



ROLE DESCRIPTION CHAIR

The Chair is accountable to the Council of Governors and to the Independent Regulator of NHS Foundation Trusts.

1. ROLE SUMMARY

- Lead the Board of Directors, ensuring its effectiveness in all aspects of its role and agenda including setting the strategy and values of the Trust, maintaining compliance with regulatory requirements, ensuring high levels of accountability, probity and value for money, and delivering high standards of clinical and corporate governance
- Lead the Board of Directors and the Council of Governors and be the Trust's pivotal representative within the local community, promoting the Trust's vision, values, aims and objectives
- Chair the meetings of both the Board of Directors and the Council of Governors and facilitate the effective contribution of all Executive and Non-Executive Directors and ensure that constructive relations exist between the Board of Directors and the Council of Governors
- Ensure the Board plays a full role in the determination and development of the organisation's strategy in delivering high standards of clinical and corporate governance
- Guide and assist the Council of Governors in complying with their statutory obligations holding the Trust and the Board of Directors to account and ensuring that the Trust remains within its Terms of Authorisation

2. ROLES & RESPONSIBILITIES

2.1 LEADERSHIP AND STRATEGY

- Ensure the long-term sustainability of the Trust
- Providing visible leadership in developing a positive culture for the Trust ensuring that this is reflected through personal behaviour and in the behaviour of the Board of Directors and decision-making
- Establishing clear objectives to deliver the agreed plans and strategy to meet the Terms of Authorisation, ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives; regularly reviewing performance against them
- Holding the Chief Executive and the other Executive Directors accountable for the effective management and delivery of the organisation's strategic aims and objectives
- Building and maintaining close relations between the Foundation Trust's constituencies, and stakeholder groups to promote the effective operation of the Trust's activities
- Pro-actively direct and manage major decisions of the Board of Directors ensuring that 'due process' and constructive challenge has been applied at all stages of decision-making and full and complete consideration has been given to all options during the process
- Leading fellow Directors in providing innovative leadership to the Trust within a framework of prudent and effective controls
- Leading and directing work within the Trust with other Non-Executive Directors, the Chief Executive and other Executive Directors.

2.2. COMPLIANCE

- Ensuring that the Foundation Trust complies with its Terms of Authorisation, the Constitution and any other applicable legislation and regulations
- Maintaining the Foundation Trust's financial viability, using resources effectively, controlling and reporting on financial affairs in accordance with the requirements set out by NHS Improvement/England.
- With the assistance of the Company Secretary, promoting the highest standards of corporate and clinical governance in compliance with the *NHS Foundation Trust Code of Governance* and other regulatory requirements and best practice, where appropriate
- Upholding the values of the Foundation Trust by example, and to ensure that the organisation promotes equality and diversity for all its patients, staff and other stakeholders
- Establishing and maintaining the highest standards of clinical and environmental hygiene to assure robust infection control standards
- Establishing and building a constructive relationship with NHS Improvement/England, the Care Quality Commission and other healthcare regulators
- Promoting equality of opportunity and human rights in the treatment of all staff and patients
Ensuring that the Trust's internal governance arrangements conform with best practice and statutory requirements
- To champion equality & diversity across the Trust

2.3. BOARD ACTIVITIES

- Participating fully in the work of the Board, ensuring the corporate responsibility of the Board of Directors
- Chairing the Board of Directors, committees and other ad hoc meetings of the main Board
- Setting the agenda, style and tone of Board discussions to promote effective decision-making and constructive debate
- Ensuring there is appropriate delegation of authority from the Board of Directors to the executive and senior management team
- Establish clear objectives to deliver agreed plans and to meet the Terms of Authorisation and regularly review performance against these objectives
- Facilitating the effective contribution of Non-Executive Directors at Board and Committee meetings and encouraging active engagement by all Board members
- Managing the Board of Directors to allow sufficient time for discussion of complex or contentious issues, ensuring that all directors have appropriate time to consider critical issues
Ensuring the Board of Directors identifies the key risks the 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
- Chairing the Remuneration & Nomination Committee, and initiating change and succession planning in Board and appointment of effective and suitable members and chairs of Board of Directors and committees
- Arranging the regular evaluation of the performance of the Board of Directors, their committees and individual Directors
- Initiating change and succession planning for Non-Executive Director appointments, subject to Council of Governor approval
- Where necessary, lead in seeking the removal of Executive and Non-Executive Directors
- Ensuring effective and constructive relations are established and maintained between Executive Directors, Non-Executive Directors and Governors
- Ensuring the performance of Non-Executive Directors is evaluated annually and acting on the results of such evaluation by recognising strengths and addressing weaknesses
- Develop a constructive relationship with the Chief Executive, providing support, guidance and encouragement while respecting executive responsibilities; this should include conducting a performance appraisal for the Chief Executive annually.

2.4. COUNCIL OF GOVERNORS

The Chair is responsible for:

- Leading the Council of Governors so that it is able to represent the interests of the Foundation Trust, members and the general public
- Leading the Council of Governors in providing an effective means of holding the Board of Directors to account
- Facilitating the work of the Council of Governors in meeting its duties in respect of appointments, remuneration, audit, quality accounts and annual reporting and planning
- 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, performance and quality set out in such a way that it facilitates the council's contribution to strategy and hold the directors to account for the performance of the Foundation Trust
- Facilitating the effective contribution of the Council of Governors individually and collectively ensuring that the Council of Governors receives accurate, timely, high quality, clear information that is tailored to its needs
- Ensuring that the Council of Governors collectively and its individual members receive development sufficient to enable it to effectively carry out its statutory role
- Ensuring a good flow of information between the Board of Directors, committees, Council of Governors and members of both, and between senior management and Non-Executive Directors, individual members of the Council of Governors and senior management
- Ensuring there is effective communication by the Foundation Trust with its patients, members, clients, staff, Governors, members and stakeholders

2.5. COMMUNICATIONS AND RELATIONSHIPS

- Ensure effective and constructive dialogue and promote harmonious relations with:
 - (and between) the Board of Directors and the Council of Governors
 - Trust Stakeholders including service users, carers, staff, FT members and commissioners
 - Regulators such as NHS Improvement/England and the Care Quality Commission
 - The wider local and national health and social care community
- Participate positively and collaboratively in the work of the Board of Directors and the Council of Governors and maintain appropriate links with the Chief Executive and individual Directors and Governors
- Be an ambassador for the Foundation Trust, promote the interests of the Trust and represent the Trust's views to national, regional and local bodies or individuals

June 2020



PERSON SPECIFICATION CHAIR

ESSENTIAL

- High level of understanding and interest in healthcare issues.
- A commitment to NHS values and principles of NHS Foundation Trusts.
- Strong business and financial acumen.
- Highly developed interpersonal and communication skills.
Proven leadership skills.
- Knowledge and experience of corporate governance and risk management.
- Ability to understand complex strategic issues, analyses and resolve difficult problems.
- Sound judgement, common sense and diplomacy.
- Ability to grasp relevant issues and understand relationships between interested parties, taking political issues into account.
- Clear understanding, and acceptance, of the legal duties, liabilities and responsibilities of Non-Executive Directors and the difference between and executive and non-executive role.
- Sufficient time and commitment to fulfil the role.
- Skills in collaborative leadership
- Candidates must be resident in an area served by BSMHFT

DESIRABLE

- Previous experience as a Chair.
- Board level experience gained in a large/complex/changing organisation.

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