NON-EXECUTIVE DIRECTOR ROLE DESCRIPTION

Produced by: **Steve Garside, Company Secretary**

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Next Review: **July 2020**

FOREWORD BY THE SCAS FT CHAIR

All Board members have responsibility for every decision of the Board, regardless of their individual skills or status, and the Executive and Non-Executive directors share the same liability.

However, in order for a Board to be effective it should contain a complementary mix of skills, experience, attitude, approach and personality and this should be taken into account in the recruitment and development of the Chair, NEDs and Executive Directors. In selecting Non-Executive Directors, in particular, the Chair and Governors should ensure the optimum balance to facilitate smooth and effective operation of the Board.

There are minimum requirements necessary for any Director to fulfil their role. In addition, Executive Directors have specific functional roles and individual NEDs will take on other tasks and responsibilities based on their particular skills, experience and available time.

The Chair will ensure that the correct balance exists on the Board and that these needs are taken into account in any recruitment. In doing so, advice will be sought from other Board members, the Company Secretary, and the Council of Governors Nominations Committee.

The Chair will agree with each NED, on an annual basis, their individual roles, contribution and objectives including the level of time commitments. Performance against these will form a key part of the NED appraisal process.

The SCAS values – teamwork, innovation, professionalism and caring – are very important to the Trust, and both the Chair and NEDs are fully expected to perform their duties in a manner consistent with these. The annual appraisal process will assess the extent to which these values have been exhibited.

Lena Samuels, SCAS FT Chair

June 2019

NON-EXECUTIVE DIRECTOR - ROLE DESCRIPTION

BACKGROUND

Non-Executive Directors are members of the Board of Directors. They are not involved in the day to day running of the business, but are instead guardians of the governance process and monitor the executive activity as well as contributing to the development of strategy. They have four specific areas of responsibility – strategy, performance, risk and people – and should provide independent views on resources, appointments and standards of conduct.

THE REQUIREMENTS OF BOARD MEMBERS IN A FOUNDATION TRUST

The Code of Governance states that "*every NHS Foundation Trust (FT) should be headed by an effective Board of Directors, since the Board is collectively responsible for the exercise of the powers and the performance of the Foundation Trust"*, and that the role of the Board includes to:

- provide effective and proactive leadership of the FT

- ensure compliance with the provider licence, constitution, mandatory guidance issued by regulators such as NHS Improvement and the Care Quality Commission, and other relevant statutory obligations

- set the FT's strategic aims at least annually, taking into consideration the views of the Council of Governors, ensuring that the necessary resources are in place for the FT to meet its main priorities and objectives

- ensure the quality and safety of healthcare services for patients, education, training and research delivered by the FT, applying the relevant principles and standards of clinical governance

- ensure that the FT exercises its functions effectively, efficiently and economically, including in relation to service delivery

- set the FTs visions, values and standards of conduct and ensure that its obligations to patients and other key stakeholders are delivered

All Board members (executive and non-executive) have joint responsibility for decisions of the Board and share the same liability. All members also have responsibility to constructively challenge the decisions of the Board and help develop proposals on priorities, risk mitigation, values, standards and strategy.

NON-EXECUTIVE DIRECTOR ROLES

NHS Improvement states that Non-Executive Directors (NEDs) have a particular duty to ensure appropriate challenge is made, and that the Board acts in the best interests of the public. They should:

- bring independence, external skills and perspectives, and challenge strategy development

- scrutinise the performance of, and hold to account, the executive management in meeting agreed objectives, receive adequate information, and monitor the reporting of performance

- satisfy themselves as to the integrity of financial, clinical and other information, and that financial and clinical quality controls and systems of risk management and governance are robust and implemented.

- be responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, executive directors, and in succession planning.

SCAS FT NEDs will carry out the role of Board members and NEDs as outlined above. In addition, they should:

- attend meetings of the Council of Governors with sufficient frequency to ensure that they understand the views of governors on the key strategic and performance issues facing SCAS

- take into account the views of governors and other members to gain a different perspective on the Trust and its performance

- give account to the Council of Governors on the progress made in delivering the Trust's strategic objectives, and the financial and operational performance of SCAS

- receive feedback from the Council of Governors regarding performance and ensure that the Board of Directors is aware of this feedback

EXPECTATIONS

In delivering their role and duties, NEDs will need to carry out a range of tasks, some of which are set out in a separate appendix for illustrative purposes, although not all NEDs will perform or carry out all of the listed tasks.

The Chair and each NED will agree specific expectations at the start of the year, and these will be monitored through the appraisal process. However, given the importance of the holding to account role, and public accountability, all NEDs will need to attend at least five of the six Board meetings in public each year, unless there are exceptional circumstances which should be discussed with the Chair.

The indicative time commitment for a NED role at SCAS FT is between three days and four days on average per month. This will vary dependent on individual circumstances; for example, additional roles taken on by a NED such as the SID role or chairing a Board sub-committee will require additional time input.

NEDs will however need to make themselves available at all reasonable times to support the Trust in the delivery of its business. They will also need to take relevant opportunities to develop and refresh their knowledge and skills (including relevant to any Board committees they may be chairing) and ensure that they are informed in respect of the main areas of the Trust's activity

NEDs should inform the Chair of any changes to their time commitments as it is their responsibility to ensure that they can make sufficient time available to discharge their responsibilities effectively.

The Trust Chair will be entitled to exercise discretion in terms of assessing the contribution made by an individual NED. In doing so, factors such as the quality of contribution made by the NED, as well as collective Board performance, and the complimentary skills, experiences and personalities brought by the various NEDs will be taken into account.

ANNUAL APPRAISAL

The annual appraisal of the NEDs will be led by the Trust Chair, and will include taking into account this role description and the views of the other Board members and the Council of Governors.,

The appraisal of the Chair and NEDs will take into account the Trust's values and the Values Based Behavioural sets that came into effect in 2018 (see Appendix A).

REMUNERATION

The remuneration, allowances, and other terms and conditions for Non-Executive Directors, including in respect of additional roles and duties undertaken, will be determined by the Council of Governors.

APPOINTMENT, REAPPOINTMENT AND REMOVAL

Arrangements for the initial appointment, and any subsequent reappointment or removal of a SCAS FT NED are set out in the Trust Constitution. These form part of the statutory duties of the Council of Governors.

REVIEW

This role description will be reviewed on an ongoing basis, and formally at least once per annum, or when a NED recruitment exercise is required, including in relation to emerging guidance from regulators and other bodies such as NHS Providers.

EXAMPLES OF ACTIVITIES TO BE UNDERTAKEN AS PART OF ROLE DELIVERY – NON-EXECUTIVE DIRECTORS

SCRUTINISE THE PERFORMANCE OF, AND HOLD TO ACCOUNT, THE EXECUTIVE MANAGEMENT
• Preparation for, and attendance at, Board meetings in public, and Board seminars and workshops
• Preparation for, and attendance at, Board sub-committee meetings of which that NED is a member (see separate appendices for Audit Committee, Quality and Safety Committee, Charitable Funds Committee and Remuneration Committee Chairs)
• Attendance at other Board committee meetings of which the NED is not a member (in order to gain an understanding about the work of that committee and seek assurance)
• Lead on the delivery of any specific portfolios/areas of responsibility where deemed necessary by the Board (for example, linked to a statutory duty or where additional assurance is required)
ENGAGING WITH, AND SUPPORTING / COACHING, BOARD MEMBERS AND STAFF
• Station visits, walkarounds, and crew ride-outs in order to engage with staff (and seek assurance around the quality of service provision)
• Contribute to the appraisal arrangements for the Chair and Executive Directors as appropriate
• Support, coaching and mentoring of assigned individual Executive Directors, including through face-to-face meetings
• Supporting the executive in the recruitment and selection of key Director positions
DEVELOPING EFFECTIVE ARRANGEMENTS WITH THE COUNCIL OF GOVERNORS
• Preparation for, and attendance at, Council of Governors meetings and workshops
• Governor liaison and buddying arrangements
• Attendance at member events including Annual Members Meeting, as appropriate
STAKEHOLDER ENGAGEMENT
• Engagement with NHS Improvement and Care Quality Commission as appropriate (including for inspection purposes)
• Engagement with provider and commissioner Non-Executive Directors for a specified South Central/SCAS geography
• Engagement with other key stakeholders on strategic issues involving SCAS
REFRESHING SKILLS AND KNOWLEDGE
• Training and development, including keeping abreast of SCAS, ambulance sector, FT sector, and NHS wide developments
• Attendance at NHS Providers (and other) events and meetings
• Attending conferences, seminars and meetings to ensure an in-depth understanding of the local health economy

With the recent launch of the new appraisal and the Values Based Behavioural sets SCAS is moving towards an organisational culture with a greater emphasis on appropriate behaviours and an expectation that our staff model these values and associated behaviours.

Our Behavioural sets were developed by taking into account the views of staff across our organisation and they have been gradually introduced to groups of staff across the Trust. However, with the launch of the revised appraisal scheme we are taking the opportunity to re-launch the behavioural sets throughout all parts of the Trust. Our aim is to ensure that each employee receives, understands and models the behaviours associated to their role during their working lives.

There are seven role relevant behavioural value sets for our staff groups which provide examples of effective and ineffective behaviours expected at work. These are:

- The Executive Team
- Corporate Managers
- Managers
- Corporate Staff
- Team Leaders and Clinical Mentors
- Front Line Patient Facing Staff
- Front Line (Contact Centres) Staff

We are confident that the behavioural guidance contained within these sets will positively impact our culture by providing guidelines for how we will behave at work in accordance with our core values.
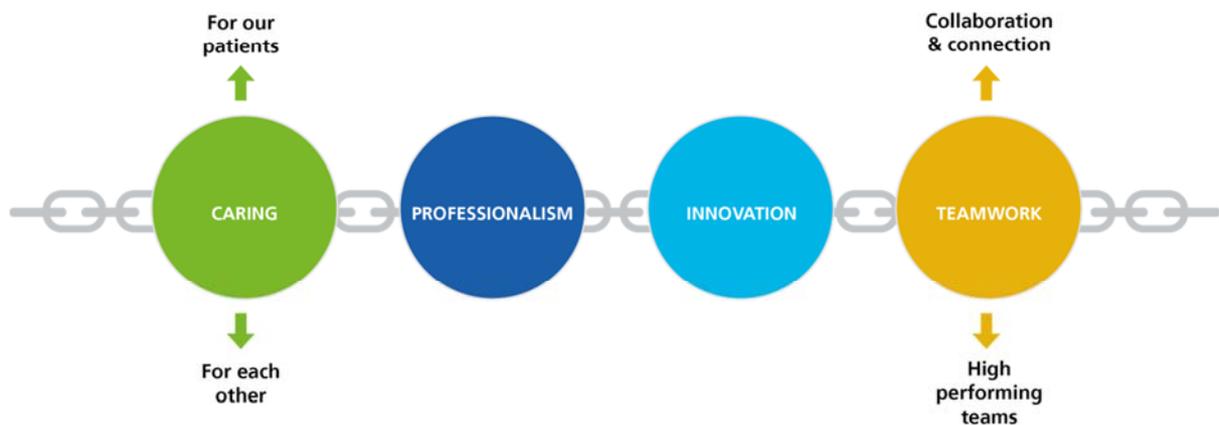
We would also like our Non-Executive Directors to have a Values Based Behavioural set, essentially a tailored version of the set applicable to Executive Directors. This will shape the behaviours exhibited by the NEDs in the delivery of their roles, be it holding to account, chairing and leading Board committees, contributing to the development of strategy, or engaging with staff, Governors and other key stakeholders.

The Values Based Behavioural set for NEDs is set out in the following pages and will be used as a key component of the annual appraisal from 2018/19 onwards.

Lena Samuels
Chair
August 2018

Values Based Behaviour Set for Non-Executive Directors

HOW WE DELIVER OUR SERVICES

For our patients

Collaboration & connection

CARING **PROFESSIONALISM** **INNOVATION** **TEAMWORK**

For each other

High performing teams

HOW WE WORK WITH EACH OTHER

CARING

For our patients and each other

The right care for our patients – is our single greatest priority

Effective Behaviours	Ineffective behaviours
• Explicitly places patient needs at the heart of all Board level strategic and operational decisions (and committee agendas, where appropriate). • Seeks assurance that the Executive Directors (EDs) are driving high levels of engagement with patients and their representatives in order to enable genuine co- creation of services • Seeks assurance that the EDs are leading the design and delivery of integrated services with a focus on patient experience and overall well-being, as well as clinical need • Is not prepared to accept poor or mediocre service. Acknowledges and apologises for mistakes. • Appoints, develops and retains talented EDs that lead the delivery of the best patient care within the sector	- Becomes inwardly focused and loses sight of the impact of choices and decisions made upon the patients and other service users - Is removed and distant from the concept of patient experience. Does not seek evidence of the Trust listening to feedback or seeing the service through patient eyes - Adopts a purely clinical or logistical approach that does not pay attention to the actual patient experience or their wider well-being - Accepts instances of poor or unacceptable service. Accepts mediocrity rather than striving for excellence - Unsuccessful at appointing or retaining talented EDs resulting in discontinuity of leadership and disruption to patient services

We look after each other – as well as our patients

• Recognises and celebrates success, positive achievements and hard work • Visibly supports EDs during challenge or difficulty, and is sensitive to their overall well-being • Recognises the strengths and development needs of EDs when holding to account • Seeks assurance that any instances of alleged bullying, harassment. or any other behaviour that harms or marginalises anyone is being tackled, (inc. through the whistleblowing/Freedom to Speak Up roles) • Seeks assurance that the health and well-being of staff are being supported, including through leadership walkarounds • Constructively supports Governors in the delivery of their roles • Promotes equality and inclusivity, including through contributions to Board discussions.	- Focuses disproportionately/solely on poor performance or failure - Rarely takes time to thank or recognise EDs or others that have put in extra effort, achieved difficult goals or worked through adversity - Remains detached when fellow Board members are criticised. Does not notice when others' well-being is suffering - Holds to account in a way that is unconstructive - Turns a 'blind eye' to behaviour that might be harmful, spiteful or damaging to the well-being of others - Pays insufficient attention to the health and well-being of staff, including in relation to training, development or equipment - Conduct and behavior undermines or is not consistent with treating people inclusively and equally

PROFESSIONALISM

Setting high standards & delivering what we promise

Effective Behaviours	Ineffective behaviours
• Demonstrates an overarching belief in the organisation's purpose, values and strategic direction, as well as its ability to achieve these. • Develops strong relationships with key stakeholders and partners, (including through the SCAS Board stakeholder system engagement arrangements). Is trusted and respected in own professional networks • Develops and maintains effective relationships with Governors, supporting Governors with the delivery of their statutory duties • Accepts full responsibility for problems, promoting a culture of candour, transparency and openness in order to generate solutions • Paints a compelling vision of success that inspires others to invest energy and effort even within tough or stretching circumstances • Seeks assurance that the Trust is building organisational resilience by ensuring fair distribution of work and minimising pressure points wherever possible	- Expresses doubts or reservations about the current strategy or the organisation's ability to achieve its key goals and stated aims - Has limited professional and influence networks. Levels of trust and respect are underdeveloped with key stakeholders - Seeks to blame others when mistakes occur and operates from a 'not my problem' stance that allows situations to fester or remain unresolved - Does little to inspire or energise others, allowing them to become demotivated or disillusioned especially when facing difficulties

INNOVATION

Continuous improvement through empowerment of our people

Effective Behaviours	Ineffective behaviours
• Helps share a clear vision for how SCAS can continue to improve to provide 'the right care, the first time for each individual patient'	- Retains the traditional view of SCAS as an emergency service without encompassing the wider services that it now provides.
• Recognises the need for cost control but acknowledges that some investment will ultimately provide savings and added value	- Focuses upon immediate cost control and efficiencies at the ultimate expense of longer term savings
• Supports resources being committed to explore and implement new technology for greater efficiency and enhanced service delivery	- Is resistant to new technology or is overly cautious about the benefits it may offer in terms of efficiency and service delivery
• Challenges the Executive Team to work actively with commissioners and partners to improve the range and availability of services offered in each local area	- Fails to take a sufficiently broad view of information and patterns. Misses opportunities to use this to impact patient care and services.
• Champions the Board setting aside time to reflect and learn from recent events and outcomes. Links learning to key strategic outcomes and goals for the service	- Is always in reactive mode, responding to emerging demands and unexpected events that distract from strategic goals and priorities

TEAMWORK

Delivering high performance through an inclusive & collaborative approach which values diversity

Collaboration and Connectivity – enable us to achieve outstanding results

Effective Behaviours	Ineffective behaviours
• Promotes effective partnerships and seeks assurance that the Executive Team are aligning stakeholders by actively breaking down barriers between SCAS and other service providers • Where appropriate, uses personal contacts to act as a broker across various professional, organisational and influencing networks. Connects people for their mutual benefit • Speaks as one 'Board voice' and challenges competitive or 'tribal' behaviour between Directorates/departments • Proactively spends time with their counterparts (e.g. NEDs, lay members) in other provider organisations in order to share information, ideas and experience	- Fails to challenge barriers that prevent the development of effective partnerships. Focuses on only a small set of stakeholders or partners - Is protective or possessive of own contacts and networks, or does not introduce or broker others where there may be mutual benefit (and appropriate to the NED role) - Allows organisational units to work in isolation and does not actively champion the delivery of truly joined up, seamless patient services - Does not challenge competitive or 'tribal' behaviour between Directorates/departments - Takes an insular view of SCAS, missing opportunities to share information, ideas and experience with other provider organisations

High performing teams - are at the heart of all we deliver

Effective Behaviours	Ineffective behaviours
• Establishes high trust relationships with fellow Board members by demonstrating confidentiality and mutual support • Supports a clear common purpose for the organisation that encourages the sharing of ideas and resources to deliver shared outcomes • Ensures that the Executive Team sets stretch goals for the whole organisation that are aspirational but achievable • Visibly champions and supports diversity, and seeks assurance that the Executive Team is building a diverse senior leadership team and actively seeking differences of experience and opinion • Pays explicit attention to Board member relationships and dynamics, actively promoting an environment of respectful but robust challenge	- Loses the trust of others within the Board through breaches of confidentiality or lack of mutual support - Encourages a parochial or individual perspective that results in open competition for resources or secrecy around ideas and opportunities - Supports the setting of goals that are either unattainable or insufficiently stretching for the organisation. - Fails to recognise the importance of diversity