

Council of Governors: Summary Sheet

Title of Paper:

Non-Executive Director Job Description & Personal Specification

Presented By:

Professor Alan Walker, Chair

Action Required:

For Information

For Ratification

For a decision

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?

The Council of Governors is responsible for all non-executive director appointments and as such is required to agree and approve the job description and person specification after appropriate discussion with the Board of Directors.

Author of Report:

Sam Stoddart

Designation of Author:

Deputy Board Secretary

Date:

20th April 2015

SUMMARY REPORT

Report to: Council of Governors
Date: 30th April 2015
Subject: Non-Executive Director Job Description and Person Specification
From: Sam Stoddart, Deputy 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 agree the job description and person specification for future Non-Executive director appointments. 					

2. Summary

Following discussion by the Board of Directors in March 2015, the Nomination & Remuneration Committee (NRC) considering the Board’s views and agreed to include additional criteria in the desirable criteria of the person specification for non-executive directors; namely, to have a clinical or allied health professional background and a service user background. However, the NRC agreed that the latter should be expanded to include carers. In addition, the person specification was updated in light of the new Fit and Proper Persons Regulation of the Health and Social Care Act 2008 (Regulated Activities).

3. Next Steps

These additional criteria were included in the job description and brought before Council for its approval.

4. Required Actions

Council are asked to approve the job description and person specification for future Non-Executive Director appointments.

5. Monitoring Arrangements

The recruitment process will be managed by the Board Secretary and devolved to the Deputy Board Secretary to action, led by the Nomination and Remuneration Committee. The committee report progress to the Council of Governors at its July meeting.

6. Contact Details

Sam Stoddart, Deputy Board Secretary
 Email: Samantha.stoddart@shsc.nhs.uk
 Telephone: (0114) 2718825

NON-EXECUTIVE DIRECTOR ROLE DESCRIPTION AND PERSON SPECIFICATION

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.

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
- Ensuring the effective implementation of Board of Directors decisions 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
- Leading in the discussions on the strategic development of the Foundation Trust
- Providing vision to the Foundation Trust to capitalise on the freedoms it enjoys as a result of its status as a Foundation Trust
- Contributing to constructive 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
- Ensuring that strategies and actions approved by the Board of Directors are implemented effectively by the Chief Executive and the Senior Management Team

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 Monitor, 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

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

Person specification

- Must be a member of the Trust in either the public or service users and carers constituency
- 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
- Proven leadership skills
- Ability to understand complex strategic issues, analyse and resolve difficult problems
- Sound, independent judgement, common sense and diplomacy
- Politically astute, with the ability to grasp relevant issues and understand relationships between interested parties
- Clear understanding and acceptance of the legal duties, liabilities and responsibilities of Non-Executive Directors
- Sound knowledge of corporate governance
- Sufficient time and commitment to fulfil the role
- Such other qualifications and expertise as may be required
- Clinical or allied health professional background (desirable), and
- Lived experience as a service user or carer (desirable)

Disqualification

It is a requirement of the Trust's Provider Licence that all directors are deemed fit and proper. In accordance with the Provider Licence an unfit person is:

- (a) an individual;
- who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged; or
 - who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it; or
 - who within the preceding five years has been convicted in the British Islands of any offence and a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him; or
 - who is subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986; or
- (b) a body corporate, or a body corporate with a parent body corporate:
- where one or more of the Directors of the body corporate or of its parent body corporate is an unfit person under the provisions of sub-paragraph (a) of this paragraph, or
 - in relation to which a voluntary arrangement is proposed under section 1 of the Insolvency Act 1986, or
 - which has a receiver (including an administrative receiver within the meaning of section 29(2) of the 1986 Act) appointed for the whole or any material part of its assets or undertaking, or
 - which has an administrator appointed to manage its affairs, business and property in accordance with Schedule B1 to the 1986 Act, or
 - which passes any resolution for winding up, or
 - which becomes subject to an order of a Court for winding up.

In addition, the requirements of paragraph 3 of Regulation 5 of the Regulated Activities Regulations require that that:

- (c) the individual is of good character;
- (d) the individual has the qualifications, competence, skills and experience which are necessary for the relevant office or position or the work for which they are employed;
- (e) the individual is able by reason of their health, after reasonable adjustments are made, of properly performing tasks which are intrinsic to the office or position for which they are appointed or to the work for which they are employed;
- (f) the individual has not been responsible for, privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity; and
- (g) none of the grounds of unfitness specified in paragraphs (a) and (b) above apply to the individual.

The grounds of unfitness specified in Part 1 of Schedule 4 to the Regulated Activities Regulations are:

- (h) the person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland;
- (i) the person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986;
- (j) the person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland;
- (k) the person is prohibited from holding the relevant office or position, or in the case of an individual for carrying on the regulated activity, by or under any enactment.

In addition, the Trust's Constitution sets additional disqualification criteria as follows:

In addition to the grounds of disqualification set out in paragraph 26 of the Constitution, a person may also not be or continue as a Director of the Trust if:

- (i) in the case of a Non-Executive Director, he no longer satisfies relevant appointment requirements;
- (ii) he is a person whose tenure of office as a Chairman or as a Member or Director of a Health Service Body has been terminated on the grounds that his appointment is not in the interests of public service, or for non-disclosure of a pecuniary interest;
- (iii) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, by the coming to an end of fixed term contract or through ill health, from any paid employment with a health service body;
- (iv) information revealed by a Disclosure and Barring Service check is such that it would be inappropriate for him to become or continue as a Director on the grounds that this would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute.