

The Role of the Board of Directors

Introduction

This document describes the role and working of the Board of Directors and is for general information.

Our Trust has a Board of Directors which exercises all the powers of the Trust on its behalf, but the Board of Directors may delegate any of those powers to a Committee of Directors or to an Executive Director.

The Board of Directors consists of Executive Directors, one of whom is the Chief Executive, and Non-Executive Directors, one of whom is the Trust Chairman. The Board of Directors leads the Trust by undertaking three key roles:

Formulating strategy

Ensuring accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust and reliable

Shaping a positive culture for the Board of Directors and the organisation.

The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the public, its service users, and members.

Each Director also has a duty to avoid conflicts of interest and not to accept benefits from third parties (as well as to declare interests in proposed transactions or arrangements with the Trust).

The general responsibilities of the Board of Directors are:

To maintain and improve quality of care

To work in partnership with service users, carers, local health organisations, local government authorities and others to provide safe, effective, accessible, and well governed services for patients

To ensure that the Trust meets its obligations to the population served, its stakeholders and its staff in a way that is wholly consistent with public sector values and probity

To ensure relationships are maintained with the Trust's stakeholders, regulators, public, governors, staff and patients, such that the Trust can discharge its wider duties

To exercise collective responsibility for adding value to the Trust by promoting its success through direction and supervision of its affairs in a cost effective manner

To ensure compliance with all applicable law, regulation and statutory guidance.

In fulfilling its duties, the Board of Directors will work in a way that makes the best use of the skills of Non- Executive and Executive Directors.

Leadership

The Board of Directors provides active leadership to the organisation by:

Ensuring there is a clear vision and strategy for the Trust that people know about and that is being implemented, within a framework of prudent and effective controls which enable risk to be assessed and managed.

Ensuring the Trust is an excellent employer by the development of a workforce strategy and its appropriate implementation and operation.

Implementing effective Board of Directors and Committee structures and clear lines of reporting and accountability throughout the organisation.

Quality

The Board of Directors:

Ensures that the Trust provides a high quality of service, outcomes for its service users are good, and recovery is an option for all,

Requires that the best levels of clinical effectiveness, patient safety and patient experience, are achieved.

Ensures that it engages with all its stakeholders, including patients and staff on quality issues and that issues are escalated appropriately and dealt with.

Strategy

The Board of Directors:

Sets and maintains the Trust's strategic vision, aims and objectives ensuring the necessary financial, physical and human resources are in place for it to meet its objectives.

Determines the nature and extent of the risk it is willing to take in achieving its strategic objectives.

Monitors and reviews management performance to ensure the Trust's objectives are met. ²

Oversees both the delivery of services and the achievement of objectives, monitoring performance to ensure action is taken when required to mitigate.

Develops and maintains an annual business plan, and ensures its delivery as a means of taking forward the strategy of the Trust to meet the expectations and requirements of stakeholders.

Ensures that national policies and strategies are effectively addressed and implemented within the Trust.

Culture, Ethics and Integrity

The Board of Directors:

Is responsible for setting values, ensuring they are widely communicated and adhered to and that the behaviour of the Board of Directors is entirely consistent with those values.

Promotes a patient-centred culture of openness, transparency and candour

Ensures that high standards of corporate governance and personal integrity are maintained in the conduct of NHS Foundation Trust business.

Ensures that Directors and staff adhere to any codes of conduct adopted or introduced from time to time.

Governance/compliance

The Board of Directors:

Ensures compliance with relevant principles, systems and standards of good corporate governance and has regard to guidance on good corporate governance (as may be issued by regulators from time to time) and appropriate codes of conduct, accountability and openness applicable to NHS Trusts).

Ensures that all requirements of NHS Improvement and Monitor's Licence condition relating to the Trust's governance arrangements are complied with.

Ensures that the Trust has comprehensive governance arrangements in place that guarantee that the resources vested in the Trust are appropriately managed and deployed, that key risks are identified and effectively managed and that the Trust fulfils its accountability requirements.

Ensures that the Trust complies with its governance and assurance obligations in the delivery of clinically effective, and safe services taking account of patient and carer experiences and maintaining the dignity of those cared for.

Ensures that all the required returns and disclosures are made to the regulators.

Formulates, implements and reviews standing orders and standing financial instructions as a means of regulating the conduct and transactions of NHS Foundation Trust business.

Agrees the schedule of matters reserved for decision by the Board of Directors.

Ensures that the statutory duties of the trust are effectively discharged.

Acts as corporate trustee for the Trust's charitable funds.

Risk management

The Board of Directors:

Ensures an effective system of integrated governance, risk management and internal control across the whole of the Trust's clinical and corporate activities.

Ensures that there are sound processes and mechanisms in place to ensure effective user and carer involvement in the development of care plans, the review of quality of services provided and the development of new services.

Ensures there are appropriately constituted appointment and evaluation arrangements for senior positions such as consultant medical staff and those reporting to Executive Directors.

Committees

The Board of Directors is responsible for maintaining Committees of the Board of Directors with delegated powers as prescribed by the NHS Trust's Standing Orders and/or by the Board of Directors from time to time.

Communication

The Board of Directors:

Ensures an effective communication channel exists between the Trust, members, service users, carers, staff and the local community. Holds its meetings in public except where the public is excluded 'for special reasons' .

Shares the agenda and minutes of Board of Directors meetings and ensures that those Board of Directors proceedings and outcomes that are not confidential are communicated publically, primarily via the Trust's website.

Holds an annual general meeting which is open to the public

Ensures the effective dissemination of information on service strategies and plans and also provides a mechanism for feedback

Publishes an annual report and annual accounts electronically via the Trust's website and in accessible versions.

Finance

The Board of Directors:

Ensures that the Trust operates effectively, efficiently and economically.

Ensures the continuing financial viability of the organisation.

Ensures the proper management of resources and that financial responsibilities are fulfilled.

Ensures that the Trust achieves the targets and requirements of stakeholders within the available resources.

Reviews performance, identifying opportunities for improvement and ensuring those opportunities are taken.

Role of the Trust Chairman

The Trust Chairman is responsible for leading and presiding over the Board of Directors and for ensuring that they successfully discharge their responsibilities.

The Trust Chairman is responsible for the effective running of the Board of Directors and ensuring each Non Executive Director is subject to annual performance appraisal and supervision on a more frequent basis.

The Trust Chairman is responsible for ensuring that the Board of Directors their part in the development and determination of the Trust's strategy and overall objectives.

The Trust Chairman is the guardian of the Board of Directors' decision-making processes and provides general leadership of the Board of Directors.

Role of the Chief Executive

The Chief Executive reports to the Trust Chairman and to the Board of Directors directly. All members of the management structure report either directly or indirectly, to the Chief Executive.

The Chief Executive is responsible to the Board of Directors for running the Trust's business and for proposing and developing the Trust's strategy and overall objectives for consideration and approval by the Board of Directors.

The Chief Executive is responsible for implementing the decisions of the Board of Directors and its Committees and providing information and support to the Board of Directors.