

**Council of Governors' Meeting: 6<sup>th</sup> May 2014**

**Non Executive Director (NED) Recruitment: update including role description and person specification**

1. Introduction

The Nominations & Remuneration Committee met with GatenbySanderson (the appointed executive search company) on 1<sup>st</sup> May 2014 to discuss the NED recruitment process. The Committee discussed the existing NED generic role description and person specification and confirmed they remained appropriate for the two NEDs being recruited.

The Committee discussed the specific expertise required for each of the two NED vacancies and agreed that the description highlighted in red below captures the Trust's requirements.

The Committee also confirmed that the existing agreed NED remuneration rate should apply to these posts.

2. Recommendation

The Council of Governors is asked to endorse the role description and person specification and in particular the description of the specialist expertise being sought for each of the two NED vacancies.

Paul Bertin  
Chairman  
2<sup>nd</sup> May 2014

## Non Executive Director Role Description

As members of a unitary board of directors, non executive directors share responsibility with and have the same liability as the executive directors for the performance of the Trust in using the available resources to deliver health and social care and improve wellbeing.

All directors, executive and non executive have responsibility to constructively challenge the decisions of the board of directors and help develop proposals on priorities, risk, mitigation, values, standards and strategy. As part of their role as members of a unitary board, non executive directors have a particular duty to ensure appropriate challenge is made. Non executive directors should scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance.

In performing their role non executive directors should:-

- commit to working to, and encouraging within the trust, the highest standards of probity, integrity and governance and contribute to ensuring that the trust's internal governance arrangements conform with best practice and statutory requirements;
- provide independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help executive directors develop proposals on such issues;
- monitor and scrutinise the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties;
- obtain assurance that financial and clinical quality information is accurate and that financial and clinical quality controls and risk management systems are robust and implemented;
- contribute to the determination of appropriate levels of remuneration and the appointment or removal of executive directors;
- where so appointed chair or as a member take an active part in committees (including the remuneration committee) established by the board of directors to exercise delegated responsibility;
- support, encourage and where appropriate 'mentor' executive directors;
- bring independent judgement and experience or expertise from outside the trust and apply this to the benefit of the trust, its stakeholders and its wider community;
- contribute to the maintenance and ongoing development of a positive working relationship with the Council of Governors;
- assist fellow directors in ensuring that the necessary financial, human and other resources are in place for the trust to meet its objectives, and that performance is effectively monitored and reviewed;

- assist fellow directors in providing entrepreneurial leadership to the trust within a framework of prudent and effective controls, which enable risk to be assessed and managed;
- actively support and promote a positive culture for the trust and reflect this in his/her own behaviour;
- assist fellow directors in setting the trust's values and standards and ensure that its obligations to its stakeholders and the wider community are understood and fairly balanced at all times;
- engage positively and collaboratively in board discussion of agenda items;
- represent the local communities served by the trust including service users and carers, dealing with the media when appropriate; and
- adhere to the Trust Directors Code of Conduct and uphold monitor and scrutinise the trust's performance in adhering to the NHS Constitution

**NED PERSON SPECIFICATION**

Northamptonshire Healthcare NHS Foundation Trust wish to appoint two Non-Executive Directors; one with a health or social care background and the other from the world of commerce with wider knowledge of finance and IT.

**Part One: Eligibility, Background and Experience** (Please address 'Part One' criteria in your supporting statement)

Possession of a professional <u>health or social care qualification</u> <b>OR</b> Commercial sector experience with a broad church of experience in finance and IT	Essential
Current or recent Board level experience	Essential
Experience in change management and/or transformation of organisations	Desirable
Familiarity with the non-executive role	Desirable

In addition to the expertise specified for an individual NED appointment, all NEDs need to show that they have the competencies required to be effective in this board level role.

They are:

**Patient and community focus:**

A high level of commitment to patients, carers and the community, especially to disadvantaged groups.

**Strategic direction:**

The ability to think and plan ahead, balancing needs and constraints.

**Holding to account:**

The ability to accept accountability and probe and challenge constructively.

**Effective influencing and communication:**

Be able to influence and persuade others.

**Team working:**

Be committed to working as a team member.

**Self belief and drive:**

The motivation to improve NHS performance and confidence to take on challenges.

**Intellectual flexibility:**

The ability to think clearly and creatively.