

JOB DESCRIPTION

NON-EXECUTIVE DIRECTOR CW MEDICINE LTD

CW Medicines Ltd is a wholly-owned company of Chelsea and Westminster Hospital NHS Foundation Trust

Typically, 1 days per month per month (equivalent)

Remuneration: £4,400

Accountable to: Chair, CW Medicine Ltd

ROLE SUMMARY

As part of the unitary Board of Directors, Non-Executive Directors are ultimately and collectively responsible for all aspects of the performance of the company and play a crucial role in bringing an independent perspective to the boardroom in addition to any specific knowledge and skills they may have.

Non-executive directors have a duty to uphold high standards of probity and governance and ensure that the company operates in accordance with its values, with integrity, and with a commercial edge, developing and sustaining the business and its viability.

Non-executive directors should foster good relations in the boardroom and apply similar standards of care and skill in their role as a non-executive director as they would in similar roles elsewhere.

Non-executive directors must comply with the requirements of the *Fit and proper persons test*.

CONTEXT

CW Medicines Ltd (the company) is a wholly-owned subsidiary of Chelsea and Westminster Hospital NHS Foundation Trust (the Trust) which provides outpatient pharmacy services, focusing on ensuring the efficient and safe supply of medicines to patients. The Trust is a healthcare provider within the NHS and is one of the top-ranked and top-performing hospital trusts in the UK, working over two main hospital sites—Chelsea and Westminster Hospital and West Middlesex University Hospital—and across 12 community-based clinics within North West London. It prides itself on delivering outstanding care to a community of more than 1.5m people.

Forming CW Medicines Ltd allows the exciting introduction of significant benefits to our patients—for example, it will provide the platform for a cohesive and responsive pharmacy service across the Trust.

The Board of Directors is collectively responsible for the success of the company by directing and supervising its affairs. This is a broad remit which has, as a major principle, high levels of probity, value for money and ensures that delivery of KPIs are delivered to fulfill and maintain the service agreement and contract specification between the company and the Trust, and ensures that the ethos of the Trust is demonstrated by the company and its staff in the delivery of the services.

THE ROLE OF THE BOARD

The Board approves annually the business growth and delivery plan of the company and is responsible for holding the management of the company to account for the delivery of the business plan (a process that is overseen and approved by the Board of the Trust).

The Board of directors consists of two non-executive directors including the chair, and three executive directors, including the managing director and/or chief pharmacist. They are collectively responsible for the exercise of powers and the performance of the company.

The general duty of the Board and of each director individually is to act with a view to promoting the success of CW Medicines Ltd to maximise the benefits for the members of the Board as a whole.

Its role is to provide entrepreneurial leadership of the company within a framework of prudent and effective controls, which enables risk to be assessed and managed. It is responsible for:

- Ensuring the quality and safety of services provided to patients and applying standards of governance set out by Companies House.
- Setting the company's vision, values and standards of conduct, and ensuring that its obligations to its staff are understood, clearly communicated and met. In developing and articulating a clear vision for the company, it should be a formally agreed statement of the company's purpose and intended outcomes which can be used as a basis for the company strategy, planning and other decisions.
- Ensuring compliance, including mandatory guidance, relevant statutory requirements and contractual obligations.
- Setting the company's strategic aims at least annually, taking into consideration the views of the stakeholder, ensuring that the necessary financial and human resources are in place for the company to meet its priorities and objectives, and then periodically reviewing progress and management performance.
- Ensuring that the company exercises its functions effectively, efficiently and economically.
- Hold the senior management accountable for upholding the highest standards of integrity and probity in line with the UK Corporate Governance Code (the code) and standard operating instructions.

The Board of Directors keeps its performance and effectiveness under ongoing review. It undertakes a self-assessment of effectiveness supported by post Board of Directors' meeting reflections, a development programme, the review of governance arrangements, and any committees' annual self-assessment exercises.

The Board of Directors maintains continuous oversight of the company's risk management and internal control systems with regular reviews covering all material controls, including financial, operational and compliance controls. The Board of Directors reports on internal control through the annual governance statement as part of the annual report and accounts.

The Board of Directors will meet four times per year (excluding development sessions).

RESPONSIBILITY OF NON-EXECUTIVE DIRECTORS

Non-executive directors have a responsibility to:

- Act as a member of the unitary Board at all times, taking decisions of the Board of Directors in accordance with appropriate principles of cabinet responsibility.
- Positively promote the success of the company and provide advice, guidance, and general counsel and support to the directors on issues impacting the business.
- Support the chairman, other directors and the managing directors in promoting the company's values.
- Support a positive culture throughout the company and adopt behaviours in the Boardroom and elsewhere that exemplifies the corporate culture.
- Challenging the Board concerning the decisions they make. This includes having the strength to bring a new perspective to decisions.
- Develop and deliver the vision and strategic plan.
- Ensure that financial information and that financial controls and systems of risk management are robust and defensible.
- Act as a constructive critic to the Board of directors and the senior leadership team.
- Bring an independent perspective to the Board of Directors, ensuring that a wider view of external issues which will affect the company and its business environment is taken.
- Develop and deliver the company's corporate risk strategy.
- Support and challenge, where appropriate, the Board of directors to ensure the highest standards of corporate governance are adhered to and appropriate business decisions are made.
- Help develop proposals on values and standards.

Further responsibilities include:

- Participating in the appraisal of the managing director, their fellow non-executive directors and the chairman.
- Appointing the managing director.
- Where necessary, removing the managing director.
- Supporting the Board of directors in succession planning and appointing directors and making recommendations for the removal of directors.
- Relations with the company's shareholder (Chelsea and Westminster Hospital NHS Foundation Trust).
- Chairing of grievance and appeal panels.

DUTIES OF NON-EXECUTIVE DIRECTORS

Non-executive directors have a duty to:

- Conform with the code of conduct for Directors and act in the best interest of the Company at all times;
- Satisfy themselves as to the integrity of information;
- Satisfy themselves that quality controls and systems of risk management and governance are sound and that they are used;
- Commission and use external advice as necessary; and
- Ensure that they receive adequate information in the form that they specify and monitor the reporting of performance.
- Bring an independent perspective to the Board of Directors, ensuring that a wider view of external issues which will affect the Company and its business environment is taken
- Ensure that the Board of Directors establishes clear objectives and delivers agreed plans, ensuring that there is a regular review of performance against the set objectives.
- Scrutinise how the Board of Directors and Managing Director performs against organisational goals and objectives.

TERMS OF OFFICE OF NON-EXECUTIVE DIRECTORS

Non-executive directors will serve a three-year term and will not normally exceed a maximum of three terms of office except in exceptional circumstances.

Any terms beyond two terms (six years) should be subject to the annual endorsement of the continued appointment by the Board.

IDEAL PERSONAL CRITERIA OF NON-EXECUTIVE DIRECTORS

PERSONAL QUALITIES

- Ability to think strategically, understand complex issues and make decisions pragmatically.
- Prepared to take difficult decisions and challenge constructively.
- Integrity and high ethical standards.
- A strong personal commitment to the values of Chelsea and Westminster Hospital NHS Foundation Trust and the NHS.
- Independent and impartial approach.
- Sound judgment and an open, enquiring mind.

KNOWLEDGE AND EXPERIENCE

- Senior experience in an expanding and complex enterprise.
- Demonstrable strategic experience.
- Sound business knowledge.
- Experience in improving collaborative and partnership working.
- Experience of complex organisational change at a senior level.
- Track record of success in senior positions.
- Understanding of, and commitment to, public service values of accountability, probity, good governance, openness and equality of opportunity.
- Experience in interfacing with multiple partners at a strategic level.

SKILLS AND ABILITIES

- Understands the independent role of non-executive directors.
- Strong influencing skills.
- Excellent communication and listening skills.
- Ability to analyse complex information, with an understanding of performance, and financial reporting and monitoring.
- Commercially and politically astute.

OTHER SPECIFIC REQUIREMENTS

- Understanding of the emerging strategic context for the NHS and the impacts this has on CW Medicines Ltd.
- A desire to work closely with health and social care and other partners.
- Flexibility to adapt to varied roles.
- All Trust staff who have patient contact, even incidentally, must be up-to-date with COVID-19 vaccinations and associated boosters. Prospective applicants must be aware of and understand this requirement before applying.

HOW TO APPLY

APPLICATION PROCESS

Closing date for applications: 1 April 2022

Details of the interview arrangements will be confirmed in April 2022.

Shortlisted candidates will have the opportunity to informally meet the managing director before the formal interviews which will be held on in April 2022.

Applications should include:

- A **covering letter** explaining why the appointment interests you, how you meet the appointment criteria and what you specifically would bring to the post.
- A **curriculum vitae (CV)** with education and professional qualifications and full employment history. Please include daytime and evening telephone contact numbers and email addresses. The CV should include names and contact details of three referees. References will not be taken without your permission.
- A completed **Diversity monitoring form**.
- A completed **Fit and proper person self declaration form**.

Please note that the information you provide will be treated as confidential, and is for monitoring purposes only. It will not form part of the application process.

Applications can be made via <http://trac.jobs/> or <https://www.jobs.nhs.uk/>

For a confidential conversation please contact Virginia Massaro (Director), Deirdre Linnard (Chief Pharmacist) via Janet Adeyemi (Deputy Company Secretary) at janet.adeyemi4@nhs.net