

TRUST BOARD MEETING

THURSDAY 27 SEPTEMBER 2018

Paper Title:	The respective roles of the Chair and Chief Executive*
Lead Director:	Michael Smith, Chair / Brent Kilmurray, Chief Executive
Paper Author:	Michael Smith, Chair
Agenda Item:	14
Presented For:	Ratification
Paper Category:	Strategy & Planning, Governance & Compliance

Executive Summary:
To comply with best practice as set out in Monitor's NHS Foundation Trust Code of Governance, the Chair and incoming Chief Executive have reviewed the division of their responsibilities as set out in the attached paper.

Recommendations:
That the Board: <ul style="list-style-type: none"> Ratify the division of responsibilities of the Chair and Chief Executive.

Governance/Audit Trail:

Meetings where this item has previously been discussed <i>(please mark with an X)</i> :						
Audit Committee		Quality & Safety Committee		Remuneration Committee		Finance, Business & Investment Committee
Executive Management Team	x	Directors		Chair of Committee Meetings		Mental Health Legislation Committee
Council of Governors						

This report supports the achievement of the following strategic aims of the Trust: <i>(please mark those that apply with an X):</i>	
Quality and Workforce: to provide high quality, evidence-based services delivered by a diverse, motivated and engaged workforce	x
Integration and Partnerships: to be influential in the development and delivery of new models of care locally and more widely across West Yorkshire and Harrogate STP	x
Sustainability and Growth: to maintain our financial viability whilst actively seeking appropriate new business opportunities	x

This report supports the achievement of the following Regulatory Requirements: <i>(please mark those that apply with an X):</i>	
Safe: People who use our services are protected from abuse and avoidable harm	
Caring: Staff involve people who use our services and treat them with compassion, kindness, dignity and respect	
Responsive: Services are organised to meet the needs of people who use our services	
Effective: Care, treatment and support achieves good outcomes, helps to maintain quality of life people who use our services and is based on the best available evidence.	
Well Led: The leadership, management and governance of the organisation make sure it's providing high-quality care that is based around individual needs, encourages learning and innovation, and promotes an open and fair culture.	x
NHSI Single Oversight Framework	

Equality Impact Assessment :
Not required.

The respective roles of the Chair and Chief Executive

As Chair and Chief Executive, we recognise that the way in which we conduct ourselves individually and together have a significant impact on the effectiveness of the Board of Directors and the Council of Governors and on the culture of the organisation.

It is essential that we are clear about our respective roles in ensuring the Board of Directors and the Trust operates successfully as an independent, accountable NHS Foundation Trust delivering sustainable safe, personal and effective care to the people we serve, and operating as a valued and influential partner within our own patch, wider Integrated Care Partnerships and the NHS as a whole.

In defining our respective roles we have drawn on the following sources:

- Best practice guidance contained in Monitor's *NHS Foundation Trust Code of Governance* (2010)
- Foundations of Good Governance: A Compendium of Best Practice produced by the Foundation Trust Network (2013)

Our respective roles in detail are appended. In summary:

The Chair is responsible for the leadership of the Board and is pivotal in the creation of the conditions necessary for good governance and overall board and individual director effectiveness, both inside and outside of the boardroom. The Chair's role is non-executive and is not involved in the day to day running of the organisation, but ensures that the organisation has the vision, strategy and resource in place to deliver the objectives of the Trust. The Chair is also responsible for leadership of the Council of Governors ensuring that governors understand their role and have the resources information and knowledge necessary to discharge their duties.

The CEO is responsible for the day to day leadership and management of the Trust, in line with regulatory requirements and the strategy and objectives approved by the Board. As Accounting Officer the CEO has a personal responsibility to Parliament for the overall performance and conduct of the Trust. The CEO may make decisions in all matters affecting the Trust's operations, performance and strategy with the exception of those matters reserved for the Board or Council of Governors, or specifically delegated by the Board to its Committees.

This division of responsibilities is intended to clarify in our shared leadership role at Bradford District Care NHS Foundation Trust, to be shared with all Board members and as a basis of our personal objectives.

Michael C Smith
Chair

Brent Kilmurray
CEO

September 2018

The Chair	The Chief Executive
<p>Reports to the board of directors and is accountable to the council of governors for the performance of the board;</p> <p>Other than the chief executive, no executive reports to the chair except the Associate Director of Corporate Affairs who reports to the chair on board governance matters;</p> <p>Ensures effective operation of the board of directors and council of governors;</p> <p>Ensures that the board of directors as a whole invests appropriate time and attention to the strategic challenges and opportunities in the operating environment and plays a full part in the development and determination of the Trust's strategy and overall objectives, having regard to the views of the council of governors;</p> <p>The guardian of the board of directors' decision-making processes;</p> <p>Leads the board of directors and presides over and leads the council of governors;</p> <p>Ensures the board of directors and council of governors work together effectively;</p> <p>Oversees the operation of the board of directors and agrees its agenda;</p> <p>Sets clear expectations concerning the Trust's culture, values and behaviours, including setting the style and tone of discussions at board meetings;</p> <p>Ensures the board of directors' and council of governors' agendas take full account of the important issues facing the Trust;</p> <p>Ensures the board of directors and council of governors receive accurate, timely and clear information;</p>	<p>Reports to the chair and to the board of directors;</p> <p>All members of the management structure report either directly or indirectly to the chief executive;</p> <p>Runs the Trust's business;</p> <p>Is responsible for proposing and developing, in consultation with the board, the Trust's strategy and overall objectives. Once agreed, is responsible for their implementation, putting appropriate resources and risk management systems in place;</p> <p>Implements the decisions of the board of directors and its committees;</p> <p>Ensures the provision of information and support to the board of directors and council of governors;</p> <p>Facilitates and supports effective joint working between the board of directors and council of governors;</p> <p>Provides input to the board of directors' agenda on behalf of the executive team.</p> <p>Communicates the expectations of the board concerning culture, values and behaviours to all employees;</p> <p>Ensures the chair is aware of the important issues facing the Trust and proposes agenda items accordingly;</p> <p>Ensures the provision of reports to the board of directors which contain accurate, timely and clear information;</p> <p>Ensures the compliance of the executive team with the board of directors' approved procedures;</p> <p>Ensures that the chair is alerted to forthcoming complex, contentious or sensitive issues affecting the Trust;</p>

<p>Ensures compliance with the board of directors' approved procedures;</p> <p>Arranges informal meetings of the directors to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues;</p> <p>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 policies and procedures;</p> <p>Facilitates the effective contribution of all members of the board of directors and the council of governors;</p> <p>Ensures that constructive relations exist between executive and non-executive members of the board of directors; between members of the council of governors and between the board of directors and the council of governors;</p> <p>Ensures that the non-executive directors understand their accountability, individually and collectively, to the council of governors for the performance of the board;</p> <p>Presides over the council of governors in holding the nonexecutive directors to account;</p> <p>Ensures the accountability process works effectively;</p> <p>Chairs the remuneration and nomination committees;</p> <p>Initiates succession planning measures at board level with the nomination committee to ensure appropriate board composition and refreshment;</p> <p>Proposes the membership and the chairs of board committees;</p> <p>Ensures effective communication on the part of the Trust with patients, members,</p>	<p>Provides input as appropriate on changes to the schedule of matters reserved to the board of directors and committee terms of reference;</p> <p>Supports the chair in facilitating effective contributions and sustaining constructive relations between executive and nonexecutive 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;</p> <p>Provides, with the executive team, support to the non-executive directors in order to facilitate the accountability relationship;</p> <p>Supports the chair in delivering an effective accountability process;</p> <p>Provides information and advice on succession planning to the chair and relevant board committees, particularly in respect of executive directors;</p> <p>If so appointed by the board of directors, serves on any of the committees;</p> <p>Leads the communication programme with members and stakeholders;</p> <p>Contributes to induction programmes for new directors and ensures that appropriate management time is made available for the process;</p> <p>Ensures that the development needs of the executive directors and other senior management staff are identified and met;</p> <p>Ensures the provision of appropriate development, training and information for the council of governors;</p> <p>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 of governors' evaluation process;</p>
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<p>clients, staff and other stakeholders;</p> <p>Ensures the provision of a properly constructed induction programme for new directors;</p> <p>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;</p> <p>Ensures that members of the council of governors have the skills, knowledge and familiarity with the Trust to fulfil their role;</p> <p>Ensures that the performance of the board of directors and council of governors as a whole, their committees, and individual members of both are periodically assessed. This will include an externally led assessment at least once in every three years;</p> <p>Promotes the highest standards of integrity, probity and corporate governance throughout the organisation and particularly at board of director level; and</p> <p>Ensures a good flow of information each way between the board of directors, board committees, the council of governors, senior management and non-executive directors.</p>	<p>Conducts the affairs of the Trust in compliance with the highest standards of integrity, probity and corporate governance;</p> <p>Promotes continuing compliance across the organisation; and</p> <p>Provides effective information and communication systems.</p>
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