

# **NON-EXECUTIVE DIRECTOR – ROLE DESCRIPTION**

## **BACKGROUND**

Non-Executive Directors (NEDs) are members of the Board of Directors. They are not involved in the day to day running of the business but are instead guardians of the governance process and monitor the Executive Director's activity as well as contributing to the development of strategy. They have four specific areas of responsibility: strategy; performance; risk; and people and should provide independent views on resources, appointments and standards of conduct.

## **THE REQUIREMENT OF BOARD MEMBERS IN A FOUNDATION TRUST**

The Code of Governance states that every NHS Foundation Trust (FT) should be headed by an effective Board of Directors, since the Board is collectively responsible for the exercise of the powers and the performance of the FT, and the role of the Board includes to:

- Provide effective and proactive leadership of the FT.
- Ensure compliance with the provider licence, constitution, mandatory guidance issued by regulators such as NHS England/Improvement (NHSE/I) and the Care Quality Commission, and other relevant statutory obligations.
- Set the FT's strategic aims at least annually taking into consideration the views of the Council of Governors, ensuring that the necessary resources are in place for the FT to meet its main priorities and objectives.
- Ensure the quality and safety of healthcare services for patients, education, training and research delivered by the FT applying the relevant principles and standards of clinical governance.
- Ensure that the FT exercises its functions effectively, efficiently and economically, including in relation to service delivery.
- Set the FT's visions values and standards of conduct and ensure that its obligations to patients and other key stakeholders are delivered.

All Board members (Executive and Non-Executive) have joint responsibility for decisions of the Board and share the same liability. All members also have responsibility to constructively challenge the decisions of the Board and help develop proposals on priorities, risk, mitigation, values, standards and strategy.

## **NON-EXECUTIVE DIRECTOR ROLES**

NHSE states that NEDs have a particular duty to ensure appropriate challenge is made, and that the Board acts in the best interest of the public. They should:

- Bring independence, external skills and perspectives, and challenge strategy development.
- Scrutinise the performance of and hold to account the Executive Director management in meeting agreed objectives. Receive adequate information and monitor the reporting of performance.
- Satisfy themselves as to the integrity of financial, clinical, and other information, and that financial and clinical quality controls and systems of risk management and governance are robust and implemented.

- Be responsible for determining appropriate levels of remunerations of Executive Directors and have a prime role in appointing, and where necessary removing Executive Directors and in succession planning.

SCAS FT NEDs will carry out the role of Board members and NEDs as outlined above. In addition, they should:

- Attend meetings of the Council of Governors with sufficient frequency to ensure that they understand the view of Governors on the key strategic and performance issues facing SCAS.
- Take into account the views of governors and other members to gain a different perspective on the Trust and its performance.
- Give account to the Council of Governors on the progress made in delivering the Trust's strategic objectives, and the financial and operation performance of SCAS.
- Receive feedback from the Council of Governors regarding performance and ensure that the Board of Directors is aware of this feedback.

Each NED is assigned to a specific profile area, or areas, which they will personally 'champion'. The championing role includes supporting the development of the particular area across the Trust, working alongside the relevant Executive Director. It may also include seeking further assurance over the delivery of objectives and management of risks (where appropriate) and also ensuring that the relevant area is appropriately factored into Board discussions and decision making.

Each NED is also required to participate in an informal 'buddying' scheme the aim of which is to support a subset of the Trust's Governors with the delivery of their statutory duties.

## **KNOWLEDGE AND EXPERIENCE**

The Trust is seeking to appoint a NED who has a combination of knowledge, experience and skills in three of the following areas:

- i. Clinical
- ii. Operations
- iii. Governance
- iv. Digital technology

We value and promote diversity and are committed to equality of opportunity for all and appointments made on merit. We believe that the best Boards are those that reflect the communities that they serve. We particularly welcome applications from women, people from our local black and minority ethnic communities, and disabled people who we know are underrepresented in Chair and Non-Executive Director roles. Our recruitment processes are conducted in accordance with the Code of Governance to ensure that they are made on merit after a fair and open process so that the best people, from the widest possible pool of candidates, are appointed.

## **EXPECTATIONS**

In delivering their role and duties, NEDs will need to carry out a range of tasks.

The Chair and each NED will agree specific expectations at the start of the year, and these will be monitored through the appraisal process. However, given the importance of the holding to account role and public accountability all NEDs will need to attend at least five of the six Board meetings in public each year unless there are exceptional circumstances which should be discussed with the Chair.

The indicative time commitment of a NED role at SCAS FT is between three days and four days on average per months. This will vary dependent on individual circumstances; for example, additional roles taken on by a NED such as the Senior Independent Director (SID) role or Chairing a Board sub-committee will require additional time input.

NEDs will however need to make themselves available at all reasonable times to support the Trust in the delivery of its business. They will also need to take relevant opportunities to develop and refresh their knowledge and skills, (including relevant to any Board Committees they may be Chairing) and ensure that they are informed in respect of the main areas of the Trust's activity.

NEDs should inform the Chair of any changes to their time commitments as it is their responsibility to ensure that they can make sufficient time available to discharge their responsibilities effectively.

The Trust Chair will be entitled to exercise discretion in terms of assessing the contribution made by an individual NED. In doing so, factors such as the quality of contribution made by the NED, as well as collective Board performance and the complementary skills, experiences, and personalities brought by the various NEDs will be taken into account.

NEDs are required to keep themselves up to date in the latest developments in the areas that they have specialist knowledge and experience in, so that they can contribute effectively to the Board. Additionally, NEDs will be required to complete their statutory and mandatory training and will need to undertake visits to the various ambulance resource centres and partake in ride-outs. This is in order for them to be visible across the Trust's geographical locations, learn about the Trust's operations, meet the staff and to become better informed of the challenges facing the Trust.

NEDs will need to ensure that the Board acts in the best interests of service users, patients, the community and the wider public. It is imperative that NEDs demonstrate the Trust's values in their work and ensure that the organisation promotes and upholds the principles of equality and diversity for all of its patients, staff and other stakeholders.

## **ANNUAL APPRAISAL**

The annual appraisal of the NEDs will be led by the Trust Chair and will include taking into account this role description and the views of the other Board members and the Council of Governors.

The appraisal of the Chair and NEDs will take into account the Trust's values and the Values Based Behavioural sets.

## **REMUNERATION**

The remuneration allowances and other terms and conditions for NEDs including in respect of additional roles and duties undertaken will be determined by the Council of Governors.

## **APPOINTMENT, REAPPOINTMENT AND REMOVAL**

Arrangements for the initial appointment and any subsequent reappointment or removal of a SCAS FT NED are set out in the Trust Constitution. These form part of the statutory duties of the Council of Governors.

## **REVIEW**

This role description will be reviewed on an ongoing basis and formally at least once per annum or when a NED recruitment exercise is required including in relation to emerging guidance from regulators and other bodies such as NHS Providers.

**EXAMPLES OF ACTIVITIES TO BE UNDERTAKEN AS PART OF ROLE DELIVERY – NON-EXECUTIVE DIRECTORS**

<b>SCRUTINISE THE PERFORMANCE OF, AND HOLD TO ACCOUNT, THE EXECUTIVE MANAGEMENT</b>
<ul style="list-style-type: none"> <li>• Preparation for, and attendance at, Board meetings in public, and Board seminars and workshops</li> <li>• Preparation for, and attendance at, Board sub-committee meetings of which that NED is a member of (Audit Committee, Finance and Performance Committee, Quality and Safety Committee, People and Culture Committee, Charitable Funds Committee and Remuneration Committee)</li> <li>• Attendance at other Board committee meetings of which the NED is not a member of (in order to gain an understanding about the work of that committee and seek assurance)</li> <li>• Lead on the delivery of any specific portfolios/areas of responsibility where deemed necessary by the Board (for example, linked to a statutory duty or where additional assurance is required)</li> </ul>
<b>ENGAGING WITH, AND SUPPORTING / COACHING, BOARD MEMBERS AND STAFF</b>
<ul style="list-style-type: none"> <li>• Station visits, walkarounds, and crew ride-outs in order to engage with staff (and seek assurance around the quality of service provision)</li> <li>• Contribute to the appraisal arrangements for the Chair and Executive Directors as appropriate</li> <li>• Support, coaching and mentoring of assigned individual Executive Directors, including through face-to-face meetings</li> <li>• Supporting the executive in the recruitment and selection of key Director positions</li> </ul>
<b>DEVELOPING EFFECTIVE ARRANGEMENTS WITH THE COUNCIL OF GOVERNORS</b>
<ul style="list-style-type: none"> <li>• Preparation for, and attendance at, Council of Governors meetings and workshops</li> <li>• Governor liaison and buddying arrangements</li> <li>• Attendance at member events including Annual Members Meeting, as appropriate</li> </ul>
<b>STAKEHOLDER ENGAGEMENT</b>
<ul style="list-style-type: none"> <li>• Engagement with NHS England and Care Quality Commission as appropriate (including for inspection purposes)</li> <li>• Engagement with provider and commissioner Non-Executive Directors for a specified South Central/SCAS geography</li> <li>• Engagement with other key stakeholders on strategic issues involving SCAS</li> </ul>
<b>REFRESHING SKILLS AND KNOWLEDGE</b>
<ul style="list-style-type: none"> <li>• Training and development, including keeping abreast of SCAS, ambulance sector, FT sector, and NHS wide developments</li> <li>• Attendance at NHS Providers (and other) events and meetings</li> <li>• Attending conferences, seminars and meetings to ensure an in-depth understanding of the local health economy</li> </ul>

