

Meeting Title	Governors NRC		
Date	27 April 2023	Agenda item	CGo.4.23.14

Review of NED Job Description, Person Specification and, Terms and Conditions

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Author	Jacqui Maurice, Head of Corporate Governance / Pat Campbell, Director of HR		
Governance responsibility	Council of Governors		
Purpose of the paper	For the Council of Governors to review and approve the generic NED Job Description, Person Specification and, Terms and Conditions		
Action required	For approval		
Previously discussed at/informed by	N/A		
Previously approved at:	Committee/Group	Date	

Situation and Background

Annually the Council is requested to review and approve the NED Terms and Conditions. Also presented for review is the generic NED job description and person specification.

The Council is also asked to note that for any recommendation made to the Council of Governors regarding an appointment or reappointment; there is also a requirement that the Governors NRC also presents for approval the specific terms and conditions associated with that NED appointment/reappointment. The Council can at that time, if it so chooses, approve any proposed deviation from the generic position on recommendation from the NRC.

Generic NED Terms and Conditions

The Council is asked to note that there are, in the main, minor amendments proposed to ensure that the NED Terms and Conditions remain up to date and to correct typographical errors. One key change is the inclusion of a statement informing NEDs that they are able to seek Independent Advice to support the discharge of their duties where appropriate. All amendments are included as tracked changes at **Appendix 1**.

The Council is asked to note that the Governors NRC was advised by the Director of HR that the Trust is awaiting publication of the Fit and Proper Person Test framework and guidance documents from NHS England following the publication of the [Kark Review](#) - an independent review of how effectively the test prevents unsuitable staff from being redeployed or re-employed in health and social care settings.

At their meeting on 21 March 2023 the Governors NRC accepted the recommendation that on receipt of the framework and guidance documents from NHS England a further review by the Governors NRC of the NED terms and conditions should take place. This has been placed onto the Governors NRC action log and the Council will be appraised accordingly of the outcomes and any required actions with regard to the generic NED Terms and conditions.

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Generic NED job description and person specification

The job description and the person specification are attached at **Appendix 2**.

Amendments have been made to update the document in line with partnership working arrangements across Bradford District & Craven and West Yorkshire.

The Council is asked to note that with regard to the appointment of an Audit Committee Chair, the relevant sections are included, in blue font.

- Advice and guidance with regard to Audit Chair appointments:

The new Code of Governance for NHS Provider Trusts stipulates that *'the board of directors should satisfy itself that at least one member (of the Audit Committee) has recent and relevant financial experience'*. The Council is advised that this requirement was included previously on the Person Specification in relation to the role and it still remains.

In the previous version of the Person Specification for the role of Audit Chair there was also a requirement for an Audit Committee Chair to possess the following Qualification; a 'Degree (minimum 2:2) or equivalent'. This also still remains. However, the Council is asked to note that the NRC has taken account of the advice and guidance provided by the:

- Code of Governance for NHS Provider Trusts,
- The Healthcare Financial Management Association (HFMA)
- The 'Fit and Proper Persons Requirements'

The Governors' NRC concluded that it will re-consider the specific requirements that should be included in relation to the Audit Chair when this role is put out to appointment.

In the interim, the Governors NRC would like to recommend that the Council approves the generic NED Terms and Conditions and the generic NED Job description and Person Specification.

Recommendation/s

The Council of Governors is asked to approve the minor amendments proposed to the:

- Generic NED Terms and Conditions; and
- Generic NED Job Description and Person Specification.