

## Board of Directors - Public

**10 March 2022**

<b>Paper title:</b>	Division of Responsibilities between Interim Chair and Chief Executive	<b>Agenda item</b>  <b>17</b>
<b>Presented by:</b>	Carole Panteli, Interim Chair and Therese Patten, Chief Executive	
<b>Prepared by:</b>	Paul Hogg, Director of Corporate Affairs	

Purpose of the report		
To comply with best practice as set out in the NHS Foundation Trust Code of Governance the interim Chair and Chief Executive have reviewed the division of their responsibilities as set out in the attached paper.	For approval	<b>x</b>
	For discussion	
	For information	<b>x</b>

Executive summary		
<p>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 Chief Executive 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. The paper summarises the different duties of the two leadership roles. It is proposed that this will be reviewed again in the Autumn once the new Chair is in post.</p>		
Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>  <b>No</b>	If yes please set out what action has been taken to address this in your paper

Recommendation
<p>That the Board:</p> <ul style="list-style-type: none"> <li>Considers and approves the division of responsibilities of the Interim Chair and Chief Executive as outlined in the paper.</li> </ul>

<b>Strategic vision</b>				
Please mark those that apply with an <b>X</b>				
<b>Providing excellent quality services and seamless access</b>	<b>Creating the best place to work</b>	<b>Supporting people to live to their fullest potential</b>	<b>Financial sustainability growth and innovation</b>	<b>Governance and well-led</b>
				<b>x</b>

<b>Care Quality Commission domains</b>				
Please mark those that apply with an <b>X</b>				
<b>Safe</b>	<b>Effective</b>	<b>Responsive</b>	<b>Caring</b>	<b>Well Led</b>
				<b>x</b>

<b>Relationship to the Board Assurance Framework (BAF)</b>	The work contained with this report links to the following strategic risk(s) as identified in the BAF: <ul style="list-style-type: none"> <li>• None</li> </ul>
<b>Links to the Strategic Organisational Risk Register (SORR)</b>	The work contained with this report links to the following corporate risk(s) as identified in the SORR: <ul style="list-style-type: none"> <li>• None</li> </ul>
<b>Compliance and regulatory implications</b>	The following compliance and regulatory implications have been identified as a result of the work outlined in this report: <ul style="list-style-type: none"> <li>• None</li> </ul>

## Division of Responsibilities between the Chair and Chief Executive

As Interim Chair and Chief Executive, we recognise that the way in which we conduct ourselves individually and together has a significant impact on the effectiveness of the Board of Directors, the Council of Governors and the wider 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 West Yorkshire and Bradford District and Craven system leadership teams.

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*; and
- Foundations of Good Governance: A Compendium of Best Practice produced by the Foundation Trust Network.

Our respective roles in detail in the table below. 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 (working closely with the Chief Executive) has a key leadership role in succession planning arrangements, ensuring that the composition of the Board is fit for purpose in managing the business of the Trust. The Chair is also responsible for leadership of the Council of Governors ensuring that Governors understand their roles and have the resources, information and knowledge necessary to discharge their duties.

The Chief Executive 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 Chief Executive has a personal responsibility to Parliament for the overall performance and conduct of the Trust. The Chief Executive 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 our shared leadership role at Bradford District Care NHS Foundation Trust and has been amended to also reflect our developing roles across the Bradford District and Craven system leadership team. The responsibilities also support our own personal objectives that are agreed annually. It is proposed that this paper will be reviewed again in the Autumn once the new Chair is in post.

## Division of responsibilities of the Chair and Chief Executive

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 Directors report 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 and agrees their respective agendas, which take full account of the important issues facing the Trust;</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>Acts as 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>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 receive accurate, timely and clear information;</p>	<p>Reports to the Chair and to the Board of Directors;</p> <p>All members of the Senior Leadership Team 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 Management 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 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; ensuring terms of reference for each Board Committee is in place;</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 Non-Executive Directors to account;</p> <p>Chairs the Board Nominations Committee;</p> <p>Initiates succession planning measures at Board level with the Nominations 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, clients, staff and other stakeholders;</p>	<p>Ensures the compliance of the Executive Management 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>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 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;</p> <p>Provides, with the Executive Management 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 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;</p> <p>Provides strategic input into ICS and ICP system governance arrangements, including chairing the WYMHLA&amp;A Committee-in-Common (on a rotational basis);</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 and Non-Executive Directors.</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 processes;</p> <p>Conducts the affairs of the Trust in compliance with the highest standards of integrity, probity and corporate governance;</p> <p>Provides strategic input to the Bradford District and Craven system leadership team, responsible for specific SRO duties (currently around Act as One delivery arrangements for strategy and transformation; and Children's services), reporting back to the Board of Directors as required;</p> <p>Promotes continuing compliance across the organisation; and</p> <p>Provides effective information and communication systems.</p>
--	---

**Carole Panteli**  
Interim Chair

**Therese Patten**  
Chief Executive

**22 February 2022**