Care Quality Commission
Independent review of Board effectiveness – Final Report

This Final Report been prepared for the Board of Directors of the Care Quality Commission. This Final Report is prepared for the Board of Directors as a body alone, and our responsibility is to the full Board and not individual Directors. For your convenience, this document may have been made available to you in electronic as well a hard copy format. Multiple copies and versions of this document may, therefore, exist in different media. Only the final signed copy should be regarded as definitive.
Dear Sir

INDEPENDENT REVIEW OF THE EFFECTIVENESS OF THE BOARD OF DIRECTORS OF THE CQC

In accordance with our Engagement Letter dated 6 December 2016 (the 'Contract'), for an independent effectiveness review of the Board of Directors at the CQC (the 'Board'), we enclose our Final Report dated 18 April 2017 (herein the 'Final Report').

No party, except the addressee, is entitled to rely on the Final Report for any purpose whatsoever and we accept no responsibility or liability to any party in respect of the contents of this Final Report. This Final Report is prepared for the Board of Directors as a body alone, and our responsibility is to the full Board and the organisation, and not individual Directors.

The CQC is responsible for determining whether the scope of our work is sufficient for its purposes and we make no representation regarding the sufficiency of these procedures for the organisation’s purposes. If we were to perform additional procedures, other matters might come to our attention that would be reported to the organisation.

We have assumed that the information provided to us and management’s representations are complete, accurate and reliable; we have not independently audited, verified or confirmed their accuracy, completeness or reliability. In particular, no detailed testing regarding the accuracy of the financial information has been performed.

The matters raised in this report are only those that came to our attention during the course of our work and are not necessarily a comprehensive statement of all the strengths or weaknesses that may exist or all improvements that might be made. Any recommendations for improvements should be assessed by the Board for their full impact before they are implemented. Further limitations on the use of this Final Report are set out in Appendix 4.

Yours faithfully,

Deloitte LLP
Contents

Executive summary 4
Key findings and recommendations 7
1: Role and focus of the Board 8
2: Board effectiveness 9
3: Ways of working 11
Appendices 13
Appendix 1: List of interviewees 14
Appendix 2: Our approach 15
Appendix 3: The unitary Board 16
Appendix 4: Basis of our review 17

The key contacts in relation to this report are:

Dr. Jay Bevington, Partner
Tel: 07968 778 436
jbevington@deloitte.co.uk

Jane Taylor, Director
Tel: 07810 053 827
jataylor@deloitte.co.uk

Draft report issued: 10 April 2017
Factual inaccuracies received: 11 April 2017
Final report issued: 18 April 2017

Deloitte Public Sector Confidential - For approved external use only - Final Report
Executive summary
Executive summary

We have undertaken an independent effectiveness review of the Board of Directors (hereafter, ‘the Board’) of the Care Quality Commission (hereafter, ‘the CQC’).

People interviewed as part of this review were universally positive about the progress made by the CQC under the leadership and stewardship of the Board since the Capability Review in 2012. We have noted a number of areas of strength in relation to the current Board. In particular we found the Board Members to be of a high calibre and highly engaged.

Overall, we are of the view that the CQC Board is an effective Board and with a small number of changes to how it operates could become even more effective.

Context

The CQC is an executive non-departmental public body established under the Health and Social Care Act 2008. As the regulator of health and social care services in England, its function is to protect and promote the health, safety and welfare of people who use health and social care services.

The Board at CQC has successfully stewarded the organisation out of a period of crisis in 2012 to its current more credible and stable state. As part of this transition, the Board, under the leadership of a new Chair appointed in January 2016, recognised a need for an independent Board effectiveness review. The purpose of the review was to give each Board Member the opportunity to provide structured feedback on their perceptions of the effectiveness of the Board and to enable them to consider where, if necessary, improvements could be made. Deloitte LLP were subsequently commissioned to conduct this review (the ‘Review’).

Scope and approach

The focus of the Review, as set out in our Final Report, included detailed exploration and analysis of the following key areas:

1. Role and focus of the Board
2. Board effectiveness
3. Ways of working

Our approach to undertaking the review is set out in more detail in Appendix 2, and the basis of our review is set out in Appendix 4.

We would like to thank all Board Members and staff who participated in the review for their time and input.

1. Role and focus of the Board

• The Board applies focus and energy to the important aspects of its role that relate to strategy, the views of key external stakeholders, and the performance of those organisations that it regulates, especially hospital-based services. However, the Board’s role should evolve to provide greater focus on CQC as an organisation and the performance across all directorates. Executive Directors in particular reported during interview that they would welcome more frequent scrutiny and debate in relation to the delivery of their portfolio areas.

• The Board refreshed its strategy in 2016, and alongside this has introduced greater opportunities for strategic debate. There remains, however, scope to improve the focus on strategic risk at Board level.
Executive summary

2. Board effectiveness

- Board Members bring significant levels of experience and are recognised as experts and leaders in their respective fields. It is recognised that the current mix of skills and diversity of Board Members will need to continue to evolve to support the implementation of the recently revised corporate strategy.

- The deep expertise and strong independent perspective provided by the Non-Executive Directors is one of the Board’s assets. In practice, however, this can mean that the Board spends too much time on matters of detail or on topics that are of particular interest to individual Board Members.

- Alongside this, we noted a propensity for Board Members to confine their contributions largely to their own portfolio or area of expertise. There is a need for Board Members to behave more consistently with the expectations of a corporate director on a unitary board.

- Given these findings, we recommend that the Board should implement a formal programme of development that addresses the matters set out within this report.

3. Ways of working

- Whilst we found no significant omissions in the content of Board agendas, we found scope to improve the balance of the Board’s focus, particularly in relation to the extent of oversight and scrutiny on internal performance. Additionally, forward planning of the Board agenda cycle could be more robust, with increased alignment of topics to Board priorities.

- Overall we found a good focus on meeting discipline. Typically we observed clear summaries of debate, although there is scope for actions to be more clearly defined and adhered to by the Board.

Recommendations for improvement

Throughout our Final Report we have made a number of recommendations for improvement. Below are those that we feel are of particular importance when addressing the key themes identified in our work.

- The Board should revisit its role and purpose to ensure collective understanding of the need to balance external and strategic focus with time spent understanding and seeking assurance on the performance of the organisation and progress being made towards achieving the CQC’s various objectives. This should include a more equitable focus across each sector the organisation is responsible for regulating.

- There is a need to reaffirm the role of Board Members as corporate directors, particularly in relation to collective decision making and contributing across portfolios. Building an understanding of behaviours and responsibilities of the corporate director should be considered as part of the planned Board development programme.

- Develop a structured Board forward plan which ensures that key Board reports are considered on a routine basis, including finance, performance, strategic monitoring and risk registers. These should be reviewed as separate agenda items, each with a separate executive summary.

Next steps

We suggest that the Chair and Chief Executive, in consultation with the Board, consider the findings outlined within this report and develop a management response in relation to the recommendations raised. This should outline how the Board proposes to implement the various recommendations, and describe how the Board will monitor progress against these recommendations.
Key findings and recommendations
1. Role and focus of the Board

**Commentary and recommendations**

The Board has successfully led a range of improvements at the CQC following the 2012 Capability Review, and has applied focus and energy to the important aspects of its role relating to strategy, key external stakeholders and the regulatory performance of the hospital sector.

However, the Board focus should evolve to provide greater oversight of CQC as an organisation, strategic and significant risks facing the regulator and the performance of all directorates.

R1: The Board should revisit its role to ensure there is a collective understanding of the importance of focusing across all the responsibilities of the Board.

**Key findings**

- Many members of the current Board joined the CQC following the Department of Health (DH) Capability Review in 2012, during a period that some Non-Executive Directors have described as an "existential crisis" for the organisation. Under the leadership of the Board, the credibility of the CQC has been successfully rebuilt to a position where Board Members believe the Commission effectively fulfils its core regulatory purpose (see survey below).

- As can be seen from the survey analysis below, the Board is perceived by Executive and Non-Executive Directors to add value to CQC. Given our observations of various meetings of the Board and the interviews we have conducted with both Board Members and staff, we would agree with this view.

- Our review found a clear and robust focus by the Board on strategic matters, including setting the strategic aims of CQC, considering the needs and perspectives of key external stakeholders and on the regulatory performance of the hospital sector. Across these aspects of the Board’s role, the CQC Board compares favourably to other boards we have reviewed in the public sector.

- The corporate strategy was refreshed and agreed by the Board in May 2016, and has been framed by further detailed analysis of the health and care market context through the 2016 State of Care report. Alongside this, positive steps have been taken by the Chairman and CEO to develop the level of focus on the corporate strategy, including through Board dinners and the recent introduction of strategy seminars, which have been unanimously welcomed. The Board also receives a quarterly update on delivery of the corporate strategy via a Strategic Measures Report and through updates from the Medium Term Strategy Group.

- We found, however, less focus by the Board on the ‘internal environment’ of CQC itself, on the strategic and significant risks facing the regulator and on the performance of the directorates outside the Hospitals Inspection Directorate. This finding was supported by a number of Board Members, particularly Executive Directors, who expressed an appetite for greater consideration and debate on CQC ‘operations’, rather than just the external regulatory environment. This is despite the agendas for Board meetings being largely balanced across all the sectors that CQC regulates, clear Key Performance Indicators and sufficient levels of reporting. We also note that risks are scrutinised by the Audit and Corporate Governance Committee.

**Board survey**

- I believe that the Commission effectively fulfils its core regulatory purpose.
- The Board adds value to the CQC, effectively evolving and pushing forward thinking.
- The Board has a consistent view of the top risks within the organisation’s internal and external environment.
2. Board effectiveness

2.1 Board composition

**Commentary and recommendations**

**Board Members bring significant levels of experience and are recognised as experts and leaders in their respective fields.**

It is recognised that the current mix of skills and diversity of Board Members will need to continue to evolve to support the implementation of the recently revised corporate strategy.

**R2: A clear succession plan should be developed for the Board which considers the skills and diversity requirements of future Board appointments.**

**Key findings**

- The composition of the Board has been relatively stable since 2013, when most of the current Non-Executive Directors and three Chief Inspectors were appointed. The Non-Executive cohort includes a number of high profile members who are recognised as experts and leaders in their respective fields.
- The Board has recognised that it needs to consider its skills mix to reflect CQC’s strategic direction, opportunities and risks, as demonstrated by the recent appointment of a NED with a background in IM&T which aligns to the Commission’s strategic direction.
- A number of Board Members commented on the narrow ethnic, gender and socioeconomic composition of the Board.
- In addition, when compared to other boards, we noted scope to increase the experience amongst the Non-Executive Directors over time of operating at board-level in large, complex organisations.
- We found less Board engagement in Board Member succession planning than we would typically expect to see. During interviews some Board Members expressed an appetite for greater levels of discussion and transparency around the nominations process, for example, there is at present a lack of clarity around intentions for the two NED vacancies.
2. Board effectiveness

2.2 The unitary board and the role of the corporate director

Commentary and recommendations

The deep expertise and strong independent perspective provided by the Non-Executive Directors is one of the Board’s assets. In practice, however, this means that the Board can spend too much time on matters of detail or on topics that are of particular interest to individual Board Members. Alongside this we noted a propensity for Board Members to confine their contributions largely to their own portfolio or area of expertise.

R3: A programme of Board development should be introduced. The programme should consider the role and behaviours associated with being an effective corporate director on a unitary board.

Key findings

- The CQC Board is a unitary board consisting of both Executive and Non-Executive Directors. As can be clearly seen from the survey below, there are a range of perspectives as to whether the Board operates in a unitary manner, with Non-Executive Directors being more positive than their Executive colleagues.

- We found all members of the Board to be deeply committed to CQC’s purpose and vision. The Non-Executive Directors demonstrate high levels of engagement and motivation beyond what we would typically expect to find. Relationships amongst Board colleagues appear positive and constructive.

- There are a number of behaviours, however, that we have observed and that have been described to us that we believe are not necessarily consistent with operating as an effective unitary board (behaviours typically associated with effective unitary boards are described in Appendix 4). These include a tendency for:
  - Board Members to limit their contributions to their own area of expertise or portfolio (see survey below) which can make statements made and/or questions asked predictable;
  - for the Board’s time to be spent discussing topics that are of particular interest to individual Non-Executive Directors and not necessarily the Board as a whole;
  - discussion and debate in the Board to be overly detailed and operational with a propensity to ‘work the problem’ as a whole Board, thereby, blurring the executive and non-executive boundary (see survey below);
  - the Board to want to achieve a consensus position on all matters and amongst all members which, whilst desirable, can take-up a lot of time and absorb resources; and
  - decisions that have already been made and actions agreed to be subsequently re-opened (see survey on page 12).

Board survey

We operate as a unitary Board.

The role of individual Board Members, including the distinction between that of the executive director and the non-executive director, is clearly understood.

All Board members act as Corporate Directors, demonstrating the ability to think strategically and contribute to areas outside their specialist field.
3. Ways of working

3.1 Board agenda and reporting

Commentary and recommendations

Whilst we found no significant omissions in the content of Board agendas, we found scope to improve the balance of the Board’s focus, particularly in relation to the extent of oversight and scrutiny on internal performance. Aligned to this, forward planning of the Board agenda cycle could be more robust, with increased alignment of topics to Board priorities.

R4: While performance reporting contains most of the key elements we would expect to find, this needs to be better used to drive Board debate. In support of this executive summaries need to be more concise to enable the drawing out of key risks.

Key findings

- Aligned to the views set out in section 1, there is scope to improve the balance of the Board’s focus to ensure that all aspects of CQC’s remit are afforded sufficient priority and to enable greater preparation for key business decisions. This includes ensuring that there is a balanced focus across all of its regulatory functions.

- During the December 2016 Board meeting, we observed a lengthy discussion on the Use of Resources Consultation within which NEDs engaged in detailed drafting of wording which was an inappropriate use of the Board’s time. In our view, the Board could have been better prepared for a broader debate through receipt of earlier drafts, strategy sessions and Board seminars.

- We did note, however, at the January 2017 meeting, the Board were presented with the initial staff survey results which highlighted key messages and variations in preparation for a fuller debate at the next Board meeting. The summary paper included points for the NEDs to consider, such as the extent to which the Board enacts its leadership role and provides support to staff throughout a period of change.

- Board papers include information on finance, workforce and operations, although some information is contained within other reports such as the CEO report. Structuring the agenda to provide specific time for these topics would provide greater opportunity for debate and ensure that important detail is not lost.

- We noted a good focus on strategic items across Board agendas, including for example a review of the Public Engagement Strategy, and regular updates from the medium term strategy group.

- The quarterly strategic measures report and the milestones tracker reflect elements of good practice not typically seen in other large organisations where we have worked. The Board is also intending to further the reporting in this area, with work ongoing to develop clearer, measurable and RAG-rated KPIs to enhance the tracking of progress in this area.

- On the whole there is a clear rationale for the items presented to the private session of the Board.
3. Ways of working

3.2 Board meeting discipline

<table>
<thead>
<tr>
<th>Commentary and recommendations</th>
</tr>
</thead>
<tbody>
<tr>
<td>Overall we found a good focus on meeting discipline. Typically we observed clear summaries of debate, although there is scope for actions to be more clearly defined and adhered to by the Board.</td>
</tr>
</tbody>
</table>

R5: There is scope to draw Board debate to a clearer conclusion to enable greater clarity on decisions and actions agreed by the Board. The format and content of the agenda log should be updated in support of this.

<table>
<thead>
<tr>
<th>Key findings</th>
</tr>
</thead>
<tbody>
<tr>
<td>- During our observations of Board meetings we noted good meeting discipline with meetings generally running to time.</td>
</tr>
<tr>
<td>- Presentations to the Board can vary in quality and impact. There can be a tendency for presentations to take up the full allotted time for the agenda item, leaving little time for board debate and scrutiny on the points that have been outlined.</td>
</tr>
<tr>
<td>- Following the conclusion of each agenda item the Chair provides a good summary of the debate and the key points which had arisen. However, there is scope on occasions to draw matters to a firmer conclusion to enable greater clarity on decisions made by the Board thereby providing a clearer steer for executive directors on the actions required.</td>
</tr>
<tr>
<td>- As referenced previously, Board Members also noted that there can be a tendency for decisions to be re-opened at future meetings (see survey below). In part this can arise due to a lack of clarity around the initial decision.</td>
</tr>
<tr>
<td>- An agenda log is in place, although this tends to cover matters such as papers to be circulated rather than any points of substance. Aligned to the comments above, the log should be used in a more directive manner to ensure that actions are clearly captured and documented with progress subject to appropriate scrutiny.</td>
</tr>
</tbody>
</table>

**Board survey**

- The Board has a clear process for tracking actions and it is rare for timelines to slip.
- Board Members stick by decisions made by the Board and support the CEO and his management team in the implementation of those decisions.
Appendices
## Appendix 1

### List of interviewees

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>Andrea Sutcliffe</td>
<td>Chief Inspector of Adult Social Care</td>
</tr>
<tr>
<td>Sir David Behan</td>
<td>Chief Executive Officer</td>
</tr>
<tr>
<td>Eileen Milner</td>
<td>Executive Director of Customer and Corporate Services</td>
</tr>
<tr>
<td>Jane Mordue</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Jennifer Dixon</td>
<td>Former Non-Executive Director (to October 2015)</td>
</tr>
<tr>
<td>Jora Gill</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Kate Harrison</td>
<td>Director of Finance, Commercial and Infrastructure</td>
</tr>
<tr>
<td>Kay Sheldon</td>
<td>Former Non-Executive Director (to November 2016)</td>
</tr>
<tr>
<td>Professor Louis Appleby CBE</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Lucy Dennett OBE</td>
<td>Head of Stakeholder Resolution, Rights and Reviews</td>
</tr>
<tr>
<td>Dr Malte Gerhold</td>
<td>Executive Director of Strategy and Intelligence</td>
</tr>
<tr>
<td>Michael Mire</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Professor Sir Mike Richards</td>
<td>Chief Inspector of Hospitals</td>
</tr>
<tr>
<td>Paul Corrigan CBE</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Paul Rew</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Peter Wyman CBE DL</td>
<td>Chair</td>
</tr>
<tr>
<td>Rebecca Lloyd-Jones</td>
<td>Director of Governance and Legal Services</td>
</tr>
<tr>
<td>Sir Robert Francis QC</td>
<td>Non-Executive Director</td>
</tr>
<tr>
<td>Professor Steve Field CBE</td>
<td>Chief Inspector of General Practice</td>
</tr>
</tbody>
</table>
Appendix 2
Our approach

Our approach to undertaking this Board effectiveness review has consisted of:

- Undertaking one hour non-attributable interviews with each member of the Board and those who regularly attend Board meetings in an advisory capacity. We have not consulted external stakeholders as part of our approach;
- Undertaking three observations of the Board in both its public and private sessions in December 2016, January 2017 and February 2017;
- Distributing and analysing a tailored Board effectiveness survey which all Board Members completed. This was also distributed to the aforementioned director-level Board advisors; and
- Facilitating a 1.5 hour workshop with the Board on 22 February 2017

Key to Board surveys:
SA – strongly agree
A – agree
SIA – slightly agree
SID – slightly disagree
D – disagree
SD – strongly disagree
CS – cannot say

It should be noted that most ‘cannot say’ survey responses within this report are attributable to newer Board Members who as yet do not have enough direct experience of the Board to inform their view.

Details of documents reviewed

- Agendas and papers from Board seminar sessions
- Board member terms of appointment
- Care Quality Commission Annual Report 2015-16
- Care Quality Commission corporate strategy, 'Shaping the Future' 2016 - 2021
- Department of Health Framework Agreement
- Executive Team and Board forward plan
- Final Internal Audit Report - Corporate Governance Information Flows
- Governance structure schematic
- Public and private Board papers between January 2016 - March 2017
Appendix 3
The unitary board

01
Non-Executive Directors provide diversity of perspective given that they are chosen for specific areas of expertise and are not in the business everyday so can see things more objectively;

02
A unitary board acts with group authority. It is the board as a collective that ultimately decides together and no one member of the board has more power or authority than any other, including the chair (unless they have the casting vote);

03
Once a decision has been made by a unitary board, all members of that board have a collective responsibility to support the decision and support management in the implementation of that decision;

04
Whilst the perspectives and opinions of each individual board member are important, they are not more or less important than the perspectives and opinions of every other member of the board, including executive members. Board members should ensure that their individual contributions are relevant to what is being discussed and will ultimately be of benefit to the organisation and its stakeholders;

05
Every member of the board shares the same legal obligations, irrespective of whether they are an executive or non-executive.

06
Unitary boards must be clear about to whom are they accountable to and the relative importance of these stakeholder groups.
Appendix 4
Basis of the review

The enclosed Final Report has been prepared principally from information supplied by and obtained from discussions with the Board Members and management and a review of documentation pursuant to the scope of the work agreed in the engagement letter dated 6 December 2016. You are responsible for determining whether the scope of our work specified is sufficient for your purposes and we make no representation regarding the sufficiency of these procedures for your purposes. If we were to perform additional procedures, other matters might come to our attention that would be reported to you. This Final Report should not be taken to supplant any other enquiries and procedures that may be necessary to satisfy the requirements of the recipients of this Final Report. You will appreciate that our work was not designed to identify all matters that may be relevant to you and this Final Report is not necessarily a comprehensive statement of all weaknesses which may exist in the governance of the organisation or of all improvements which may be made.

Our work, which is summarised in this Final Report, has been limited to matters which we have identified that would appear to us to be significant within the context of the scope. In particular, this Review will not identify all of the gaps that exist in relationship to the CQC’s approach to Board effectiveness; rather the review will seek to consider performance in the areas outlined in the scope and to identify the most material gaps or areas where insufficient evidence may give rise to the identification of material gaps in the future.

We have not undertaken a detailed review of the skills, competencies and expertise of individual Members. Further, we have not undertaken: a detailed review of the effectiveness or appropriateness of the governance structure or framework; management information; the level of company secretarial resources; the IT systems; or the appropriateness of any strategy or risk document.

As agreed with you in our engagement letter, unless otherwise stated in our Final Report, we have not sought to verify the information contained herein nor to perform the procedures necessary to enable us to express an audit opinion on any of the financial or non-financial information contained in this Final Report.

Indeed, as you will appreciate, much of the additional, non-financial information contained in this Final Report cannot be subjected to audit or otherwise independently verified.

This Final Report has been prepared in accordance with the terms of our contract with the CQC dated 6 December 2016 (“the Contract”), and is subject to the restrictions on use specified in the Contract. No party other than the CQC is entitled to rely on this Final Report for any purpose whatsoever and we accept no responsibility or liability to any party other than the CQC in respect of the contents of this Final Report.

All copyright and other proprietary rights in the Final Report remain the property of Deloitte LLP and any rights not expressly granted in these terms or in the Contract are reserved. This Final Report and its contents do not constitute financial or other professional advice. Specific advice should be sought about your specific circumstances. To the fullest extent possible, both Deloitte LLP and the CQC disclaim any liability arising out of the use (or non-use) of the Final Report and its contents, including any action or decision taken as a result of such use (or non-use).

This Final Report is dated 18 April 2017 and may only be relied upon in respect of the matters to which it refers. This Final Report is prepared for the Board of Directors as a body alone, and our responsibility is to the full Board and not individual Directors. For your convenience, this document may have been made available to you in electronic as well a hard copy format. Multiple copies and versions of this document may, therefore, exist in different media. Only the final signed copy should be regarded as definitive. In relying upon this Final Report, you agree that we have no responsibility to and we will not perform any work subsequent to the date of the Final Report nor to consider, monitor, communicate or report the impact upon governance arrangements of any events, circumstances or inaccuracies which may in future occur or may come to light subsequent to the date of the Final Report (“Subsequent Events”).
Other than as stated below, this document has been prepared solely for your information and that of other beneficiaries of our advice listed in our engagement letter. If this document contains details of an arrangement that could result in a tax or National Insurance saving, no such conditions of confidentiality apply to the details of that arrangement (for example, for the purpose of discussion with tax authorities). In any event, no other party is entitled to rely on our document for any purpose whatsoever and thus we accept no liability to any other party who is shown or gains access to this document.

© 2017 Deloitte LLP. All rights reserved.

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 2 New Street Square, London EC4A 3BZ, United Kingdom.

Deloitte LLP is the United Kingdom member firm of Deloitte Touche Tohmatsu Limited ("DTTL"), a UK private company limited by guarantee, whose member firms are legally separate and independent entities. Please see www.deloitte.co.uk/about for a detailed description of the legal structure of DTTL and its member firms.