

Trust Board Report

Meeting Date:	28 th October 2013
Title:	Role Outlines for Chair and NEDs at RWT
Executive Summary:	<p>As part of the scope of the FT Steering Group, the OD and governance work stream were charged with developing formal role outlines for the Chair and the NEDs of the Trust Board. In addition, the Job descriptions (JDs) of the Executive Directors were to be reviewed to ensure they were appropriate.</p> <p>The purpose of this report is to seek TB approval for the attached Chair/NED role outlines and the addition of an addendum to the existing Executive Director JDs in order to meet the requirements of Monitor and to formally demonstrate that each member of the Board has committed to adhere to the various codes of conduct and the NHS constitution.</p> <p>The intention is that once these have been formally approved by the Board then the relevant individuals will be asked to sign up to them.</p>
Action Requested:	Approval be granted by the Trust Board
Report of:	HR Director
Author: Contact Details:	Caroline Marshall Tel 01902 695438 Email Caroline.Marshall5@nhs.net
Resource Implications:	N/A
Public or Private: (with reasons if private)	Public Session
References: (eg from/to other committees)	
Appendices/ References/ Background Reading	
NHS Constitution: (How it impacts on any decision-making)	<p>In determining this matter, the Board should have regard to the Core principles contained in the Constitution of:</p> <ul style="list-style-type: none">  Equality of treatment and access to services  High standards of excellence and professionalism  Service user preferences  Cross community working  Best Value  Accountability through local influence and scrutiny

Background Details

- 1 As part of the scope of the FT Steering Group, the OD and governance work stream were charged with developing formal role outlines for the Chair and the NEDs of the Trust Board. In addition, the Job descriptions (JDs) of the Executive Directors were to be reviewed to ensure they were fit for purpose.
- The rationale for having the Chair and NED roles formally defined in this way is to ensure clarity of responsibilities and expectations. They also provide a vehicle to formally demonstrate that each member of the Board has committed to adhere to the various codes of conduct and the NHS constitution.
- The Chair/NED outlines meet the requirements of Monitor and indeed are broadly based on the model role outlines that Monitor suggest. They have however, been modified to take into account the outline role content that the TDA use to accompany their advertisements for Chair/NED positions and have additional commentary about adherence to codes of conduct/NHS constitution in line with the Francis report recommendations. See appendices 1 and 2 respectively for copies of the outlines.
- In addition, the JDs of the Executive Directors have been cross checked against the Monitor model outlines. The outcome is that they meet these requirements but it is felt that an addendum to more clearly articulate the responsibilities as a member of a unitary board and also to formally demonstrate that they have committed to adhere to the various codes of conduct and the NHS constitution would be appropriate. See appendix 3 for a copy of the proposed addendum.
- The intention is that once these have been formally approved by the Board then individuals will be asked to sign up to them.

Role Outline

1. Role Details	
Role Title:	Chair
	<p>Trust Vision: An NHS organisation that continually strives to improve patients' experiences and outcomes</p> <p>Trust Values: Patients are at the centre of all we do. Working together we deliver top quality services. We will be innovative in how we work. We create an environment in which people thrive.</p>
2. Role Summary	
<p>The Chair is accountable to the secretary of State, through the NHS Trust Development Authority for giving leadership to the council of governors and the board of directors, and delivering value for money for NHS resources in terms of quality of service and financial balance.</p>	
3. Main Duties & Responsibilities	
<p>General</p> <ul style="list-style-type: none"> Promote the highest standards of integrity, probity and corporate governance throughout the organisation and particularly at the level of the board of directors; Demonstrate visible and ethical personal leadership by modelling the highest standards of personal behaviour and ensuring the board of directors emulates this example; Ensuring that constructive relations based on candour, trust and mutual respect exist between executive and non-executive directors, elected and appointed members of the council of governors and between the board of directors and the council of governors; Promoting an understanding of the role of the board, the scheme of delegations, the role of the non-executive directors and the role of executive directors. <p>Strategy</p> <ul style="list-style-type: none"> Provide leadership to the council of governors and the board of directors, ensuring their effectiveness in all aspects of their role and agenda; Work with board members in developing and promoting the trust's vision, values, aims and strategic objectives; Proactively direct and manage major board decisions and their development ensuring that 'due process' has been applied at all stages of decision making and full and complete consideration has been given to all options during the process: and Lead and direct work within the trust with other non-executives, the chief executive and other executive directors. <p>Human Resources</p> <ul style="list-style-type: none"> Support, encourage and where appropriate 'mentor' other board members and senior executives; Arrange regular evaluation of the performance of the council of governors and the board of directors, their committees and individual directors, and facilitate the effective contribution of non-executive directors, directors and governors and ensure constructive relations; Take responsibility, in conjunction with the board, for own personal development needs, particularly in respect of the effective operation of the board; Where necessary, assist in the appointment of executives and non-executives and ensure 	

robust systems of support and appraisal are in place;

- Where necessary, assist in the removal of executive and non-executive directors.

Operations

- Take responsibility for ensuring that the board monitors the progress of the business against the planned objectives;
- Use general management and leadership ability and personal knowledge of the community to guide and advise on the work of the board of directors and governors of the trust;
- Ensure that the board establishes clear objectives to deliver agreed plans and meet the terms of its authorisation and regularly review performance against these objectives;
- Plan and conduct board meetings in conjunction with the chief executive;
- Facilitate the effective contribution of all members of the board of directors drawing on their individual skills, experience and knowledge and in the case of NEDs, their independence;
- Ensure that the board maintains its responsibility for the effective governance of the organisation by making the best use of resources including the development of effective risk and performance management processes;
- Be aware of and understand relevant, regulatory and central government policies.
- Ensure that the board, and the organisation, observe the secretary of State's policies and priorities, including the requirements of the Codes of Conduct, Accountability and the NHS Constitution;

Communication and relationships

- Ensure the effectiveness and constructive dialogue and promote harmonious relations with the following bodies:
 - Board of directors;
 - Council of governors;
 - Stakeholders in the trust's community;
 - National healthcare stakeholders; and
 - Regulators such as Monitor and the Care Quality Commission.
- Ensure the provision of accurate, timely and clear information to directors and governors, so that within the boundaries of probity, good governance and risk, the trust meets all its statutory objectives and remains within the terms of its authorisation;
- Participate fully in the work of the board of directors and council of governors and maintain appropriate links with the chief executive and individual directors, as well as with the wider local and national health and social care community;
- Develop high level relationships with key stakeholders, ensuring that the interests of all stakeholders are fairly balanced at all times;
- Bring balance to the use and influence of external advisors;
- Represent the trust's views with national, regional or local bodies or individuals and ensure that the views of a wide range of stakeholders are considered;
- Uphold the values of the trust, to be an appropriate role model and to ensure that the board promotes equality and diversity for all its patients, staff and other stakeholders;
- Be an ambassador for the trust; be knowledgeable and aware of local issues, and assist the trust in its efforts to support local regeneration as a major employer.

PERSON SPECIFICATION

This document describes the qualities required for the role.

SPECIFICATION	DESCRIPTION
Experience/Skills <i>(Type and level of experience required to fulfil duties)</i>	<ul style="list-style-type: none"> • Experience of working on a board of a complex organisation, either as an executive or non-executive. • Experience of leading value driven organisational and cultural change • A genuine commitment to patients, to the promotion of excellent health care services, and to engaging with patients and the public. • An understanding of the challenges facing providers in the NHS • Experience of providing robust and visible leadership • Proven governance, organisational and financial skills, including those relating to strategic planning, risk management, organisation performance management, and service development.
Patient and community Focus	<ul style="list-style-type: none"> • High level of commitment to patients, carers and the community, and to tackling health inequalities in disadvantaged groups.
Strategic direction	<ul style="list-style-type: none"> • The ability to think and plan ahead, to develop a clear vision and enthuse others, • balancing needs and constraints.
Holding to account	<ul style="list-style-type: none"> • The ability to accept accountability for board performance, and probe and challenge constructively, and the ability to hold the Chief Executive and non-executives to account.
Effective influencing and communication	<ul style="list-style-type: none"> • A high level of ability to gain support and influence, political acumen. • Positive relationship builder, able to form alliances and work diplomatically across complex interfaces and with external partners.
Team Working	<ul style="list-style-type: none"> • Strong team player with a collaborative and engaging working style • The ability to create a team environment which enables trusting and open debate and discussion
Self belief and drive	<ul style="list-style-type: none"> • The motivation to improve NHS performance and confidence to take on challenges.
Intellectual flexibility	<ul style="list-style-type: none"> • The ability to think clearly and creatively, make sense of complexity and clarify it for other people.
Application of standards of public life	<ul style="list-style-type: none"> • Uphold the highest standards of conduct set out in “The Seven Principles of Public Life”. • Commitment and adherence to relevant Codes of Conduct e.g. Standards matter: A review of best practice in promoting good behavior in public life, Standards for NHS Board Members.

Role Outline

1. Role Details	
Role:	Non-Executive Director
	<p>Trust Vision: An NHS organisation that continually strives to improve patients' experiences and outcomes</p> <p>Trust Values: Patients are at the centre of all we do. Working together we deliver top quality services. We will be innovative in how we work. We create an environment in which people thrive.</p>
2. Role Summary	
To work alongside other non-executive directors and executive directors in shaping the strategy, vision and values of the Trust. As a member of the board to be collectively responsible for the decisions made by the board, the performance of the organisation and the success of the organisation in leading the local improvement of healthcare services.	
3. Main Duties & Responsibilities	
<ul style="list-style-type: none"> • Commit to working to, and encouraging within the trust, the highest standards of integrity, probity and governance and contribute to ensuring that the trust's internal governance arrangements conform with best practice and statutory requirements. • Provide independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help executive board develop proposals on such strategies to enable the organisation to fulfil its leadership responsibilities for healthcare of the local community. • Ensure that the board sets challenging objectives for improving its performance across the range of functions • Structure the performance of management in meeting agreed goals and objectives • In accordance with agreed board procedures, monitor the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties. • Ensure that that financial information is accurate and that financial controls and risk management systems are robust and defensible. • Accept accountability to the Trust Development Authority for the delivery of the organisation's objectives and ensure that the Board acts in the best interests of its local community. • Contribute to the determination of appropriate levels of remuneration for executive directors. • Participate in the audit committee and take an active part in other committees (including the investment and remuneration committees) established by the board of directors to exercise delegated responsibility. • As a member of board committees, appoint, remove, support, encourage and where appropriate "mentor" senior executives. • Bring independent judgement and experience from outside the trust and apply this to the benefit of the trust, its stakeholders and its wider community. • Assist fellow directors in providing entrepreneurial leadership to the trust within a framework of prudent and effective controls, which enable risk to be assessed and managed. • Assist fellow directors in setting the trust's values and standards and ensure that its obligations to its stakeholders and wider community are understood and fairly balanced at all times. • Demonstrate visible and ethical personal leadership by modelling the highest standards of personal behaviour 	

- Support, encourage and where appropriate ‘mentor’ other board members and senior executives;
- Take responsibility, in conjunction with the board, for own personal development needs, particularly in respect of the effective operation of the board;
- Be aware of and understand relevant, regulatory and central government policies.
- Ensure that the board, and the organisation, observe the secretary of State’s policies and priorities, including the requirements of the Codes of Conduct, Accountability and the NHS Constitution;
- Uphold the values of the trust, to be an appropriate role model and to ensure that the board promotes equality and diversity for all its patients, staff and other stakeholders;
- Engage positively and collaboratively in board discussion of agenda items;
- Be an ambassador for the trust; be knowledgeable and aware of local issues, and assist the trust in its efforts to support local regeneration as a major employer.

Additional SID responsibilities

- To maintain sufficient contact with Governors, and help the Chair of the Board & Council (e.g. chairing Council in their absence)
- Evaluating the Chair annually, and monitoring the appraisal aims set
- Liaise with the team setting the Council agenda
- Assist in the succession process of Chairs

Additional Chair of Audit Committee responsibilities:

- Bring independent financial acumen to the work of the audit committee across its governance, risk management, assurance and internal control functions
- Provide leadership to the audit committee to ensure that it is effective in its role and that internal control systems are in place and operating
- Ensure that the audit committee is well informed and has timely access to all the information it requires
- Facilitate the contribution of all members of the audit committee, auditors and other invited participants
- Ensure that the Board receives sound advice, assurance and useful and timely reports from the committee

PERSON SPECIFICATION

This document describes the qualities required for a role.

SPECIFICATION	DESCRIPTION
Experience/Skills <i>(Type and level of experience required to fulfil duties)</i>	<ul style="list-style-type: none"> • A genuine commitment to patients, to the promotion of excellent health care services, and to engaging with patients and the public. • An understanding of the challenges facing providers in the NHS • Experience of providing robust and visible leadership • Proven experience in one or more of the following areas gained at a senior level: governance, organisational and financial skills, including those relating to strategic planning, risk management, organisation performance management, and service development, senior Clinician with experience in a leadership role in an acute setting, senior nurse operating at the highest level in a large organisation • Experience in providing a wider corporate contribution at board level would be desirable.
Patient and community Focus	<ul style="list-style-type: none"> • High level of commitment to patients, carers and the community, and to tackling health inequalities in disadvantaged groups.
Strategic direction	<ul style="list-style-type: none"> • The ability to think and plan ahead, to develop a clear vision and enthuse other, balancing needs and constraints. • Sound strategic thinker
Holding to account	<ul style="list-style-type: none"> • The ability to accept accountability for board performance, and probe and challenge constructively.
Effective influencing and communication	<ul style="list-style-type: none"> • A high level of ability to gain support and influence, political acumen. • Positive relationship builder, able to form alliances and work diplomatically across complex interfaces and with external partners.
Team Working	<ul style="list-style-type: none"> • Strong team player with a collaborative and engaging working style • Be committed to working as a team member.
Self belief and drive	<ul style="list-style-type: none"> • The motivation to improve NHS performance and confidence to take on challenges.
Intellectual flexibility	<ul style="list-style-type: none"> • The ability to think clearly and creatively, make sense of complexity and clarify it for other people. • Strong analytical skills, and the ability to review and interpret complex data, spot trends and risks and evaluate a range of options.
Application of standards of public life	<ul style="list-style-type: none"> • Uphold the highest standards of conduct set out in “The Seven Principles of Public Life”. • Commitment and adherence to relevant Codes of Conduct e.g. Standards matter: A review of best practice in promoting good behavior in public life, Standards for NHS Board Members.

The Royal Wolverhampton NHS Trust

Addendum for Executive Job Description

The purpose of the Trust Board is to govern effectively and in doing so build patient, public and stakeholder confidence that their health and healthcare is in safe hands. As an executive member of the Board your corporate responsibilities (in addition to your functional responsibilities) are:

- Formulating strategy for the organisation by taking a lead role in developing strategic proposals.
- Leading on the implementation of strategy within functional areas.
- Ensuring accountability by holding the organisation to account for the delivery of the strategy:
 - Ensure the organisation operates effectively and with openness, transparency and candour.
 - Seek assurance that the systems of control are robust and reliable.
- Accepting accountability to the Trust Development Authority for the delivery of the Trust's objectives and ensure that the Board acts in the best interests of its local community.
- Shaping a healthy culture for the board and the organisation by actively supporting and promoting a positive culture for the organisation and reflects this in their own behaviour.
- Ensuring that the board, and the organisation, observe the secretary of State's policies and priorities, including the requirements of the Codes of Conduct, Accountability and the NHS Constitution;

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