**ROLE DESCRIPTION**

Post title: Non-executive Director

Reports to: Chair of the Trust

Accountable to: Chair of the Trust and the Council of Governors

Liaises with: Trust Board members (non-executive directors, executive directors), governors, senior managers, senior clinicians, Trust staff, service users, carers and the public, and other NHS Board members (at system and Place) \*.

\*‘Place’ means Leeds or York and ‘System’ refers to the Integrated Care System we mainly operate in, which is West Yorkshire.

**Overall Purpose**

A non-executive director will work alongside other non-executives, the Chair of the Trust, and the executive directors as equal members of the Board of Directors (part of the unitary Board). They will be expected to use their skills, knowledge, and expertise to direct the work of the Trust. It will be important for non-executive directors to be able to understand the complexity of the system we work within and operate beyond organisational boundaries. Also, they need to be comfortable with the ambiguity that working across these boundaries sometimes brings.

Non-executive directors will be expected to forge strong links with the Council of Governors as the Council will be responsible for holding the non-executive directors to account both individually and collectively for the performance of the Board.

Non-executive directors may also be required to chair selected sub-committees of the Board of Directors in accordance with the Standing Orders, Standing Financial Instructions and the scheme of delegation.

The Board of Directors is collectively responsible for the delivery of services and for directing and supervising the affairs of the Leeds and York Partnership NHS Foundation Trust.

We are a successful organisation and want to be consistently recognised as one of the best in the NHS. You will use your skills and experience to contribute to making this a reality. This includes ensuring:

* We continually develop the quality of service-to-service users;
* We continually progress towards clinical excellence;
* That national standards for the delivery of services are met;
* We are active and respected in local and system partnerships;
* The Trust has robust and effective systems and processes for all aspects of governance; and
* The Trust continues to be a going concern by, for example, maintaining financial viability and using resources effectively within appropriate financial controls.

Directors must also demonstrate high standards of corporate and personal conduct and the non-executive directors will bring independent and objective judgement to bear on issues of strategy, performance, and resources.

Non-executive directors of an NHS Foundation Trust hold office under the Constitution of the Trust, which must comply with the NHS Act 2006, as amended by the Health and Social Care Act 2012 (and any future amendments) and will share responsibility with the Chair of the Trust and other directors of the Trust for the success of the organisation using the available resources to deliver healthcare and improve the health of local people.

**Main duties and responsibilities**

Strategy

* Work with fellow directors as part of a unitary Board to set the Trust’s strategic aims, ensuring that the necessary financial, commercial, service and workforce plans are in place for the Trust to meet its objectives, and that performance is effectively monitored and reviewed; and
* Provide independent judgement and advice on issues of strategy, vision, performance, resources, and standards of conduct and constructively challenge, influence and help the Board of Directors develop proposals on such strategies;
* Provide innovative leadership to the Trust within a framework of prudent and effective controls, which enable risk to be assessed and managed;
* Set and uphold the Trust’s values and standards, ensuring its obligations to its stakeholders and the wider community are understood and fairly balanced at all times;
* Obtain assurance that clinical, financial and other performance information is accurate and that controls and risk management systems are robust and defensible;
* Commit to working to and encouraging within the Trust the highest standards of probity, integrity and governance and contribute to ensuring that the Trust’s internal governance arrangements confirm with best practice and statutory requirements;
* Chair (or participate) in committees established by the Board of Directors to exercise delegated responsibility for being assured on the areas of responsibility delegated by the Board to that committee;
* Obtain assurance that the Trust has appropriate processes and procedures to deliver high standards of professional, clinical, administrative and personal behaviour across the trust;
* Engage positively and collaboratively in Board discussion of Trust business and act as an ambassador for the Trust in engagement with stakeholders including the local community.

Partnerships

* Have an understanding of the partnership working arrangements at ‘Place’ and ‘Integrated Care System’ level and how this might impact on the way in which we formulate our strategy;
* Be able to understand the complexity of the system we work within; operate beyond organisational boundaries and be comfortable with the ambiguity of working across these boundaries at a national, system, and Place level; and
* Be aware of and understand the governance arrangements for cross-organisation working and the impact these arrangements may have on the way in which the Board of Directors operates.

People

* Lead by example in relation to equality, diversity and inclusion ensuring this is at the centre of the work of the Board and its considerations regarding service delivery, workforce and leadership. Staff, service users, carers, governors and members of the public must be treated equally irrespective of any protected characteristic;
* As a member of the Board’s committees, appoint, support, encourage, and, if necessary, remove senior executives; and
* Contribute to the determination of appropriate levels of remuneration for executive directors.

Outcomes

* Work with fellow directors as part of a unitary Board having regard for the equality of assurance and accountability each Board member has for the outcomes and achievements of the Trust;
* In accordance with agreed Board procedures, monitor the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties;
* Provide assurance to the Council of Governors (by whatever means may be determined) as to how the non-executive directors (both individually and collectively) have held the executive directors to account for the performance of the Board;
* Participate in ‘service visits’ and other processes of engagement with staff and service users (either face-to-face or virtually) to help identify issues and provide assurance about the effectiveness of the Board’s leadership of the Trust; and

Professional acumen

* Be aware of and understand relevant regulatory and central government policies;
* Act as a Trustee of the charitable funds;
* Bring independent judgement and experience based on expertise from outside the Trust and apply this to the benefit of the Trust, its stakeholders and its wider community;
* Identify own training and development needs and undertake appropriate training / education as required. It is recognised that some areas of skills will need to be developed during an individual’s appointment as a NED. Help, support and opportunities will be offered with this;
* Participate in an annual individual performance review process where objectives will be agreed, performance monitored and personal development needs discussed;
* Carry out all statutory and compulsory training as determined appropriate for NEDs as and when required;
* Where required, carry out the duties of a Mental Health Act Manager as determined by the Mental Health Act and the Trust’s internal processes agreed by the Board of Directors. The extent to which non-executive directors are required to carry out these duties would be by agreement with the Chair of the Trust;
* Act responsibly in respect of colleague’s health, safety and welfare following safe work practices and complying the Trust’s Health and Safety Polices; and
* Adhere to all Trust policies as applicable to the role of NEDs.

General

* One of the independent non-executive directors will also be appointed as the Senior Independent Director;
* The role of Deputy Chair is a developmental role and would be undertaken by a NED appointed to this role as ratified by the Council of Governors, for a period which would be agreed by the Council of Governors; and
* Individuals will be expected to be able to engage in both remote meetings as well as face-to-face therefore applicants should consider: their geographical location and ability to travel to the Trust, their levels of IT literacy and ability including the ability to use Microsoft Teams / Zoom etc; and the reliability of their broadband connection. A laptop will be provided, and IT support will be available where this is required.

Remuneration

Remuneration, as determined by the Appointment and Remuneration Committee and ratified by the Council of Governors is currently £12,939 per annum and is subject to an annual review. Appropriate allowances for travel and subsistence costs will also be paid (in accordance with Agenda for Change rates). There will also be an honorarium paid of £1,000 for those non-executive directors who chair a Board sub-committee in recognition of the extra work this generates. This honorarium will be applicable to any one of the following Board sub-committees: Quality Committee, Mental Health Legislation Committee, Finance and Performance Committee or the Workforce Committee).

The Council of Governors’ Appointments and Remuneration Committee will review and recommend levels of future, remuneration, subject to the Council of Governors final ratification.

**PERSON SPECIFICATION**

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| **Essential Criteria for this post** | **Method of measurement** |
| 1. Applicants must have an understanding of the complex environment in which the NHS operates including cross-boundary working to ensure quality of care for all our service users. Specifically, applicants must have recent experience in a senior role with a demonstrable track-record within clinical governance and / or have a clinical background. They must be able to supportively challenge the quality agenda within the Trust and will be the chair of the Trust’s Quality Committee. 2. Applicants must have an understanding of the complex environment in which the Trust operates including cross-boundary working to ensure the development of our services internally and also at system and Place level. Specifically, applicants will have recent experience at a senior level within a complex commercial business / third sector / non-public sector organisation with a knowledge of fostering partnership working to create opportunities to enhance the services we provide. Applicants should have experience of working in complex organisations, or of working with numerous partners 3. Applicants must have an understanding of the complex environment in which the Trust operates including cross-boundary working to ensure we work with partners to provide opportunities to support the development of our current and future staff. Specifically, applicants will have recent experience at a senior level within a higher education environment. Applicants should have experience of working in complex organisations, or of working with numerous partners. | Application  Interview |

| **Essential Criteria** | **Method of measurement** |
| --- | --- |
| At least two years’ experience of working at Board level or in senior leadership positions in a complex, changing organisation. | Application |
| Ability to interpret and critically appraise complex board papers | Application  Interview |
| Able to be independent in judgement and character and to challenge appropriately. | Application  Interview |
| Understanding of the components of a complex organisation and the processes of planning, financial control, performance management and assurance that deliver its objectives | Application  Interview |
| Be able to understand the complexity of the system we work within and operate beyond organisational boundaries and be comfortable with the ambiguity of working across these boundaries at a national, system and Place level. | Application  Interview |
| Excellent diplomatic, interpersonal and communication skills, with the ability to engage a wide-ranging audience and network effectively with a variety of organisations/individuals within and outside the NHS. | Application  Interview |
| Passionate about mental health care and learning disabilities issues, and achieving the best for service users. | Application  Interview |
| Commitment to service user and staff equality, diversity and inclusion ensuring this is at the centre of the work of the Board and its considerations regarding service delivery, workforce and leadership.; | Application  Interview |
| Commitment to NHS values. | Application  Interview |
| A strong personal commitment to the Trust’s values which are:   * We have integrity * We are caring * We keep it simple. | Application  Interview |
| Politically astute, with the ability to grasp relevant issues think creatively and understand relationships between interested parties. | Interview |
| Sound knowledge of and commitment to corporate governance. | Application  Interview |
| Strong business and financial acumen. | Application  Interview |
| Must meet the Fit and Proper Person requirements as set out in the Constitution, Provider Licence and the CQC regulations | Declaration and background checks |
| Eligible to be a member of the Trust. | Application |
| Flexibility regarding time commitment and the ability to travel. | Application |

| **Desirable Criteria** | **Method of measurement** |
| --- | --- |
| Experience or demonstrable understanding of issues faced by those living with mental health problems and or learning disabilities | Application |
| Awareness and understanding of requirements of working in a regulated environment | Application  Interview |
| A strong personal commitment to public service values (Nolan Principles) of accountability, probity, openness and equality of opportunity. | Application  Interview |
| Some understanding of the legal duties, liabilities and responsibilities of Non-executive Directors. | Application  Interview |
| Understanding of the NHS political and operational environment. | Application  Interview |
| Evidence of continuing professional/personal development. | Application |

**APPOINTMENT AND TENURE OF OFFICE**

Appointment, Tenure and Termination of Office

A non-executive director is appointed by the Council of Governors for an initial period of up to 3 years, subject to satisfactory appraisal by the Chair of the Trust. Further appointments will be subject to a process agreed by the Council of Governors. An incumbent non-executive director may apply to be re-appointed for a second term of up to 3 years, if they meet the necessary criteria. A third term would only be considered in exceptional circumstances and would be subject to rigorous review (a process for which will be defined by the Council of Governors).

A non-executive director may be removed from office by NHS Improvement or the Council of Governors, in accordance with the Constitution. Any previous positions as a non-executive director with predecessor organisations do not count towards the maximum term as a NED of this Trust.

The post is a public appointment or statutory office and is not subject to the provisions of employment law. A non-executive director is an appointee not an employee. To ensure that public service values are maintained at the heart of the NHS, all Directors are required, on appointment, to agree to and abide by the Board of Directors’ Code of Conduct.

Time Commitment

There is likely to be a need for ‘on site’ presence for the equivalent of 2 ½ days and up to 4 days if a chair or member of a sub-committee per month (as a minimum) plus some time for reading and meeting preparation. This time may be required during the working day or in the evening. This may also include working at locations external to the Trust, which may include some travel. Some flexibility is required dependent upon the needs of the Trust, and the individual should also be available should an emergency occur which requires the attention of a non-executive director. All members of the Board of Directors are expected to attend Board meetings and Board development / strategic discussion sessions. These normally take place on the last Thursday of each month.

**DISCLOSURE AND BARING SERVICE (DBS) CHECK**

Non-executive directors may occasionally have access to children and vulnerable adults through their work for the Trust. To safeguard service users by identifying unsuitable candidates any appointment will be dependent upon the satisfactory completion of an enhanced disclosure through the Disclosure and Baring Service. Checks will be carried out by the Trust after appointment and before the individual takes up full duties.

**FIT AND PROPER PERSON REQUIREMENTS**

All organisations regulated by the Care Quality Commission need to ensure that successful candidates meet the Fit and Proper Persons Requirement (Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014). This means that the care provider must not appoint a director unless:

* The individual is of good character
* The individual has the qualifications, competence, skills and experience which are necessary for the relevant office or position or the work for which they are employed or appointed
* The individual is able by reason of their health, after reasonable adjustments are made, to properly perform tasks which are intrinsic to the office or position for which they are appointed or to the work for which they are employed
* The individual has not been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether lawful or not) in the course of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity
* None of the ground of unfitness specified in Part 1 or Schedule 4 apply to the individual (e.g. bankruptcy, sequestration and insolvency, appearing on barred lists and being prohibited from holding directorships under other laws).

Good character is measured by the criteria set out in Part 2 of Schedule 4 of the Regulations:

* Whether the person has been convicted in the UK of any offence or been convicted elsewhere of any offence which if committed in any part of the UK would constitute an offence
* Whether a person has been erased, removed or struck off a register maintained by a regulator of a health or social work professional body.