

Statement of responsibilities within the foundation trust

One of the main principles within the leadership section of the NHS Foundation Trust Code of Governance (“the FT Code”) is that there should be a clear division of responsibilities at the head of a foundation trust between the chairing of the Board of Directors and the Council of Governors and the executive responsibility for the running of the foundation trust’s affairs. The FT Code notes that, as part of this, no one individual should have unfettered powers of decision. The FT Code suggests that the division of responsibilities between the Chair and the Chief Executive should be clearly established, set out in writing and agreed by the Board of Directors.

The UK Corporate Governance Code (“the UK Code”) published by the Financial Reporting Council sets out wider corporate governance best practice. The UK Code has recently been updated and now recommends that the responsibilities of the Senior Independent Director, Board and Committees should also be set out in writing, agreed by the Board of Directors and made publicly available. In light of this emerging best practice and in an effort to further improve transparency, these additional responsibilities have also been set out in this statement.

Responsibilities of the Board of Directors and its Committees

The Board of Directors is responsible for setting the overall strategic direction of the foundation trust. The business of the foundation trust is managed by the Board of Directors and all the powers of the foundation trust are exercisable by the Board of Directors on its behalf. The matters that the Board has reserved to itself and those which have been delegated to individual directors or committees are clearly documented within a Scheme of Delegation. The Board operates in accordance with Standing Orders and the organisation operates in accordance with financial rules agreed by the Board in Standing Financial Instructions.

The Board has established a number of committees in order to have oversight and to seek assurance in specified areas. Each of these committees has clear terms of reference which set out the scope of the committee’s responsibilities and any delegated powers given to it by the Board. They report back to the Board after each meeting, providing assurance or escalating risks as appropriate.

More information on the responsibilities of each committee will be included in our annual report.

Responsibilities of the Council of Governors

The Council of Governors is comprised of 28 governors who have either been elected from amongst the various constituencies within the foundation trust’s membership or appointed by one of our partner organisations. The Council of Governors has two general duties:

1. To hold the non-executive directors to account, individually and collectively, for the performance of the Board of Directors; and

2. To represent the interests of the foundation trust’s members as a whole and the interests of the public.

Additionally, the Council of Governors also has a number of specific responsibilities as set out below:

- To appoint and, where necessary, remove the Chair and the other non-executive directors;
- To approve the appointment of a Chief Executive by the non-executive directors;
- To decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors;
- To appoint or remove the external auditor;
- To appoint or remove any other external auditor appointed to review and publish a report on any other aspect of the foundation trust’s affairs;
- To be presented with the annual accounts, any report of the external auditor and the annual report;
- To approve significant transactions as defined within the constitution;
- To approve an application by the foundation trust to enter into a merger, acquisition, separation or dissolution;
- To decide whether the foundation trust’s non-NHS work would significantly interfere with the fulfilment of its principal purpose (which is the provision of goods and services for the purposes of the health service in England) or the performance of its other functions;
- To approve amendments to the constitution;
- To provide their views to the Board of Directors when the Board is preparing the foundation trust’s forward plan;
- To prepare, and from time-to-time review, the membership strategy and the policy for the composition of the Council of Governors, and
- Where appropriate, to act collectively and through individual governors to communicate with members about developments in the foundation trust and the work of the Council of Governors.

Responsibilities of the Chair and Chief Executive

The respective responsibilities of the Chair and Chief Executive are set out in the table below:

Chair	Chief Executive
Reports to the Board of Directors.	Reports to the Chair and to the Board of Directors.
Other than the Chief Executive, no executive reports to the Chair.	All members of the management structure report, either directly or indirectly, to the Chief Executive.
Ensures effective operation of the Board of Directors and Council of Governors.	Runs the foundation trust’s operation and day-to-day business.

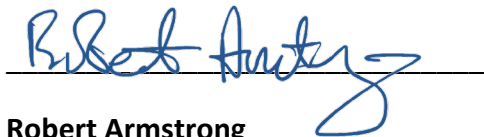
Chair	Chief Executive
Ensures that the Board of Directors as a whole play a full part in the development and determination of the foundation trust's strategy and overall objectives.	Responsible for proposing and developing the foundation trust's strategy and overall objectives.
The guardian of the Board of Directors' decision-making processes.	Implements the decisions of the Board of Directors and its committees.
Leads the Board of Directors and the Council of Governors.	Ensures the provision of information and support to the Board of Directors and Council of Governors.
Ensures the Board of Directors and Council of Governors work together effectively.	Facilitates and supports effective joint working between the Board of Directors and Council of Governors.
Oversees the operation of the Board of Directors and sets its agenda.	Provides input to the board of director's agenda on behalf of the executive team.
Ensures the agendas of the Board of Directors and Council of Governors take full account of the important issues facing the foundation trust.	Ensures the Chair is aware of the important issues facing the foundation trust and proposes agenda items accordingly.
Ensures the Board of Directors and Council of Governors receive accurate, timely and clear information.	Ensures the provision of reports to the Board of Directors which contain accurate, timely and clear information.
Ensures compliance with the Board of Directors' approved procedures.	Ensures the compliance of the executive team with the Board of Directors' approved procedures.
Arranges informal meetings of the directors to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	Ensures that the Chair is alerted to forthcoming complex, contentious or sensitive issues affecting the foundation trust.
Proposes a schedule of matters reserved to the Board of Directors; proposes terms of reference for each Board of Directors committee and proposes other board policies and procedures.	Provides input as appropriate on changes to the schedule of matters reserved to the Board of Directors and committee terms of reference.
Facilitates the effective contribution and the provisions of effective challenge by all members of the Board of Directors.	Supports the Chair in facilitating effective contributions by executive directors including effective challenge.
Facilitates constructive relationships between executive and non-executive members of the Board of Directors.	Supports the Chair in sustaining constructive relations between executive and non-executive members of the board.

Responsibilities of the Senior Independent Director

The Senior Independent Director is appointed by the Board of Directors, in consultation with the Council of Governors. The role of the Senior Independent Director is to:

- act as a sounding board for the Chair and to serve as an intermediary for the other directors when necessary;
- lead the performance evaluation of the Chair, within a framework agreed by the Council of Governors, taking into account the views of directors and governors;
- lead meetings of the non-executive directors without the Chair present at least annually to appraise the Chair's performance and on such other occasions as are deemed appropriate;
- report the outcomes of the Chair's appraisal to the Council of Governors;
- be available to governors if they have concerns that contact through the normal channels of Chair, Chief Executive, Chief Finance Officer or Company Secretary has failed to resolve or where such contact is inappropriate; and
- attend sufficient meetings with governors to listen to their views in order to help develop a balanced understanding of their views, issues and concerns.

This statement was approved by the Board of Directors at its meeting on 29 January 2020.



Robert Armstrong

Chair

For and on behalf of the Board of Directors