

Council of Governors: Summary Sheet

14 July 2017
CoG Item 6a

Title of Paper: Non-Executive Director Job Description & Person Specification

Presented By: Jayne Brown, Chair

Action Required:

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
For Information	For Ratification	For a decision	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For Feedback	Vote required	For Receipt	

To which duty does this refer:

Holding non-executive directors individually and collectively to account for the performance of the Board	
Appointment, removal and deciding the terms of office of the Chair and non-executive directors	X
Determining the remuneration of the Chair and non-executive directors	
Appointing or removing the trust's auditor	
Approving or not the appointment of the trust's chief executive	
Receiving the annual report and accounts and auditor's report	
Representing the interests of members and the public	
Approving or not increases to non-NHS income of more than 5% of total income	
Approving or not acquisitions, mergers, separations and dissolutions	
Jointly approving changes to the trust's constitution with the Board	
Expressing a view on the Trust's forward plans	
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	
Monitoring the activities of the Trust to ensure that they are being conducted in a manner consistent with its terms of authorisation and the constitution.	
Monitoring the Trust's performance against its targets and strategic aims	

How does this item support the functioning of the Council of Governors?

Based on the recommendations of the Nomination & Remuneration Committee, Council is required to approve the job description and person specification for NEDs.

Author of Report: Sam Stoddart

Designation of Author: Deputy Board Secretary

Date: 10 July 2017

Report to: Council of Governors
Date: 14 July 2017
Subject: Job Description & Person Specification
From: Margaret Saunders, Director of Corporate Governance (Board Secretary)

1. Purpose

<i>For Approval</i>	<i>For a collective decision</i>	<i>To report progress</i>	<i>To seek input from</i>	<i>For information</i>	<i>Other (please state below)</i>
	✓				
<ul style="list-style-type: none"> To consider the views of Board and the recommendation of the Nomination & Remuneration Committee to agree the job description & person specification. 					

2. Summary

“The Nomination & Remuneration Committee should decide a job description and person specification defining the role and capabilities required, including an assessment of the time commitment required to perform the role. The Committee should propose terms and conditions for the post. The Committee should also take into account the views of the Board of Directors on the qualifications, skills and experience required for the position. For example, during the NED appointment process, if the directors advise that the board lacks specific professional experience (eg, legal, clinical or accountancy), the recruitment process should reflect the need for that experience.”

Your Statutory Duties: A Reference Guide for NHS FT Governors, Aug 2013

The Board, at its meeting of 11th January 2017, was asked to consider the skills and experience required of the two NEDs in light of the changing health and commissioning landscape. Its view was that consideration should be given to amending the current job description and personal specification, see Appendix A to incorporate a collective skill set linked to quality, people and sustainability in line with Trust strategies. It was also agreed to re-emphasise the Trust’s core values and enable those to be testing within the recruitment process plus scope a core job description with variants added to ensure different skill sets for the two appointments.

The Nomination & Remuneration Committee at its meeting of 27 January 2017 discussed the job description and amended accordingly for subsequent CoG approval.

3. Required Actions

CoG is asked to approve the job description and person specification.

4. Next Steps

The Chair will work with NRC members to take forward the recruitment.

5. Monitoring Arrangements

Progress will be monitored and reported to Board, NRC and the CoG by the Trust Board Chair.

6. Contact Details

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Appendix A

Non-Executive Director: Role Profile

Role Summary

Non-Executive Directors are responsible for providing appropriate oversight, governance and leadership to Sheffield Health and Social Care ('SHSC') NHS Foundation Trust in the pursuit of its strategies to provide effective and high quality health and social care services. Non-Executive Directors should scrutinise the performance of the Trust's Executive Management in meeting agreed goals and objectives and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information and that financial and clinical quality controls and systems of risk management are robust and defensible. They are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing and where necessary, removing Executive Directors and in succession planning.

Values

The Trust is a major employer and provider of services. We are committed to recruiting people who fit our organisational values. These are:

- Respect - we listen to others, valuing their views and contributions
- Compassion - we show empathy and kindness to others so they feel supported, understood and safe
- Partnership - we engage with others on the basis of equality and collaboration
- Accountability - we are open and transparent, acting with honesty and integrity., accepting responsibility for outcomes
- Fairness - we ensure equal access to opportunity, support and services
- Ambition - we are committed to making a difference and helping to fulfil aspirations and hopes of our Service users and staff

Main duties and responsibilities

Strategy

- Establishing clear objectives to deliver the agreed plans and strategy to meet the Terms of Authorisation and regularly review performance against those objectives
- Ensure that the strategies, actions and decisions approved by the Board of Directors are effectively implemented by the Chief Executive and the Executive Management Team
- Holding the Chief Executive to account for the effective management and delivery of the organisation's strategic aims and objectives
- Ensuring the long term sustainability of the Foundation Trust

- Analysing and contributing positively to the strategic development of long term healthcare plans for the community
- Providing vision to the Foundation Trust to capitalise on the freedoms it enjoys as a result of its status as a Foundation Trust
- Contributing and leading in constructive discussions and debate regarding the strategic development of the Foundation Trust and any other material and significant issues facing the organisation
- Building and maintaining close relations between SHSC NHS Foundation Trust's constituencies and stakeholder groups to promote the effective operation of the Trust's activities
- Ensuring the Board of Directors sets challenging objectives for improving performance and

Compliance

- Ensuring that the Foundation Trust complies with its Terms of Authorisation, the Constitution and any other applicable legislation and regulations
- Maintaining mandatory services and retaining protected property as defined in the Terms of Authorisation
- Maintaining the Trust's financial viability, using resources effectively, controlling and reporting on financial affairs in accordance with the requirements set out by NHS Improvement, the Independent Regulator of NHS Foundation Trusts
- Ensuring the best use of financial and other resources in order to maximise effective treatment of patients
- Ensuring that financial controls and systems of risk management are robust and that the Board of Directors is kept fully informed through timely and relevant information
- Participating in the appointment of the Chief Executive and other senior staff, as appropriate
- Working with commissioners of health and/or social care services to ensure the effective delivery of services commissioned through contracted arrangements
- With the assistance of the Foundation Trust Company Secretary, promoting the highest standards of corporate and clinical governance in compliance with the NHS Foundation Trust Code of Governance and other regulatory requirements and best practice, where appropriate
- Upholding the values of the Foundation Trust by example and to ensure that the organisation promotes equality and diversity for all its patients, staff and other stakeholders
- Promoting equality of opportunity and human rights in the treatment of all staff and patients
- Ensuring the Foundation Trust meets its commitment to patients and targets for treatment and
- Ensuring that SHSC NHS Foundation Trust establishes and maintains the highest standards of clinical and environmental hygiene to ensure robust infection control standards
- Ensuring that the Board of Directors complies with its responsibilities to give due regard to the NHS Constitution in its decisions and actions

Board activities

- Participating fully in the work of the Board of Directors, ensuring the corporate responsibilities of the Board of Directors are fully discharged
- Attending and possibly chairing committees of the Board of Directors

- Working corporately with other Non-Executive and the Executive Directors of SHSC NHS Foundation Trust
- Liaising and co-operating with the Council of Governors and having due regard of their opinions, as appropriate
- Participating in any Board induction, training and evaluation identified for the Director as an individual and as part to the Board or Committee
- Working with the Senior Independent Director on the annual performance evaluation of the Chair, in line with the process agreed by the Council of Governors' Nominations and Remuneration Committee (the 'NRC') and ensuring that the Senior Independent Director reports back to the NRC or the Council of Governors as appropriate, and
- Undergoing an individual and Board performance appraisal and attending any additional training highlighted as a result of the evaluation process

Relations with the Council of Governors

- engage with the council of governors and in particular give account to governors so that they can hold the non-executive directors to account for the performance on the board;
- attend meetings of the council of governors with sufficient frequency to ensure that they understand the views of governors on the key strategic and performance issues facing the foundation trust;
- take into account the views of governors and other members to gain a different perspective on the foundation trust and its performance;
- have an on-going dialogue with the council of governors on the progress made in delivering the foundation trust's strategic objectives, the high level financial and operational performance of the foundation trust;
- receive feedback from the council of governors regarding performance and ensure that the board of directors is aware of this feedback.

Miscellaneous

- Uphold the highest standards of integrity and probity, adhering to the Nolan Principles (*'The Seven Principles of Public Life' including: selflessness, integrity, objectivity, accountability, openness, honesty and leadership*)
- Ensuring the Foundation Trust promotes equality and diversity for all its patients, staff and other stakeholders
- Safeguarding the good name and reputation of the Trust and
- Acting as a Trustee of charitable funds, where appropriate

Non-Executive Director: Person Specification

Part One: Experience and Background (to be addressed in the application):

- | |
|---|
| • Ability to understand complex strategic issues, analyse and resolve difficult problems |
| • Sound knowledge of corporate governance |
| • Clear understanding and acceptance of the legal duties, liabilities and responsibilities of Non-Executive Directors |
| • Proven leadership skills |
| • Accustomed to a high level of accountability. |
| • Demonstrates a good understanding of business issues, either founded in the private or public sector. |

- Clinical or allied health professional background (desirable)
- Social care background (desirable)

Part Two: Knowledge, skills and personal attributes (to be assessed as part of the interview and final selection process)

- Sound, independent judgement, common sense and diplomacy
- High level of understanding and interest in healthcare issues
- A commitment to uphold the NHS Constitution and principles of good governance applicable to NHS Foundation Trusts
- Recent board or equivalent senior managerial level experience gained in an NHS Foundation Trust or a comparable large complex organisation
- Highly developed interpersonal and communication skills
- Demonstrate a broad understanding of the work of the health service and how it impacts on patients, public and staff.
- Politically astute, able to grasp relevant issues and understand the relationships between interested parties.
- Be independent in judgement and think creatively.
- Understand the aims of Foundation Trust status and the impact of regulatory and compliance frameworks.
- Able to provide constructive challenge
- Sufficient time and commitment to fulfil the role
- Lived experience as a service user or carer (desirable)
- Such other qualifications and expertise as may be required

Must be a member of the Trust in either the public or service users and carers constituency