

## Trust Chairman Role Description

### General

The Trust Chairman 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 of Directors 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 effective working relationships with all Executive Directors, in particular with the Chief Executive, providing support, guidance and advice;
- promoting an understanding of the role of the Board of Directors, the role of Non-Executive Directors and the role of Executive Directors;
- leadership of the Board of Directors and the Council of Governors, ensuring that the Board of Directors and Council of Governors work together effectively.

### Board of Directors logistics

The Trust Chairman 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 of Directors policies and procedures;
- regularly reviewing the composition of the Board of Directors and considering succession planning for the Board (working with the Board of Directors and Council of Governors Nominations and Remuneration Committees as appropriate);
- appointing effective and suitable individuals to be members and chairs of the Board of Directors' Committees;
- working with and supporting the Trust Board Secretary in their Board governance role.

### The Trust Chairman and the Board of Directors

The Trust Chairman is responsible for:

- ensuring that the Board of Directors as a whole pays a full part in the development and determination of the NHS Foundation Trust's vision, values, strategy and overall objectives, having regard to the views of the Council of Governors;

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 3
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- setting a Board agenda that is focused on quality, strategy, governance and risk and operational and financial performance;
- ensuring that agendas take full account of the important strategic issues and key risks facing the NHS Foundation Trust and that key issues are reserved for Board of Directors decision;
- ensuring that the Board of Directors identifies the key risks the NHS 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 of Directors collectively and individual directors apply sufficient challenge, ensuring that no significant decisions are taken until they have been robustly 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 and consulting the Senior Independent Director on Board of Directors matters;
- leading on Director development, including through induction programmes for new Directors and conducting periodic reviews with each Director in respect of their development needs;
- taking account of their own development needs particularly in respect of the effective operation of the Board of Directors;
- ensuring annual evaluation of the collective and individual performance of Directors and Board of Directors Committees, and acting on the results of the evaluations;
- 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 NHS 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;

### **The Trust Chairman and the Council of Governors**

The Trust Chairman 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 NHS Foundation Trust Members and the general public to the NHS foundation trust;
- ensuring that the Governors have the information, and dialogue with Directors they need to hold the Non-Executive Directors (which includes the Trust Chairman), individually and collectively to account for the performance of the Board of Directors;

Author : Julie Hill, Trust Board Secretary Document Approved by: Brian Stables, Trust Chairman	Date: 02 October 2014 Version: 1.0
Agenda Item:11	Page 2 of 3

- 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 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 Trust Chairman) to account for the performance of the Board of Directors;
- 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 carry out their role effectively;
- ensuring that there is a good flow of information between the Board of Directors, Committees, Council of Governors and members and between senior management and Non-Executive Directors and between individual members of the Council of Governors and senior management.

**Approved by the Board of Directors on 6 November 2014**

Author : Julie Hill, Trust Board Secretary Document Approved by: Brian Stables, Trust Chairman	Date: 02 October 2014 Version: 1.0
Agenda Item:11	Page 3 of 3