

Non-Executive Director Role Description

1. Introduction

Non-Executive Directors play a crucial role in bringing an independent perspective to the boardroom, in addition to any specific knowledge and skills they may have. Non-Executive Directors have a duty to uphold the highest standards of integrity and probity and to foster good relations in the boardroom. They should apply similar standards of care and skill in their role as a Non-Executive Director of an NHS Foundation Trust as they would in similar roles elsewhere.

Non-Executive Directors are expected to participate fully as members of Committees of the Board of Directors to which they are appointed and to take the role of Committee Chair when so appointed.

Non-Executive Directors will meet periodically with the Trust Chairman in the absence of Executive Directors to discuss issues of interest or concern.

Non-Executive Directors will meet at least once a year with the Senior Independent Director in the absence of the Trust Chairman to participate in the Trust Chairman's appraisal and the setting of objectives for the Trust Chairman. In exceptional circumstances they may be asked to meet with the Senior Independent Director to attempt to resolve issues concerning the Trust Chairman's performance or to take action in that respect.

2. The Non-Executive Director Role

Non-Executive Directors have a responsibility to:

- support the Trust Chairman, Chief Executive and Executive Directors in promoting the NHS Foundation Trust's values;
- support a positive culture throughout the NHS Foundation Trust and adopt behaviours in the boardroom and elsewhere that exemplify the corporate culture;
- constructively challenge the proposed decisions of the Board of Directors and ensure that appropriate challenge is made in all circumstances;
- help develop proposals on priorities;
- help develop proposals on risk mitigation;
- help develop proposals on values and standards;
- contribute to the development of strategy.

Non-Executive Directors have a duty to:

- scrutinise the performance of the Executive management in meeting agreed goals and objectives;
- satisfy themselves as to the integrity of financial, clinical and other information;
- satisfy themselves that financial and clinical quality controls and systems of risk management and governance are sound and that they are used;
- commission and use external advice as necessary;

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- ensure that they receive adequate information in the form that they specify and to monitor the reporting of performance.

Non-Executive Directors are responsible (acting in the appropriate Committees) for:

- determining appropriate levels of remuneration of Executive Directors;
- participating in the appraisal of Executive Directors, their fellow Non-Executive Directors and the Trust Chairman;
- appointing the Chief Executive (with the approval of the Council of Governors);
- appointing other Executive Directors along with the Chief Executive;
- where necessary removing Executive Directors;
- succession planning for key executive posts.

3. Relations with the Council of Governors

Non-Executive Directors should:

- 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 NHS Foundation Trust;
- take into account the views of Governors and other members to gain a different perspective on the NHS Foundation Trust and its performance;
- have an on-going dialogue with the Council of Governors on the progress made in delivering the NHS Foundation Trust's strategic objectives, the high level financial and operational performance of the NHS Foundation Trust;
- receive feedback from the Council of Governors regarding performance and ensure that the Board of Directors is aware of this feedback.

4. Induction and refreshing skills

It is essential that new Non-Executive Directors become conversant at the earliest opportunity with the NHS Foundation Trust's business activities, its strategy and the main areas of risk.

Non-Executive Directors should:

- participate in the NHS Foundation Trust's induction programme including partnering Executive Directors, attending briefings, meetings and reading induction materials;
- familiarise themselves with the key challenges and areas of risk facing the NHS Foundation Trust;
- take opportunities to develop and refresh their knowledge and skills and ensure that they are well informed in respect of the main areas of the NHS Foundation Trust's activity.

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5. Time commitment

Prior to taking the appointment successful candidates should inform the Council of Governors of any other time commitments. Once appointed Non-Executive Directors should inform the Trust Chairman of any changes to their time commitments. It is the responsibility of each Non-Executive Director to ensure that they can make sufficient time available to discharge their responsibilities effectively.