**Role Description - Chair of the Trust**

**Overall Purpose**

The Chair’s main role is to provide clear leadership of the Board of Directors, demonstrate an ability to set the Board agenda and lead the other non-executive directors (NEDs) in holding the executive directors to account for the satisfactory operation and management of the Trust, whilst at the same time ensuring the Board plays a full role in the determination and achievement of the organisation’s strategy and objectives.

The Chair will lead both the Board of Directors and the Council of Governors and is a key representative of the Trust within the local communities served and the wider Integrated Care System. They will ensure the Trust always meets the needs of those individuals in our care and addresses all clinical and financial challenges through the delivery of safe, high quality and cost-effective services.

The Chair will work in partnership with the Chief Executive to build strong external relationships with key stakeholders at a local ’Place’, Integrated Care System and national level in order to promote the purpose of the Trust; upholding the values of the Trust, by example, ensuring that the organisation promotes equality and diversity for all its service users, staff and other stakeholders. The Chair may on occasion be requested to act as external assessor on the appointment panels for non-executive members of other Trusts within the wider partnership footprint.

The Chair will demonstrate and ensure the highest standards of probity and governance in the business of the Board and ensure that the Trust acts within the requirements of its licence conditions.

They will act as a critical friend to the Chief Executive; providing a safe and confidential space to explore ideas or challenging or sensitive situations, with supportive challenge where appropriate.

**Main duties and responsibilities**

Strategy

The Chair will ensure:

* Clear objectives are established to deliver agreed plans and the strategy to meet the licence conditions, and that performance is regularly reviewed against those objectives
* The effective implementation of Board decisions by the Chief Executive and the senior management team
* The Chief Executive is held accountable for the effective management and delivery of the organisation’s goals and strategic objectives
* The long-term sustainability of the Trust
* The Trust is able to capitalise on its freedoms and status as a foundation trust
* A close and constructive relationship is developed with the Chief Executive and other Board members, providing support and guidance, whilst respecting executive responsibility, including conducting a performance appraisal of the Chief Executive at least annually and an appraisal of how each executive director has performed as a member of the Board of Directors
* They provide coherent leadership to the Trust including, in conjunction with the Chief Executive and others; representing the Trust to service users, members, governors, the ICS, government, fellow NHS bodies, regulators, the media and wider stakeholders.

Compliance

The Chair will ensure the Trust:

* Complies with its licence, the constitution and any other applicable legislation and regulations
* Maintains mandatory services and retains protected property, as defined in the licence conditions
* Maintains financial viability, using resources effectively, controlling and reporting on financial affairs, in accordance with the requirements set out by NHS Improvement
* Works with appropriate external stakeholders including the pace-based commissioning committees and ICS to ensure the effective delivery of services commissioned through contracted arrangements
* Establishes and promotes the highest standards of corporate and clinical governance, in compliance with the NHS Foundation Trust Code of Governance, other regulatory requirements and best practice
* Develops and maintains a constructive relationship with NHS England, CQC and other healthcare inspectorates and regulators.

Board Leadership, Development and Communication

The Chair will:

* Be responsible for ensuring there is an appropriate programme of Board development and succession planning
* Provide visible leadership in developing a positive culture for the Trust, ensuring that this is reflected and modelled in their personal behaviour and in the Board of Directors’ behaviour and decision making
* Provide leadership to the Board of Directors in setting the strategic direction of the Trust, ensuring their effectiveness in all aspects of its role
* Lead the Board of Directors in setting the Trust’s values and standards
* Chair the Board of Directors, appropriate committees and other meetings of the Trust ensuring their effectiveness in all aspects of its role, including regulatory and frequency of meetings
* Set the agenda, style and tone of Board of Directors’ discussions, to promote effective decision-making and constructive discussion, taking into account the issues and concerns of all directors, as appropriate
* Ensure there is appropriate delegation of authority from the Board of Directors to the senior management team
* Ensure that all directors receive accurate, timely and clear information, including information in respect of the Trust’s current performance, to enable the Board to make sound decisions, monitor effectively and provide advice to promote the success of the Trust
* Ensure that directors are fully informed about all the issues on which the Board will have a decision
* Manage the Board of Directors to allow sufficient time for the discussion of complex or contentious issues, ensuring that directors have appropriate time to consider critical issues, obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision-making
* Facilitate the effective contribution of non-executive director of Board and committee meetings and encourage active engagement by all Board members
* Ensure effective and constructive relations are established and maintained between executive directors, non-executive directors and governors, in furtherance of the goals of the Trust
* Ensure an effective communications and engagement strategy between the Board of Directors, governors, members and wider stakeholders
* Hold meetings with the non-executive directors as a group or as individuals, without the presence of executive directors
* Ensure the cohesiveness of the non-executive director team, including appraisal and development of individual non-executive directors and appropriately managed deployment of their time and responsibilities
* Ensure that new directors participate in a full, formal and tailored induction programme
* Ensure that the development needs of individual non-executive directors are identified and met
* Identify the development needs of the Board of Directors as a whole, to enhance their overall effectiveness as a team
* Ensure the performance of the Board of Directors, its committees and individual directors is evaluated at least annually, acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board of Directors
* Build an effective, diverse and strong Board of Directors and, with the Appointment and Remuneration Committee of the Council of Governors, initiate change and succession planning for non-executive director appointments, subject to governor approval, so as to meet the needs of the trust
* Ensure the continual improvement in quality and calibre of executives, working with the Chief Executive and through the Nominations Committee to ensure the optimal composition of executives and their portfolios on the Board of Directors
* Ensure the appropriate Fit and Proper Person Test (FPPT) is carried out for all new Board members and thereafter on an on-going basis
* Oversee the application of the Board of Directors’ Code of Conduct and if in the Chair’s opinion an individual director has failed to observe any part of the code take such action as may be deemed immediately necessary until the matter is investigated or resolved.

Council of Governors Leadership and Development

The Chair will:

* Be responsible for ensuring there is an appropriate programme of governor development
* Provide leadership of the Council of Governors in holding the Board of Directors to account in its development of the strategic direction of the Trust and ensuring their effectiveness in all aspects of their role
* Chair Council, committee, other ad hoc governors’ meetings including the Annual Members Meeting of the Trust
* Lead the Council of Governors and ensure effectiveness in all aspects of its role, including regulatory and frequency of meeting
* Ensure a clear structure for, and effective running of, Council meetings, and any committees
* Set the Council of Governors’ agenda, taking into account the issues and concerns of all governors, as appropriate.
* Ensure the agenda is forward-looking, concentrating on strategic matters, and discussed in a style and tone which promotes effective decision-making and constructive discussion
* Ensure that all Governors receive accurate, timely and clear information, including information on the Trust’s current performance, to enable the Council of Governors to make sound decisions, monitor effectively and provide advice to promote the success of the Trust
* Facilitate the effective contribution of governors at the Council and committee meetings, as appropriate, and encourage active engagement by members through the governors
* Bring governor views and activities to the attention of the directors at Board meetings, as appropriate
* Ensure effective and constructive relations are established and maintained between governors, non-executive, and executive directors, in furtherance of the goals of the Trust, taking due regard for the views of the Council of Governors, where appropriate
* Ensure in particular that governors have sufficient opportunities to hold the non-executive directors to account, individually and as a group, for their performance as Board members
* Ensure that new governors participate in a full, formal and tailored induction programme, facilitated by the Trust Board Secretary
* Ensure that the development needs of individual governors and the Council of Governors are identified and met
* Work together with the Lead Governor to agree the annual programme of Council meetings and specific agenda for each meeting.
* Provide opportunity for governors to offer feedback to non-executive Directors as part of their appraisal process.
* Conduct non-executive appraisals with the Lead Governor in attendance.
* Ensure the Council of Governors reviews its performance, acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Council of Governors
* Oversee the application of the Council of Governors’ Code of Conduct and if in the Chair’s opinion an individual governor has failed to observe any part of the code take such action as may be deemed immediately necessary until the matter is investigated or resolved.

External Relations

The Chair will:

* Ensure effective communications with members and a wide range of other stakeholders in the communities served by the Trust (including third sector, charity organisation, CCGs, local authorities, social services and neighbouring Trusts), regionally with the Chair of the Integrated Care System Board, and nationally such as the NHS Providers
* Ensure that the distributed geographical nature of the Trust is fairly reflected in its discussions, representation and external relations
* Maintain constructive and appropriate relations with NHS England, the Care Quality Commission, other regulatory or inspection regimes and NHS organisations
* Lead and provide an ambassadorial role for the Trust, sharing duties with the non-executive director team as appropriate, for example with attendance at internal events.

Miscellaneous

The Chair will:

* Uphold the highest standards of integrity and probity, adhering to the Nolan Principles
* Ensure the Trust promotes equality and diversity for all its service users and staff, and other stakeholders
* Safeguard the good name and reputation of the Trust
* Act as Chair of the Corporate Trustee of the Trust’s charitable funds
* Champion the role of the Trust as an Anchor Institution
* Work flexibly in undertaking all of the abovementioned duties.

**5 Appointment and tenure of office**

Appointment, Tenure and Termination of Office

The Chair is appointed by the Council of Governors for an initial period of up to 3 years, subject to a satisfactory annual appraisal by the Senior Independent Director and Lead Governor. Further appointments will be subject to a process agreed by the Council of Governors which may include a process of competitive interview. A degree of change is often sought on boards and there should be no expectation of automatic re-appointment. An incumbent Chair may apply to be re-appointed for a second term of up to 3 years. 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). Any previous chairmanships with other organisations do not count towards the maximum term as Chair of this Trust. Any previous appointment with the Trust would need to be considered in regard to the ability of the Chair of the Trust to maintain independence.

The Chair may be removed from office by NHS Improvement or the Council of Governors, in accordance with the Constitution.

The post is a public appointment or statutory office and is not subject to the provisions of employment law. The chair is an appointee not an employee. To ensure that public service values are maintained at the heart of the NHS, all members of the Board of Directors are required, on appointment, to agree to and subscribe to the Code of Conduct, Standing Orders, Standing Financial Instructions and any governing policy or procedure applicable to the duties.

Time Commitment

This would usually be 3 days per week, on average, and may be served 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 be available in the event of an emergency occurring which requires the attention of the Chair.

Remuneration

Remuneration, as determined by the Appointment and Remuneration Committee and ratified by the Council of Governors, is currently £50,782 per annum. This may be subject to annual cost of living increases in line with Trust policy and the Appointment and Remuneration Committee will review and recommend levels of future remuneration subject to the Council of Governors’ final ratification.

**6 Person specification**

|  | **Criteria** | **Method of measurement** | **Essential / desirable** |
| --- | --- | --- | --- |
| **Education** |
| 1 | Post graduate / masters level qualification or equivalent level of senior management experience | Application | Essential |
| 2 | Evidence of continuing professional / personal development.  | Application | Desirable |
| **Experience** |
| 3 | At least two years experience of working at Board level or equivalent in a comparable large, complex, changing organisation, in either the service industry, the health or social care or local government sector, or the third sector. | Application | Essential |
| 4 | Non-executive director experience | Application | Desirable |
| 5 | Demonstrable track record of leadership gained within a major organisation of comparable complexity, whether in the public or private sector | Application | Essential |
| 6 | Experience of active networking and commitment to community issues, such as equality and diversity and tackling inequalities | Application | Essential |
| 7 | Experience of effectively chairing difficult or complex and meetings in person, and via remote access such as MS Teams or Zoom | ApplicationInterview | Essential |
| 8 | Proven track record of successfully leading innovative change and service improvements and have the strategic vision to lead a first-class organisation as part of a wider partnership.  | ApplicationInterview | Essential |
| 9 | Experience of working with a diverse range of people, valuing diversity and equal opportunities. Able to motivate people to give their best, ensuring a wide range of opinions are heard and taken into account | ApplicationInterview | Essential |
| 10 | Strong performance management, financial and risk management acumen.  | ApplicationInterview | Essential |
| **Skills and knowledge** |
| 11 | Ability to accept and work with ambiguity and constant change | Application | Essential |
| 12 | Network effectively with a variety of organisations/individuals within and / or outside the Trust and NHS.  | ApplicationInterview | Essential |
| 13 | Provide inspiration to others and be creative in approach to problem solving.  | ApplicationInterview | Essential |
| 14 | Ability to understand complex strategic issues, analyse and resolve difficult problems. | ApplicationInterview | Essential |
| 15 | Leadership, motivational and influencing skills to manage members of the Board of Directors and Council of Governors as teams to meet common goals and ensure they utilise their skills and expertise for the benefit of the organisation.  | ApplicationInterview | Essential |
| 16 | To have the ability to lead others through compassionate and collective leadership, with the to balance inherent compassion and humanity with the ability to drive change and improvement. | ApplicationInterview | Essential |
| 17 | Understanding of the NHS political environment and the external environment in which it operates | ApplicationInterview | Essential |
| 18 | A high level of understanding and interest in health and social care issues, with an appreciation for the services the Trust provides and a commitment to the values and principles of the NHS and public services | ApplicationInterview | Essential |
| 19 | Clear understanding of the legal duties, liabilities and responsibilities of the Board, non-executive directors and governors.  | ApplicationInterview | Essential |
| 20 | Sound knowledge of and commitment to Corporate Governance.  | ApplicationInterview | Essential |
| 21 | Awareness and understanding of the requirements of the NHS operating environment as set down by NHS England and CQC  | ApplicationInterview | Desirable |
| **Personal attributes** |
| 22 | Excellent diplomatic, interpersonal and communication skills, with the ability to engage a wide-ranging audience; having a genuine interest in others; and living the Trust’s values. | Interview | Essential |
| 23 | Flexibility regarding time commitment and the ability to travel.  | Application | Essential |
| 24 | Eligible to be a member of the Trust.  | Application | Essential |
| 25 | Passionate about improving services for all who use mental health care and learning disabilities services | ApplicationInterview | Essential |
| 26 | Personal understanding of / or lived experience of mental health and / or learning disabilities | ApplicationInterview | Desirable |
| 27 | Able to be independent in judgement and character and to challenge appropriately | Interview | Essential |
| 28 | Politically astute, with the ability to grasp relevant issues think creatively and understand relationships between interested parties.  | Interview | Essential |
| 29 | Must meet the Fit and Proper Person requirements as set out in the Constitution, Provider Licence and the CQC regulations. | Declaration and background checks | Essential |

**7 Disclosure and Barring Service (DBS) check**

Chairs and 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 a standard disclosure through the Criminal Records Bureau. Checks will be carried out by the Trust after appointment and before the individual takes up full duties.

**8 Fit and Proper Persons 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.