engagement will be framed around strengthening governance, not removing voice or influence.

4. What happens if members disagree with proposed changes?

- Legal advice confirms that:
  - Existing members' rights cannot be removed without consent
  - Change is still achievable but may take longer.

- Mitigation includes:
  - Phased change
  - Clear articulation of benefits
  - Use of existing Articles to manage disengagement or non-participation.

5. Can this be done within 6 months?

- Yes, in part.
  - Purpose definition, engagement, and immediate strengthening can be achieved within 6 months.
  - Full constitutional redesign and implementation is more realistically a 6-12-month process, particularly if member consent is required.

6. How does this support assurance, regulation, and business development?

- Provides a clear, defensible governance narrative for regulators and commissioners.
- Enables Sirona to articulate:
  - How the Board is held to account
  - How community interest is safeguarded
- Supports external assurance, tendering, and partnership confidence.

Members' Meeting Report

Date	31 March 2026	**Agenda item**	13.2
Title	Revision to Articles of Association		
Author	Brenda Thomas, Interim Director of Governance		
Presented by	Brenda Thomas	**Version**	1.0
For	Approval/decision ☒ Debate ☐ Assurance ☐ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☒		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

Purpose of report and reason for submission to Board

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

This report seeks Members approval of the revised Articles of Association for Sirona Care & Health CIC. Following the Board's approval of a revised Membership Model, the opportunity was taken to undertake a comprehensive review of the Articles and not just limited to reflecting the approved Membership Model. The Articles have undergone a targeted review to:

- correct drafting inconsistencies and remove outdated provisions;
- strengthen clarity around Board composition, Director roles and decision-making;
- ensure alignment with current governance practice, regulatory expectations and CIC requirements; and
- support a more resilient and transparent governance framework.

Independent legal advice has been obtained, confirming that the proposed revisions are lawful, appropriate and consistent with the Companies Act 2006 and CIC Regulator expectations.

A tracked-changes version of the revised Articles is available on request.

Related Risk No. (If applicable)	Strategic Risk 5.3: Governance and Assurance

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation?
Provide links to relevant evidence sources relied upon in this report.

Assurance is drawn from:

- a detailed internal governance review of the existing Articles;
- benchmarking against NHS-aligned CIC governance practice; and
- external legal review and advice.

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

The revised Articles have been:

- reviewed by the Interim Director of Integrated Governance;
- discussed with and reviewed by the Chair, Vice-Chair, and Chief Executive Officer;
- legally reviewed; and
- Reviewed, agreed and recommended for approval by the Board.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

Following the Board's approval of the revised Membership Model, it became necessary to update the Articles to ensure full alignment with the new arrangements. This provided an opportunity to undertake a comprehensive review of the Articles in their entirety.

The proposed revisions strengthen clarity, remove inconsistencies, and ensure that the Articles continue to support effective, transparent and compliant governance.

The changes relate to:

- Flexibility to transfer assets
- Clarification of Board composition and roles
- Enhanced conflict of interest provisions
- Director appointment, tenure, and removal
- Membership structure and governance
- General meetings and voting
- General drafting and compliance improvements.

Actions for Members (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

Members are asked to approve the amended Articles of Association. The special resolution is detailed under paragraph 3 of the report.

1. Background

1.1 The Articles of Association ("the Articles") form the Company's primary constitutional document. They set out the fundamental governance framework within which Sirona operates, including the organisation's objects, the powers of the Board, the rights and responsibilities of members, and the rules governing decision-making.

1.2 It is essential that the Articles remain current, accurate and fit for purpose, reflecting both legal requirements and the organisation's operational reality. Outdated or unclear Articles can create ambiguity, weaken governance assurance, and expose the Company to unnecessary regulatory or legal risk. Regular review ensures that the governance framework keeps pace with organisational development, best practice, and the expectations of regulators, commissioners and stakeholders.

1.3 Following the Board's approval of the revised Membership Model, it became necessary to update the Articles to ensure full alignment with the new arrangements. This provided an opportunity to undertake a comprehensive review of the Articles in their entirety.

1.4 The proposed revisions strengthen clarity, remove inconsistencies, and ensure that the Articles continue to support effective, transparent and compliant governance.

1.5 Members were given 14 days' notice to hold an extraordinary meeting to consider and vote on the adoption of the revised Articles, as required by the Articles.

2. Summary of the proposed revisions

2.1 The proposed revisions to the Articles of Association include the following key changes:

2.1.1 Flexibility to transfer assets (Article 3.4)

i. Removal of a specified asset-locked body as a potential recipient of Sirona's assets in the case of insolvency to provide flexibility.

2.1.2 Clarification of Board composition and roles

i. Clear definition of the composition of the Board, including minimum and maximum numbers of Executive and Non-Executive Directors.

ii. Formal recognition of the roles of Vice-Chair and Senior Independent Director, all as Non-Executive Directors (Article 9). Second part of Article 9.2 is a new addition.

iii. Clarifying that in the absence of the Chair and Vice-Chair, a Non-executive Director will preside as Chair (Article 16).

iv. Explicit distinction between voting Executive Directors and Non-voting Executive Directors, including their rights to attend, speak, vote, and count towards quorum (Article 17.4 (new addition)).

2.1.3 Enhanced conflict of interest provisions (Article 19.5 (new addition))

i. Strengthened requirements for declaration and management of conflicts of interest.

ii. Clear authority for the Board to authorise conflicts, including setting conditions and determining participation in quorum and voting.

iii. Provision for referral to a special committee or appointment of an additional Director where conflicts prevent a quorum.

2.1.4 Director appointment, tenure, and removal (Articles 22.3 to 22.6; 23 and 24)

i. Clear appointment routes for Executive and Non-Executive Directors, including the role of the Members' Nominations Committee and Remuneration Committee.

ii. Defined terms of office for Non-Executive Directors, including reappointment and maximum tenure.

iii. Expanded and clarified grounds and processes for termination of Directorship, including fitness and propriety considerations.

Articles 22.4 to 22.6; 23.1 to 23.2; 24 (d) (h) (i) and (j) are new additions.

2.1.5 Membership structure and governance (Article 27)

i. Clear definition of the five classes of membership, including limits on numbers and eligibility (Articles 27.3 to 27.4).

ii. Formalisation of the role of the Independent Partner Member as Lead Member and liaison between Members and the Board.

iii. Clarification of Director Members (Article 27.5)

iv. Defined terms of office for Members, including maximum tenure and reappointment provisions (Article 27.7).

v. Strengthened provisions for termination of membership, including attendance, conduct, and training requirements (Articles 28.2.3 to 28.2.7).

Articles 27.4 (from 2nd line); 27.5; 27.7; 28.2.3 to 28.2.7 are new additions.

2.1.6 General meetings and voting

i. Clear chairing arrangements for general meetings in the absence of the Chair (Article 35.1).

ii. Revision to voting percentages for all five classes of Members and clarifying equal share of voting (Article 39.1).

2.1.7 General drafting and compliance improvements

i. Removal of ambiguity and outdated drafting, including *CIC Limited by Guarantee, Schedule 1, Small Membership*, which relates to where all company members are also directors.

ii. Additions and clarifications under *Schedule - Interpretation,* to the Defined terms: 1.14; 1.18 (new); 1.22-1.23 (new); 1.30 (new).

iii. Improved internal consistency and alignment with the Companies Act 2006.

2.1.8 A clean version of the updated Articles is presented at Appendix A.
A tracked-changes version of the revised Articles is available on request.

3. Special Resolution

3.1 *"That the Articles of Association of Sirona Care & Health CIC be amended in the form presented to Members, and that such amended Articles be adopted as the Articles of Association of Sirona Care & Health CIC in substitution for, and to the exclusion of, the existing Articles of Association.*
The Members hereby authorise the Director of Governance to take all necessary steps to give effect to this resolution, including filing of the amended Articles with the Registrar of Companies."

4. Next Steps

4.1 Once approved, the amended Articles will be filed with the Registrar of Companies.

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association

of

Sirona Care & Health C.I.C.

Registration No: 07585003

The Companies Act 2006

Community Interest Company Limited by Guarantee

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The Companies Act 2006

Articles of Association

of

Sirona Care & Health C.I.C.

INTERPRETATION

1. Defined Terms

1.1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

2.1 The Company is to be a community interest company.

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company.

3.4 If:

3.4.1 the Company is wound up under the Insolvency Act 1986; and

3.4.2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body agreed in accordance with Article 3.2(a) above.

4. Not for profit

4.1 The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to people who have a health and/or care need in the communities for which contracts for provision of service are held, the surrounding areas and nationally.

6. Powers

6.1 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

7. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

7.2 payment of the costs, charges and expenses of winding up; and

7.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

9. Chair

9.1 The Appointments Commission's Health and Social Care Appointments Committee shall appoint the first chair of the Directors.

9.2 Subject to Article 9.1, the Directors shall appoint the chair of the Directors. The Directors shall also appoint a vice-chair and a Senior Independent Director of the Directors, all of whom shall be Non-executive Directors.

10. Directors may delegate

10.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to

day management of the affairs of the Company:

10.1.1 to such person or committee;

10.1.2 by such means (including by power of attorney);

10.1.3 to such an extent;

10.1.4 in relation to such matters or territories; and

10.1.5 on such terms and conditions;

as they think fit.

10.2 If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated.

10.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

11. Committees

11.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

11.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

12. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18. In the event of the Company having only one Director, a majority decision is made when that single Director makes a decision.

13. Calling a Directors' meeting

13.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

13.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

13.2.1 all the Directors agree; or

13.2.2 urgent circumstances require shorter notice.

13.3 Notice of Directors' meetings must be given to each Director.

13.4 Every notice calling a Directors' meeting must specify:

13.4.1 the place, day and time of the meeting; and

13.4.2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.5 Notice of Directors' meetings need not be in Writing.

13.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

14. Participation in Directors' meetings

14.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

14.1.1 the meeting has been called and takes place in accordance with the Articles; and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

14.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Quorum for Directors' meetings

15.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two (including at least one Executive Director and one Non-executive Director), and unless otherwise fixed it is two (including at least one Executive Director and one Non-executive Director).

15.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

15.3.1 to appoint further Directors; or

15.3.2 to call a general meeting so as to enable the members to appoint further Directors.

16. Chairing of Directors' meetings

The Chair, if any, or in his or her absence the Vice-Chair, if any, or in both of their absences, another Non-executive Director nominated by the Directors present shall preside as chair of each Directors' meeting.

17. Decision-making at meetings

17.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

17.2 In all proceedings of Directors each Director must not have more than one vote.

17.3 In case of an equality of votes, the Chair shall have a second or casting vote.

17.4 Non-voting Executive Directors shall be entitled to attend and speak at Directors' meetings but shall not count in the quorum and shall not be entitled to vote.

18. Decisions without a meeting

18.1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18.2 A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

18.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

18.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2;

18.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

18.2.4 the Recipient must prepare a minute of the decision in accordance with Article 47.

19. Conflicts of interest

19.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors.

19.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

19.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must:

19.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

19.3.2 not be counted in the quorum for that part of the meeting; and

19.3.3 withdraw during the vote and have no vote on the matter.

19.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

19.5 In the event that a Conflict of Interest results in a failure to achieve a quorum at a Directors' Meeting then the Directors not so conflicted may either;

19.5.1 authorise that the matter is referred to a special committee constituted to consider such matter; or

19.5.2 procure the appointment of an additional Director to achieve a quorum so that the matter may be considered in accordance with Articles 15.3

20. Directors' power to authorise a conflict of interest

20.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

20.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19.3;

20.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

20.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.

20.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

20.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20.1 (subject to any limits or conditions to which such approval was subject).

21. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. Methods of appointing Directors

22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

22.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director in accordance with Articles 22.4 and 22.5.

22.3 The Board shall consist of:
a) a Non-executive Chair; and
b) not fewer than four and not more than six additional Non-executive Directors
c) not fewer than two and not more than four Executive Directors.

22.4 Non-executive directors shall be appointed by the Members' Nominations Committee on behalf of the Members.

22.5 Executive Directors shall be nominated by the Remuneration Committee, and their appointment shall be made by a decision of the Board of Directors.

22.6 Non-voting Executive Directors shall be nominated by the Remuneration Committee, and their appointment shall be made by a decision of the Board of Directors. The Non-voting Executive Directors shall be made aware that they may not vote or count in the quorum at Directors' Meetings.

23. Terms of Office of Directors

23.1 Non-executive Directors

23.1.1 Non-executive Directors shall hold office for an initial term of three years, and they shall leave office when that term expires naturally, unless they are reappointed for a period of three-year term. At the expiration of the second three-year term, they are eligible for further reappointment of three-year term, up to a maximum continuous membership of no longer than nine years.

23.1.2 These provisions shall not preclude a former Non-Executive Director from serving an additional term where a break of at least three years has occurred in their membership of the Board of Directors.

23.2 Executive Directors

23.2.1 An Executive Director's membership of the Board shall cease when the individual ceases to hold the relevant office, ceases employment, is removed by the Board in accordance with the Articles, or is removed by members in accordance with the Companies Act.

23.2.2 A Non-voting Executive Director's membership of the Board shall cease when the individual ceases to hold the relevant office, ceases employment, is removed by the Board in accordance with the Articles, or is removed by members in accordance with the Companies Act.

24. Termination of Director's appointment

A person ceases to be a Director as soon as:

(a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;

(b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);

(f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason;

(g) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views;

(h) at a meeting of the Board, a resolution is passed that the Non-voting Executive Director be removed from office, provided the meeting has invited the views of the Non-voting Executive Director concerned and considered the matter in the light of such views

(i) that person is determined by the Members (for Non-Executive Directors) and by the Board of Directors (for Executive Directors) not to be fit and proper to act in such capacity by reference to the guidance issued from time to time by the healthcare regulators or the Regulator; or

(j) their term of office expires in accordance with paragraph 23.

The notice of the intention to remove a Director will be communicated in writing, with the Director able to make written representations or to attend a meeting at which their removal is to be considered.

25. Directors' remuneration

25.1 Directors may undertake any services for the Company that the Directors decide.

25.2 Directors are entitled to such remuneration as the Directors determine:

(a) for their services to the Company as Directors; and

(b) for any other service which they undertake for the Company.

25.3 Subject to the Articles, a Director's remuneration may:

(a) take any form; and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

25.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

25.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

26. Directors' expenses

26.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

(a) meetings of Directors or committees of Directors;

(b) general meetings; or

(c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27. Becoming a member

27.1 The subscribers to the Memorandum are the first members of the Company.

27.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

27.3 There shall be five classes of membership:

27.3.1 'Staff Members' who shall comprise up to a maximum of two employees (but not including Directors) of the Company;

27.3.2 'Service User Members' who shall comprise up to a maximum of two individuals who can represent the views of service users;

27.3.3 'Director Members' who shall comprise up to a maximum of two Directors of the Company from time to time;

27.3.4 'Strategic Partner Members' who shall comprise up to a maximum of three senior individuals from organisations that work alongside the Company supporting and promoting the health and well-being of the populations served, including local clinicians, local business, higher education, and elected representatives or senior officers from local authorities, NHS organisations or voluntary sector organisations.

27.3.5 An 'Independent Partner Member' who shall be an individual who brings additional skills, expertise or experience to the Members' Group that would be beneficial to the Company. The Independent Partner Member shall be the Lead Member and shall act as liaison between the Members and the Board.

27.4 No person shall be admitted a member of the Company unless he or she is approved by the Directors. The Directors shall agree the basis and procedures by which persons shall be chosen to be members from their class of membership, and the term which they shall serve as members, including any additional terms after the completion of their first term as a member. For the avoidance of doubt, members shall cease to be members at the expiry of any term unless they are reappointed for another term, and members would normally have a maximum of three terms.

27.5 Director Members
A person shall be a Director Member if and for so long as they are a Director of the Company. The Chair of the Board shall be the Chair of the Group of Director Members. The Chief Executive Officer shall be a Member of the Company while they hold the office of Chief Executive Officer. Admission to membership under this clause shall be recorded by the Directors in the Register of Members within 14 days of the person becoming a Director or being appointed to the office of Chief Executive Officer.

27.6 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

27.7 With the exception of Executive Director Members, the members of the remaining four classes of members shall serve for an initial term of three years, and they shall leave office when that term expires naturally, unless they are reappointed for a period of three-year term. At the expiration of the second three-year term, they are eligible for further reappointment of three-year term, up to a maximum continuous membership of no longer than nine years.

28. Termination of membership

28.1 Membership is not transferable to anyone else.

28.2 Membership is terminated if:

28.2.1 the member dies or ceases to exist;

28.2.2 otherwise in accordance with the Articles;

28.2.3 the Directors reasonably consider that the member has ceased to be part of the constituency from which he/she was appointed or otherwise ceases to be entitled under the Articles to be a member.

28.2.4 the member fails to attend three consecutive meetings of the members unless the Directors are satisfied that the absences were due to reasonable causes, and they will be able to start attending meetings of the members again within such a period of time as the Directors consider reasonable.

28.2.5 the member is unavailable to attend meetings as a result of long-term absence from work or similar activities for whatever reason and the Directors reasonably consider that another person from the member's class should replace that person.

28.2.6 the member has refused to undertake any training which all the members are required to complete, unless the Directors are satisfied that the refusal was reasonable, and that the member completes the training within such a further period of time as the Directors may reasonably require.

28.2.7 the member resigns by giving not less than one month's prior written to the Directors.

28.2.8 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

DECISION MAKING BY MEMBERS

29. General meetings

29.1 The Directors may call a general meeting at any time.

29.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

30. Length of notice

All general meetings must be called by either:

30.1 at least 14 Clear Days' notice; or

30.2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

31. Contents of notice

31.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.

31.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

31.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

32. Service of notice

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

33. Attendance and speaking at general meetings

33.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

33.2 A person is able to exercise the right to vote at a general meeting when:

33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

33.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

33.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

33.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

33.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

34. Quorum for general meetings

34.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present.

34.2 20% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum including at least 1 of each class of Members.

34.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

35. Chairing general meetings

35.1 The Chair (if any) or in his or her absence the Vice-Chair or in his or her absence some other Non-executive Director (or an Executive Director if he or she is also a member) nominated by the Directors will preside as chair of every general meeting.

35.2 If neither the Chair, nor the Vice-Chair, nor such other Director nominated in accordance with Article 34.1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.

35.3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

36. Attendance and speaking by Directors and non-members

36.1 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

37. Adjournment

37.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

37.1.1 the meeting consents to an adjournment; or

37.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

37.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

37.3 When adjourning a general meeting, the chair of the meeting must:

37.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

37.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

37.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it:

37.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

37.4.2 containing the same information which such notice is required to contain.

37.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

38. Voting: general

38.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

38.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

38.3 Article 38.2 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company.

39. Votes

39.1 On any vote by the members where a poll has been demanded each member able to vote on the resolution in question shall have such a proportion of votes so as that in all circumstances each class of membership has the following percentage of votes no matter how many members from a particular class are voting (and each person voting in a class has an equal share of the voting rights of that class):

39.1.1 Staff Members: 22% of total vote in any resolution.

39.1.2 Service User Members: 22% of total vote in any resolution.

39.1.3 Strategic Partner Members: 24% of total vote in any resolution.

39.1.4 Director Members: 22% of total vote in any resolution.

39.1.5 Independent Member: 10% of total vote in any resolution.

39.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

39.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.

39.4 The following provisions apply to any organisation that is a member ("a Member Organisation"):

39.4.1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company;

39.4.2 the Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary;

39.4.3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company;

39.4.4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation;

39.4.5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same

powers as the Member Organisation could exercise if it were an individual member;

39.4.6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting; and

39.4.7 the power to appoint an Authorised Representative under this Article 39.4 is without prejudice to any rights which the Member Organisation has under the Companies Acts and the Articles to appoint a proxy or a corporate representative.

40. Poll votes

40.1 A poll on a resolution may be demanded:

40.1.1 in advance of the general meeting where it is to be put to the vote; or

40.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

40.2 A poll may be demanded by:

40.2.1 the chair of the meeting;

40.2.2 the Directors;

40.2.3 two or more persons having the right to vote on the resolution;

40.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes; or

40.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

40.3 A demand for a poll may be withdrawn if:

40.3.1 the poll has not yet been taken; and

40.3.2 the chair of the meeting consents to the withdrawal.

40.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

41. Errors and disputes

41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting, at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

42. Content of proxy notices

42.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

42.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

42.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

42.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Delivery of proxy notices

43.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.

43.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

43.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

44. Amendments to resolutions

44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

44.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

44.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

44.2 A special resolution to be proposed at a general meeting may be amended by ordinary

resolution, if:

44.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

44.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

45. Written resolutions

45.1 Subject to Article 45.3, a written resolution of the Company passed in accordance with this Article 45 shall have effect as if passed by the Company in general meeting:

45.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

45.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

45.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.

45.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

45.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.

45.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.

45.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.

45.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated if the identity of the member is confirmed in a manner agreed by the Directors

45.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

45.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

46. Means of communication to be used

46.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

46.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

46.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

47. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

48. Minutes

48.1 The Directors must cause minutes to be made in books kept for the purpose:

48.1.1 of all appointments of officers made by the Directors;

48.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

48.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

48.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

49. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

49.1 annual reports;

49.2 annual returns; and

49.3 annual statements of account.

49.4 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

50. Indemnity

50.1 Subject to Article 50.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

(b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

(c) any other liability incurred by that Director as an officer of the Company or an associated company.

50.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

50.3 In this Article:

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

(b) a "relevant Director" means any Director or former Director of the Company or an associated company.

51. Insurance

51.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

51.2 In this Article:

(a) a "relevant Director" means any Director or former Director of the Company or an associated company;

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

52. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE

INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	"Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2	"Articles"	the Company's articles of association;
1.3	"asset-locked body"	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.4	"Authorised Representative"	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 38;
1.5	"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.6	"Chair"	has the meaning given in Article 9;
1.7	"chairman of the meeting"	has the meaning given in Article 35;
1.8	"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.9	"Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.10	"community"	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004;

1.11	"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.12	"Company"	Sirona care & health C.I.C.;
1.13	"Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.14	"Director"	An Executive Director or a Non-executive Director of the Company, but excludes any Non-voting Executive Directors;
1.15	"Director Member"	has the meaning given in Article 27.5;
1.16	"Document"	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.17	"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.18	"Executive Director"	Any person occupying the position of director, appointed at Companies House and employed in an executive position by the Company;
1.19	"Hard Copy Form"	has the meaning given to it in the Companies Act 2006;
1.20	"Independent Partner Member"	has the meaning given in Article 27.3;
1.21	"Memorandum"	the Company's memorandum of association;
1.22	"Non-executive Director"	Any person occupying the position of director, appointed at Companies House who is not employed in an executive position by the Company;
1.23	"Non-voting Executive Director"	Any person occupying the position of director and employed in an executive position by the Company but who has not been appointed at Companies House;
1.24	"paid"	means paid or credited as paid;
1.25	"participate"	in relation to a Directors' meeting, has the meaning given in Article 14;

1.26	"Permitted Industrial and Provident Society"	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.27	"Proxy Notice"	has the meaning given in Article 42;
1.28	"the Regulator"	means the Regulator of Community Interest Companies;
1.29	"Secretary"	the secretary of the Company (if any);
1.30	"Senior Independent Director"	A Non-executive Director appointed by the Board pursuant to Article 9 to support the Chair of the Board.
1.31	"Service User Member"	has the meaning given in Article 27.3;
1.32	"Staff Member"	has the meaning given in Article 27.3;
1.33	"Strategic Partner Member"	has the meaning given in Article 27.3;
1.34	"transfer"	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property;
1.35	"Vice-Chair"	has the meaning given in Article 9.2; and
1.36	"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. **Subject to clause** 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.

Board Report

Date	17th March 2026	**Agenda item**	
Title	Audit, Assurance and Risk Committee		
Author	John Rushforth, NED and Chair of Audit		
Presented by	John Rushforth	**Version**	1
For	Approval/decision ☐ Debate ☐ Assurance ☒ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☒ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom	The organisation continues to work on reviewing and strengthening processes to gain assurance about the Cyber Security Ransomware Protection and Cost improvement Programme.		

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
This report provides the Board with a summary of key business and issues for escalation arising from the Audit, Assurance and Risk Committee held on 17th March 2026.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
Committee reports were received and distributed in advance and discussions held at quorate Committee meeting on 17th March 2026.

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
This report is drawn from the Committee meeting minutes which have been approved by the Committee Chair and Executive leads.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

The key points that the Audit Committee would like to highlight to the Board are:

Internal Audit Strategy
The Committee received the Internal Audit Strategy and was asked to consider whether to commission the full 220-day plan or a reduced 150-day plan consistent with the current year, and to identify priorities should a reduced option be selected. The Committee had a constructive discussion about the need for assurance. The Committee would like to inform the Board that an option to accept 220 days in Year 1 was approved. This would allow the organisation to test its capacity to absorb the increased level of assurance work, without presuming that this level would continue in subsequent years. The Committee would then review the strategy and consider options in the light of experience. It was also confirmed that ASW are looking at the potential for different methodologies for delivering assurance on controls.

Internal Audit Progress/Findings report:
The Committee reviewed the Internal Audit Progress and Findings Report. The report highlighted two main areas of focus:

1. Cyber Security Ransomware Protection was reported with *No Assurance*. The Report identified concerns such as including controls, documentation, and SOPs were significantly lacking, increasing the risk of a ransomware incident. Immediate action was recommended and required. The Committee was assured that a structured programme of work is being implemented to develop the required processes, policies and testing arrangements, with strengthened governance through the Resilient Sirona Group and the reinstated Business Continuity Oversight Group.

2. Cost Improvement Programme was reported with *Limited Assurance*. The report highlighted that while delivery structures existed, documentation lacked consistency; risk assessment and QIA completion were insufficient; monitoring required strengthening. It was emphasised that CIPs challenges were common across the NHS but required improvement within Sirona. The Committee was informed that management agreed with all recommendations. The Committee emphasised the need for a greater focus on transformational schemes and were reassured that work is in progress to develop a set of such schemes and this work will be reported on in the near future.

   The Committee was left assured that a dual approach was required, this would include a rigorous application of CIP governance, accountability and early planning, including a strengthened QIA process, and then development of transformation proposals with clear return on investment modelling to bridge the remaining financial gap. The Committee accepted that this will be presented to the Board upon completion.

Clinical Audit
The Committee agreed an approach for the consideration of Clinical Audit at Sirona – whereby the Audit Committee will consider the processes involved within Clinical Audit, whilst Quality and Outcomes will look at outcomes and findings from such reviews. The Committee will receive a report at its next meeting on Clinical audit planning, approach, reporting and resources.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

The Boad to note the decision of the 220 Audit days, and to note that processes are underway to increase assurance within Cyber Security Protection and Cost Improvement.

Board Report

Date	31 March 2026	**Agenda item**	14.2
Title	Quality and Outcomes Committee Board Report		
Author	Jacky Hayden		
Presented by	Jacky Hayden	**Version**	
For	Approval/decision ☐ Debate ☐ Assurance ☒ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☒ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom	The organisation continues to work towards a more data-based approach to gain assurance about the quality of care being delivered by Sirona's clinical services. This is a new process and requires embedding. Enhancements to increase assurance were requested in the meeting.		

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
This report provides the Board with a summary of key business and issues for escalation arising from the Quality and Outcomes Committee meetings held on 2 February and 10 March 2026.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
Committee reports were received and distributed in advance and discussions held at quorate Committee meetings on 2 February and 10 March 2026.

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
This report is drawn from the Committee meeting minutes which have been approved by the Committee Chair and Executive lead (2 February 2026). The Deputy CNO approved minutes for 10 March 2026 due to annual leave of the Executive lead.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

1. Quality and Outcomes Meeting – Monday 2 February 2026

CQC Action Plan

- The committee received an update on the CQC Action Plan and noted positive feedback from the CQC's most recent engagement meeting.
- The Well-Led action plan was well received, and discussions with CQC were constructive, covering culture, governance and demand and capacity.
- Progress continues across most areas, and the committee will now receive ongoing assurance as part of regular reporting.

Appreciative Inquiry

- The committee noted Sirona's clear commitment to learning from the Appreciative Inquiry. The update was well received.
- The committee requested a lessons-learned process follow the conclusion of the inquiry.

Quality Data

- The committee recognised that the Quality Data Pack continues to mature and improve, with work underway to strengthen SPC analysis, trend identification and triangulation of quality, safety and performance information.
- The committee emphasised the need for a step change in how quality performance is stabilised and accelerated, particularly in preparation for neighbourhood and redesigned service models.
- Further development of denominators, outcome measures, narrative clarity and data quality is underway with BI colleagues. This work is aligned to the ongoing development of the Integrated Performance Framework.

Research Governance, Assurance and Activity

- The committee received the research governance report and welcomed the progress being made in developing Sirona's research activity.
- Members expressed interest in receiving the forthcoming Research Strategy, recognising the importance of aligning research priorities with Sirona's future organisational strategy.
- The committee also noted opportunities to build capability, strengthen academic partnerships and explore future funding routes.

Clinical Governance Improvement Plan

- The committee acknowledged the substantial work undertaken to develop both the Clinical Governance Improvement Plan and the Quality Strategy.
- Members welcomed the clarity and ambition of the programme and raised questions about audit, digital nursing, workforce capacity, leadership, accountability and the Sirona's overarching philosophy of quality. Responses to these points will be brought back to the committee as the work progresses.
- Overall, the committee regarded this as a significant and positive shift towards a clearer and more coherent quality framework.

Patient Experience and Engagement Deep Dive

- The committee welcomed the positive progress made by the Experience and Engagement team.
- The deep dive highlighted the growing number of AI-generated complaints and the need for a clear framework to identify and respond to them, as well as the broader importance of using digital tools to reduce administrative burden on staff while ensuring approaches remain inclusive.
- The committee also noted the need to strengthen organisational capacity for patient experience work and to develop aspirational targets beyond Friends and Family Test response rates.

2. Quality and Outcomes Meeting – Tuesday 10 March 2026

2025 Baby Friendly Initiative Annual Report

- The committee received the UNICEF Baby Friendly Initiative Lead and Guardian Report, which demonstrated exceptionally strong infant feeding outcomes across Public Health Nursing services in Bristol, North Somerset and South Gloucestershire.
- Key achievements included:
    - North Somerset achieving Gold Award accreditation,
    - Bristol and South Gloucestershire maintaining full accreditation and working towards Gold by 2027, and
    - Breastfeeding outcomes significantly above national averages, with evidence of narrowing inequalities, particularly in areas of highest deprivation.
- The committee commended the work and encouraged wider internal and external communication of these achievements. Discussion also highlighted opportunities for learning from the team's approach, including its strong culture, structured staff development and consistent quality framework.
- Received BFI report on behalf of the Board.

Appreciative Inquiry

- The committee received an update on the Appreciate Inquiry. The discovery phase is nearing completion which has involved broad engagement with a wide range of stakeholders. Emerging themes from the inquiry will be brought forward once the discovery phase concludes.

Quality Data

- The committee undertook a detailed review of the Quality Data Pack, recognising the pressures across several indicators including incidents of violence and aggression, complaints and delays in incident closure.
- Executive leads outlined the work underway to strengthen the analytical and reporting framework, including divisional performance meetings, revised targets, development of tolerances and denominators, and alignment with the Integrated Performance Report.
- The committee requested the introduction of a rolling two-monthly report, supplemented by a twice-yearly reflective analysis of broader quality trends.

Safeguarding

- The committee noted significant and rising safeguarding demand, particularly within child protection strategy activity. The single point of contact model continues to support consistency, but sustained growth is placing pressure on the safeguarding team and drawing capacity from locality services.
- Variation in thresholds across local authorities remains a concern, with some strategy meetings convened without a clear significant-harm threshold. This is being actively challenged with Directors of Children's Services and through partnership forums.
- The committee requested an annual deep dive on safeguarding.

Board Assurance Framework

- The committee supported the proposal to embed the BAF more effectively and recommended it to the Board for approval.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

The Board is asked to:

- Approve the Embedding the BAF proposal

Board Report

Date	31 March 2026	**Agenda item**	14.4
Title	Performance Committee Board Report		
Author	Hayley Richards		
Presented by	Hayley Richards	**Version**	
For	Approval/decision ☐ Debate ☐ Assurance ☒ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☒ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom	The committee received the developing Integrated Performance Report which offers assurance of the oversight and due diligence being applied across divisions and monitored through internal governance and performance meetings. There are some areas of high performance plus significant areas of underperformance with associated improvement actions.		

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

This report provides the Board with a summary of key business and issues for escalation arising from the Performance Committee meetings held on 2 February and 10 March 2026.

Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation?
Provide links to relevant evidence sources relied upon in this report.

Committee reports were received and distributed in advance and discussions held at quorate Committee meeting on 2 February and 10 March 2026.

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

This report is drawn from the Committee meeting minutes which have been approved by the Committee Chair and Executive lead.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

1. **Performance Committee – Monday 2 February 2026**

Neurodiversity business case

- The committee noted the significance of the forthcoming ICB decision on the neurodiversity business case and recognised the potential of the proposed programme to improve outcomes for children, young people and families by addressing long waiting times and strengthening system-wide capacity.

Children's Services Commissioning

- The committee discussed anticipated changes to commissioning arrangements for Children's Services, including the possibility of Public Health Nursing being directly commissioned by the three local authorities. Further work is underway to understand the implications for Sirona's service delivery and workforce.

Understanding and Managing Over-Performance

- The committee noted the need to balance high-quality care with service sustainability and ensure that contractual expectations and delivery align. The committee highlighted the need for Sirona to develop a clear organisational position to address areas of consistent delivery above contracted levels (forward planning agenda).

Outcomes for People Waiting for Care

- The committee recognised the value of strengthening Sirona's understanding of the impact on individuals who have not yet received services, including potential safeguarding or developmental risks. The committee emphasised the need to improve reporting and visibility in this area and make horizontal referrals to Quality and Outcomes committee as appropriate.

Workforce Resilience

- The committee noted that workforce resilience remained a cross-cutting theme across several service areas. Discussions highlighted the need to support teams experiencing pressure from sickness, training demands, flexible working requirements and small-team vulnerability. Strengthening resilience in specialist services will remain an important focus (link to People committee agenda).

Service Pressures Linked to Surges in Referrals

- The committee considered the impact of large or rapid increases in referral volumes on services and emphasised the importance of improved coordination at partner- and system-level, and the need for assurance regarding our internal agility - so that services can respond safely and effectively to surges in demand (forward planning agenda).

Community Appointment Days

- Community appointment days have been a positive initiative, well received by staff and service users. The committee requested future reports of learning and themes applicable to other services and an analysis of the measurable impact of these events to enable better forecasting.

Business Planning and Board Assurance Framework

- The committee has received the Business Plan report and will oversee performance monitoring, including streamlining processes, reducing duplication and adopting a clearer, more strategic approach to reporting progress in 2026/27.

2. Performance Committee – Tuesday 10 March 2026

Contract meeting with the ICB

- The committee received an exception report on a contract performance notice relating to Emergency Preparedness, Resilience and Response (EPRR) and MSK Interface (to be confirmed).
- The committee heard of clarification and improvement work underway to strengthen compliance with key EPRR standards and agreed to continue to monitor progress.

Q3 Integrated Performance Report

- The IPR reflects significant operational pressure, most notably in Children's Services, where demand continues to exceed capacity. The committee requires clearer trajectories, stronger narrative precision, and better articulation of where performance issues relate to demand, capacity, or delivery constraints.
- In Adults' Services, the committee requested clearer differentiation between contracted activity and over-performance.
- The committee welcomed descriptions of ongoing improvement activity but requires greater clarity on impact, timescales and confidence levels in order to strengthen assurance.

NHS@Home Deep Dive

- The committee considered a detailed review of the NHS@Home service. Utilisation of contracted virtual-bed capacity remains below the expected level, and workforce modelling indicates a gap between contract expectations and the staffing available to deliver them. The committee also discussed the need for clearer pathway boundaries across acute and community services to support more consistent referral patterns.
- The committee agreed that NHS@Home holds strong potential to support Sirona's home-first ambitions, however, to date, we have insufficient assurance on utilisation, pathway clarity and system understanding for the service to achieve its full impact.

INT Standardisation Programme

- The committee acknowledged the extensive work completed through the INT Standardisation Programme and recognised the progress achieved. Members requested clearer reporting on the benefits realised, including improvements in consistency, efficiency and quality.
- The committee sought greater clarity on programme timelines and requested that future updates distinguish clearly between completed work and remaining activity. The team will bring back a consolidated update outlining delivered benefits, outstanding actions and lessons learned (future planning agenda).

Business Plan – 2026/27 Emerging Priorities

- The committee reviewed the emerging priorities for the forthcoming Business Plan and welcomed structured and disciplined approach, grouping all planned work under transformation, targeted improvement or operational delivery. Members supported the use of a Goal–Method–Outcome framework to define objectives, measures of success and completion criteria.
- The committee requires SMART objectives, robust governance oversight for cross-cutting programmes and space for staff-led innovation. Next steps include a governance review and workshop to agree investment priorities ahead of submitting the final Business Plan to the Board.

Board Assurance Framework

- The committee supported the proposal to embed the BAF more effectively and recommended it to the Board for approval.

Points of escalation to Board

RAG charts show underperformance against >50% of service lines reported. The committee acknowledged the important work underway across all services but expressed concern that this was not yet translating into the performance improvements expected.

The committee declined to approve a reduction in the BAF 3.1 risk score given the performance challenges discussed, and level of assurance provided. Furthermore, the BAF 3.1 risk description does not capture the risk that continued underperformance in operational delivery poses to Sirona's sustainability. HR has discussed the BAF 3.1 risk description with COO, Interim Director of Governance and others and will suggest alternatives.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

The Board is asked to:

- Approve the Embedding the BAF proposal
- Note the partial assurance re operational underperformance

Board Report

Date	31 March 2026	**Agenda item**	14.5
Title	People Committee Board Report		
Author	Tim Cooper		
Presented by	Tim Cooper	**Version**	
For	Approval/decision ☐ Debate ☐ Assurance ☒ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

This report provides the Board with a summary of key business and issues for escalation arising from the People Committee meetings held on 3 February and 24 February 2026.

Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation?
Provide links to relevant evidence sources relied upon in this report.

Committee reports were received and distributed in advance and discussions held at quorate committee meetings on 3 February and 24 February 2026.

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

This report is drawn from the committee meeting minutes which have been approved by the Committee Chair and Executive lead.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Board to of areas where assurance is not sufficient.
Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

People Committee Deep Dive – Strategic Workforce Planning – Tuesday 3 February 2026

The committee took part in a deep dive session focused on strategic workforce planning. Discussion included:

- Sirona faces rising demand, tightening financial pressures and an ageing workforce, meaning the current model is not sustainable and a redesigned, neighbourhood-based, clinically-led workforce model will be essential.
- Future workforce decisions must be guided by stronger use of data, predictive modelling and clear evidence of cost, capacity and demand.
- Dedicated transformation capacity and investment will be required to deliver the scale of change needed.
- The use of volunteers and non-registered staff, technology, prevention and strengthened self-management will reshape roles and expectations, and staff will need protected time, support and space for innovation to enable change.

The key strategic implications for Sirona identified included:

- Shift to Neighbourhood MDTs with tailored workforce models. Neighbourhoods must have different skill mixes depending on population need.
- Undertake role redesign at scale including new Band 3–4 pathways, generalist-plus clinicians, digital hybrid roles, and prevention practitioners.
- Right-size management and coordination architecture. Replace legacy structures with TOM-aligned spans of control.
- Build predictive workforce planning capability. Move from reactive to data-driven workforce deployment.
- Sequence digital and workforce transformation together. Digital uplift must be embedded into role design, not layered on top.

People Committee Meeting – Tuesday 24 February 2026

Staff Voice

- The committee received updates from the Staff Networks and the Joint Union Committee, including feedback on the culture review sessions, how Networks can support the work, progress on the neurodiversity toolkit and awareness-raising activities, and ongoing work to strengthen the job evaluation process, with an update due back to the committee at its next meeting.

2025 NHS Staff Survey

- The committee discussed emerging themes from the 2025 Staff Survey and noted the importance of triangulating the findings with insights from the external culture review.
- Governance arrangements for overseeing survey-related actions will be strengthened, including more regular oversight and consistent organisational follow-through.

Q3 PDC Dashboard

- The committee reviewed the Q3 PDC Dashboard and welcomed progress in strengthening workforce insight, including the addition of an early-leavers KPI (staff leaving within 18 months) and improved sickness-absence analysis, supported by a new dashboard that will help target interventions more effectively and inform future thinking on preventative approaches.

2025 Gender Pay Gap Report

- Mean gap reduced to 9.89% (2024: 11.5%), median to 5.25% (2024: 6.1%).
- No equal pay issues identified.
- The committee recommended the report to the Board for approval.

Board Assurance Framework

- The committee noted improvements including clearer risk descriptions and strengthened Board scrutiny questions.
- The committee requested the Executive Management Team review the scoring for Risk 2.1 (Identity and Culture) in light of feedback and ongoing culture work.
- The committee supported the proposal to embed the BAF more effectively and recommended it to the Board for approval.

Committee Effectiveness Review

- Feedback highlighted strong chairing, positive working relationships, and clarity of remit.
- Challenges included agenda pressure, varied paper quality and the absence of a People and Culture Strategy (due June 2026).
- The committee approved the effectiveness action plan.

Violence and Aggression Reduction Action Plan

- The committee received an update on the Violence and Aggression Reduction Action Plan, noting progress including the pilot rollout of body-worn cameras, the establishment of Complex and Vulnerable Users Groups across all localities, and work to implement the Modification of Care Policy to ensure consistent, quality-led decision-making in cases where care needs to be adapted.
- The committee also agreed that a joint discussion with the Quality and Outcomes Committee will be scheduled to ensure that organisational responses to violence and aggression appropriately consider both people and quality-of-care perspectives.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require a Board decision or discussion to address issues of concern?

The Board is asked to:

- Approve the 2025 Gender Pay Gap Report
- Approve the Embedding the BAF proposal

Board Report

Date	31 March 2026	**Agenda item**	14.6
Title	Integrated Governance Improvement Programme		
Author	Mike Owen, Programme Manager and Andrea Davis, Project Manager		
Presented by	Tim Cooper	**Version**	
For	Approval/decision ☐ Debate ☐ Assurance ☐ Information ☒		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☒		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
For information.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
Integrated Governance Improvement Group.

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
Integrated Governance Improvement Group.

Summary and Key Issues to be highlighted
Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them *Alert the Board to of areas where assurance is not sufficient.* *Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).*
The majority of actions on the Integrated Governance Improvement Plan have now been completed and signed off by NHSE. The following represent the key areas of focus for the Integrated Governance Improvement Programme: ○ Developing and carrying out the action plan following a review of Board competency, openness and transparency ○ Understanding of Unitary Board ○ The CQC Well Led Action Plan ○ The Culture Review Action Plan ○ Sirona's Membership Model, responsibilities of Members and training/support needs of Members As a result of the Culture Review, Board to re-examine Membership Models. Board has received legal advice on Membership Models and will take forward options through Board Development Days.
Actions for the Board (including any decisions required and options for consideration)
Are there any matters that require a Board decision or discussion to address issues of concern?
To receive the above update.

Main Body of Report

1. **Background**
   In June 2025, Sirona agreed to accept enforced undertakings from NHS England.

   An action plan addressing Undertakings was subsequently agreed with NHSE and an Integrated Governance Improvement Group was set up to oversee the governance and progress of the NHSE Undertakings and wider Integrated Governance Improvement Plan.

2. Key Points

NHSE are satisfied with the progress being made on the NHSE Undetakings and wider Integrated Governance Plan.

The CQC Well Led Action Plan has been integrated into the wider Integrated Governance Improvement Plan with the group overseeing progress and governance of these actions.

NHSE have agreed the exit of the Interim Improvement Director.

3. Recommendations

For information only.

Board Report

Date	31 March 2026	**Agenda item**	15
Title	Board Committees Effectiveness Review Report		
Author	Brenda Thomas, Interim Director of Governance		
Presented by	Brenda Thomas	**Version**	1.0
For	Approval/decision ☐ Debate ☐ Assurance ☒ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☒ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom	Detailed within the report.		

Purpose of report and reason for submission to Committee

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

This report provides the Board with a consolidated summary of the annual effectiveness and delegations reviews undertaken across all six Board Committees:

- Audit, Assurance and Risk Committee (AARC)
- Finance, Estates, Environmental and Digital Committee (FEED)
- People Committee
- Performance Committee
- Quality and Outcomes Committee
- Remuneration Committee

The purpose of this report is to:

- Provide the Board with assurance on the overall effectiveness of its committee structure
- Highlight key strengths and areas for development across committees
- Identify common themes and systemic governance issues
- Confirm the level of assurance provided by committees against their delegated responsibilities
- Set out priority actions to strengthen committee effectiveness and Board assurance

The full committee-level effectiveness and delegations review reports are available on request.

Related Risk No. (If applicable)	Strategic Risk 5.3: Governance and Assurance

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation?
Provide links to relevant evidence sources relied upon in this report.

Sources relied upon:

- The Committee effectiveness questionnaire issued to members and regular attendees;
- Review of all committees ToR;
- Review and mapping of all committees' agendas for meetings held between April 2025 and February 2026.

Assurance build: documentary mapping of ToR requirements to agenda items and papers; identification of recurring evidence and gaps.

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it

Each committee discussed their effectiveness review and delegations review report at their meetings held in February and March 2026.

Summary and Key Issues to be highlighted

Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them
Alert the Committee to of areas where assurance is not sufficient.
Advise the Committee of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).

Overall position:

The Board's committees are functioning effectively and maturing, with strong leadership, constructive cultures and improving assurance practices across most committees.

Across the six committees, there is clear evidence of effective challenge, engagement and oversight, particularly in relation to quality, safety, audit, risk, performance and financial governance. Chairs are consistently rated highly, and committee behaviours are widely described as constructive, respectful and supportive of robust scrutiny.

However, the reviews also identify recurring governance and assurance themes that, if addressed consistently, would materially strengthen the Board's overall assurance framework.

Actions for the Board (including any decisions required and options for consideration)

Are there any matters that require Board decision or discussion to address issues of concern?

The Board is asked to note the outcomes of its committees' effectiveness review, together with their delegations as per their terms of reference.

Board Committees Summary Effectiveness Review Report

1. Introduction

1.1 The Board was informed that a piece of work will be undertaken to assess the effectiveness of Sirona's Board Committees in providing assurance to the Board and supporting the delivery of safe, high-quality care. The scope of work did not include reviewing the organisation's Committee Structure, as the Board had confirmed that it will retain its current structure. A minor adjustment to the governance reporting outlined in the report circulated to the Board was agreed with the Board Chair, that instead of the Board reviewing the results from all committees, each committee will evaluate its own effectiveness and provide assurance to the Board.

1.2 Members of all Board committees were invited to complete a structured questionnaire to assess the effectiveness of the Committee in discharging its responsibilities on behalf of Sirona Care and Health. The questionnaire assessed effectiveness across:

- Committee purpose and remit
- Membership, skills and induction
- Governance, meetings and information quality
- Core committee functions

1.3 The questionnaire was administered via SurveyMonkey and completed by Committee members and regular attendees. Responses were provided by the Committee Chairs, Non-Executive Directors (NEDs) and Executive Directors. The review was undertaken by the Interim Director of Governance.

1.4 The findings were presented to each Board committee set out below are intended to support reflection, continuous improvement and agreement of a focused action plan.

1.5 A review of the Committees' delegations as detailed in its terms of reference was also undertaken to determine whether the committees discharged their duties as delegated by the Board, and as recorded in their terms of reference. The review was RAG rated with gaps identified and proposed recommendations. The delegations review is separate from the annual update of Committees' Terms of Reference.

2. Committee Effectiveness Review Summary

2.1 Methodology and response profile

2.1.1 A structured effectiveness questionnaire was issued to all members and regular attendees of the committees via SurveyMonkey. The questionnaire comprised both quantitative and qualitative questions, aligned to recognised good practice in committee effectiveness reviews and the Committees' Terms of Reference.

2.1.2 The questionnaire examined six parts for Audit, Assurance and Risk Committee, with sub-sections for each part as follows: Part One: Mandate, structure and skills; Part Two: Meeting administration and effectiveness; Part Three: Risk management and internal control; Part Four: Oversight of audit functions; Part Five: Leadership and dynamics; and Part Six: Open ended review.
The remaining committees' questionnaires examined four parts: Part One: Structure, purpose and meetings; Part Two: Skills and experience; Part Three: Roles and responsibilities; and Part Four: General.

2.1.3 Reporting period: Survey responses were submitted between January-March 2026.

2.1.4 Rating scale: Responses were provided against a four-point scale: *Neutral / Room for improvement / Meeting standards / Excelling*, supplemented by free text comments to provide additional context and insight.

2.2 Overall Assurance Position of Committees

2.2.1 Overall Assessment

The Board's committees are functioning effectively and maturing, with strong leadership, constructive cultures and improving assurance practices across most committees.

Across the six committees, there is clear evidence of effective challenge, engagement and oversight, particularly in relation to quality, safety, audit, risk, performance and financial governance. Chairs are consistently rated highly, and committee behaviours are widely described as constructive, respectful and supportive of robust scrutiny.

However, the reviews also identify recurring governance and assurance themes that, if addressed consistently, would materially strengthen the Board's overall assurance framework.

3 Key Strength Across Committees

3.1 Leadership, Culture and Behaviour

3.1.1 Committee chairing is consistently rated as strong or excelling across all committees with Chairs recognised for clarity, balance and effective facilitation.
3.1.2 Committees operate within constructive, psychologically safe cultures, enabling robust challenge without defensiveness.
3.1.3 Relationships between Non-Executive Directors and Executives are generally positive, with evidence of supportive challenge and collaborative working.
3.1.4 Compliance with the Nolan Principles and organisational values is viewed positively across all committees.

3.2 Core Assurance Functions

3.2.1 Audit, risk, quality, safety and performance oversight are generally well-embedded and improving. AARC and Quality and Outcomes Committee provide the Board with a robust line of sight on statutory, regulatory and assurance requirements.
3.2.2 Financial governance arrangements are embedded, with regular scrutiny of financial performance, risks and controls. The breadth and complexity of the Committee's portfolio was flagged as risking spreading attention thin.
3.2.3 Performance reporting has improved significantly over the past year, with clearer data, analysis and challenge emerging, particularly within the Performance Committee.
3.2.4 Broadly positive picture of the People Committee's foundations, particularly in relation to leadership, conduct, and the quality of relationships with the Executive. The committee is regarded as not optimally configured for the breadth of its remit even though regarded as functional and capable.
3.2.5 Remuneration Committee has strong foundations in terms of membership, chairing, culture and conduct, and demonstrates a clear commitment to constructive challenge and ethical standards. The committee's effectiveness is being constrained by weaknesses in governance mechanics and information flow.

3.3 Committee Discipline and Reporting

3.3.1 Minutes are generally timely and accurate.
3.3.2 Forward planners are in place across committees.
3.3.3 Chairs' Summary Reports provide a consistent mechanism for escalation and assurance to the Board.

4 Common Themes and Areas for Development

While each committee has distinct strengths and challenges, the reviews identify clear cross-cutting themes that affect overall Board assurance. A summary of the key findings by committee is detailed in Appendix A.

4.1 Clarity of Purpose, Remit and Objectives

Across several committees, members expressed mixed confidence in:

a) The visibility and active use of Terms of Reference
b) Clear annual objectives aligned to organisational strategy
c) The distinction between Committee oversight and Executive responsibility.

Terms of Reference and annual objectives are not always sufficiently visible or actively used to guide committee focus. This is most evident in FEED, People, Performance and Remuneration Committees, where broad or evolving remits risk diluting strategic focus.

Implication: Without consistently refreshed and visible objectives, committees risk spending disproportionate time compensating for weak assurance rather than providing strategic oversight.

4.2 Information Quality and Decision-Readiness

This was the most consistent and material theme across all reviews.
Common issues include:

a) Variable paper quality and decision-readiness - the most consistent constraint highlighted on committee effectiveness.
b) Late or duplicative papers
c) Insufficient clarity on decision or assurance asks
d) Weak linkage between narrative, data, risk and controls.

Even where committees are functioning well, poor information quality limited the depth of assurance and strategic challenge.

Implication: Committee effectiveness is increasingly constrained by information quality rather than capability, leadership or intent.

4.3 Forward Planning and Assurance Coverage

While forward planners exist, several committees report:

a) Gaps in coverage of their full Terms of Reference over the year
b) Insufficient protection of time for strategic deep dives
c) Formal annual retrospectives are inconsistently or not evidenced.

Implication: The absence of formal retrospective reviews weakens auditability and limits the Board's ability to evidence continuous improvement.

4.4 Skills, Induction and Development

Across all committees, there is limited evidence of:

a) Formal skills matrices
b) Regular review of skills requirements
c) Structured induction and development programmes.

While baseline capability is strong, committees are not yet proactively equipping themselves for succession, future risk and complexity, particularly in areas such as digital, estates, workforce and culture.

4.5 Strategic Framework Gaps

Several committees highlighted that their effectiveness is constrained by organisational strategy gaps, including:

a) Absence of a clear People Strategy
b) Immature or developing Digital and Estates strategies
c) Inconsistent performance and benefits realisation frameworks.

These gaps particularly affect FEED, People and Remuneration Committees, where assurance depends on the existence of clear strategic anchors.

4.6 Priority Actions and Next Steps

Each committee discussed and agreed proposed actions to address the gaps and strengthen their effectiveness and assurance to the Board. The summarised action plans are detailed in Appendix B.

Cross-cutting actions required to address the gaps include:

- Refreshing Terms of Reference and annual objectives
- Rebalancing annual work programmes to protect strategic assurance.
- Implementing consistent paper standards focused on decision readiness and assurance.
- Formalising skills mapping and induction arrangements.
- Embedding annual retrospective reviews as standing agenda items.

Progress against agreed actions will be monitored through committee work programmes.

5 Delegations and Compliance with Terms of Reference

5.1 Overall Position

a) All committees are operating within their delegated authority with no evidence of material governance failure.
b) The committees were substantially or partially compliant with their Terms of Reference.
c) Identified gaps relate primarily to governance evidence, documentation and audit trail, rather than substantive failures of oversight.

5.2 Recurring Delegations Gaps

Common areas of partial or non-compliance include:

a) Lack of explicit annual retrospective reviews
b) Limited formalisation of induction and succession planning oversight
c) Inconsistent treatment of statutory or policy review cycles.

These gaps are readily addressable through standardisation and forward planning.

6 Conclusion

The Board's committees are sound, effective and improving, with strong leadership and positive governance behaviours. The effectiveness reviews demonstrate a clear commitment to reflection and continuous improvement.

Addressing the identified cross-cutting themes, in particular information quality, clarity of purpose, forward planning and skills development will enable committees to move from procedural effectiveness to consistently high-impact strategic assurance, strengthening Board confidence and organisational resilience.

7 Recommendation

The Board is asked to note the outcomes of its committees' effectiveness review, together with their delegations review as per their terms of reference, and the agreed actions to close the gaps.

Appendix A: Summary of Key Findings by Committee

Committee	Overall Assessment	Key Strengths	Principal gaps identified	Assurance Position
Audit, Assurance & Risk Committee (AARC)	The AARC is assessed as high-performing, well-chaired and increasingly effective, with good meeting discipline and a constructive and collaborative culture, strong foundations in risk oversight, internal audit, external audit, and meeting discipline. The Committee's core assurance functions: internal audit, external audit, internal control and risk oversight, are generally rated as meeting standards or excelling, providing confidence in the Committee's ability to support the Board's assurance needs. The delegations review revealed that AARC operated within its delegated authority and is highly compliant with its Terms of Reference and demonstrates strong oversight of audit, governance, risk and assurance functions.	✓ Strong chairing and meeting discipline ✓ Appropriate size/ membership to discharge its responsibilities ✓ Clear understanding of the Committee's oversight role ✓ Robust oversight of audit, risk and internal control ✓ Strong financial and assurance expertise ✓ Positive, collaborative committee culture ✓ Minutes accurately capture key decisions and actions.	▪ Limited visibility of Terms of Reference, annual objectives and full scope. ▪ Forward plan not yet fully aligned to expectations, with gaps in clinical audit and clinical governance oversight. ▪ Risk culture and risk appetite application require deeper, more consistent challenge. ▪ Annual retrospective review	**Significant Assurance**
Finance, Estates, Environmental & Digital Committee (FEED)	The FEED Committee is operating as a well-chaired, disciplined and constructive assurance forum, with strong governance behaviours and a positive culture of challenge and support. Structural and assurance limitations that constrain the Committee's ability to provide consistent, strategic-level assurance across its full remit were identified. These have been addressed as part of the Action Required. The breadth and complexity of the Committee's portfolio was flagged. The delegations review revealed that the committee operated within its delegated authority and is partially compliant with its Terms of Reference.	✓ Strong governance behaviours and challenge ✓ Strong chairing and meeting discipline ✓ Embedded financial oversight and risk monitoring ✓ Appropriate size/ membership to discharge its responsibilities ✓ Meeting cadence and duration well-aligned with reporting cycles ✓ Agendas generally cover the right topics and enable constructive discussion. ✓ Minutes accurately capture key decisions and actions ✓ Confidence in declaring and managing conflicts of interest.	▪ Clarify remit, objectives and role distinction Committee vs Executive ▪ Improve information quality and decision-readiness ▪ Reset digital assurance through a clear strategy and structured reporting ▪ Digital and estates strategies development ▪ Strengthen estates and environmental sustainability assurance ▪ Formalise treasury, reserves and retrospective review arrangements ▪ Standardise business-case labelling for Board recommendations ▪ Ensure subgroup minutes are routinely shared ▪ Annual retrospective review.	**Partial Assurance**

Committee	Overall Assessment	Key Strengths	Principal gaps identified	Assurance Position
People Committee	The People Committee's foundation is broadly positive, particularly in relation to leadership, conduct, and the quality of relationships with the Executive. Members describe a committee that is well-chaired, constructive in its challenge, and operating with a clear understanding of its oversight role. Structural and operational pressures that are limiting the Committee's ability to operate at its full potential were identified. Unclear strategic anchoring, particularly in relation to People Strategy and workforce planning, resulting in less confidence that the Committee's objectives was clearly articulated. The delegations review revealed that the committee operated within its delegated authority and demonstrates strong adherence to its Terms of Reference.	✓ Strong chairing and meeting discipline ✓ Positive, collaborative committee culture ✓ Minutes accurately capture key decisions and actions ✓ Constructive challenge and strong Executive relationships ✓ Appropriate size/ membership to discharge its responsibilities ✓ Effective oversight of workforce metrics and compliance	▪ Pressure on agendas and meeting time, limiting depth of discussion ▪ Variable quality of papers, which does not always support effective scrutiny ▪ Unclear strategic anchoring, particularly in relation to People Strategy and workforce planning, resulting in less confidence that the Committee's objectives are clearly articulated ▪ Gaps in skills mapping, induction and development ▪ Duplication and ambiguity in escalation routes, particularly between Executive and Committee ▪ Annual retrospective review.	**Partial Assurance**
Performance Committee	The Performance Committee is developing into a credible and increasingly effective assurance forum, with strong chairing, constructive behaviours and a clear commitment to improving the organisation's performance oversight. Members recognise the significant progress made over the past year, particularly in the quality of performance reporting and acknowledge the Chair's role in driving improvements in data, analysis and Committee discipline. The delegations review revealed that the committee operated within its delegated authority and is largely compliant with its Terms of Reference and demonstrates strong oversight of operational performance, strategic priorities, and performance risks.	✓ Strong chairing and meeting discipline ✓ Positive, collaborative committee culture ✓ Appropriate size/ membership to discharge its responsibilities ✓ Minutes accurately capture key decisions and actions ✓ Significant improvement in performance data and analysis ✓ Effective use of deep dives and performance challenge ✓ Confidence in the declaration and management of conflicts of interest.	▪ Clearer objectives and strategic alignment ▪ Variability in the quality and usability of information ▪ Early stage of the Committee's operating rhythm and reporting model ▪ More systematic skills mapping and induction ▪ Uncertainty about meeting frequency and the burden on reporting teams ▪ Annual retrospective review.	**Partial Assurance**

Committee	Overall Assessment	Key Strengths	Principal gaps identified	Assurance Position
Quality & Outcomes Committee (QOC)	The Quality and Outcomes Committee is operating as a credible and well-established governance and assurance forum, with strong leadership, sound meeting discipline, a constructive culture and a clear commitment to improving quality and safety across the organisation. Members value the Committee's role in providing scrutiny, challenge and support to the Executives. The delegations review revealed that the committee operated within its delegated authority and is highly effective in discharging its delegated responsibilities and provides the Board with a strong line of sight on quality, safety and outcomes.	✓ Strong chairing and meeting discipline ✓ Positive, collaborative committee culture ✓ Minutes accurately capture key decisions and actions ✓ Constructive challenge and strong Executive relationships ✓ Confidence in the declaration and management of conflicts of interest. ✓ Effective oversight of quality, safety, safeguarding and clinical governance ✓ Mature reporting and disciplined governance.	▪ Clarity of objectives and strategic alignment ▪ Balance between quality assurance and outcomes-focused discussion ▪ Quality, structure and usability of information and papers ▪ Role clarity between the Committee and the Executives ▪ Skills mapping, diversity and induction arrangements ▪ Annual retrospective review.	**Partial to Significant Assurance**
Remuneration Committee	The Remuneration Committee has strong foundations in terms of membership, chairing, culture and conduct, and demonstrates a clear commitment to constructive challenge and ethical standards. However, the Committee's effectiveness is being materially constrained by weaknesses in governance mechanics and information flow, which limit its ability to provide consistent assurance and to operate in a planned, strategic manner. The delegations review revealed that the committee operated within its delegated authority and is partially compliant in discharging its delegated responsibilities.	✓ Strong chairing and constructive Committee culture ✓ Appropriate membership size and engagement ✓ Ethical standards and constructive challenge ✓ Appropriate exercise of delegated authority.	▪ Timeliness and quality of information and papers ▪ Formalise performance-linked remuneration oversight ▪ Systematic consideration of EDI impacts in remuneration decisions ▪ Reliability of meetings and forward planning ▪ Clarity and assurance over remuneration governance and policy ▪ Performance, succession and talent oversight ▪ Reviewing the required skill sets for the Committee are at regular intervals. ▪ Formal review of annual performance and compliance with the Terms of Reference annually, with outcomes reported to the Board ▪ Annual retrospective review.	**Partial Assurance**

Appendix B: Consolidated Committee Action Plan

Committee	Priority Action Area	Action Required	Actioned by	Target Timescale
Audit, Assurance & Risk Committee (AARC)	Governance clarity	Refresh and re-issue Terms of Reference and annual objectives to improve visibility and shared understanding of remit	Director of Governance	By next meeting
	Assurance coverage	Redesign annual work programme to ensure full coverage of assurance scope, including clinical audit and clinical governance	Director of Governance	By next meeting
	Risk culture	Strengthen explicit use of risk appetite and challenge on risk culture within Committee discussions	Chair / NEDs	Next two meetings
	Whistleblowing	Introduce clearer and regular whistleblowing assurance reporting	Director of Governance	Next two meetings
	Skills & effectiveness/ Governance	Formalise skills matrix and undertake annual review; introduce formal annual retrospective review of effectiveness and ToR compliance	Chair / Director of Governance	Within two meetings
Finance, Estates, Environmental & Digital Committee (FEED)	Strategic clarity	Refresh Terms of Reference and annual objectives to clarify remit, priorities and Committee vs Executive roles	Chair / Director of Governance	By end Q1 26/27
	Work programme	Rebalance annual work programme to protect time for strategic deep dives across finance, estates, environment and digital	Chair / Director of Governance	By end Q1 26/27
	Information quality	Strengthen paper quality and decision-readiness, including clearer assurance asks and risk articulation	Director of Governance / Executive Leads	By end Q1 26/27
	Digital assurance	Reset digital assurance through approval of a digital strategy /roadmap and introduction of a quarterly digital assurance pack	Chief Digital Information Officer	Strategy by Q2 26/27 assurance pack Q1
	Estates & environment	Strengthen estates strategy assurance and formalise Net Zero and statutory carbon reporting cadence	Executive Leads	By end Q1 26/27
	Governance compliance	Formalise oversight of treasury, reserves and investment policies; annual retrospective review	Chief Finance Officer/ Director of Governance	By end Q1 26/27
People Committee	Strategic alignment	Refresh Terms of Reference and annual objectives to clarify purpose, priorities and assurance expectations	Director of Governance	Draft next meeting; approve within two
	Agenda focus	Rebalance agendas and annual work programme to prioritise strategic workforce, culture and OD - breadth over depth	Director of Governance/ Chief People Officer	By next meeting
	Reporting discipline	Introduce standard People Committee paper template with clear assurance and decision asks	Director of Governance	Template within one month
	Escalation clarity	Clarify escalation routes between Executive, Committee and Board to reduce duplication	Director of Governance/ Executive Leads	Within two meetings
	Skills & induction/ Governance	Develop Committee skills matrix and structured induction programme/ annual retrospective review.	Director of Governance	As per skills review timetable
	Strategic anchor	Agree and implement a People Strategy and supporting assurance framework	Chief People Officer	As per strategy timetable

Committee	Priority Action Area	Action Required	Actioned by	Target Timescale
Performance Committee	Purpose & rhythm	Refresh Terms of Reference and annual objectives; finalise stable annual work programme and review meeting frequency	Chair / Director of Governance	By end Q1 26/27
	Reporting quality	Revise Committee paper template to strengthen clarity of assurance, risks, controls and outcomes	Director of Governance	Template by April 2026
	Insight & analysis	Continue to strengthen performance reporting, including equity, variation and trend analysis	Executive Leads / BI Team	Phased over next two cycles
	Role clarity	Clarify Committee vs Executive roles and escalation routes	Director of Governance	By end Q1 26/27
	Skills & effectiveness/ Governance	Develop skills matrix and induction programme; formal annual retrospective review	Director of Governance	By end Q1 26/27
	Broader perspectives/ strengthened challenge	Review diversity and co-option arrangements	Director of Governance	By end of Q1, 26/27
Quality & Outcomes Committee (QOC)	Strategic focus	Refresh Terms of Reference and annual objectives to reinforce strategic alignment and assurance expectations	Director of Governance	By end Q1 26/27
	Outcomes assurance	Rebalance agendas to strengthen outcomes-focused discussion alongside quality assurance	Chair / Director of Governance	By next meeting
	Clear decision/ risks, controls and outcomes	Introduce a standard QOC paper template	Director of Governance	By Q1, 26/27
	Clearer accountability	Clarify Committee vs Executive roles and escalation routes	Director of Governance	Within two meetings
	Skills & effectiveness	Develop a committee skills matrix and induction programme	Director of Governance	By end of Q1, 26/27
	Broader perspectives/ strengthened challenge	Review diversity and co-option arrangements	Director of Governance	By end of Q1, 26/27
	Reporting consistency	Introduce standard QOC paper template with clearer decision and assurance framing	Director of Governance	By end Q1 26/27
	Skills & diversity	Develop skills matrix, strengthen induction arrangements and review diversity/co-option	Director of Governance	By end Q1 26/27
	Governance	Formal annual retrospective review of work programme and effectiveness	Chair / Director of Governance	Annually
Remuneration Committee	Governance discipline	Establish and approve a 12-month Committee cycle of business mapped to ToR and Board timetable. Business to include: i. Executive objectives/appraisal: Implementing an annual assurance pack - objectives, appraisal outcomes, moderation approach, links to reward	CPO / Director of Governance	By end Q1 26/27

		ii. Succession Planning: minimum succession dataset and review cadence -critical roles, readiness, risks, mitigations iii. EDI Impact: Require proportionate EDI impact assessment for relevant remuneration proposals; include as a mandatory paper section.		
	Terms of Reference	Reviewing/strengthening of the Committee's ToR.	Director of Governance	By next meeting
	Meetings	Protect meeting dates and clarify expectations regarding attendance and quorum.	Committee Chair/ Director of Governance	By next meeting
	Paper/ Information quality	Introduce clear standards and deadlines for Remuneration Committee papers and submission timetable and flag non-compliance with the Committee Chair.	Director of Governance	By next meeting
	Assurance/ Performance linkage	Develop a structured assurance framework covering remuneration governance, compliance and risk.	Chief People Officer	By end Q1 26/27
	Succession planning	Formalise succession planning oversight, including agreed datasets, review cadence and risk mitigation	Chief People Officer	By end Q1 26/27
	Transparency & EDI	Develop formal remuneration framework/policy and require proportionate EDI impact assessments	Chief People Officer	By end Q1 26/27
	Governance	Formal annual retrospective review of work programme and effectiveness	Chair /Director of Governance	Annually

Board Report

Date	31 March 2026	**Agenda item**	16
Title	World Health Organisation BFI Infant Feeding Lead and Guardian Report 2025		
Author	Dr Jo Webb Lead for Infant Feeding and Perinatal and Infant Mental Health Su Monk, Director of Nursing/Deputy CNO & BFI Guardian		
Presented by	Dr Jo Webb	**Version**	1
For	Approval/decision ☐ Debate ☐ Assurance ☒ Information ☐		
Assurance Rating	High/Significant ☒ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board	
E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?	
This report has been prepared to update the Board on the activity of the Infant Feeding Team during 2025 and to celebrate the UNICEF Baby Friendly Accreditation scheme received during 2025 and those planned for 2026.	
Related Risk No. (If applicable)	

How has the assurance provided in this report been obtained?
What sources of information have been relied on? How has assurance been built up through the organisation? *Provide links to relevant evidence sources relied upon in this report.*
Breast feeding data

What is the process the report has been through internally
Which teams or groups have reviewed the report or the information that informs it
The report has been to Quality and Outcomes Committee.

Summary and Key Issues to be highlighted
Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them *Alert the Board to of areas where assurance is not sufficient.* *Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).*
The UNICEF Baby Friendly Initiative (BFI) is an evidence-based programme developed by UNICEF and the World Health Organization to ensure services provide the highest standard of support for infant feeding and early parent - infant relationships. The BFI Guardian role exists to make sure the Baby Friendly standards stay active and meaningful across our services maintaining organisational focus on the importance of early relationships for lifelong health and wellbeing. Breastfeeding rates are significantly higher across BNSSG than the national average at 6-8 weeks, which is 56% The high quality of support offered for infant feeding across BNSSG means: • Bristol have exceptionally high breastfeeding rates across the first year • North Somerset has seen a huge reduction in infant feeding inequalities since becoming baby friendly and achieving the Gold Award (see graph below) • South Glos have a very low 'drop off' of breastfeeding rates between the new birth visit and the 6-8 week visit Sirona's Public Health Nursing Services have UNICEF Baby Friendly Accreditation across all three local authority areas with North Somerset achieving and maintaining the prestigious Gold Award since 2020. The UNICEF Baby Friendly Initiative Gold Award represents the highest level of accreditation within the BFI framework. Bristol and South Gloucestershire are currently working towards the Gold Award, with South Glos booked for their Gold assessment in June 2026.
Actions for the Board (including any decisions required and options for consideration)
Are there any matters that require a Board decision or discussion to address issues of concern?
To note the report and the achievement of maintaining Gold Accreditation during 2025 and activity planned for 2026.

1. Background

The UNICEF Baby Friendly Initiative (BFI) is an evidence-based programme developed by UNICEF and the World Health Organization to ensure services provide the highest standard of support for infant feeding and early parent - infant relationships.

Aligning with CQC expectations, the BFI framework strengthens the quality, safety and governance of the support we deliver to families. It provides clear standards, robust policies and evidence-based practices that help ensure staff are well-trained, oversight is strong and families consistently receive safe, effective and responsive support in their own homes and community settings.

The BFI Guardian role exists to make sure the Baby Friendly standards stay active and meaningful across our services maintaining organisational focus on the importance of early relationships for lifelong health and wellbeing.

2. Key Points

Sirona's Public Health Nursing Services have UNICEF Baby Friendly Accreditation across all three local authority areas with North Somerset achieving and maintaining the prestigious Gold Award since 2020.

The UNICEF Baby Friendly Initiative Gold Award represents the highest level of accreditation within the BFI framework.

Bristol and South Gloucestershire are currently working towards the Gold Award, with South Glos booked for their Gold assessment in June 2026.

There are three infant feeding teams in each local authority area that sit within Public Health Nursing, they offer training and support for Health Visiting staff together with specialist support for infant feeding for parents and infants with complex and / or enduring feeding difficulties. Assessment and support is initially offered by Health Visiting staff and referrals are made to the Infant Feeding teams if further more specialist support is needed.

The teams see 10-15% of families in their locality

Infant Feeding Conference

Bristol's Infant Feeding Conference in May 2025, "Together again for Tiny Tummies", brought together professionals working with families under five to strengthen shared understanding and confidence around infant feeding. Centred on the theme "Everyone has a part to play in helping mums and parents to breastfeed", the event featured expert speakers and practical workshops, offering staff a valuable opportunity to learn together and build consistent, supportive practice across the city.

'The combination of sharing professional knowledge and also having speakers with lived experience was invaluable, what a great conference, thank you!'

Service Innovation

Specialist Health Visitors for Perinatal and Infant Mental Health

A team of three specialist Health Visitors with a focus on Perinatal and Infant Mental Health work closely with the Infant Feeding teams, providing consultations and support for the Infant Feeding Specialists and also a relationally focussed support package for parents experiencing feeding difficulties.

When feeding is challenging it can take a lot of unseen emotional and physical effort and parents can sometimes struggle to feel close to their baby or find joy in the moment. This support package offers a gentle invitation to explore wellbeing and the parent-infant relationship and focusses on supporting parental confidence and attunement.

Maternal and Infant Feeding Equity Lead for Black and South Asian Communities

This new role within Public Health Nursing was created to address persistent inequalities in maternal and infant-feeding outcomes experienced by Black and South Asian families. It focuses on understanding the specific barriers these communities face, strengthening trusted community partnerships and supporting staff to embed cultural humility in their practice.

We are pleased to have recently appointed to this role with the post holder starting on 1st April.

Breast Pump Loan Scheme

The Infant Feeding Teams offer a free breast pump loan scheme to parents who need a pump but are unable to afford to buy or hire one.

Access to a reliable breast pump can make a significant difference for families facing difficulties and by removing a cost obstacle, the scheme can help protect and maintain milk supply for infants who may be at risk of being impacted by socio-economic related health inequalities.

Hello Baby

Hello Baby is a multiagency 4-week course offered across Bristol and delivered by Family Hubs, Midwives, Sirona's Infant Feeding teams, Dad Matters and Sirona's Health Visitors.

There has been a lot of positive feedback from expectant parents on the infant feeding session about increasing knowledge and confidence around breastfeeding, including how to access support and information.

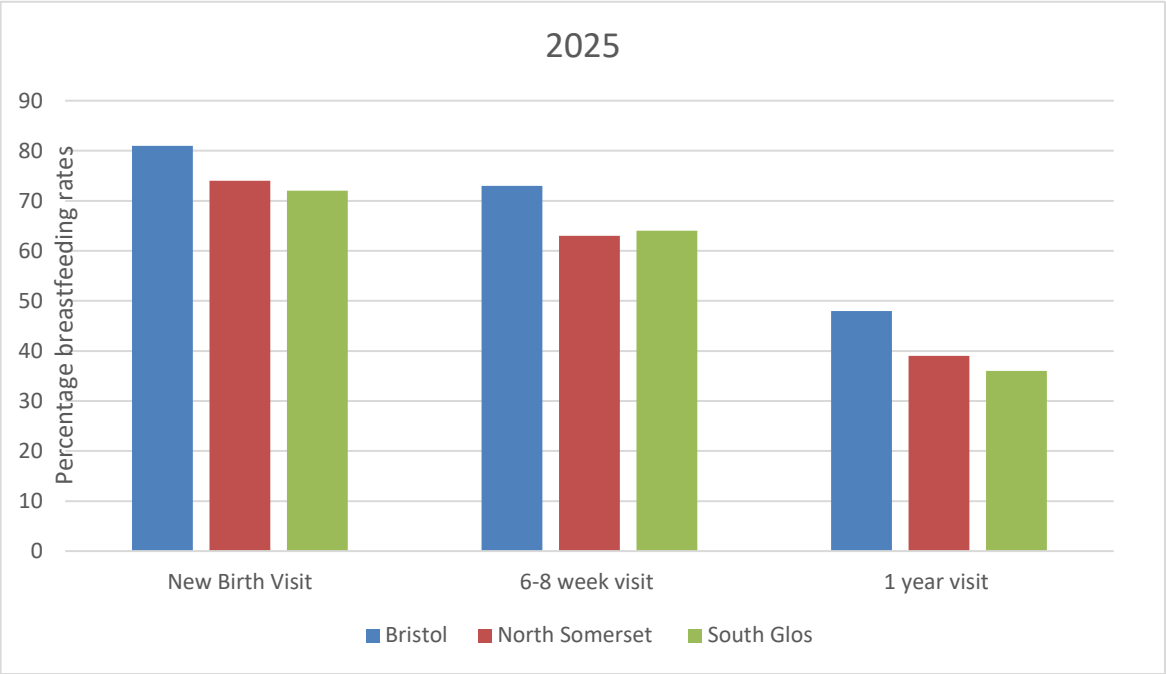
Newborn Behavioural Observation, Brazelton (NBO)

All members of the Infant Feeding Team have completed NBO training this year, which has strengthened their ability to recognise and respond to infants' subtle communication cues.

They are using these skills in their daily practice to help parents understand their baby's signals, supporting more attuned, responsive feeding interactions. The Infant Feeding Specialists are supported in their reflective practice by the Specialist Health Visitors for Perinatal and Infant Mental Health.

"I have enjoyed it very much. It has opened up new conversations with parents about how their babies communicate with them and has helped me help particularly identify with parents what may not be a hunger cue and how they can support their babies to regulate." (Infant feeding specialist)

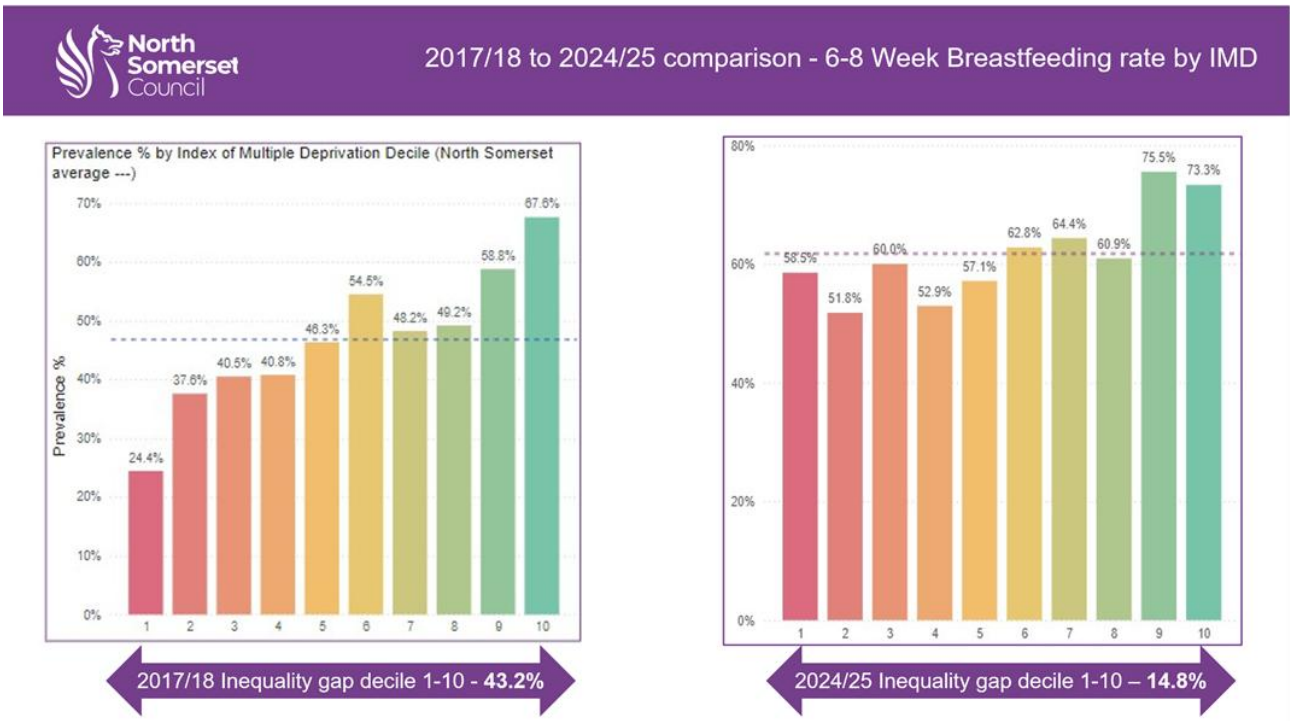
Statistics



Breastfeeding rates are significantly higher across BNSSG than the national average at 6-8 weeks, which is 56%

The high quality of support offered for infant feeding across BNSSG means:

- Bristol have exceptionally high breastfeeding rates across the first year
- North Somerset has seen a huge reduction in infant feeding inequalities since becoming baby friendly and achieving the Gold Award (see graph below)
- South Glos have a very low 'drop off' of breastfeeding rates between the new birth visit and the 6-8 week visit



Referrals by IMD Decile are monitored to ensure that support is accessible

Number on Referrals by IMD Decile

IMD Decile	Caseload Count	%GT Index
1	6	6.52%
2	13	14.13%
3	15	17.39%
4	9	9.78%
5	12	14.13%
6	14	16.30%
7	3	3.26%
8	5	6.52%
9	7	8.70%
10	3	3.26%
Total	87	100.00%

Bristol

Number on Referrals by IMD Decile

IMD Decile	Caseload Count	%GT Index
1	1	1.52%
2	1	1.52%
3	1	1.52%
5	4	7.58%
6	3	7.58%
7	18	43.94%
8	5	10.61%
9	7	19.70%
10	3	6.06%
Total	43	100.00%

North Somerset

Number on Referrals by

IMD Decile	Caseload Count	%GT Index
4	2	4.26%
5	10	23.40%
6	9	19.15%
7	1	2.13%
8	6	12.77%
9	4	8.51%
10	13	29.79%
Total	45	100.00%

South Glos

Training

In addition to staff Infant Feeding training within the Public Health Nursing Service. The Infant Feeding teams have delivered training to the wider system including:

- UWE Public Health Nursing and Midwifery students
- GP's
- Avon and Wiltshire Mental Health Partnership

Partnerships

Formula Insecurity Pathway (Bristol)

The Formula Insecurity Pathway is a Bristol-wide collaboration between Public Health, Social Care and Family Hubs to ensure that infants from families experiencing severe financial hardship can access safe and appropriate formula. By providing guidance and training to food banks, food clubs, charities and community groups, the pathway safeguards infant health and prevents unsafe feeding practices during periods of crisis.

Infant Feeding Training for Early Years Settings

This Early Years infant feeding training was co-created with the Birth-3 Local Specialist Leader and the Bristol Early Years Teaching Hub to help Early Years staff feel confident supporting families with infant feeding and introducing solids. Working in partnership with Public Health, the Children's Kitchen, Family Hubs and local Early Years settings, the training brings everyone together around clear, practical messages so families receive consistent, easy-to-understand guidance from the people they see every day.

Paediatric Hubs

The Infant Feeding Leads have been attending the paediatric hub 'lunch and learn' meetings with GP's and contributing to case discussions, This has proved to be a really valuable collaboration, improving working relationships and resulting in the collaborative drafting of an 'Infant Feeding Difficulties' Pathway for GP's which has been added to 'Remedy'.

Haven Specialist Health Visitors

The specialist Infant Feeding Team in Bristol works closely with the Haven Health Visiting team to strengthen feeding support for asylum-seeking families living in hotels and temporary accommodation. Together, they offer practical and emotional feeding support, access to the breast-pump loan scheme and guidance on introducing solids in challenging living conditions and often within an unfamiliar culture.

Paediatric Dietetics

The Infant Feeding Teams worked closely with the Bristol Paediatric Dietetics Team at UHBW to support the development of their “Milk-Related Problems in Children” pathway.

Snap shot of feedback from parents

“Being seen in my own home made all the difference. You were able to teach me in context, helping me find seating, positions in bed and practical ways to achieve a good latch in the spaces where I was actually feeding my baby. This was the single most important factor in turning our feeding journey around”

“I can say with real certainty that I would almost definitely have given up breastfeeding if it hadn’t been for your support. Exclusively breastfeeding my baby was deeply important to me, and the fact that you enabled me to continue is something I will always be grateful for”

‘Thank you so much for helping me achieve my breastfeeding goals – you have gone above and beyond and couldn’t be more grateful!’

3. Recommendations

The UNICEF Baby Friendly Initiative (BFI) is an evidence-based programme developed by UNICEF and the World Health Organization to ensure services provide the highest standard of support for infant feeding and early parent - infant relationships.

During the year 2025 the North Somerset Infant Feeding Team retained The UNICEF Baby Friendly Initiative Gold Award represents the highest level of accreditation within the BFI framework. Bristol and South Gloucestershire Teams are currently working towards the Gold Award, with South Glos booked for their Gold assessment in June 2026.

The BFI Guardian role exists to make sure the Baby Friendly standards stay active and meaningful across our services maintaining organisational focus on the importance of early relationships for lifelong health and wellbeing. The committee is requested to support the presentation of tis report to Board.

Board Report

Date	31 March 2026	**Agenda item**	17
Title	CONFIDENTIAL – Gender Pay Gap: Highlights and emerging themes		
Author	Danny Karystinos, Head of EDI and Staff Engagement		
Presented by	Domini Harewood	**Version**	1
For	Approval/decision ☒ Debate ☐ Assurance ☐ Information ☐		
Assurance Rating	High/Significant ☐ Medium/Partial ☐ Low/No Assurance ☐ Not applicable ☐		
If partial or no assurance, please outline steps to be taken in order to reach significant assurance, by when, and whom			

N.B. This cover paper should not exceed 2 pages.

Purpose of report and reason for submission to Board

E.g., is this a regulatory/contractual requirement, linked to our Strategic Objectives or Risks?

This paper provides significant assurance to the Board on Sirona's Gender Pay Gap (GPG) position for 2025/26. It fulfils Sirona's statutory reporting requirement under the Equality Act 2010 (Gender Pay Gap Information) Regulations 2017, ahead of publication on 31 March 2026.

The paper summarises headline GPG outcomes, year-on-year trends, the structural factors influencing the gap, and the targeted actions in place to continue reducing it.

The GPG is directly linked to Sirona's Workforce and People Risk, specifically attraction, retention, progression, and equality of opportunity.

Related Risk No. (If applicable)	Workforce and People Risk – attraction, retention, progression and equality of opportunity.

How has the assurance provided in this report been obtained?

What sources of information have been relied on? How has assurance been built up through the organisation?
Provide links to relevant evidence sources relied upon in this report.

- Analysis of payroll and workforce data using the statutory April 2025 snapshot date
- Gender pay gap calculations undertaken in line with Government Equalities Office guidance
- Review of workforce composition, pay quartiles and progression patterns.

What is the process the report has been through internally

Which teams or groups have reviewed the report or the information that informs it
This paper has been reviewed with the Chief People Officer and approved by the People Committee.

Summary and Key Issues to be highlighted
Please highlight in summary the key messages from this report, including matters of escalation from Committees, significant issues, risks and actions to address them *Alert the Board to of areas where assurance is not sufficient.* *Advise the Board of steps taken to address areas where assurance needs to be improved. (please ref relevant section of the report, where more information can be found).*
Sirona continues to demonstrate year-on-year improvement in its gender pay gap: • Mean gender pay gap: 9.89% (2024: 11.5%) • Median gender pay gap: 5.25% (2024: 6.1%) • These improvements reflect strengthened inclusive recruitment, expanded leadership pathways, and greater flexibility in working practices. Sirona remains a predominantly female organisation (88.3%), with GPG outcomes driven by structural factors, including: • Men being over-represented in senior and higher-paid role • Gendered distribution across medical and specialist role • The impact of part-time and flexible working patterns on progression velocity • Long-standing pipeline and representation imbalances There is no evidence of unequal pay for equal work. Bonus pay relates to a very small population and does not have a meaningful impact on the overall gender pay gap. Assurance: The organisation has strong governance oversight, transparent data, and a clear, targeted action plan. No areas of insufficient assurance have been identified.
Actions for the Board (including any decisions required and options for consideration)
Are there any matters that require a Board decision or discussion to address issues of concern?
• To note and gain assurance on Sirona's 2025/26 Gender Pay Gap position • To note the continued narrowing of the gender pay gap • To provide assurance on the proposed action plan and governance arrangements • Approve the report for publication on the Sirona website

Main Body of Report

1. Background

The Gender Pay Gap (GPG) reporting requirement is a statutory obligation under the Equality Act 2010 (Gender Pay Gap Information) Regulations 2017, requiring all organisations with 250+ employees to publish their annual data by 31 March 2026. The purpose of the legislation is to promote transparency, highlight structural inequalities within workforces, and drive long-term improvements in equitable representation, progression and reward.

For Sirona, the GPG is both a compliance requirement and a key indicator of organisational health, directly linked to our strategic priorities on workforce sustainability, inclusion, leadership capability, and equitable opportunity. As a community services provider with a highly gendered workforce profile (88.3% women), our

pay gap is shaped less by discriminatory pay practice and more by structural factors common across the NHS:

- Distribution of men and women across pay bands and senior roles
- Representation within specialist and medical roles
- The impact of part-time and flexible working patterns
- Career pathways, leadership pipelines and progression velocity

GPG outcomes therefore offer insight into the composition, balance and flow of our workforce, providing an evidence base for targeted action on recruitment, progression and retention. They also form part of the assurance expected by regulators and partners, including NHSE, CQC and system colleagues, that we are building an inclusive, representative and sustainable workforce.

Sirona has demonstrated consistent improvement in narrowing both mean and median pay gaps over the past two years. This reflects continued investment in inclusive recruitment, strengthened leadership development, clearer flexible working pathways and improved data quality. At the same time, the persistence of a gap illustrates the ongoing need for structural action — particularly increasing gender balance at senior levels, improving progression routes for part-time colleagues, and deepening intersectional understanding to ensure equitable outcomes for all staff.

This year's report provides the Board with high assurance that:

- Sirona remains compliant with statutory requirements
- Pay outcomes are equitable for equivalent roles (no unequal pay concerns)
- The gap is well understood and transparently monitored
- A targeted, achievable action plan is in place, aligned with organisational priorities and approved governance processes

2. Key Points

- Continued narrowing of both the mean and median gender pay gaps
- Structural drivers—role distribution and seniority—remain the key contributors
- Governance oversight is strong and embedded
- Action plan aligns with organisational values and strategic workforce objectives
- No material risks or concerns requiring escalation.

3. Recommendations

It is recommended to:

- Take assurance from the report and findings
- Support continued focus on progression, representation and flexible working
- Endorse the ongoing Gender Pay Gap action plan for 2026

Proposal of Organisation Action Plan 2026 and Next Steps

Timeline	Actions
May 2026	**Strengthen inclusive recruitment for senior and specialist roles**
	Promote flexible working at all levels
September 26	**Ensure part-time and flexible workers have equitable progression**
December 2026	**Deepen intersectional analysis to inform future actions**

Gender Pay Gap Report 2025/26

Key points

1) Headline results – we're moving in the right direction

Our gender pay gap has improved again this year. The average difference in hourly pay between men and women is now 9.89%, down from 11.5% last year. The median gap is 5.25%, down from 6.1%. Women earn an average of £20.15 per hour, while men earn £22.36. This shows steady progress.

2) Workforce profile – why a gap still exists

Sirona's workforce is mostly female, with 88.3% women and 11.7% men. Women are well represented across all pay levels, but men are more likely to be in the highest-paid roles and senior positions. Women are also more likely to work part-time or flexibly, which can slow career progression. These patterns are the main reason for the pay gap, not unequal pay for the same job.

3) Structural drivers and progression challenges

The gap reflects differences in roles and progression, not equal pay issues. Men hold more senior and specialist roles, which pay more. Women make up the majority of the workforce but often work part-time. Medical roles also have higher pay and different gender patterns. To reduce the gap, we need

to improve access to leadership roles, support flexible workers, and make sure progression opportunities are fair.

4) Action plan and accountability

We will help women progress into senior roles, promote flexible working at all levels, and review recruitment to improve gender balance in senior jobs. We will also improve workforce data to understand how gender interacts with other factors. Oversight sits with the Sirona Board and EDI committees, and progress will be monitored and reported regularly.

5) Conclusions and What’s Next

We have made clear progress, but structural issues remain. Next, we will deepen our analysis, improve data quality, and make sure part-time and flexible workers have equal chances to progress. Our goal is a workplace where pay reflects contribution and responsibility, and everyone has a fair opportunity to succeed.

Gender Pay Gap Report 2025/26

Publication date: 31 March 2026
Prepared by: Head of Equality, Diversity & Inclusion and Engagement

1. Foreword from the Chief Executive

At Sirona, our current values shape how we care for our communities and how we treat one another. This report reflects our commitment to fairness, transparency and continuous improvement. It also requires us to be honest about where we are.

Progress since last year

We have made progress over the past year. Both our mean and median gender pay gaps have reduced, reflecting the impact of actions taken to strengthen leadership pathways, improve flexible working and embed more inclusive recruitment practices.

However, the data is clear that structural challenges remain.

While women make up the majority of our workforce, men continue to be over-represented in higher-paid and senior roles. This is not about unequal pay for equal work; men and women are paid equally for doing the same job.

The gap exists because men are more likely to be in higher-paid roles, and women are more likely to be in lower-paid or part-time roles. In other words, it is about how opportunity, progression and representation are distributed across the organisation, rather than how we pay within roles. That is something we must actively address.

Looking ahead

Our focus now is on targeted action, not further description of the problem. This includes strengthening progression into senior roles, ensuring flexible working supports rather than limits career development, and improving how we identify and support talent across the organisation.

We will also deepen our understanding of how gender intersects with other characteristics, improve the quality of our workforce data, and ensure that our approach to development and progression is equitable and transparent.

As Chief Executive, I am clear that this is about organisational credibility as well as fairness. We will take a consistent, measurable and accountable approach to improving outcomes, with progress overseen through our governance structures and reported transparently.

Our aim is clear

To create a workplace where opportunity, progression and pay outcomes fairly reflect contribution and responsibility, for all colleagues.

2. About This Report

This report has been prepared in line with the **Equality Act 2010 (Gender Pay Gap Information) Regulations 2017** and Government Equalities Office guidance.

Statutory measures reported

- Mean gender pay gap (hourly ordinary pay)
- Median gender pay gap (hourly ordinary pay)
- Mean gender bonus pay gap
- Median gender bonus pay gap
- Proportion of women and men receiving bonus pay
- Proportion of women and men in each pay quartile

Snapshot date: April 2025. Figures reflect ordinary pay and any bonus payments made in the relevant period.

Equal pay vs gender pay gap: Equal pay concerns paying men and women the same for the same or equivalent roles — Sirona remains confident in its compliance. The gender pay gap shows the difference in average pay between all men and all women across the organisation, regardless of role or grade.

Inclusion beyond the binary: We recognise that the binary gender categories required by national reporting do not reflect all colleagues' identities. We will continue to explore how gender diversity can be better reflected in future reporting while meeting statutory requirements.

3. Our Workforce Profile

Sirona is a predominantly female organisation, reflecting the wider health and care sector. Colleagues are employed under:

- NHS Agenda for Change (AfC) terms and conditions
- Medical contracts

Pay progression under AfC is nationally agreed and based on length of service and experience, which can result in variation within a band.

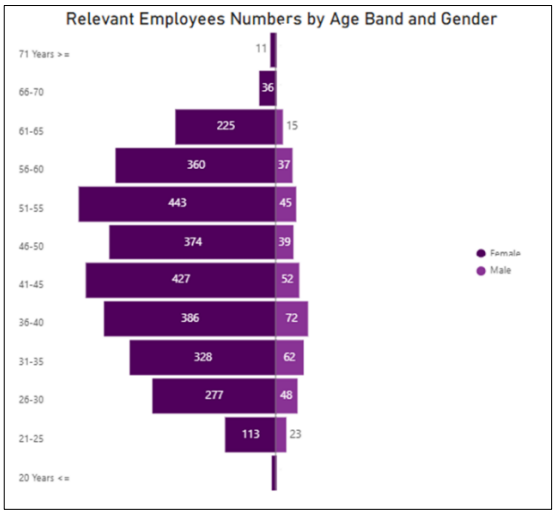
Workforce composition (April 2025)

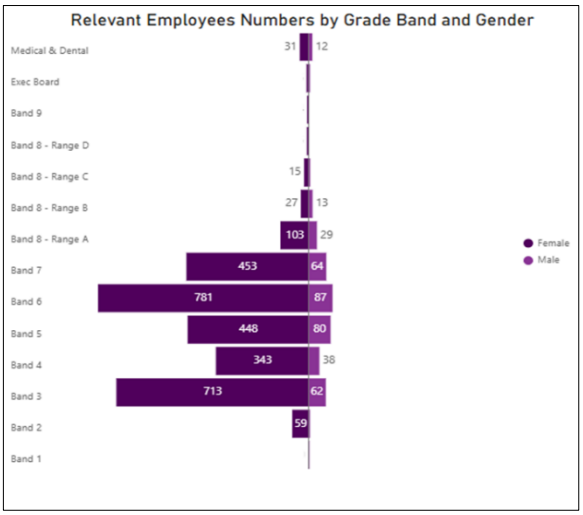
- **Total workforce:** 3,338
- **Women:** 2,988 (88.3%)
- **Men:** 350 (11.7%)

Year-on-year context

- Women remain over-represented across all pay quartiles
- Men remain proportionally more represented in the **upper quartile**

- Part-time and flexible working patterns — disproportionately undertaken by women — can affect progression velocity and access to senior posts



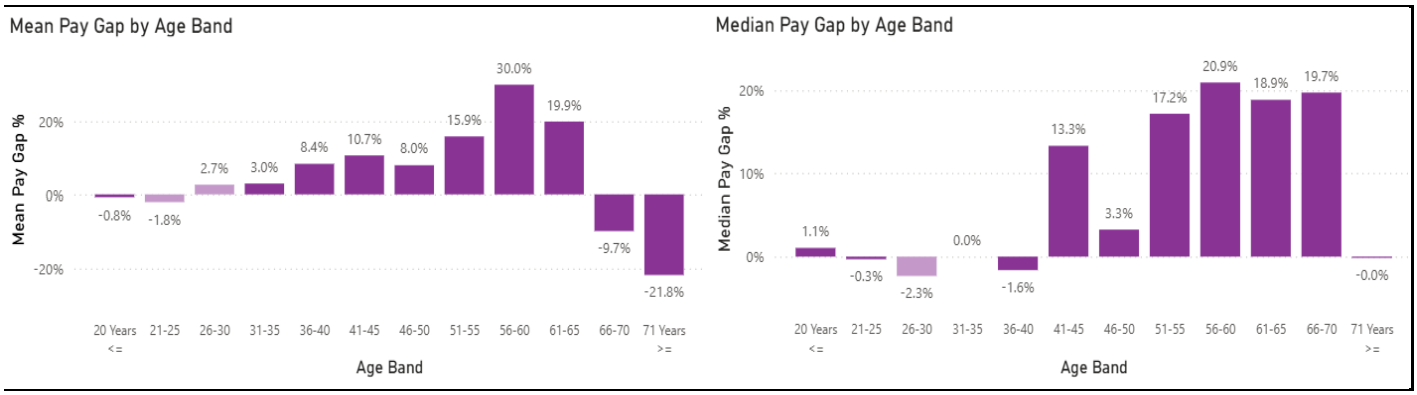


4. Headline Gender Pay Gap Results

Ordinary pay

- Mean gender pay gap: 9.89% (2024: 11.5%)
- Median gender pay gap: 5.25% (2024: 6.1%)

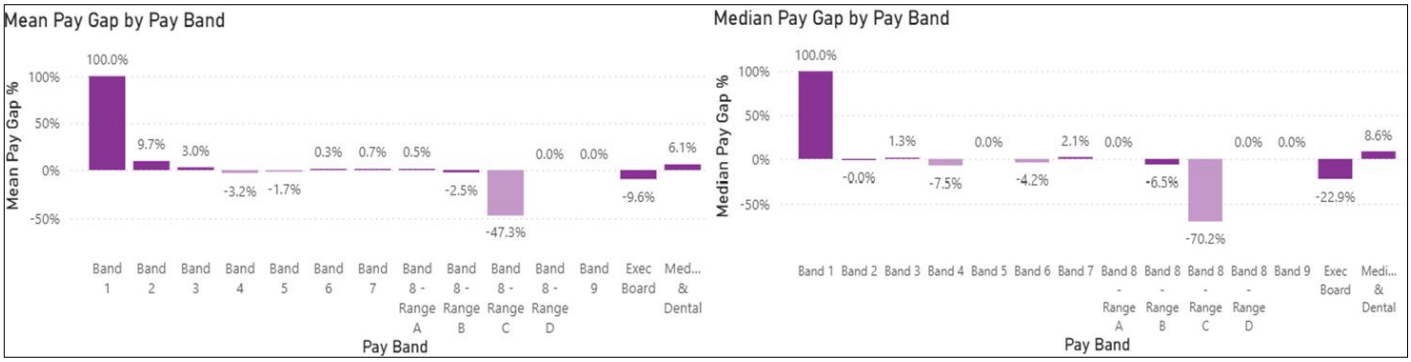
This represents a year-on-year narrowing of both the mean and median gender pay gaps.



Pay values (hourly)

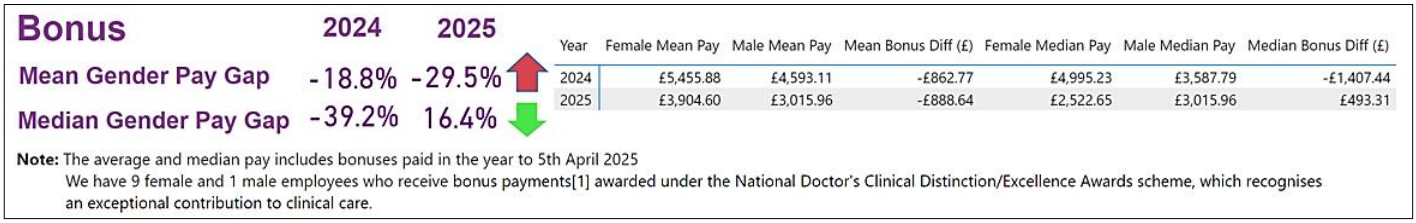
2025

- Female mean pay: £20.15
- Male mean pay: £22.36
- Mean difference: £2.21
- Female median pay: £19.09
- Male median pay: £20.15
- Median difference: £1.06



Bonus pay

- Mean bonus pay gap: -29.5%
- Median bonus pay gap: 16.4%
- Proportion receiving bonus pay: Women and men – small population

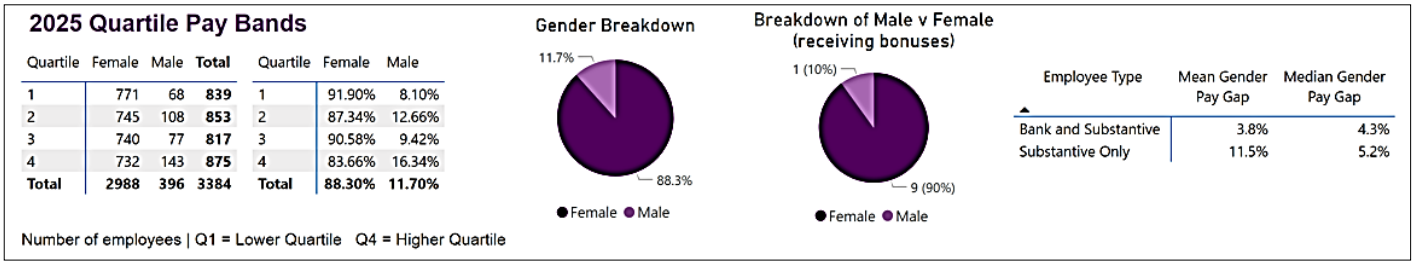


Year	Female Mean Pay	Male Mean Pay	Mean Bonus Diff (£)	Female Median Pay	Male Median Pay	Median Bonus Diff (£)
2024	£5,455.88	£4,593.11	-£862.77	£4,995.23	£3,587.79	-£1,407.44
2025	£3,904.60	£3,015.96	-£888.64	£2,522.65	£3,015.96	£493.31

Note: The average and median pay includes bonuses paid in the year to 5th April 2025
We have 9 female and 1 male employees who receive bonus payments[1] awarded under the National Doctor's Clinical Distinction/Excellence Awards scheme, which recognises an exceptional contribution to clinical care.

Pay quartiles (2025)

- Women: 88.3%
- Men: 11.7%



Quartile	Female	Male	Total
1	771	68	839
2	745	108	853
3	740	77	817
4	732	143	875
Total	2988	396	3384

Quartile	Female	Male
1	91.90%	8.10%
2	87.34%	12.66%
3	90.58%	9.42%
4	83.66%	16.34%
Total	88.30%	11.70%

Number of employees | Q1 = Lower Quartile Q4 = Higher Quartile

Employee Type	Mean Gender Pay Gap	Median Gender Pay Gap
Bank and Substantive	3.8%	4.3%
Substantive Only	11.5%	5.2%

Women are over-represented across all quartiles, while men are proportionally more represented in the upper quartile. This distribution remains a key contributor to the overall gender pay gap.

Interpretation: The gap is primarily driven by role distribution and seniority rather than unequal pay for equal work.

5. Changes Since Last Year

Improvement in headline gap: Both mean and median gender pay gaps have narrowed between 2024 and 2025, reflecting a reduction in average and median pay differences.

Snapshot alignment: The April snapshot improves alignment with payroll data and internal reporting cycles. This enhances accuracy but limits direct comparability with earlier reports that used different snapshot dates.

Bonus pay: Bonus and award payments continue to affect results for a very small number of staff only. These do not materially influence the overall gender pay gap.

Structural drivers: Workforce composition and role distribution remain the dominant drivers. The combination of a predominantly female workforce and men's over-representation in higher-paid roles continues to skew averages.

6. Understanding Our Gender Pay Gap

The gender pay gap at Sirona reflects **unequal outcomes**, not unequal pay.

Role distribution and seniority

Although women form the majority of the workforce, men are more likely to occupy senior, specialist and higher-paid roles, which disproportionately influences average pay.

Progression and career pathways

Progression into senior roles is shaped by access to development, leadership opportunities and working patterns. Women are more likely to work part-time, which can affect progression velocity.

Medical workforce impact

Medical roles attract higher pay rates and have different gender representation patterns compared with the wider AfC workforce, further influencing the overall gap.

7. Bonus Pay and Clinical Excellence Awards

In previous reporting years, Local Clinical Excellence Awards (LCEA) and similar payments added complexity to gender pay gap reporting.

For **2025–26**:

- Bonus and award payments were made to a **very small number of staff**
- Bonus pay gaps fluctuate year-to-year due to **small population sizes**
- Bonus outcomes **do not drive the overall gender pay gap**

These figures are therefore interpreted with caution and are not representative of workforce-wide pay patterns.

Bonus	2024	2025
Mean Gender Pay Gap	-18.8%	-29.5%
Median Gender Pay Gap	-39.2%	16.4%

Year	Female Mean Pay	Male Mean Pay	Mean Bonus Diff (£)	Female Median Pay	Male Median Pay	Median Bonus Diff (£)
2024	£5,455.88	£4,593.11	-£862.77	£4,995.23	£3,587.79	-£1,407.44
2025	£3,904.60	£3,015.96	-£888.64	£2,522.65	£3,015.96	£493.31

8. Our Action Plan

What Will Be Different in 2026/27

This year, we are moving from broad actions to targeted, measurable interventions focused on accelerating progression into senior roles.

Key shifts include:

- Moving from general development offers to targeted leadership progression pathways for women.
- Embedding accountability for gender representation within senior recruitment and succession planning
- Strengthening data-led oversight, including tracking progression, acting-up opportunities and internal promotions by gender

We are committed to reducing the gender pay gap through targeted, evidence-based action.

1. Targeted Leadership Progression

- Provide structured development, sponsorship and acting-up opportunities
- Align with appraisal and talent conversations

Expected impact:

Increased representation of women in senior roles over 12–24 months

2. Equitable Progression for Flexible and Part-Time Staff

- Embed expectation that senior roles are open to flexible working
- Strengthen use of Wellbeing Passports / reasonable adjustments in career pathways

Expected impact:

Reduced progression gap linked to working patterns

3. Inclusive Senior Recruitment and Succession Planning

- Use diverse panels (including EDI-trained panel members)

Expected impact:

Improved gender balance in senior appointments

9. Governance, Monitoring and Accountability

Oversight of gender pay gap activity sits within:

- **Executive Lead:** Chief People Officer
- **Strategic Delivery:** Head of EDI & Engagement (you) in partnership with HR and Workforce teams
- **Operational Delivery:** Divisional Directors and People Leads

Progress will be tracked through:

- **Biannual reporting to EDI Committee**, including:
    - Gender representation in senior roles
    - Recruitment outcomes at senior levels
- Annual Gender Pay Gap report (statutory)
- Alignment with EDI and Workforce strategy metrics

10. Conclusion and Next Steps

This report shows **clear progress** in narrowing Sirona's gender pay gap, while also highlighting the structural factors that continue to influence pay outcomes. Sustained focus on progression, representation and opportunity will be essential to maintain momentum.

Based on current workforce profile and planned interventions:

- **Short term (12 months):** Continued gradual reduction
- **Medium term (2–3 years):** More accelerated reduction as pipeline feeds into senior roles
- **Long term:** Sustainable narrowing aligned to improved representation at senior levels

Progress will not be linear due to workforce size and turnover, but direction of travel is expected to continue positively.

We are now moving from understanding the drivers of the gap to delivering targeted interventions with clear accountability to accelerate progress, to work towards a more equitable workplace for all colleagues.

Register of Declarations for Board and Deputies 2025/26 last updated 24/03/2026

Full Name	Job Title	Do you have interests to declare?	Employment	Business	Company Directorships	Trusteeships	Membership of Organisations, Public Bodies	Sponsorships	Other	Family Members	Potential Conflicts of Interest	Date
Andrea Gordon	Chief Operating Officer	No			Director - Foot Health Kidderminster		HCPC					01/05/2025
Anil Patil	Non Executive Director	Yes	1. NED - Sussex Partnership NHS Foundation Trust; 2. NED - Croydon University Hospitals NHS Trust; 3. NED - Dorset Centre of Excellence (a local authority owned SEND day school); 4. NED - Tricuro Ltd (a local authority owned social care provider)	N/A	N/A	N/A	N/A	N/A	N/A	No	None	02/05/2025
Ann Beatrice Morse	Director of Allied Health Professionals	No					HCPC registration (non-management)					28/11/2025
Barbara N Brown	Chair to the Board	Yes	Various consultancy assignments	Dr Barbara Brown t/a Barbara Brown Consulting	Company Director (Companies House) Black South West Network	Black South West Network	1. Institute of Health & Social Care Management (IHM 21943) 2. Full Fellow Royal Society of Arts (8261117) 3.Institute of Equality & Diversity Professionals		1.Chair, South West Race Equity Research Network (Black South West Network on behalf of UKRI), 2. Chair Engineering & Physical Sciences Research Council EDI Fellowship Advisory Board, University of Bristol, 3. Funding Panel Member, Impact Acceleration Programme (Research Arts & Humanities) University of Bristol Co-Chair Preventing Serious Violence Strategy Board (Bristol) 4.Co-Chair Preventing Serious Violence Strategy Board 5. Chair South West Race Equity Research Network (UK Research & Innovation	Wilma Adams - Sister (EDI)	None	09/11/25
Benjamin Charles Burrows	Interim Chief Medical Officer, Chief Clinical Information Officer.	Yes	I have a limited company Ichigo Health Ltd (14867090).	I do clinical and medicolegal work via this company	As above	None	None	I am currently on the Digital Health Leadership Programme with sponsorship from the NHS to study this course at Imperial College London.	Nil	Nil	My ex-wife is a consultant gynaecologist at NBT. I do not however see any conflict from this, but declare it for oversight.	11/09/2025

Full Name	Job Title	Do you have interests to declare?	Employment	Business	Company Directorships	Trusteeships	Membership of Organisations, Public Bodies	Sponsorships	Other	Family Members	Potential Conflicts of Interest	Date
Brenda Thomas	Interim Director of Governance	Yes			BVOT Consulting Ltd - management consulting business (no current contract); Chanan Investments Ltd (other letting and operating of own leased real estate) - not currently trading.	Activate Hope, Chair (awaiting registration confirmation from Charity Commission)	The Chartered Governance Institute UK & Ireland				None	28/11/2025
DOMINI HAREWOOD	Chief People Officer	Yes			Non-Executive Director, UWE	Leaf Academy, Bristol						12/01/2026
Hayley Richards	Non Executive Director	Yes	N/A	N/A	N/A	Trustee, Bristol Mind; Chair of Trustees, Abbeyfield Bristol & Keynsham Society	N/A	N/A	N/A	N/A	N/A	30/04/2025
Jacky Hayden	Non Executive Director	Yes			Faculty of Medical Leadership and Management	Faculty of Medical Leadership and Management	Academy of Medical Educators - immediate past president and member of Council			Son works for NICE. Daughter in Law works for University of West of England		10/09/2025
James Field	Associate Director of Communications	Yes	Powys Teaching Health Board (PTHB), and Cardiff & Vale University Health Board (CAVUHB)				Committee Member, Chartered Institute of Public Relations (CIPR) Health Group					06/11/2025
Jason Makepeace	Chief Digital and Information Officer	Yes	formerly COO, Ginkgo Biosecurity (a US startup); currently director, GovCats (a UK government consultancy)	GovCats Ltd	Royal Agricultural University; GovCats Ltd	Royal Agricultural University	None	None	None	None	None	03/12/2025
Joanne Beer	Chief Executive Officer	Yes				Trustee (unpaid) Plymouth Access to Housing	Royal College of Nursing				None	20/03/2026
John Rushforth	Chair of Audit	Yes	University of the West of England	Jorhe Consulting							My daughter Helen Rushforth is Associate Director of Finance @ University Hospitals Dorset, my other daughter Jenny Godding is employed by Oxford Health as a clinical psychologist. Jenny also operates a private practice in Chippenham.	11/06/2025

Full Name	Job Title	Do you have interests to declare?	Employment	Business	Company Directorships	Trusteeships	Membership of Organisations, Public Bodies	Sponsorships	Other	Family Members	Potential Conflicts of Interest	Date
Julie Walsh	AD of Workforce	No	Sirona & BOB ICB	none	none	none	none	none	none	none	none	13/05/2025
Laks Khangura	Chief Finance Officer	Yes	NED Hampshire Hospitals F	None	None	none	Chartered Association of Certified Accountants	none	none	none	none	21/03/26
Linda Frankland	Deputy Finance Director	Yes		Sirona care & health cic	Hillesley Community Pub Limited (Finance Director)	Hillesley Allotment Association (Treasurer)					Husband Phil Frankland works for Bath and North East Somerset Council in the children's services department	27/08/2025
Lorraine McMullen	Divisional Director of Children's services	Yes					RCN					02/12/2025
Mary Lewis	Chief Nurse and Allied Health Officer	No	Sirona care and health	None	None	None	None for which I am in position of management.	N/A	N/A	No	Son - Executive Director of Digital and Business Intelligence, OneCare GP Federation.	23/04/2025

Full Name	Job Title	Do you have interests to declare?	Employment	Business	Company Directorships	Trusteeships	Membership of Organisations, Public Bodies	Sponsorships	Other	Family Members	Potential Conflicts of Interest	Date
Melanie Reeks	Interim Joint Director for Strategy & Transformation	No	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	07/05/2025
Michael Graham Owen	Interim Joint Director Strategy & Transformation	No										02/05/2025
Nathalie Vafiadis	Associate NED	Yes	BT Group Plc	None	None	None	None	None	None	None	None	02/07/2025
Paul Poynter	Head of IT Operations	No		Sirona Care & Health	All About U Health		BCS					07/05/2025
Siobhan Heeley	Divisional Director	No		Sirona care & health							Sirona care & health	07/05/2025
Susan Monk	Director of Nursing / Deputy Chief Nursing Officer	Yes		Husband owns own tree surgery and landscaping company - Monk Tree and Landscape care						Niece Poppy Lusmore employed as a Registered Nurse Associate Daughter Ella Monk employed as a bank administrator		30/04/2025
Teresa Candfield	Adult Services Divisional Director	No	NA	NA	NA	NA	NA	NA	NA		NA	28/11/2025
Tim Cooper	Non Executive Director	Yes	NED Royal Devon NHS Foundation NHS Trust, NED Progress Housing Group, Governor Wiltshire College	Various consultancy assignments	N/A	N/A	N/A	N/A	N/A		N/A	29/04/2025
Vareta Bryan	Non-Executive Director	Yes	Gloucestershire Hospital NHS Foundation Trust	NHS Acute Trust	Sirona CIC, Restore Black CIC				consultancies with various health & Social Care research orgs such as Roninstudies			08/09/2025