

Meeting Title	Board of Directors		
Date	11 May 2023	Agenda item	Bo.5.23.21c

## Review of Responsibilities: CEO, Chair, Senior Independent Director, Board and Committees

Presented by	John Holden, Director of Strategy and Integration		
Author	Jacqui Maurice, Head of Corporate Governance		
Lead Director	John Holden, Director of Strategy and Integration		
Purpose of the paper	To ensure compliance with section B2.13 of the Code of Governance for NHS Provider Trusts, the Board is asked to approve the responsibilities of the Chair, CEO, and Senior Independent Director.		
Key control	N/A		
Action required	For approval		
Previously discussed at/ informed by	N/A		
Previously approved at:	Committee/Group	Date	
	N/A		

### Background

[The Code of Governance for NHS Provider Trusts](#) (the code) was published in October 2022 and became effective from 1 April 2023. It states within the code under section B2.13 that:

*The responsibilities of the chair, chief executive, senior independent director if applicable, board and committees should be clear, set out in writing, agreed by the board of directors and publicly available.*

The responsibilities of the Chair, Chief Executive and Senior Independent Director have previously been approved by the Board in May 2020 however they are not publicly available. The Board is asked to review and approve the responsibilities relating to these three roles prior to publication on our website.

- APPENDIX 1 contains the responsibilities of the Chairman. This is drawn from the most recent job description approved by the Council of Governors in support of the appointment of the current incumbent, updated to reflect current partnership arrangements.
- APPENDIX 2 contains the responsibilities of the Chief Executive Officer. This is drawn from the most recent job description which was approved by the Board Nominations and Remuneration Committee in support of the appointment of the current incumbent, updated to reflect current partnership arrangements.
- APPENDIX 3 contains the responsibilities of the Senior Independent Director (SID). This is taken from the '[Foundations of Good Governance](#)' (third edition) published by NHS Providers as best practice, and expands on previous iterations of the SID responsibilities which have been presented to the Board.

The Board is asked to note that with regard to the Board and Committees; the responsibilities of our Trust Board and Committees are incorporated within the:

- [Constitution](#)
- [Reservation of Powers to the Board and the Scheme of Delegation](#)
- [Board Standing Orders](#)
- [Committee and Academy Terms of Reference](#)

The documents listed above have been approved by the Board and are published on the Trust

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website.

### Recommendation

To ensure compliance with section B2.13 of the Code of Governance for NHS Provider Trusts, the Board is asked to review and approve the information presented at:

- Appendix 1: Responsibilities of the Chairman
- Appendix 2: Responsibilities of the Chief Executive Officer
- Appendix 3: Responsibilities of the Senior Independent Director

Subsequent to approval the information will be published on the Trust website.

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Risk assessment						
Strategic Objective	Appetite (G)					
	Avoid	Minimal	Cautious	Open	Seek	Mature
To provide outstanding care for our patients, delivered with kindness			g			
To deliver our financial plan and key performance targets			g			
To be one of the best NHS employers, prioritising the health and wellbeing of our people and embracing equality, diversity and inclusion					g	
To be a continually learning organisation and recognised as leaders in research, education and innovation				g		
To collaborate effectively with local and regional partners, to reduce health inequalities and achieve shared goals					g	
<i>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.</i>	Low		Moderate	High	Significant	
	Risk (*)					
Explanation of variance from Board of Directors						
Agreed General risk appetite (G)						

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

Risk Implications (see section 5 for details)	Yes	No
High Level 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"/>
Equality Diversity and Inclusion implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Performance Implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

Relevance to other Board of Director's academies: (please select all that apply)			
People	Quality & Patient Safety	Finance & Performance	Other (please state)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>