

## Executive Director as a Member of the Board of Directors Role Description

### The Board of Directors role

In addition to and separate from their management duties, as Board of Directors members, Executive Directors have the same duties and responsibilities as their Non-Executive Director colleagues (see the Non-Executive Director role description). The Executive Director's role as a Board of Directors member covers all of the business of the Board of Directors, not just their management specialism.

Executive Directors share the Board of Directors' collective and individual responsibility for the decisions of the Board of Directors. Executive Directors, as Board of Directors members, share the same legal liabilities as Non-Executive Directors. Executive Directors are expected to 'own' all Board of Directors decisions and act in accordance with collective decisions.

### Appropriate challenge

While Executive Directors are likely to have the most detailed knowledge of their particular area of professional expertise, they should understand and welcome the need for constructive challenge from both Non-Executive Directors and their Executive Director colleagues. They should be open to having their proposals and reports tested in the light of the different managerial experience of their executive colleagues and the broader experience that Non-Executive Directors bring to the Board of Directors.

### Information

Executive Directors have a particular responsibility for ensuring that the information provided to the Board of Directors is accurate, timely, of high quality and is presented in an appropriate form. Executive Directors also have a responsibility to ensure that the Council of Governors is provided with accurate, timely high quality information in the form required by the Council.

### Accountability

Legislation specifies that Governors hold the Non-Executive Directors to account for the performance of the Board of Directors. In practice, Executive Directors will need to provide support in facilitating good accountability relationships, for example, Non-Executive Directors may require timely information from the Executive Directors to support their dialogue with the Council of Governors (to enable the latter to form a view of the Board of Directors' performance).

### Induction

The induction process for Executive Directors should include induction on their wider Board of Directors responsibilities. In common with their Non-Executive colleagues, Executive Directors should be given opportunities to refresh their skills and knowledge as Board of Directors members to complement their professional development.

Approved by the Board of Directors on 6 November 2014

Author : Julie Hill, Trust Board Secretary Document Approved by: Brian Stables, Trust Chairman Agenda Item:11	Date: 02 October 2014 Version: 1.0 Page 1 of 1
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