

Council of Governors: Summary Sheet

2nd March 2016
Item No 6

Title of Paper:

Recruitment of Chair: Roles, Responsibilities, Process

Presented By:

Jules Jones, Lead Governor

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	X
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?

It is one of the statutory duties of governor to appoint the Chair and other non-executive directors to the board.

Author of Report:

Jules Jones and Jill Dentith

Designation of Author:

Lead Governor and Interim Board Secretary

Date:

23rd February 2016

SUMMARY REPORT

Report to: Council of Governors

Date: 2nd March 2016

Subject: Recruitment of Chair: roles, responsibilities and process

From: Jules Jones, Lead Governor

1. Purpose

To describe the process to be adopted for the Chair recruitment process and to give Council of Governors (COG) members an opportunity to comment on the proposed information pack.

2. Summary

2.1 Background

The post of Chair is a key role within the organisation and it is important that members, governors, non-executives and executives are clear about the process and the support required to facilitate an effective appointment.

The attached pack of papers describe the process to be adopted, who should do what by when, an update on the review of the terms of reference for the Nomination and Remuneration Committee, the draft recruitment pack including advert, job description, person specification and terms and conditions.

Versions of this paper have been shared with Executive Director Group (EDG), Trust Board (Board) and Nomination and Remuneration Committee (NRC). Comments received at each stage of this process have been noted and, where appropriate, incorporated into subsequent versions of this paper.

2.2 Support in the process

The organisation can choose to manage the process internally with the support of the HR Department. The main benefit to choosing this option is to ensure that the process fits within the HR framework operated by the Trust. The organisation will need to satisfy itself that by choosing this option it will secure a candidate that has the correct qualities to meet the job and the internal process will be able to identify candidates of a sufficient calibre and number to ensure a robust appointment process takes place.

Advantages to this approach are that costs will be kept to a minimum. However, disadvantages could include possible restricted access to high calibre candidates, fewer advertising options and increased work pressure on the HR Department.

The organisation can seek advice and support from external recruitment consultancies. If considering an external consultant, the organisation must seek a number of competitive quotations as a matter of good practice. Advantages to this approach are the potential to access a greater pool of potential candidates, greater advertising options, undertaking fit and proper persons requirements, co-ordination of the process and having input from experts in the field. Disadvantages include cost

(estimated in the region of £15,000 – £25,000, but subject to quotations), no guarantee of calibre of candidates and the time taken to undertake the process to identify a suitable company.

At its meeting on 18 February 2016 Nomination and Remuneration Committee (NRC) considered the use of an external recruitment agency to support this process and agreed that an organisation should be used for this recruitment. Under NRC current Terms of Reference (section 13) the committee “shall be at liberty to seek --- such professional advice and services ---- in order to enable the committee to carry out its functions.” COG are asked to note this action.

As the post of Chair is key to the organisation Executive Directors Group has agreed that external legal advice be secured. DAC Beachcroft solicitors have been appointed to provide this support. This will include briefings of relevant individuals and groups and ensuring that the recruitment process fits within the legal and constitutional requirements.

2.3 Remuneration and benchmarking

NHS Providers conducts an annual remuneration survey. The latest survey was published in December 2015. Approximately 45% of the sector, or 108 NHS trusts and foundation trusts, responded.

Monitor’s Code of Governance (Provision D.2.3) requires that governors should market test levels of remuneration of the Chair and Non-Executive Directors at least once every three years. NHS Providers annual survey provides a mechanism for undertaking this.

Of the 108 Trusts that took part in the survey 80 were Foundation Trusts. Of the 80 Foundation Trusts, 35 were integrated or mental health trusts. These 35 Trusts were therefore used as comparators.

Remuneration within the 35 trusts ranged from £21,105 to £60k per annum. The average across all Trusts in the group was £45,073. The last review by COG recommended remuneration of £40k for the post of Chair. COG is asked to consider remuneration at £40k per annum and an average time commitment of 2-3 days per week, as per the draft Terms and Conditions (Appendix C (iii)).

2.4 NRC Panel

At the meeting on 18 February 2016 NRC appointed a panel comprising of NRC members and others as appropriate to short-list and interview candidates and make recommendation to COG. It was agreed by NRC members that, as per the current Terms of Reference for NRC, the Senior Independent Director (SID) should to be a member of the panel. It was also agreed that the Chief Executive Officer (CEO) would be in attendance.

NRC also considered appointing an external independent person to support the panel with the recruitment process. It was noted that there was value in having a (non-voting) independent person who could be a Chair or senior NED of another NHS Trust or similar. It was agreed that the Chief Executive would liaise with colleagues outside of the Sheffield area and the external recruitment agency to identify a possible individual.

NRC then agreed that the NRC panel would be made up of five members. Membership would be four governors (made up of four members of NRC, to be decided at a later date, with two members in reserve) and the SID with the Chief Executive and an independent person in attendance.

3. Next Steps

Following approval by the Council the appointment process will commence.

4. Required Actions

The Council of Governors is asked to note or approve the following recommendations from the NRC:

- 4.1 Note the briefing on roles and responsibilities;
- 4.2 On the recommendation of NRC approve the process at Appendix A;
- 4.3 On the recommendation of NRC approve the role description and person specification (attached at Appendix C);
- 4.4 Note the update regarding revised Terms of Reference (TOR) for the Nomination & Remuneration Committee (NRC) at Appendix B;
- 4.5 On the recommendation of NRC approve the roles of the Senior Independent Director, Vice-Chair and Lead Governor as set out in the attached process.
- 4.6 Note the appointment of the NRC Panel (as detailed in Section 2.4 above) to short-list and interview candidates, including the Senior Independent Director (SID) as a member, but with a majority of Governors, and the CEO and Independent Person in attendance.
- 4.7 On the recommendation of NRC approve the appointment of an external recruitment agency.
- 4.8 On the recommendation of NRC approve the remuneration level for the Chair post, taking account of national benchmarking, and the time commitment for the position.
- 4.9 Confirm a date for an extraordinary meeting of COG to meet in early June 2016 to consider NRC recommendations and, if appropriate, approve the appointment of the preferred candidate as Chair.

5. Monitoring Arrangements

The Lead Governor and NRC members will manage and monitor the process, with the governance support, and will report back to COG on progress at each COG meeting until the process has been successfully completed.

6. Contact Details

Jules Jones, Lead Governor

To: Council of Governors, Sheffield Health and Social Care NHS Foundation Trust

From: Graham Lawrence – Advisor, Governance Advisory Practice
Emma Dowden-Teale – Associate, Public Law

Date: 2 March 2016

Subject: Recruitment of Chair: roles, responsibilities and process

1. Introduction and Background

- 1.1 The Trust's Chair, Professor Alan Walker CBE, will reach the end of his current term of office on 30 June 2016. It is therefore necessary to go through a process to recruit a chair.
- 1.2 Since the appointment of a Chair is a very significant matter for the Trust we, DAC Beachcroft LLP, have been asked to advise the Trust about the process through which it should recruit a Chair. We have been instructed to prepare this paper to remind the Board of Directors (the Board), Council of Governors (COG) and Nominations & Remuneration Committee (NRC) about their respective roles. Graham Lawrence has attended meetings of the Board and NRC (February 2016) to present this paper and to facilitate discussion about it. This paper is now shared with COG for discussion. We have also been asked to advise on the process itself; with the Interim Board Secretary we have developed the process set out in Appendix A. We have also reviewed the Terms of Reference (TOR) for the NRC to ensure that they are consistent with relevant requirements and good practice. NRC members are currently reviewing these recommendations and will report back to COG on progress.
- 1.3 This paper has been produced in consultation with the Interim Board Secretary, the Senior Independent Director (SID) and Lead Governor. The paper has been presented to the Board, then the NRC and now finally the COG, with outcomes from each meeting being explained included in the updated version of the paper presented today.

2. Legal and Governance Framework

- 2.1 The roles and responsibilities of the Board, COG and NRC are defined through a combination of Schedule 7 to the National Health Service Act 2006 (particularly paragraphs 17 and 18), the Trust's Constitution (October 2015) (the TC), Standing Orders (SO), and two documents published by Monitor: the "Foundation Trust Code of Governance" (the Code)¹ and "Your statutory duties: a reference guide for foundation trust governors" (the Guide)².
- 2.2 While the latter is guidance, the Code is issued on a 'comply or explain' basis so if the Trust departs from the Code's provisions it must (a) put into place arrangements which achieve very similar outcomes and (b) explain these in its next Annual Report. We advise against departing

¹ The Code is available at:

https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/327068/CodeofGovernanceJuly2014.pdf

² The Guide is available at:

https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/284473/Governors_guide_August_2013_UPDATED_NOV_13.pdf

from the Code unless there are justifiable substantive reasons to do so, so we have assumed throughout this paper that the Trust will adopt the recommendations in the Code.

- 2.3 We set out in section 3 and Appendix A the specific responsibilities and duties assigned by the legal and governance framework to the Board, COG and NRC. Where relevant and for ease of reference we quote the paragraphs or sections of the framework documents.

3. Roles and Responsibilities

3.1 Council of Governors

- 3.1.1 Paragraph 17 of Schedule 7 to the NHS Act 2006 and therefore the Constitution (TC 26.1 and SO 2.1.1 and 2.1.3), the Code and the Guide state that it is for the COG in general meeting to appoint and, if necessary, remove the Chair of the Trust. It is also for the COG to set the remuneration and other terms and conditions of office for the Chair. It is therefore the COG which leads the process to recruit a Chair, although the COG acts through, and should agree the process with, the NRC (Code B.2.5).

- 3.1.2 While it is for the COG to lead the process and to appoint the Chair, the COG should take into account the views of the Board and the NRC in respect of the skills and experience required for the role (Code B.2.7). This is essential because the Board is well-placed to identify the skills and experience required to lead it, which is part of the Chair's role (Code A.3.a), and for the other elements of the role which include responsibility for the relationship between the Board and COG. The Board is unlikely to be effective in governing the Trust if the person appointed does not have the skills and experience required to lead it, or does not enjoy the confidence of the directors. The recruitment process therefore provides an opportunity (at the meeting where this report is considered) for the Board to set out its views on the role description and person specification for the Chair, and to recommend them to the NRC and COG.

- 3.1.3 Also in respect of Board engagement in the recruitment, the process provides for the SID to be a member and the Chief Executive (CEO) to be in attendance at the recruitment and selection Panel (NRC Panel). It should be noted, however, that the CEO will not be a member of the NRC but it is proposed in the NRC TOR that he should normally be invited to attend NRC meetings. The SID (from the perspective of the Board) is aligned conceptually to his/her role in appraising the Chair (Code A.4.2). The Chair of the Board, or in the case of a Chair appointment process the Lead Governor, will present the NRC recommendations to the COG. The Lead Governor (Reserve Chair) will chair the COG when it is considering the recruitment of a Chair (including recommendations from the NRC). It is suggested that COG review this and consider the possibility of the Vice Chair to chair COG when considering a Chair appointment. This will be reviewed as part of the review of NRC Terms of Reference (TOR).

3.2 Nominations & Remuneration Committee

- 3.2.1 The NRC, which is a committee of the COG, has responsibility on behalf of the COG for overseeing the process for recruiting a Chair (Code B.2.1). The Code recommends that the process should be agreed with the COG (Code B.2.5) but as proposed in this paper, it is also advisable to consult the Board about the process. As part of the process, it is good practice to review the role description and person specification (B.2.3). It is also for the NRC to form a panel, the NRC Panel, to short-list candidates, undertake interviews and make a recommendation (for a preferred candidate) to the NRC. This panel should include the SID as a member and Chief Executive in attendance. The NRC should discuss the outcomes from the interviews and then, after and if any consultation with Board members is deemed necessary, make a recommendation for appointment by the COG (Code B.2.5). The NRC has no authority to appoint (or remove) the Chair of the Trust or to

determine his/her remuneration or other terms and conditions of office. It is for the COG to do so at a general meeting.

3.2.2 It is important for the NRC to understand its remit as approved by the COG so that it fulfils its role properly and does not exceed its authority. Although the NRC should come to its own conclusions and decisions on matters within its remit, any significant action or decision which is materially inconsistent with the views of the COG (or, where relevant, the Board) is likely to impact adversely the governance of the Trust. It is therefore incumbent upon the NRC to work constructively with the COG and the Board towards a successful outcome from the process to recruit a Chair.

3.2.3 The Code recommends (B.2.4) that the NRC should be chaired by the Chair, but in the case of the appointment to the Chair position, other arrangements need to be put in place. As noted at 3.1.3 above, this paper proposes that the Lead Governor should chair the NRC when it is considering the process and decisions relating to the appointment of the Chair. The Lead Governor should take into account the views of NRC members and the SID. In respect of membership of the NRC, the Code recommends (B.2.6) that when it is considering the appointment of a non-executive director, which includes the Chair, the NRC should comprise a majority of Governors. It is proposed that the CEO should normally be invited to attend the NRC meetings but he will not be a member of the committee (Code B.1.f).

3.3 Board of Directors

3.3.1 As explained above, it is for the COG to appoint (and remove) the Chair and for the NRC, acting on authority from the COG, to oversee the recruitment process. The Board has no role in the decisions on these matters but it has a responsibility to communicate to the COG and NRC its views on the skills and experience required for the role of Chair. These are captured in the role description and person specification attached at Appendix C. The Board has commented on the document and, with small amendments now included, recommends it to the COG and NRC as the basis for recruiting to the role. The Code (B.2.7) recommends that the COG and NRC should take into account the Board's views on these matters.

3.3.2 The Chair is chair of the Trust Board, COG and NRC (Code A.3.a) but we suggest that it is not appropriate for him to take that role when the Board, COG or NRC are considering the recruitment or appointment to the role of Chair. If he did so there could be a perception among stakeholders, including Monitor, that he has influence over the process or the outcome (the appointment). We have set out in 3.1.3 above a proposal (with a rationale) that the Lead Governor should chair the NRC and COG and the Vice Chair the Trust Board when they are considering the recruitment process. We have also clarified the role of the SID on NRC and through that role the SID will be able to ensure that the Board's views are communicated to NRC.

3.3.3 The recruitment process also provides for the SID, as a member of the panel, and the CEO, in attendance, to be involved in determining interview questions and interview scoring criteria, short-listing candidates, interviewing the candidates, and selecting one to recommend for appointment by the COG. It is important to note, though, that the CEO is not a member of the NRC – the TOR provide that the CEO will normally be invited to attend meetings - so he will not participate in the final decision to select a candidate and make a recommendation to the COG. Since the CEO is accountable through the Chair to the Board, it would not be appropriate for him to have a role in selecting the candidate.

3.3.4 The Board, including the current Chair, also has an important role in the induction process for the candidate appointed to the role. This is recognised in the process attached.

4. Process

- 4.1 The Code recommends that "There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board." (B.2.a). The Code also states that "The search for candidates for the board of directors should be conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the board and the requirements of the trust." (B.2.b).
- 4.2 For compliance with the Code but also to maximise success in recruiting a suitable candidate it is essential that a robust process is put in place, which defines the role of the COG, NRC and Board (and certain individuals such as the Lead Governor, SID and Vice Chair) at key points but also sets out the timeline for the process. The proposed process, which is consistent with the Code and compliant with the Trust's Constitution, is presented at Appendix A.
- 4.3 The process document is intended to be self-explanatory but we will be pleased to discuss it and answer any questions during the (Board, COG and NRC) meetings where it will be considered. We highlight here that although we understand that it is likely that a recruitment consultant may be engaged, the process leaves this as an option at present to be agreed through the forthcoming Board, NRC and COG meetings. The paper also includes an option for the candidates to be asked (as part of the interview process) to make a presentation to a group of directors and/or governors.

5. Recommendations

5.1 *The COG is asked to:*

- 5.3.1 Note the briefing on roles and responsibilities in this paper;
- 5.3.2 Discuss the process at Appendix A, note the outcomes from the Board and NRC meetings, and, subject to any agreed amendments, approve the process;
- 5.3.3 Discuss the role, skills and experience required for the Chair, have regard to the views of the Board and NRC in this respect, and, subject to any agreed amendments, approve the role description and person specification (attached at Appendix C);
- 5.3.4 Note discussions regarding NRC TOR, having regard to the views of the Board and NRC in this respect, and, subject to any agreed amendments, approve the TOR;
- 5.3.5 Approve the roles of the Senior Independent Director, Vice-Chair and Lead Governor as set out in the attached process;
- 5.3.6 Note the membership of the NRC Panel to short-list and interview candidates.

APPENDIX A: PROCESS AND RESPONSIBILITIES FOR RECRUITMENT OF CHAIR

Date (all 2016)	Event or Action	Responsibility			
		Board	Council of Governors (COG)	Nominations & Remuneration Committee (NRC)	Interim Board Secretary
January					
January	Develop proposed recruitment process. Review remuneration, role description and NRC TOR.	No action required	No action required	No action required	With advice from DACB, review the role description and NRC TOR to ensure that they comply with requirements and adopt good practice.
February					
10 February	Board Meeting Board is briefed and asked to take key decisions to enable process	Board is asked to consider and recommend to the NRC and COG the process (this document), role description, person specification, remuneration, NRC TOR, the role of the SID, Vice-Chair and Lead Governor, and use of external support for process.	No action required	No action required	Present the paper to the Board, answer questions and provide governance and constitutional advice.

Date (all 2016)	Event or Action	Responsibility			
		Board	Council of Governors (COG)	Nominations & Remuneration Committee (NRC)	Interim Board Secretary
18 February	<p>NRC Meeting</p> <p>NRC is briefed and asked to take key decisions to enable process</p> <p>NRC is invited to identify an independent panel member</p>	Subject to approval of NRC TOR, Senior Independent Director (SID) as a member of NRC. CEO to be invited to attend.	No action required	NRC is asked to have regard to the Board's recommendations. NRC is asked to consider and recommend to the COG the process (this document), role description, person specification, remuneration, the role of the SID, Vice-Chair and Lead Governor, use of external support for process, NRC TOR. The NRC is also asked to appoint the NRC Panel, including the SID and an independent panel member.	Present the paper to the NRC, answer questions and provide governance and constitutional advice.
March					
2 March	<p>COG Meeting</p> <p>COG is briefed and asked to approve process and other recommendations from NRC.</p>	Directors to attend COG per normal arrangements. Chair to chair the COG except for item concerning Chair recruitment, when Lead Governor to chair.	COG is asked to have regard to the recommendations from the Board and NRC. COG is asked to approve NRC's recommendations for the process (this	Lead Governor, as chair of NRC, to present recommendations to the COG. NRC members to contribute as required to discussion.	Present the paper to the COG, answer questions and provide governance and constitutional advice.

Date (all 2016)	Event or Action	Responsibility			
		Board	Council of Governors (COG)	Nominations & Remuneration Committee (NRC)	Interim Board Secretary
			document), role description, person specification, remuneration, role of the SID, Vice-Chair and Lead Governor, use of external support for process, and the members of the Panel.		
3 March (If it is decided not to appoint a search firm, move immediately to advert stage.)	If COG decides to appoint a search firm to support the process, develop requests for quotations (RFQ).	SID and CEO to contribute to development of RFQs, in conjunction with HR.	No action required	Panel members of the NRC to contribute to development of RFQs.	Develop requests for quotations from search firms to support the process.
3 to 14 March	Issue RFQs	No action required	No action required	No action required	Issue RFQ to firms identified.
14 March	Deadline for proposals.	No action required	No action required	No action required	Receive proposals from search firms.
14 to 25 March (Search firm to be appointed by 18 March)	Evaluate proposals Prepare documents to be issued to candidates.	SID and CEO to contribute to evaluation of proposals and to agree documents to be issued to candidates.	No action required	Panel members of the NRC to contribute to the evaluation of proposals	Evaluate the proposals from search firms and decide on firm to appoint. Prepare documents to be issued to candidates

Date (all 2016)	Event or Action	Responsibility			
		Board	Council of Governors (COG)	Nominations & Remuneration Committee (NRC)	Interim Board Secretary
					responding to advert.
28 March to 8 April	Advertisement	SID and CEO to review advert.	No action required	NRC to review advert	Produce advert, with search firm if appointed, and issue with a closing date for applications of 15 April.
April					
15 April	Deadline for applications	No action required	No action required	No action required	Collate applications received and prepare for short-listing, with support from firm if appointed. Oversee longlist process to derive recommendations for short-listing.
18 to 21 April (Short-listing meeting to be held 21 April)	Review of applications and short-listing.	SID and CEO to contribute to review of applications and short-listing.	No action required	NRC Panel members to contribute to review of applications and short-listing.	Administer review of applications and short-listing, and provide advice as required.
25 April	Notices of Interviews Prepare interview questions and scoring	SID and CEO to contribute to interview questions and scoring criteria.	No action required	NRC Panel members contribute to interview questions and scoring criteria.	Issue requests to attend interviews for short-listed candidates.

Date (all 2016)	Event or Action	Responsibility			
		Board	Council of Governors (COG)	Nominations & Remuneration Committee (NRC)	Interim Board Secretary
	criteria				Prepare interview questions and scoring criteria.
May					
9 to 13 May	Interviews (Note the option to include in the interview process a presentation from each candidate to a group comprising NRC Panel members and representatives from COG and Board.)	Interview Panel to comprise of the NRC Panel as approved by the COG (including SID and CEO).	No action required	Interview Panel to comprise of the NRC Panel as approved by the COG (including SID and CEO).	Administer interviews for candidates and advise as necessary.
16 to 18 May	Assess outcomes from interviews (and presentations if required)	Interview Panel members to consider outcomes from interviews to identify preferred candidate. Panel members to consult with Board members after and if deemed necessary.	No action required	Interview Panel members to consider outcomes from interviews to identify preferred candidate. Panel members to consult with Board members after and if deemed necessary.	Administer and facilitate Panel members' consideration of interviews and identification of preferred candidate. Provide advice as necessary. Complete initial checks on preferred candidate where possible.
19 to 20 May	Prepare and issue	SID to review paper for	No action required	Lead Governor to review	Prepare paper for NRC

Date (all 2016)	Event or Action	Responsibility			
		Board	Council of Governors (COG)	Nominations & Remuneration Committee (NRC)	Interim Board Secretary
	papers for NRC Meeting	NRC with Lead Governor.		papers for NRC with SID.	to describe interviews and outcomes, including preferred candidate.
26 or 27 May	NRC Meeting NRC to consider recommendation from Panel.	SID to be a member of NRC Panel. CEO to be invited to attend (but not as a member of the Panel in accordance with para 3.3.3 of Board briefing paper.	No action required	Lead Governor to chair NRC to consider outcomes from interviews and preferred candidate recommended by Panel. NRC to make recommendation to COG.	Provide governance and constitutional advice as necessary.
30 to 31 May	Prepare and issue papers for COG meeting.	SID to review paper for NRC with Lead Governor.	No action required	Lead Governor to review papers for NRC with SID.	Prepare paper for COG to describe NRC's recommendations.
June					
6 to 10 June (Appointment to be made by 10 June)	COG Meeting (assumes that this meeting replaces the one scheduled for 5 May)	Directors to attend COG per normal arrangements. Chair to chair the COG except for item concerning Chair appointment, when Lead Governor to chair.	COG is asked to consider NRC recommendations and, if appropriate, approve the appointment of the preferred candidate as Chair.	Lead Governor to present NRC recommendations. NRC members to contribute to discussions, answering questions about the process and the decisions made.	Attend the meeting to advise and support as usual.
10 June	Inform successful	No action required	No action required	Lead Governor to	Advise Lead Governor as

Date (all 2016)	Event or Action	Responsibility			
		Board	Council of Governors (COG)	Nominations & Remuneration Committee (NRC)	Interim Board Secretary
	candidate			contact successful candidate to confirm appointment, subject to satisfactory completion of checks.	necessary.
13 to 30 June	Initial Induction	Meet Chair-designate as part of induction.	Lead Governor, on behalf of COG, meets Chair designate as part of induction.	No action required	Administer and advise as necessary. Arrange ongoing induction for Chair-designate.
July					
1 July	Appointment of Chair takes effect (subject to any further checks to be completed).				

DAC Beachcroft LLP

January 2016

Updated February 2016

Appendix B

Update re discussions at NRC February 2016 regarding review of NRC Terms of Reference

At the meeting of NRC on Thursday 18 February 2016 members considered a revised draft Terms of Reference for NRC. Members had a number of concerns, and felt that they required more time to go through them in order to feed back to the NRC meeting. In summary the concerns related primarily to the balance of authority and the proposed downgrading of other governor functions. It was agreed that the governor members would meet again on Monday 22nd February to go through the terms of reference in more detail. Following extensive additional deliberation, Governors felt unable to recommend the proposed changes to the NRC Terms of Reference to the Council of Governors. Further clarifications of certain issues were needed. Council will be kept informed of progress.

Appendix C

Please find attached:

Appendix C (i) - Draft advert for Chair position

Appendix C (ii) - Draft role description and person specification

Appendix C (iii) - Draft terms and conditions

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Appendix C(i)

Chair

Sheffield £40,000pa, 2-3 DAYS PER WEEK

Sheffield Health & Social Care NHS Foundation Trust provides a range of diverse services including: generic and specialist mental health care; services for people with a learning disability; drug and alcohol services; Improving Access to Psychological Therapies (IAPT); GP Primary Care services; dementia care services; and community-based services for those with long-term neurological conditions. We promote emotional health and wellbeing through the provision of accessible, high quality, modern services designed around the needs of our local population. Our culture is founded upon effective partnership working and close working relationships with staff, service users and their families/carers. We strive to deliver consistently high quality care through our high performing, dedicated and skilful workforce.

The Trust is looking to appoint a Chair with significant Board-level experience gained in a large, complex and changing organisation. Candidates will need to demonstrate that they share the Trust's values, and a passion for the continuous improvement of health and care services provided by the Trust. You would join the Trust at a key time in its development, building on its success and leading the organisation into the future within the changing NHS and social care landscape.

The successful candidate will provide exceptional leadership and informed independent and objective challenge within a framework of mutual respect. The successful applicant must ensure the effectiveness of the Board in all aspects of its role and agenda, promoting the highest standards of integrity and corporate governance and ensuring the Trust continues to deliver on agreed strategic objectives through robust and effective decision-making processes.

The Chair will need to provide strength and resilience to the Board to support delivery of the performance over the coming years, ensuring the delicate balance between quality, financial and operational delivery are maintained. Business development and growth will be a key priority for the Trust in the future. The Chair will bring creative and entrepreneurial ideas and will be central in creating an appetite within the organisation to build on existing services and further develop and improve the range of services provided.

The Chair will also lead the Trust's Council of Governors ensuring that the board of directors and council of governors work effectively together. The Chair will work with the council of governors on membership engagement representing the interests of foundation trust members and the general public to the foundation trust.

Candidates must be available to attend interview on **XX XX 2016** and participate in a pre-interview presentation to Board and Council of Governors **on XX XX 2016**

The Trust values the diversity and is committed to equality. We positively encourage applications from all sections of the community regardless of age, gender, racial origin, religion or belief, sexual orientation or disability including people who have experienced mental ill health. We actively welcome applications from candidates who have a commercial, clinical or allied health professional background, a social care background or who have a lived experience as a service user or a carer.

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The Trust is committed to safeguarding adults and children and the successful applicant(s) will be subject to an Enhanced Check with the Disclosure and Barring Service (DBS). The cost of the DBS check (currently £48.23) must be met by the successful applicant(s).

① For further information, please contact tbc

① Closing Date: XX XX 2016

① Selection Date(s): XX XX 2016

✉ Please submit your CV & complete a short application form by visiting www.jobs.nhs.uk You will need to register (if you have not already done so) and search for the Post Reference Number exactly as you see it quoted above. In the interests of efficiency and the environment, Sheffield Health & Social Care NHS FT encourages all applications to be made electronically. If submitting an application online is problematic then please contact the Recruitment Team on (0114) 2263277



Appendix C(ii)

Chair role description [drafting note – based on FT Network compendium with additions from Board and NRC]

General

The chair is responsible and accountable for:

- promoting the highest standards of integrity, probity and corporate governance throughout the organisation and particularly at the level of the board of directors;
- demonstrating visible and ethical personal leadership by modelling the highest standards of personal behaviour and ensuring that the board of directors follows this example;
- leading the board in establishing effective decision-making processes and acting as the guardian of due process;
- ensuring that constructive relationships 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;
- developing productive working relationships with all executive directors, the chief executive in particular, providing support, guidance and advice;
- promoting an understanding of the role of the board, the scheme of delegations, the role of non-executive directors and the role of executive directors;
- general leadership of the board of directors and the council of governors, ensuring that the board of directors and council of governors work together effectively.
- Complying with the duties of the chair as detailed in the Trust Constitution, Standing Orders, Standing Financial Instructions and Scheme of Delegation.

Board Logistics

The chair is responsible for:

- managing meetings and ensuring compliance with the board of directors' approved procedures;
- proposing a schedule of matters reserved to the board of directors, terms of reference for each board of directors' committee and other board policies and procedures;
- regularly reviewing board composition and considering succession planning for the board (working with the appropriate board committee(s));
- appointing effective and suitable individuals to be members and chairs of the board of directors' committees and personally chairing the board remuneration and nomination committees him/herself;

- working with and supporting the trust secretary in their board governance role.

The Chair and the Board of Directors

The chair is responsible for:

- ensuring that the board of directors as a whole pays a full part in the development and determination of the foundation trust's vision, values, strategy and overall objectives, having regard to the view of the council of governors;
- setting a board agenda that is focused on strategy and risk, performance, quality and accountability;
- ensuring that agendas take full account of the important strategic issues and key risks facing the foundation trust and that key issues are reserved for board decision;
- ensuring that the board of directors identifies the key risks the foundation trust faces in implementing its strategy; determines its approach and attitude to providing effective oversight of those risks and ensures that prudent controls are in place to assist in managing risk;
- ensuring that the board of directors receives accurate, high quality, timely and clear information;
- ensuring the board collectively and directors severally apply sufficient challenge, ensuring that no significant decisions are taken until they have been sufficiently tested;
- facilitating the effective contribution of all members of the board of directors, drawing on their individual skills, experience, and knowledge and in the case of non-executive directors, their independence;
- liaising with and consulting the senior independent director on board matters;
- leading on non-executive director (NED) development, including through induction programmes for new NEDs and conducting periodic and annual reviews with each NED in respect of their development need and the performance of NEDs and board committees, and acting on the results of the evaluations. This review should be conducted with input from the Lead Governor and governors
- taking account of their own development needs particularly in respect of the effective operation of the board;
- where necessary lead in seeking the removal of executive and non-executive directors;
- ensuring effective communication with governors, members and other key stakeholders, ensuring that all directors are aware of the views of those who commission or choose to use the foundation trust's services;
- arranging informal meetings of the directors, to ensure that sufficient time and consideration are given to complex, contentious or sensitive issues;

Please note the chair of each board committee fulfils an important leadership role similar to that of the chair of the board, particularly in creating the conditions for overall committee and individual director effectiveness.

The Chair and the Council of Governors

The chair is responsible for:

- chairing the council of governors;
- facilitating the work of the council of governors on member engagement such that the governors can carry out their statutory duty to represent the interests of FT members and the general public to the foundation trust;
- ensuring that the governors have the information, and dialogue with directors they need to hold the non-executive directors (which includes the chair), individually and collectively to account for the performance of the board;
- facilitating the work of the council of governors in meeting its duties in respect of appointments, remuneration, audit, and quality accounts, annual reporting and planning and statutory decision making;
- managing meetings of the council of governors and ensuring compliance with approved procedures;
- setting an agenda for the council of governors that is focused on strategy, quality, trust and board performance, set out in such a way that it facilitates the council's contribution to strategy and to holding the non-executive directors (which includes the chair) to account for the performance of the board;
- facilitating the effective contribution of the council of governors individually and collectively;
- ensuring that the council of governors receives accurate, timely, high quality and clear information that is tailored to their needs;
- ensuring that the council of governors collectively and its individual members receive sufficient training and development to enable them to effectively carry out their role;
- ensuring a good flow of information between the board of directors, committees, council of governors and members of both and between senior management and non-executive directors, individual members of the council of governors and senior management.

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Person Specification [drafting note – based on previous person spec - 2013]

- Significant experience of leadership in a large, complex customer facing organisation coupled with a keen interest in the local and national health agenda.
- Demonstrate a broad understanding of the work of the health service and how it impacts on patients, public and staff.
- Able to demonstrate the highest standards of integrity and probity including ensuring the Board of Directors observes the Nolan Principles of Public Life.
- Committed to NHS values and principles.
- Politically astute, able to grasp relevant issues and understand the relationships between interested parties.
- Well respected and with strong connections to the local community.
- Be independent in judgement and think creatively.
- Able to demonstrate leadership skills and engender respect from others. A good listener, able to weigh arguments and summarise others.
- Strong interpersonal skills. Able to lead the Board as it strives for organisational excellence through continuous improvement.
- Exceptional communications skills. Capable public speaker.
- Understand the aims of Foundation Trust status and the impact of regulatory and compliance frameworks.
- Accustomed to a high level of accountability.
- Good knowledge and experience of current UK boardroom corporate governance issues.
- Demonstrates a good understanding of business issues, either founded in the private or public sector.
- Ability to chair an Annual General Meeting and deal comfortably with any challenging and diverse stakeholder questions that may arise.
- Understand and appreciate the impact valuing and managing difference can make to organisation effectiveness.
- An ability to work in partnership with public, staff and stakeholders and to represent the Trust with national, regional or local bodies or individuals, to ensure that the views of a wide range of stakeholders are considered and to be an effective ambassador for the Trust.
- Have the ability to develop effective alliances across both local and national health and social care networks.
- Knowledge and understanding of the importance of good clinical care.
- Qualified to be a Member of Sheffield Health and Social Care NHS Foundation Trust and required to fulfill the criteria for their membership constituency. (All candidates who are selected for interview must meet this requirement by the date of their interview).



Appendix C(iii)

Non-Executive Director (Chair) Terms and Conditions of Service

This Agreement is made on the **XX day of XX 20XX** between:

(Chair Name) and **Sheffield Health & Social Care NHS Foundation Trust**,

which has its Head Office at Fulwood House, Old Fulwood Road, Sheffield, S10 3TH.

1. INTERPRETATION

1.1 Within this Agreement, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“The 2006 Act”	means the National Health Service Act 2006;
“The Board”	means the board of directors of the Trust, as referred to in schedule 7, paragraph 15(1) of the 2006 Act, constituted in accordance with the Trust’s constitution;
“The Chair”	means the person appointed by the council of governors under schedule.7 paragraph 17(1) of the 2006 Act to be the Chairman of the Trust;
“The Chief Executive”	means the person appointed by the non-executive directors under schedule 7, paragraph 17(3) of the 2006 Act to be the Chief Executive and Accounting Officer of the Trust and whose appointment is approved by the council of governors at a general meeting under schedule 7, paragraph 17(5) of the 2006 Act;
“The Council of Governors”	means the council of governors of the Trust, as referred to in schedule7, paragraph 7(1) of the 2006 Act, constituted in accordance with the Trust’s constitution;
“The Trust”	means Sheffield Health & Social Care NHS Foundation Trust;
“Agreement”	means this agreement;
“Constitution”	means the Trust’s constitution, as amended from time to time;
“Intellectual Property	means patents, utility models, rights to inventions, copyright and

Rights”

neighbouring and related rights, moral rights, trademarks and service marks, business names and domain names, rights in get-up and trade dress, goodwill and the right to sue for passing off or unfair competition, rights in designs, rights in computer software, database rights, rights to use, and protect the confidentiality of, confidential information (including know-how and trade secrets) and all other intellectual property rights, in each case whether registered or unregistered and including all applications and rights to apply for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world;

“Invention”

any invention, idea, discovery, development, improvement or innovation, whether or not patentable or capable of registration, and whether or not recorded in any medium.

“Party”

means either the employee or the Trust and “Parties” means both of them;

“Provider Licence”

means the licence issued to the Trust by Monitor under s.87 Health and Social Care Act 2012;

“Regulated Activities Regulations”

means The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014;

“You” or “your”

means **Chair Name and Address**.

- 1.2 Headings are used for convenience only and shall not affect the construction of this Agreement.
- 1.3 The appendices to this Agreement form part of (and are incorporated into) this Agreement.
- 1.4 A reference to a particular law is a reference to it as it is in force for the time being, taking account of any amendment, extension, or re-enactment and includes any subordinate legislation for the time being in force made under it.
- 1.5 A reference to any document such as the Trust’s Constitution and the Trust’s policies are references to those documents as they may be amended from time to time.

2. STATUTORY BASIS FOR APPOINTMENT

- 2.1 Non-Executive Directors hold a statutory office under the 2006 Act. Your appointment is made by the Council of Governors using its powers under schedule 7, paragraph 17(1) of the 2006 Act. This appointment does not create any contract of service or contract for services between you and the Trust.

3. EMPLOYMENT LAW

- 3.1 As an office-holder, you are neither an employee nor a worker. This appointment does not fall within the jurisdiction of Employment Tribunals, nor is there any entitlement for compensation for loss of office.

4. THIS AGREEMENT

- 4.1 This Agreement constitutes the whole agreement between you and the Trust and supersedes any prior written or oral agreements, representations or understandings between the Parties. The Parties confirm that they have not entered into this Agreement on the basis of any representation that is not expressly incorporated into this Agreement. Nothing in this Agreement excludes liability for fraud.
- 4.2 No failure or delay by either Party in exercising any right, power or privilege under this Agreement shall impair the same or operate as a waiver of the same nor shall any single or partial exercise of any right, power or privilege preclude any further exercise of the same or the exercise of any other right, power or privilege.
- 4.3 Any amendments to this Agreement can only be made by the Council of Governors following, if necessary, appropriate consultation with you.

5. POST TITLE AND REPORTING ARRANGEMENTS

- 5.1 Your appointment is to the position of Chair, with full voting rights as a member of the Board.
- 5.2 You shall perform such statutory and other duties and exercise such powers in relation to the Trust as set out in the role description previously provided to you and as the Trust or the Board may from time to time require. You shall serve the Trust to the best of your ability and use your best endeavours to promote the interests and welfare of the Trust.
- 5.3 You are accountable to the Council of Governors who under Schedule 7, paragraph 10A of the 2006 Act has a duty placed on them to hold the non-executive directors individually and collectively to account for the performance of the Board.

6. TERM AND TERMINATION

- 6.1 This Agreement shall commence on **XX XX XX** and, unless terminated earlier, shall expire four years after that date.
- 6.2 You may seek reappointment at the end of your term of office in accordance with the Constitution and subject to Monitors *Code of Governance*, but there is no absolute right to reappointment. All appointments are subject to an open recruitment process.
- 6.3 You may terminate this Agreement at any time by giving notice in writing to the Foundation Trust Board Secretary. You are required to give a minimum of three months' notice. Your resignation will be effective on the earlier of the date specified in the notice or the date three months from when the notice is given.
- 6.4 Your appointment may be terminated by the Council of Governors on any of the following grounds:
 - 6.4.1 That the Council of Governors is of the opinion that it is not in the interest of the health service that you should continue to hold office;
 - 6.4.2 Your non-attendance at three (3) meetings of the Board of Directors within a period of twelve (12) calendar months;

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- 6.4.3 Your failure to comply properly with the requirements of the Constitution with regard to pecuniary interests in matters under discussion at meetings of the Board of Directors or Council of Governors (e.g. failure to disclose such an interest);
 - 6.4.4 Disqualification from membership of the Board of Directors.
- 6.5 Your appointment may be terminated by the passing of a resolution by three-quarters of the members at a general meeting of the Council of Governors in accordance with the process set out at paragraph 26.2 of the Constitution.
- 6.6 Upon termination of this Agreement, howsoever caused, you agree to:
- 6.6.1 immediately deliver to the Trust all Trust property which is in your possession or under your control;
 - 6.6.2 irretrievably delete any information relating to the business of the Trust stored on any magnetic or optical disk or memory card and all matter derived from such sources which is in your possession or under your control outside of the Trust's premises; and
 - 6.6.3 if requested, provide a signed statement that you have complied with the obligations under this clause.

7. REMUNERATION AND ALLOWANCES

- 7.1 As a consequence of your appointment, you are entitled to be remunerated by the Trust for so long as you continue to hold the office of Chair.
- 7.2 The current rate of remuneration payable to the Chair is £40,000 per annum. The rate of remuneration will be reviewed at regular intervals by the Council of Governors, with any increases to salary effective from 1 April. The Council of Governors shall not be obliged to increase your salary in connection with any review. Any changes to remuneration will be notified to you in writing.
- 7.3 You will be paid monthly in arrears on the 27th of each month, unless the 27th falls on a weekend, in which case payment will be made on the Friday before, by credit transfer into a bank or building society account of your choice. The Trust reserves the right to pay you earlier if reasonably appropriate, for example at Christmas or as a result of Bank Holidays.
- 7.4 Remuneration is taxable and subject to Class 1 National Insurance contributions, which will be deducted at source. Any queries relating to these arrangements should be taken up with HM Revenue and Customs. This appointment does not fall within the remit of the NHS Pension Scheme.
- 7.5 You shall be refunded all reasonable out of pocket expenses necessarily incurred by you on Trust business. These expenses shall be approved by the Chief Executive or in such other manner as the Trust may reasonably require and shall be subject to the production of such vouchers, receipts or other evidence of actual payment of the expenses as are required by policies or regulations of the Trust from time to time.
- 7.6 On termination of your appointment, you shall only be entitled to such fees as may have accrued to the date of termination, together with reimbursement in accordance with clause 7.6 of expenses properly incurred before that date.

8. TIME COMMITMENT

- 8.1 You agree to devote whatever time is reasonably necessary for the proper performance of your duties and as is appropriate to the role of Chair. It is anticipated that this will be broadly equivalent to a minimum of two to three days per week, to be worked flexibly including some evenings.
- 8.2 You are expected to attend all meetings of the Board, except where illness or occasional holiday commitments genuinely preclude this.
- 8.3 By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role within the Trust. The written agreement of the Chief Executive must be obtained before you accept any additional commitment that might affect the time that you are able to devote to your role as Chair of the Trust.

9. CONFLICT OF INTERESTS

- 9.1 You shall not, without the written consent of the Chief Executive, engage in any outside employment or accept any commitments that may give rise to a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.
- 9.2 It is acknowledged that you have declared any conflicts of interest that are apparent at present. If you become aware of any (further) actual or potential conflicts of interest, these must be disclosed in accordance with the requirements of the Trust's Constitution. Failure to disclose such interest may be considered by the Trust to be gross misconduct and/or may constitute grounds for your removal from office.

10. APPRAISAL

- 10.1 It is a condition of your term of office that you participate in the Trust's schemes for appraising your performance at such intervals and in such manner as may be provided in the Constitution. You agree to participate in any induction, training and mentoring schemes that may be recommended by any appraisal carried out on your performance or as required of you by the Trust from time to time.

11. OTHER CONDITIONS OF APPOINTMENT

- 11.1 It is a condition of your appointment that you abide by:
 - 11.1.1 the Trust's Constitution, as amended from time to time;
 - 11.1.2 the Trust's Code of Conduct for Directors, Governors and Employees, as amended from time to time;
 - 11.1.3 the Trust's Standing Orders, Standing Financial Instructions and Scheme of Delegation, as amended from time to time;
 - 11.1.4 the Trust's Provider Licence, as amended from time to time; and
 - 11.1.5 the policies and procedures that are adopted by the Trust, as amended from time to time insofar as they are applicable to your role

It is your responsibility to familiarise yourself with these documents and to keep abreast of any amendments. Copies are available on request from the Trust's Human Resources department.

- 11.2 It is a condition of your appointment that you agree to the public disclosure of information by the Trust in relation to your employment in accordance with the 2006 Act, the NHS Foundation Trust Annual Reporting Manual (Monitor, 2014, and any later version of such guidance) and/or any other legal or regulatory requirements that may be imposed on the Trust from time to time.
- 11.3 You are required to confirm in writing in such form as may be prescribed by the Trust, on appointment and thereafter on demand, that:
- 11.3.1 you are not subject to any restrictions which would prevent you from holding the office of director of the Trust;
 - 11.3.2 you do not fall within the definition of an “unfit person” as specified in the Trust’s Provider Licence;
 - 11.3.3 you satisfy the requirements of Regulation 5(3) of the Regulated Activities Regulations; and
 - 11.3.4 you do not meet any of the criteria for disqualification as a director outlined within the Trust’s constitution.
- 11.4 Failure to provide the confirmation or notification described in clause 11.3 above and/ or clause 11.5 below without good reason within 14 days of such confirmation or notification being demanded or required (as applicable) shall be referred to the Council of Governors and is likely to be considered a disciplinary matter.
- 11.5 If you are disqualified from continuing as a Director on any of the grounds set out in clause 11.3 above, you shall immediately give notice in writing to the Foundation Trust Board Secretary. Receipt of such notice shall be taken as your resignation as Chair of the Trust.
- 11.6 You are required to declare immediately to the Foundation Trust Board Secretary in writing if you are ever arrested, have any pending prosecutions or convictions (including driving offences) or if you have accepted any police cautions. Failure to disclose this information may result in the termination of your appointment and this Agreement by the Council of Governors.
- 11.7 You warrant that you are entitled to work in the United Kingdom without any additional approvals and you will notify the Trust immediately if you cease to be so entitled during your appointment.

12. CONFIDENTIALITY

- 12.1 You agree that at all times, both during and after termination of your employment for whatever reason:
- 12.1.1 all matters relating to any patient’s diagnosis and treatment which come to your attention will be kept strictly confidential and under no circumstances will such information be divulged or passed on by yourself to any unauthorised person(s).
 - 12.1.2 you will keep secret and not use (except to the extent that disclosure and/or use is expressly authorised by the Trust and/or is required for the proper performance of your responsibilities under this Agreement) any information belonging to the Trust which is of a secret or confidential nature and/or of value to the Trust.

- 12.2 Examples of information that the Trust regards as confidential include, but are not limited to:
- 12.2.1 information about the Trust’s future plans, including proposals under consideration, which have not been published
 - 12.2.2 copies of minutes of, and reports presented to, meetings which are not held in public
 - 12.2.3 information about the Trust’s financial affairs (including costings, budgets, turnover and other financial information);
 - 12.2.4 information about the Trust’s commercial models or market share
 - 12.2.5 any documents relating to capital investments or tender processes involving the Trust.
- 12.3 For the avoidance of doubt, the obligation referred to in clause 12.1 above applies whether or not the information is marked as confidential.
- 12.4 The obligation of confidentiality contained in clause 12.1 does not apply to:
- 12.4.1 any use or disclosure required by law;
 - 12.4.2 any information which is already in, or comes into, the public domain otherwise than through your unauthorised disclosure; or
 - 12.4.3 any information which is provided to you without restriction or disclosure by a third party, who did not breach any confidentiality obligations by making such a disclosure.
- 12.5 The agreement referred to in clause 12.1 above does not remove your right to refer to the Trust’s Raising Concerns at Work Policy which enables you to raise concerns about malpractice at an early stage and in the right way where you consider the interests of others or the organisation is at risk (“whistleblowing”).

13. INFORMATION GOVERNANCE

- 13.1 In the course of your duties you are required to observe and follow the requirements set out by information governance rules, policies, standards and procedures. You must ensure you are aware of the handling requirements, take personal responsibility for the quality of data recorded, protect information at all times and that you do not attempt to breach information security in any way. Further information can be obtained from the Trust’s Information Governance department, Senior Information Risk Owner or Caldicott Guardian.

14. DATA PROCESSING

- 14.1 In discharging your responsibilities under this Agreement you may be required to hold, disclose, use or otherwise process personal data (having the meaning given to it under the Data Protection Act 1998). You shall ensure that all personal data is held, disclosed, used or otherwise processed only under instructions from the Trust for lawful purposes and in accordance with the Data Protection Act 1998.
- 14.2 You consent to the Trust processing data relating to you for legal, personnel and administrative purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 1998) relating to you including, as appropriate:

- 14.2.1 information about your physical or mental health or condition in order to monitor sick leave and take decisions as to your fitness to work;
- 14.2.2 your racial or ethnic origin or religious or similar information in order to monitor compliance with equal opportunities legislation;
- 14.2.3 in order to comply with legal requirements and obligations to third parties.

15. USE OF IT EQUIPMENT

- 15.1 The Trust may monitor the use of its IT equipment and systems, including internet usage and websites visited. The Trust reserves the right to monitor the content of e-mails to ensure compliance with its policies.
- 15.2 You shall comply with any acceptable use policy that the Trust may publish from time to time. You shall report any unacceptable use of the Trust's IT systems to the Chief Executive immediately.

16. GENERAL

- 16.1 If any provision of this Agreement is prohibited by law or judged by a court to be unlawful, void or unenforceable, the provision shall, to the extent required, be severed from this Agreement and rendered ineffective as far as possible without modifying the remaining provisions of this Agreement, and shall not in any way affect any other circumstances of or the validity or enforcement of this Agreement.
- 16.2 The validity, construction and performance of this Agreement shall be governed by English law and shall be subject to the exclusive jurisdiction of the English courts to which the Parties submit.
- 16.3 For the purposes of the Contracts (Rights of Third Parties) Act 1999, this Agreement is not intended to, and does not give any person who is not a party to it any right to enforce any of its provisions.
- 16.4 Provided you act honestly and in good faith, you will not have to meet out of your personal resources any personal civil liability which is incurred in the execution or purported execution of your functions, unless you have acted recklessly. Any costs arising in this way will be met by the Trust.
- 16.5 No liability can be accepted for the loss of or damage to personal belongings on the Trust's premises. You are therefore advised to insure any belongings against all such risks.
- 16.6 In some circumstances, you may consider that you need independent professional advice in order to discharge your responsibilities as a Non-Executive Director and it may be appropriate for you to seek advice from independent advisers at the Trust's expense. The Trust Secretary is responsible for arranging access for directors to independent advice.
- 16.7 By signing this contract, you irrevocably waive all moral rights in all works embodying Intellectual Property Rights made wholly or partially by you in the provision of your services to the Trust, to which you are now or may at any future time be entitled under the Copyright, Designs and Patents Act 1988 (and all similar rights in other jurisdictions), and all similar rights relating to any copyright which forms part of the Intellectual Property

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Rights and you agree not to support, maintain or permit any claim for infringement of moral rights such as copyright works.

This Agreement has been entered into on the date stated at the beginning of it.

Kevan Taylor
Chief Executive
For and on behalf of the Trust

Chair
(NAME)