

## Board of Directors – Meeting held in Public

### 12 January 2023

<b>Paper title:</b>	Division of Responsibilities between Chair & Chief Executive	<b>Agenda Item</b>  <b>20.0</b>
<b>Presented by:</b>	Fran Stead - Trust Secretary	
<b>Prepared by:</b>	Fran Stead - Trust Secretary	
<b>Committees where content has been discussed previously</b>	Name(s) and date(s) of sub-committee / working group	
<b>Purpose of the paper</b> Please check <b>ONE</b> box only:	<input type="checkbox"/> For approval <input checked="" type="checkbox"/> For information <input type="checkbox"/> For discussion	
<b>Link to Trust Strategic Vision</b> Please check <b>ALL</b> that apply	<input type="checkbox"/> Providing excellent quality services and seamless access <input type="checkbox"/> Creating the best place to work <input type="checkbox"/> Supporting people to live to their fullest potential <input type="checkbox"/> Financial sustainability, growth and innovation <input checked="" type="checkbox"/> Governance and well-led	
<b>Care Quality Commission domains</b> Please check <b>ALL</b> that apply	<input type="checkbox"/> Safe <input type="checkbox"/> Caring <input type="checkbox"/> Effective <input checked="" type="checkbox"/> Well-Led <input type="checkbox"/> Responsive	

<b>Purpose of the report</b>
To update the Trust’s version of the ‘Division of Responsibilities between Chair & Chief Executive’ aligned to the substantive appointment of the Chair.

<b>Executive Summary</b>
<p>Spring 2022 the Board approved the Trust’s document that outlines the ‘Division of Responsibilities between Chair &amp; Chief Executive’, in support of compliance with the NHS Code of Governance. The document summarises the different duties of the two leadership roles, with the previous version being signed by the Interim Chair (Carole Panteli) &amp; current Chief Executive (Therese Patten). A review &amp; re-presentation exercise has taken place following the substantive appointment process for the Chair of the Trust, with Dr Linda Patterson now signing the current version of the document. The Board is asked to note that further reviews will take place, as appropriate, with any interim / substantive changes to personnel within these leadership roles.</p>

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<input type="checkbox"/> <b>Yes</b> (please set out in your paper what action has been taken to address this)  <input checked="" type="checkbox"/> <b>No</b>
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<b>Recommendation(s)</b>
<p>The Board of Directors is asked to:</p> <ul style="list-style-type: none"> <li>• note that the Trust document has been updated in response with the substantive appointment being made to the Chair of the Trust role, &amp; that the individual responsibilities of the Chair &amp; Chief Executive as outlined in the paper remains as agreed Spring 2022; &amp;</li> <li>• note that the document will be reviewed &amp; updated as required with any interim / substantive changes associated with the roles.</li> </ul>

<b>Relationship to the Board Assurance Framework (BAF)</b>	
<p>The work contained with this report links to the following strategic risks as identified in the BAF:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> <b>SO1:</b> Engaging with our patients, service users and wider community to ensure they are equal partners in care delivery (QSC)</li> <li><input checked="" type="checkbox"/> <b>SO2:</b> Prioitising our people, ensuring they have the tools, skills and right environment to be effective leaders with a culture that is open, compassionate, improvement-focused and inclusive culture (WEC)</li> <li><input type="checkbox"/> <b>SO3:</b> Maximising the potential of services to delivery outstanding care to our communities (QSC)</li> <li><input type="checkbox"/> <b>SO4:</b> Collaborating to drive innovation and transformation, enabling us to deliver against local and national ambitions (Board)</li> <li><input type="checkbox"/> <b>SO5:</b> To make effective use of our resources to ensure services are environmentally and financially sustainable and resilient (FBIC)</li> <li><input type="checkbox"/> <b>SO6:</b> To make progress in implementing our digital strategy to support our ambition to become a digital leader in the NHS (FBIC)</li> </ul>	
<b>Links to the Strategic Organisational Risk register (SORR)</b>	<p>The work contained with this report links to the following corporate risks as identified in the SORR:</p> <ul style="list-style-type: none"> <li>• N/A</li> </ul>
<b>Compliance &amp; regulatory implications</b>	<p>The following compliance and regulatory implications have been identified as a result of the work outlined in this report:</p> <ul style="list-style-type: none"> <li>• NHS Act</li> <li>• Health &amp; Care Act</li> <li>• NHS Code of Governance</li> <li>• Well Led</li> </ul>

## Division of Responsibilities between the Chair and Chief Executive

As Chair & Chief Executive, we recognise that the way in which we conduct ourselves individually & together has a significant impact on the effectiveness of the Board of Directors, the Council of Governors & the wider culture of the organisation.

It is essential that we are clear about our respective roles in ensuring the Board of Directors & the Trust operates successfully as an independent, accountable NHS Foundation Trust delivering sustainable safe, personal & effective care to the people we serve, and operating as a valued and influential partner within our West Yorkshire & Bradford District & Craven system leadership teams.

In defining our respective roles we have drawn on the following sources:

- Best practice guidance contained in Monitor's *NHS Foundation Trust Code of Governance*; &
- Foundations of Good Governance: A Compendium of Best Practice produced by the Foundation Trust Network.

Our respective roles in detail in the table below. In summary:

The Chair is responsible for the leadership of the Board & is pivotal in the creation of the conditions necessary for good governance & overall Board & individual Director effectiveness, both inside & outside of the boardroom. The Chair's role is non-executive & is not involved in the day-to-day running of the organisation, but ensures that the organisation has the vision, strategy & resource in place to deliver the objectives of the Trust. The Chair (working closely with the Chief Executive) has a key leadership role in succession planning arrangements, ensuring that the composition of the Board is fit for purpose in managing the business of the Trust. The Chair is also responsible for leadership of the Council of Governors ensuring that Governors understand their roles and have the resources, information and knowledge necessary to discharge their duties.

The Chief Executive is responsible for the day-to-day leadership and management of the Trust, in line with regulatory requirements & the strategy & objectives approved by the Board. As Accounting Officer, the Chief Executive has a personal responsibility to Parliament for the overall performance and conduct of the Trust. The Chief Executive may make decisions in all matters affecting the Trust's operations, performance & strategy with the exception of those matters reserved for the Board or Council of Governors, or specifically delegated by the Board to its Committees.

This division of responsibilities is intended to clarify our shared leadership role at Bradford District Care NHS Foundation Trust & has been amended to also reflect our developing roles across the Bradford District and Craven system leadership team. The responsibilities also support our own personal objectives that are agreed annually.

## Division of responsibilities of the Chair and Chief Executive

The Chair	The Chief Executive
<p>Reports to the Board of Directors &amp; is accountable to the Council of Governors for the performance of the Board.</p> <p>Other than the Chief Executive, no Executive Directors report to the Chair, the Trust Secretary reports to the Chair on Board governance matters.</p> <p>Ensures effective operation of the Board of Directors &amp; Council of Governors &amp; agrees their respective agendas, which take full account of the important issues facing the Trust.</p> <p>Ensures that the Board of Directors as a whole invests appropriate time &amp; attention to the strategic challenges and opportunities in the operating environment &amp; plays a full part in the development &amp; determination of the Trust's strategy &amp; overall objectives, having regard to the views of the Council of Governors.</p> <p>Acts as the guardian of the Board of Directors' decision-making processes.</p> <p>Leads the Board of Directors &amp; presides over and leads the Council of Governors.</p> <p>Ensures the Board of Directors &amp; Council of Governors work together effectively.</p> <p>Sets clear expectations concerning the Trust's culture, values &amp; behaviours, including setting the style &amp; tone of discussions at Board meetings.</p> <p>Ensures the Board of Directors &amp; Council of Governors receive accurate, timely and clear information.</p> <p>Ensures compliance with the Board of Directors' approved procedures.</p>	<p>Reports to the Chair and to the Board of Directors.</p> <p>All members of the Executive Management Team report directly to the Chief Executive.</p> <p>Runs the Trust's business.</p> <p>Is responsible for proposing &amp; developing, in consultation with the Board, the Trust's strategy &amp; overall objectives. Once agreed, is responsible for their implementation, putting appropriate resources and risk management systems in place.</p> <p>Implements the decisions of the Board of Directors and its Committees.</p> <p>Ensures the provision of information &amp; support to the Board of Directors and Council of Governors.</p> <p>Facilitates &amp; supports effective joint working between the Board of Directors and Council of Governors.</p> <p>Provides input to the Board of Directors' agenda on behalf of the Executive Management Team.</p> <p>Communicates the expectations of the Board concerning culture, values &amp; behaviours to all employees.</p> <p>Ensures the Chair is aware of the important issues facing the Trust &amp; proposes agenda items accordingly.</p> <p>Ensures the provision of reports to the Board of Directors which contain accurate, timely and clear information.</p>

<p>Arranges informal meetings of the Directors to ensure that sufficient time &amp; consideration is given to complex, contentious or sensitive issues.</p> <p>Proposes a schedule of matters reserved to the Board of Directors; ensuring terms of reference for each Board Committee is in place.</p> <p>Facilitates the effective contribution of all members of the Board of Directors &amp; the Council of Governors.</p> <p>Ensures that constructive relations exist between Executive &amp; Non-Executive members of the Board of Directors; between members of the Council of Governors &amp; between the Board of Directors and the Council of Governors.</p> <p>Ensures that the Non-Executive Directors understand their accountability, individually and collectively, to the Council of Governors for the performance of the Board.</p> <p>Presides over the Council of Governors in holding the Non-Executive Directors to account.</p> <p>Chairs the Board Nominations Committee.</p> <p>Initiates succession planning measures at Board level with the Nominations Committee to ensure appropriate Board composition and refreshment.</p> <p>Proposes the membership and the Chairs of Board Committees.</p> <p>Ensures effective communication on the part of the Trust with patients, members, clients, staff and other stakeholders.</p>	<p>Ensures the compliance of the Executive Management Team with the Board of Directors' approved procedures.</p> <p>Ensures that the Chair is alerted to forthcoming complex, contentious or sensitive issues affecting the Trust.</p> <p>Provides input as appropriate on changes to the schedule of matters reserved to the Board of Directors and Committee terms of reference.</p> <p>Supports the Chair in facilitating effective contributions &amp; sustaining constructive relations between Executive &amp; Non-Executive members of the Board of Directors; elected &amp; appointed members of the Council of Governors &amp; between the Board of Directors &amp; the Council of Governors.</p> <p>Provides, with the Executive Management Team, support to the Non-Executive Directors in order to facilitate the accountability relationship.</p> <p>Supports the Chair in delivering an effective accountability process.</p> <p>Provides information &amp; advice on succession planning to the Chair &amp; relevant Board Committees, particularly in respect of Executive Directors.</p> <p>If so appointed by the Board of Directors, serves on any of the Committees.</p> <p>Leads the communication programme with members and stakeholders.</p> <p>Contributes to induction programmes for new Directors &amp; ensures that appropriate management time is made available for the process.</p> <p>Ensures that the development needs of the Executive Directors &amp; other senior management staff are identified &amp; met.</p>
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<p>Ensures the provision of a properly constructed induction programme for new Directors.</p> <p>Leads in updating the skills &amp; knowledge and in meeting the development needs of individual Directors &amp; of the Board of Directors as a whole.</p> <p>Ensures that members of the Council of Governors have the skills, knowledge &amp; familiarity with the Trust to fulfil their role.</p> <p>Ensures that the performance of the Board of Directors &amp; Council of Governors as a whole, their Committees, &amp; individual members of both are periodically assessed.</p> <p>Provides strategic input into ICS and ICP system governance arrangements, including chairing the WYMHLA&amp;A Committee-in-Common (on a rotational basis).</p> <p>Promotes the highest standards of integrity, probity &amp; corporate governance throughout the organisation &amp; particularly at Board of Director level.</p> <p>Ensures a good flow of information each way between the Board of Directors, Board Committees, the Council of Governors and Non-Executive Directors.</p>	<p>Ensures the provision of appropriate development, training &amp; information for the Council of Governors.</p> <p>Ensures that performance reviews are carried out at least once a year for each of the Executive Management Team members. Provides input to the wider Board of Directors' &amp; Council of Governors' evaluation processes.</p> <p>Conducts the affairs of the Trust in compliance with the highest standards of integrity, probity &amp; corporate governance.</p> <p>Provides strategic input to the Bradford District &amp; Craven system leadership team, responsible for specific SRO duties (currently around Act as One delivery arrangements for strategy and transformation; &amp; Children's services), reporting back to the Board of Directors as required.</p> <p>Promotes continuing compliance across the organisation.</p> <p>Provides effective information &amp; communication systems.</p>
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**Dr Linda Patterson**  
**Chair of the Trust**

**Therese Patten**  
**Chief Executive**

**January 2023**