

<b>Meeting Title</b>	<b>Board of Directors</b>		
<b>Date</b>	<b>27 May 2020</b>	<b>Agenda item</b>	<b>Bo.5.20.26</b>

## Division of Responsibilities: CEO and Chair

<b>Presented by</b>	Tanya Claridge, Director of Governance and Corporate Affairs		
<b>Author</b>	Tanya Claridge, Director of Governance and Corporate Affairs Jacqui Maurice, Head of Corporate Governance		
<b>Lead Director</b>	John Holden, Director of Strategy and Integration		
<b>Purpose of the paper</b>	To put into writing and gain approval from the Board on the division of responsibilities between the chairperson and the chief executive officer, in line with the requirement under A.2.1 of the Foundation Trust Code of Governance.		
<b>Key control</b>	This paper is a key control for the governance associated with each strategic objective		
<b>Action required</b>	For approval		
<b>Previously discussed at/ informed by</b>	Executive team meeting on 18 May 2020		
<b>Previously approved at:</b>	<b>Committee/Group</b>	<b>Date</b>	

### Background

The NHS Foundation Trust Code of Governance (the Code) was first published in 2006, revised in 2010, and further updated in 2014 as a result of the Health and Social Care Act 2012.

Section A.2. 1 of the code specifies that:

“The division of responsibilities between the chairperson and the chief executive should be clearly established, set out in writing and agreed by the Board of Directors”.

Whilst the roles and responsibilities of the Chairperson and the Chief Executive are clearly set out within their respective job descriptions no such document in the manner prescribed by the code has been presented to the Board of Directors for its agreement.

The roles and responsibilities of both Chairs and Chief Executives NHS and NHS Foundation Trust Boards are laid out within a number of guidance documents.

The key current reference documents that support NHS Trusts and NHS Foundation Trusts with regard to the development of good and effective governance arrangements are:

- The Foundations of Good Governance, third edition, 2015, published by NHS Providers <https://nhsproviders.org/media/1738/foundations-of-good-governance-web-file.pdf>
- The Healthy NHS Board 2013; Principles of Good Governance, published by the NHS Leadership Academy. <https://www.leadershipacademy.nhs.uk/wp-content/uploads/2013/06/NHSLeadership-HealthyNHSBoard-2013.pdf>

The Foundations of Good Governance is specifically focussed on the governance arrangements with regard to NHS Foundation Trusts and clearly defines the roles of the chairperson and chief executive.

The proposed statement, which the Board is asked to approve regarding the division of responsibilities of the chairperson and the chief executive has been drawn from the Foundations of Good Governance. The division of roles is presented at appendix 1.

The job description of the chairperson (agreed by the Council of Governors in December 2018) is provided for information at appendix 2

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The job description of the chief executive (agreed by the Board Nominations and Remuneration Committee) is provided for information at appendix 3.

### Recommendation

The Board is asked to review and approve the document attached at 'appendix 1: respective roles of the chair and chief executive'.

### Risk assessment

Strategic Objective	Appetite (G)					
	Avoid	Minimal	Cautious	Open	Seek	Mature
To provide outstanding care for patients			g			
To deliver our financial plan and key performance targets			g			
To be in the top 20% of NHS employers					g	
To be a continually learning organisation				g		
To collaborate effectively with local and regional partners					g	
The level of risk against each objective should be indicated. Where more than one option is available the level of risk of each option against each element should be indicated by numbering each option and showing numbers in the boxes.	Low		Moderate	High	Significant	
	Risk (*)					
Explanation of variance from Board of Directors Agreed General risk appetite (G)						

<b>Benchmarking implications (see section 4 for details)</b>	<b>Yes</b>	<b>No</b>	<b>N/A</b>
Is there Model Hospital data relevant to the content of this paper?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Is there any other national benchmarking data relevant to the content of this paper?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Is the Trust an outlier (positive or negative) for any benchmarking data relevant to the content of this paper?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

<b>Risk Implications (see section 5 for details)</b>	<b>Yes</b>	<b>No</b>
Corporate Risk register and/or Board Assurance Framework Amendments	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Quality implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Resource implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Legal/regulatory implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Diversity and Inclusion implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Performance Implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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<b>Regulation, Legislation and Compliance relevance</b>
<b>NHS Improvement: (please tick those that are relevant)</b> <input checked="" type="checkbox"/> Risk Assessment Framework <input checked="" type="checkbox"/> Quality Governance Framework <input checked="" type="checkbox"/> Code of Governance <input checked="" type="checkbox"/> Annual Reporting Manual
<b>Care Quality Commission Domain:</b> Choose an item.
<b>Care Quality Commission Fundamental Standard:</b> Choose an item.
<b>NHS Improvement Effective Use of Resources:</b> Choose an item.
<b>Other (please state):</b>

Relevance to other Board of Director's Committee: (please select all that apply)					
Workforce	Quality	Finance & Performance	Partnerships	Major Projects	Other (please state)
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

## Appendices

Appendix 1: Respective Roles of the Chair and Chief executive

Appendix 2: Chairperson's job description

Appendix 3: Chief Executive's job description

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Appendix 1