

CHAIRS AND NON-EXECUTIVE DIRECTORS OF NHS TRUSTS INFORMATION ABOUT YOUR APPOINTMENT

This is important information about your public appointment, please read it carefully and contact the [Non-Executive Talent and Appointments Team](#) should you have any queries. The below information may be updated as circumstances require. You should also notify us if there is any change to your situation or connections during the period of your appointment.

1. **Statutory basis for appointment** – Chairs and non-executive directors hold a statutory office under the National Health Service Act 2006. The appointment and tenure of office are governed by the NHS Trusts (Membership and Procedure) Regulations 1990. Your appointment is made by NHS England (NHSE). It does not create any contract of service or contract for services between you and NHSE, the NHS Trust to which you have been appointed.

Chairs and non-executive directors have full voting rights as members of the board. You will perform statutory and other duties and exercise powers in relation to the Trust as set out in the description of your role, and as the Trust or the board may from time to time require. You will serve the Trust to the best of your ability and use your best endeavours to promote the interests and welfare of the Trust. You will put collaboration and partnership at the heart of healthcare planning to deliver the best possible care for the local communities you serve. NHSE has a duty to hold the chair and non-executive directors individually and collectively to account for the performance of the board.

2. **Employment law** – This is a public appointment and not employment and therefore does not fall within the jurisdiction of Employment Tribunals.
3. **Principles of public life** - Public service values are at the heart of the NHS and Trust boards play a critical role in shaping and exemplifying an organisational culture that is open, accountable, compassionate, and puts patients public and communities first. Respect, compassion and care are at the centre of good leadership and governance in the NHS, and organisational and personal interests must never be allowed to outweigh the duty to be honest, open and truthful with patients and the public. You are therefore expected to:
 - demonstrate the NHS leadership competencies outlined in your role description, the values of the [Our People Promise](#) and the personal behaviours embodied in [Our Leadership Way](#) to support innovative, compassionate and inclusive cultures and ensure a collaborative and productive approach in delivering on the [Long Term Plan](#) and the [People Plan](#).
 - reflect the standards of selflessness, integrity, objectivity, accountability, openness, honesty and leadership set out in the [Seven Principles of Public Life](#) (known as the Nolan Principles) and the [Code of Conduct for Board Members of Public Bodies](#);
 - be honest, open and truthful in all dealings with patients and the public; and
 - uphold the policies and procedures adopted by the Trust, insofar as they are applicable to your role.

4. **Remuneration** – You are entitled to be remunerated by the NHS Trust at the agreed rate for as long as you continue to hold office as chair or non-executive director. The level of remuneration payable is set by the Secretary of State for Health as described in your letter of appointment or any subsequent notification. You are entitled to receive remuneration only in relation to the period for which you hold office. You do not have any entitlement for compensation for loss of office should your appointment come to an end before the end of the term set out in your appointment letter. Your appointment does not fall within the remit of the NHS Pension Scheme.
5. **Tax and National Insurance** – Your remuneration is taxable under “chargeable as employment income” and subject to Class 1 National Insurance contributions. Any queries on these arrangements should be taken up with HM Revenue and Customs.
6. **Allowances** – Your Trust will provide you with what you need to perform your role effectively. You are entitled to claim allowances for travel, subsistence and other expenses for legitimate costs incurred on Trust business. Any additional expenses should be paid in line with local practice. Further advice is available on our [website](#).
7. **Time commitment** – These are part time roles with considerable flexibility and may require both day and evening work according to the requirements of the Trust. We estimate that as a minimum these roles require the equivalent to: three days a week for chairs 5, and two to three days a month for non-executive directors. You are expected to make every reasonable effort to attend all meetings of the board and appropriate committees and to undertake any training and development required to enable you to fulfil your role and responsibilities.
8. **Public speaking** – As statutory appointees to key public bodies it is important that you maintain political neutrality in the role of Chair or Non-executive director. On matters affecting the work of the NHS Trust, you should not normally make political speeches or engage in other political activities. In cases of doubt, the guidance of the Non-Executive Talent and Appointments Team at NHSE should be sought.
9. **Conflicts of interest** – You are required to declare on appointment any business interests, position of authority in a charity or voluntary body in the field of health and social care, and any connection with bodies contracting for NHS services. These must be entered on a register by the NHS Trust, which is available to the public. If your circumstances change you should seek advice immediately, from your trust in the first instance.
10. **Confidentiality and use of information and resources** – You should be compliant with local practices on information management and security. You should avoid using personal devices and email for NHS work. You must not disclose any information which is confidential in nature or which is provided in confidence without authority to make such a disclosure. This duty continues to apply after you have left the board. You must not misuse information or resources (gained in the course of your role) for personal gain or for political purpose. Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence, including under insider dealing legislation.

11. **Indemnity** – The NHS Trust is empowered to indemnify you against any personal liability which you may incur in certain circumstances whilst appropriately carrying out your duties. HSC 1999/104, which is available locally, gives details.
12. **Induction and support** - We firmly believe that a comprehensive induction programme is critical to the success of all new chairs and non-executives. Someone from your Trust will arrange a [local introduction](#) to your new role. At a national level the [NHS senior leadership onboarding website](#) is designed to support new appointees to all NHS Boards.

[The Seacole Group](#) is the network of Black, Asian and Minority Ethnic (BAME) non-executives in the NHS. It is open to all non-executives and chairs from NHS organisations who identify as BAME. Associate membership is also extended to those from other backgrounds who are interested in learning about and supporting the objectives of the group; that NHS Boards reflect the ethnic diversity of patients and communities they serve.

Disabled NHS Directors Network is open to both executives and non-executives of NHS organisations with a wide variety of impairments. Anyone interested in joining the group should email the Co-Chair, Kate Smyth at kate.smyth@lthtr.nhs.uk or telephone (07831) 380160 (voice or text).

[Health and Care Women Leaders Network](#) is a free network for women working across health and care. [The Health and Care LGBTQ+ Leaders Network](#) is a social movement comprising LGBTQ+ people and allies from a wide range of roles across health and care.

NHSE produces a weekly bulletin which gives useful updates for NHS leaders. You can [sign up on our website](#). Information to support chairs and non-executives in their roles, including advice on induction and appraisal is [on our website](#).

13. **Accountability and appraisal** - You are expected to undertake the roles and responsibilities of NHS Trust [chairs](#) and [non-executive directors](#) described and agreed with NHSE. The Regional Directors of NHSE have a key role in determining a chairs objective for the current year and determining performance success (for non-executives this will be your chair). The annual appraisal is a valuable and valued undertaking that provides an honest and objective assessment of your personal impact and effectiveness, while enabling potential support and development needs to be recognised and fully considered. The appraisal process will be based on the leadership competencies, the values of the [Our People Promise](#) and the personal behaviours embodied in [Our Leadership Way](#). For chairs, it will involve feedback from multiple stakeholders and be overseen by the Regional Directors and NHSE.
14. **Period in office** – Appointment terms will vary depending on local agreement with the Regional Director and your chair. Your term of office is set out in your letter of appointment.
15. **Extensions and reappointments** – Your initial appointment may be extended by NHSE as permitted under the legislation. To ensure the opportunity for board renewal and that

organisations are equipped for the future, there is no automatic right to term extensions or re-appointment.

16. At the end of each appointment, NHSE will consider afresh the question of whether you should remain in post. Your annual performance appraisal will be an important part of the evidence when considering an extension or reappointment. In general, you will only be considered if your performance has been assessed as satisfactory or better.

The challenges faced by boards can change over time, and to ensure that the board is equipped for its future role, NHSE will also take into account the performance of the organisation, board dynamics and effectiveness, and diversity of thought and experience as well as representation of staff and populations served. We will also consider the skills and experience the organisation will need to meet its future ambitions and objectives when deciding whether to extend an appointment or to offer a further term of office. This might lead to an open competition even if you have previously performed well in the role.

17. **Maximum period in office** - To avoid impairing independence NHS chairs and non-executives should normally serve a maximum of 6 years in post. No one should exceed a period of 9 years in the same organisation.
18. **University and Local Authority nominees** – If you have been appointed following a nomination from a university or local authority, you will need to be nominated again before being considered for an extension or reappointment. If you cease to hold a post with the nominating body you should advise the Non-executive Appointments Team immediately.
19. **Ceasing to hold office** - When you cease to hold your appointment, for whatever reason, you agree to immediately return all Trust property which is in your possession or under your control; and delete or destroy any electronic or other information relating to the business of the Trust which is in your possession or under your control outside of the Trust's premises; and if requested, provide a signed statement that you have complied with this obligation.
20. **Resignation** – You may resign at any time by giving notice in writing to NHSE. Where possible, chairs should first liaise with NHSE and non-executive directors with their chair to agree a leaving date.

- b. **Termination of appointment with immediate effect** – The grounds on which your appointment will be terminated with immediate effect are if you:
 - 1) are found to be an unfit person as set out in the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014
 - 2) do not attend a meeting of the Trust for a period of three months, except in exceptional circumstances where the Regional Director (for Chairs) or the Trust (for non-executives) are aware, such as in times of ill health.
 - 3) do not properly comply with the requirements with regard to pecuniary interests in matters under discussion at meetings of the Trust (e.g. a failure to disclose such an interest).
 - 4) fail to disclose a non-pecuniary conflict of interest.

- 5) are appointed following a nomination from a university or local authority and you cease to hold a post with the nominating body.
- 6) are, or become, disqualified for appointment. Further advice available from our [website](#).

You may not continue as Chair or nonexecutive if any of the grounds set out above apply. You should immediately give notice in writing to NHSE. You are also required to declare immediately if you are ever arrested, have any pending prosecutions or convictions (including driving offences) or if you have accepted any police cautions.

21. Termination of appointment in the interests of the NHS - The following list provides examples of other matters where NHSE may consider whether to terminate your appointment. It is not intended to be exhaustive or definitive; NHSE will consider each case on its merits, taking account of all relevant factors:

- 1) If you no longer enjoy the confidence of your chair, other board members, the public or local community, or NHSE in a substantial way.
- 2) If [as Chair] you fail to ensure that the board monitors the performance of the Trust in an effective way.
- 3) If you fail to meet agreed objectives
- 4) If there is a breakdown in essential relationships, e.g. between you and the Chair, you and the Chief Executive, you and NHS England, or between you and the Chair, or other members of the board.
- 5) If you fail to apply the principles set out paragraph 3 above.
- 6) If you fail to comply with the letter and / or principle of the Trust's internal policies and procedures, as applicable.
- 7) If an investigation into allegations of wrong doing results in a finding against you.
- 8) If a capability or other board effectiveness review indicates that you are not making a full contribution to the board.
- 9) If the Regional Director (for chairs) or the chair (for non-executive directors) has reviewed an individual's contribution to the Trust and identified performance issues and / or skills gaps

22. Suspension of appointment – Under Regulation 9A of the Membership and Procedure Regulations you may be suspended from office pending the outcome of an investigation into whether your appointment should be terminated on any of the grounds described above.

23. Protecting your personal data – NHSE respects your privacy and is committed to protecting your personal data. It is important that you read [this information](#) together with our [privacy notice](#) so that you are fully aware of how we use your data.

24. Additional information - Information to support chairs and non-executive directors in their roles, including advice on induction and appraisal, can be found [on our website](#).