

Chief Executive and Trust Chairman – Respective Roles

Introduction

Monitor's Code of Governance (clause A.2.1) states that the division of responsibilities between the Trust Chairman and the Chief Executive should be clearly established, set out in writing and agreed by the Board of Directors.

The list of respective duties below is based on a document produced by the Foundation Trust Network.

Trust Chairman	Chief Executive
Reports to the Board of Directors and is accountable to the Council of Governors for the performance of the Board of Directors.	Reports to the Trust Chairman and to the Board of Directors.
Other than the Chief Executive, no Executive Director reports to the Trust Chairman except the Trust Board Secretary who should have a dotted line to the Trust Chairman on Board of Directors related governance matters.	All members of the management structure report either directly or indirectly, to the Chief Executive.
Ensures effective operation of the Board of Directors and Council of Governors.	Runs the NHS Foundation Trust's business.
Ensures that the Board of Directors as a whole plays a full part in the development and determination of the NHS Foundation Trust's strategy and overall objectives, having regard to the views of the Council of Governors.	Responsible for proposing and developing, in consultation with the Board of Directors, the NHS Foundation Trust's strategy and overall objectives. Once agreed, responsible for their implementation, putting appropriate resources and risk management systems in place.
The guardian of the Board of Directors' decision-making processes.	Implements the decisions of the Board of Directors and its Committees.
Leads the Board of Directors and presides over and leads the Council of Governors.	Ensures the provision of information and support to the Board of Directors and Council of Governors.
Ensures the Board of Directors and Council of Governors work together	Facilitates and supports effective joint working between the Board of Directors

Trust Chairman	Chief Executive
effectively.	and Council of Governors.
Oversees the operation of the Board of Directors and sets its agenda.	Provides input to the Board of Directors' agenda on behalf of the Executive Team.
Sets clear expectations concerning the NHS Foundation's Trust's culture, values and behaviours, including setting the style and tone of discussions at Board of Directors meetings.	Communicates the expectations of the Board of Directors concerning culture, values and behaviours to all employees.
Ensures the Board of Directors' and Council of Governors' agendas take full account of the important issues facing the NHS Foundation Trust.	Ensures the Trust Chairman is aware of the important issues facing the NHS Foundation Trust and proposes agenda items accordingly.
Ensures the Board of Directors and Council of Governors receive accurate, timely and clear information.	Ensures reports to the Board of Directors contain accurate, timely and clear information.
Ensures compliance with the Board of Directors' approved procedures.	Ensures the compliance of the Executive Team with the Board of Directors' approved procedures.
Arranges informal meetings of the Board of Directors to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	Ensures that the Trust Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the NHS Foundation Trust.
Proposes a schedule of matters reserved to the Board of Directors; proposes terms of reference for each Board of Directors Committee and proposes other Board of Directors policies and procedures.	Provides input as appropriate on changes to the schedule of matters reserved to the Board of Directors and Committee Terms of Reference.
Facilitates the effective contribution of all members of the Board of Directors and the Council of Governors. Ensures that constructive relations exist between Executive and Non-Executive members of the Board of Directors; between elected and appointed members of the Council of Governors and between the Board of Directors and the Council of Governors.	Supports the Trust Chair in facilitating effective contributions and sustaining constructive relations between Executive and Non-Executive members of the Board of Directors; elected and appointed members of the Council of Governors and between the Board of Directors and the Council of Governors.

Trust Chairman	Chief Executive
Ensures that the Non-Executive Directors understand their accountability, individually and collectively, to the Council of Governors for the performance of the Board of Directors.	Provides, with the Executive Team, support to the Non-Executive Directors in order to facilitate the accountability relationship.
Presides over the Council of governors in holding the Non-Executive Directors to account ensuring the accountability process works effectively.	Supports the Trust Chair in delivering an effective accountability process.
Chairs the Nominations and Remuneration Committees and initiates, with the Committee succession planning measures at Board of Directors level to ensure appropriate Board of Directors composition and refreshment.	Provides information and advice on succession planning to the Trust Chairman and relevant Board of Directors Committees, particularly in respect of Executive Directors.
Proposes the membership and the Chairs of Board of Directors Committees.	If so appointed by the Board of Directors serve on any Committee.
Ensures effective communication on the part of the NHS Foundation Trust with patients, members, clients, staff and other stakeholders.	Leads the communication programme with members and stakeholders.
Leads the provision of a properly constructed induction programme for new Directors.	Contributes to induction programmes for new Directors and ensures that appropriate management time is made available for the process.
Leads in updating the skills and knowledge and in meeting the development needs of individual Directors and of the Board of Directors as a whole.	Ensures that the development needs of the Executive Directors and other senior management staff are identified and met.
Ensures that members of the Council of Governors have the necessary skills, knowledge and familiarity with the NHS Foundation Trust to fulfil their role.	Ensures the provision of appropriate development, training and information for the Council of Governors.
Ensures that the performance of the Board of Directors and Council of Governors as a whole, their Committees, and individual members of both are	Ensures that performance reviews are carried out at least once a year for each of the Executive Directors. Provides input to the wider Board of Directors and Council

Trust Chairman	Chief Executive
periodically assessed. This will include an externally led assessment at least once in every three years.	of Governors' evaluation process.
Promotes the highest standards of integrity, probity and corporate governance throughout the organisation and particularly at Board of Directors level.	Conducts the affairs of the NHS Foundation Trust in compliance with the highest standards of integrity, probity and corporate governance. Promotes continuing compliance across the organisation.
Ensures a good flow of information each way between the Board of Directors, Board of Directors Committees, the Council of Governors, senior management and Non-Executive Directors.	Provides effective information and communication systems.

Approved by the Board of Directors on 6 November 2014