Frequently Asked Questions

Issue 5: April 2019

Why has the timetable for the merger changed?

Following discussion with NHS Improvement, they strongly advised that we should move our 'transaction date' to 1 October, rather than 1 July. This is to give us more time to quantify the benefits of our work and to give them (NHSI) more time to consider and discuss our final business case with us prior to the merger. Our Boards have agreed to their suggestion. Therefore, our formal merger, if approved, will now take effect on 1 October. This does not, however, mean that there are any concerns about the strength of our case or that we will slow the pace of the work we are undertaking. The change of date is a formality, and our workstreams are continuing as previously. We will simply have achieved more in terms of joining up services prior to our merger date, than we would have done previously.

What is the 'Shadow Board'?

The Shadow Board will become the Board of the new organisation, as and when the merger takes place. Until then, both existing Trust Boards retain their statutory responsibilities. However, the Shadow Board will now oversee the formation of the new organisation and maintain oversight of the processes involved in bringing the merger to fruition.

How was the Shadow Board selected?

The Shadow Board process was ring-fenced to existing Non Executive and Executive Directors of both Trusts. There was one exception to this, in that we took a decision to proactively ensure more diverse representation on the Shadow Board and seek a Non-Executive Director from a Black, Asian and Minority Ethnic background, so one role went out to external advertisement.

Those colleagues who applied for roles on the Shadow Board went through a rigorous selection process, involving a number of stages and a range of stakeholders, and we had an outstanding field of candidates.

Now that the Shadow Board is in place, what are the next steps in determining the organisational structures of the new organisation?

'Phase I' of this work established our Shadow Board. We are now beginning 'Phase II' – which includes colleagues who report directly into Executive Directors and the portfolios within each of these posts. It primarily includes corporate services and the management structures for our operational and service management, such as colleagues reporting into the Chief Operating Officer, as well as Clinical Directors and Heads of Profession.
In terms of timescales, this work is due to be completed by the end of June.

A number of principles have been established, including:

- Supporting, retaining and developing talent
- Delivering a high quality, well led organisation
- Ensuring safety, stability and continuity
- Creating a structure that is clear and understandable but reflects the complexity of the system and environment we work within
- Following a process that is engaging, consistent, fair and transparent
- Reducing uncertainty by progressing swiftly

Clinical and/or service delivery arrangements will not change as a result of this process. Any future changes will be defined on a case by case basis following merger, or, where appropriate, in the period before merger, with proper engagement.

The process will be managed in line with the new, joint Management of Change policy which has now been published on our intranets. It is similar to both Trusts' previous policies and follows best practice.

When will I know what the merger means for my job, my role, my team or my service?

As above, we are now moving into Phase II of the work to determine our organisational structures. By June, we should know the senior management structures of the new Trust and then those senior managers will be in a position to be able to shape their own teams and services. It is worth remembering that throughout this process we have been assuring colleagues that the merger is not being driven by financial gains. Both Trusts are financially healthy and stable and we need to retain our colleagues, and the experience and expertise you all possess. Our priority will be on moving as quickly as we can to bring about certainty, however some of our work, particularly around the transformation workstream where we are looking at how we can best use our joint resources to support our communities, will be a longer process and may take a number of years to fully bring to fruition.

Are we really sure we need to merge and we cannot achieve more joined up working by just working more closely together?

We did look into all of the options when we first set out on this process. Our Boards agreed that we could certainly improve the support, care and treatment we provide to our communities through working more closely together. However, the benefits we really want to bring about can only achieved through a formal merger. A full options appraisal was contained within our Strategic Business Case, which was submitted to NHS Improvement in late 2018.

Will we be merging clinical systems?

Both Trusts operate a number of clinical systems individually and there are no current plans to merge any of these systems, either within Trusts or when we become a joint organisation. If a decision was taking to merge systems, this would be a significant project and it is not a priority at present.

Can we have more clarification on how clinical services will be delivered in the future?

Clinical service delivery arrangements will not change directly as a result of currently planned merger processes. Rather than describe how clinical services will be delivered in the future, it is more accurate to describe the process of how we will determine this. At the heart of what we are doing is the principle of 'co-design' which means that any future changes will be defined on a case-by-case basis, with proper engagement and consultation, to deliver benefits. One of our prime aims is to become a genuinely transformational organisation that constantly strives to provide innovative solutions to the care we provide and the employment we offer. To this end, we will continue to invest in training and developing our staff in quality improvement methodologies, such as QSIR, so we can maximise the positive impact we have on people's health, well-being and employment.

Why is the merger taking so long?

In NHS terms, this process is moving very quickly. We were satisfied we could have completed all of the work required of us to enable a merger to take place on 1 July, however NHS Improvement (who work on mergers nationally) strongly advised us that a merger date of 1 October was more achievable and it would have been remiss of us not to follow their expert advice.

Will we be able to access each other's intranets?

This is not currently possible and our focus at present is on developing a new intranet for when we become a joint Trust. We are hoping that once our new organisation is formed, we will have a joint intranet where we can share information across both Trusts so that colleagues have access to the same information.

Why is it still being called a merger when it is actually an acquisition?

While technically the process is an acquisition, our Boards established a series of principles when we first set out on this process. One of those principles stated that while the legal process is an acquisition, it should feel like a merger of two successful organisations in their own right. This is how our Boards are treating the process and we have made this very clear

to NHS Improvement as well. Some colleagues have suggested that it feels that one or other of the organisations is being treated more favourably than the other. This has never been our intent and in fact colleagues from both organisations seem to feel this equally.

In terms of further staff briefings, not a lot of staff are sighted on TUPE. Can we have more information on TUPE implications and background?

Although we constantly talk about this as a merger, which 'in spirit' it is, technically it is an acquisition. We have two trusts of very similar size and one is operating in physical health, one in mental health and learning disabilities, and so it makes perfect sense to join forces. One of these however (²g) is a 'foundation trust' and the other one (GCS) is not. Technically, a merger would force the 'new' organisation to go through an application for foundation trust status, which would be costly, time consuming and may divert everyone away from the true purpose of getting together, which is transforming services for patients by integrating them. To avoid this, one of the organisations needs to acquire the other one. Again, on a technical basis, a non-foundation trust cannot acquire a foundation trust, it can only be the other way around. Therefore 2g needs to acquire GCS. We are describing it as a merger, even if technically it is an acquisition, because we want it to feel that way as much as possible. We are genuinely trying to learn from each other, integrate policies and processes and adopt best practice from each other.

So, as a result of this, turning to TUPE, one of the consequences of an acquisition is the staff from the organisation which is being acquired (in this case GCS), transfer to the acquiring organization (²g) on the day of the merger. TUPE legislation was implemented in 2006 to ensure that workers who were transferring didn't have their employment rights trampled on by the organisation who acquired them. Many acquisitions took place in hostile atmospheres and in an environment where staff who transferred lost certain rights, particularly if their terms and conditions were more favourable than those of the organisation they were transferring to. Therefore, TUPE (Transfer of Undertakings and Protection of Employment) was designed to ensure that this didn't happen and that if the acquiring organisation intended to change those terms and conditions, they had an obligation to declare that before the transfer took place as 'measures intended' and after the transfer, to

consult on how that would be done. This situation is different. This is one NHS body with national terms and conditions transferring to another NHS body with national terms and conditions. Whilst there may be some local variation with regards to certain things (such as mileage rates), the intention is to ensure that in harmonising these issues, nobody suffers a detriment to their current terms and conditions. Therefore, whilst TUPE applies and is a necessary protection under employment law, in this instance, because of the shared leadership, the desire to approach this as a merger and the productive partnership with staff side colleagues on both sides, it is expected that the impact of the transfer and any consultation under TUPE is very 'light touch.' Further advice about the theory of TUPE or indeed how it applies is available from HR staff and trade union colleagues. More updates will be provided through FAQs and other briefings going forwards.

How will the structures' positions fit with the emerging Integrated Care System structure?

Wherever possible, we will aim to develop new structures and roles which fit well with the emerging Integrated Care System (ICS), Primary Care Networks (PCN) and Integrated Locality Partnerships (ILP) place-based working. With Phase 2 and 3 appointments we expect to see some strong alignments, particularly in operations-related roles, with further nominal alignments in some corporate services roles.

Is there a danger that business as usual is being neglected because Executives and other colleagues are too involved in this work?

Our Shadow Board is keen to ensure that business as usual is not affected by the merger. That being said, it is taking time and resource and this will be kept under review. Our main priority, currently and for the future, is to ensure the delivery of high quality services to our communities and we will not compromise on that.

When will we know what policies are being merged?

There is a document on our intranets that outlines the HR policies being reviewed and the timeframes. Other policies are also being reviewed, but the HR policies are of main interest to Trust colleagues. Other policies will be circulated to relevant colleagues as and when they

are being updated, i.e. the communications teams will jointly review our social media policies, infection control leads will review infection control policies etc. consultation will go through the traditional al routes, such as JNCF for HR policies and consultation with leads and subject experts for policies on technical topics.

Will the merger look at efficiencies where there is currently wastage?

While the merger is not being driven by financial priorities, we are learning from each other in terms of where efficiencies can be made. This may mean, for example, that we can achieve 'economies of scale' when negotiating new contracts. It may also mean that one or other of the Trusts has a more efficient way of completing a particular task or providing certain services. We will want to maximise opportunity for financial gains where possible – however this is not the main driver.

When will we hear the outcome of the Values Week, last October?

Our Values Week sessions were a starting point for creating a unified set of values and behaviours across a joint organisation. That work is continuing with a series of interactive workshops allowing participants to highlight the values which matter to them and find common themes with other colleagues, using what we heard from Values Week as a baseline.

These workshops have been planned into existing team and Trust meetings to make them as convenient as possible, with the aim of hearing the views of around 400 colleagues. The information from this set of workshops, when added to the data from Values Week, will be used to draft proposed values for the new organisation.

What support is available for colleagues who are experiencing low morale and who are feeling anxious about the future?

There are a range of support mechanisms available for colleagues. These include line managers, our HR teams, Staff Side representatives, Dignity at Work representatives, and Working Well. Concerns and questions can also be raised via our Pulse Surveys, through the Joint Staff Forum, Team Talk and directly to our Chief Executive through 'Paul's Open

Door'. If you have a concern or are feeling anxious, please ensure you tell someone so that the appropriate support can be given.

How are we hearing from our services users and carers?

We are involving service users and carers in a variety of ways. This includes through our Values Work and through some of the projects being piloted by the Transformation workstream. We have developed a set of service user stories, which are all based on real life accounts from the people who use our services and these are being used as the basis of much of our transformation work. This will only grow over time as services begin to be reshaped, but this is a long running project.

How are we to agree objectives for our appraisals/performance development reviews when we don't have any objectives for the overall, new organisation?

This may be more challenging at present. However, we hope line will be able to work within their teams to agree some objectives, even if they are very role specific and time limited, pending any new objectives for the merged Trust. It is very important that colleagues have clear leadership and guidance about what is most important in their roles.