



STATEMENT OF RESONSIBILITIES

The Code of Governance for NHS Provider Trusts 2023 (NHS Code) requires the division of responsibilities for the Chair, Chief Executive, Senior Independent Director, the Board and its committees to be set out in writing, agreed by the Board of Directors and made publicly available.

The NHS Code also states that ‘responsibilities should be clearly divided between the leadership of the board’, in addition to ‘no individual should have unfettered powers of decision’. As the Trust seeks to adhere to the NHS Code, these responsibilities have been set out in this statement.

Responsibilities of the Board of Directors and its Committees

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

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

Role of the Chair of the Trust

The Chair is responsible for:

Board of Directors

- Chairing meetings of the Board of Directors and the Nominations & Remuneration Committee.
- Managing the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings and that it functions as a unitary Board.
- Setting the Board agenda, taking into account the issues and concerns of all directors. The agenda should be forward-looking, concentrating on strategic matters and taking into account the important issues facing the Trust.
- Ensuring there is appropriate delegation of authority from the Board to the Executive Team.
- Ensuring the effective implementation of Board decisions.
- Ensuring that directors receive accurate, timely and clear information, including that on the Trust’s current performance, to enable the Board to take sound decisions, monitor and scrutinise effectively and provide advice to promote the success and sustainability of the Trust.



- Managing the Board to allow enough time for discussion of complex or contentious issues. The Chair should ensure that directors (particularly non-executive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.
- Ensuring that the Board plays a full part in the development and determination of the Trust's strategy and overall objectives.
- Building an effective, complementary, and unitary Board.

Directors

- Facilitating the effective contribution of directors and encouraging active engagement from all members of the Board.
- Promoting effective relationships and open communication between executive and non-executive directors, both inside and outside the boardroom, ensuring an appropriate balance of skills and experience.
- Holding meetings with non-executive directors without the executive directors being present.
- Establishing a close relationship of trust with the Chief Executive providing support and advice whilst respecting executive responsibility.
- Overseeing the application of the Board of Directors' Code of Conduct and if in the Chair's opinion an individual director has failed to observe any part of the code take such action as may be deemed immediately necessary until the matter is investigated or resolved.
- Accountable for taking all reasonable steps to ensure the FPPT process is effective and that the desired culture of the organisation is maintained to support an effective FPPT regime.

Induction, development and performance evaluation

- Ensuring that all new non-executive directors participate in a full, formal and tailored induction programme.
- Ensuring that the development needs of directors (in particular non-executive directors) are identified and met. (Members of the Board should be able to continually update their skills and their knowledge and familiarity with the Trust to fulfil their role on the Board and its committees).
- Regularly evaluating the performance of the Chief Executive.
- Identifying the development needs of the Board as a whole to enhance its overall effectiveness.
- Ensuring the performance of the Board, its committees and individual directors (in particular the Chief Executive and the non-executive directors) are evaluated at least once a year; acting on the result of such evaluation by recognising the strengths and addressing the weaknesses of the Board.
- Where appropriate through the Nominations & Remuneration Committee, proposing that new members of the Board are appointed to the Board or overseeing the resignation of others.
- Reporting on the outcome of the appraisal of the non-executive directors to NHSE.



Governance

- Upholding the highest standards of integrity and probity
- Setting the agenda style and tone of the Board of Directors to promote effective decision making and constructive debate.
- Ensuring a clear structure for, and the effective running of, Board and its committees.
- With the assistance of the Company Secretary, promote the highest standards of corporate governance, seeking full compliance with the Code of Governance.
- Ensuring compliance with the Board of Directors corporate governance framework.
- The Chair's direct reports are the Chief Executive, the non-executive directors and the Company Secretary. Other than the Chief Executive no executive director will report directly to the Chair. The Chair reports to the Board of Directors and the Secretary of State via NHSE.

Role of the Chief Executive

Within the authority limits delegated by the Board, and not to the exclusion of any duty detailed in the Accounting Officer Memorandum, the Chief Executive is responsible for:

Business Strategy and Management

- Developing the Trust's objectives and strategy having regard to its responsibilities to service users, carers, staff, partners and other stakeholders.
- The successful achievement of organizational objectives and execution of strategy following presentation to and approval by the Board of Directors.
- Recommending to the Board an annual budget and forward plan and ensuring their achievement following Board approval.
- Optimising as far as is reasonably possible the use of the Trust's resources.

Investment and Financing

- Examining all major capital expenditure proposed and the recommendation to the Board of Directors of those which are material either by nature or cost.
- Identifying and executing acquisitions and disposals, ensuring all major proposals or bids receive appropriate approval in line with the Standing Financial Instructions.
- Identifying and executing new business opportunities.

Risk Management and Controls

- Managing the Trust's risk profile in line with the Board approved Risk Appetite Statement.
- Ensuring appropriate internal controls are in place.

Board Committees

- Making recommendations to the Nominations & Remuneration Committee on remuneration policy, executive remuneration and terms of employment of the executive directors.
- Making recommendations to the Nominations & Remuneration Committee on the role and capabilities required in respect of the appointment of executive directors.



Communication

- Providing a means for timely and accurate disclosure of information, including an escalation route

Human Resources

- Setting Trust HR policies, including management development and succession planning for the Executive Team and approving the appointment and termination of employment of members of that team in conjunction with the Nominations & Remuneration Committee. The duties which derive from these responsibilities include:
 - Leading the executive directors in the day-to-day running of the Trust's business, including chairing the Executive Team meetings and communicating decisions / recommendations to the Board.
 - Ensuring effective implementation of Board decisions.
 - Regularly reviewing operational performance and the strategic direction of the Trust's business.
 - Regularly reviewing the Trust's organisational structure and recommending changes as appropriate.
 - Formalising the roles and responsibilities of the Executive Team, including clear delegation of authority.
 - Ensuring that all policies and procedures are followed and conform to the highest standards.
 - Together with the Chair of the Trust, providing coherent leadership of the Trust, including representing the Trust and ensuring there is effective communication in place with service users, carers, staff, regulators, partners, stakeholders, commissioners, community and the public.
 - Keeping the Chair of the Trust informed on all important, complex, contentious or sensitive matters.
 - Ensuring that the Executive Team provides accurate, timely and clear information to the Board of Directors.
 - Ensuring the development needs of the executive directors are identified and met, including a properly constructed induction programme and appraisal process.
 - Promoting and conducting the affairs of the Trust with the highest standards of integrity, probity and corporate governance.
 - The Chief Executive's direct reports are the executive directors and the Company Secretary.
 - The Chief Executive reports to the Chair of the Trust and the Board of Directors directly



Responsibilities of the Senior Independent Director

The Board of Directors appoint one of the independent Non-Executive Directors to be the Senior Independent Director. The role of the Senior Independent Director is to:

- Act as a sounding board for the Chair and serve as an intermediary for other directors as necessary.
- Undertake the performance evaluation of the Chair, within the chairs appraisal framework guidance provided by NHSE.
- Lead meetings of the non-executive directors without the Chair present at least annually to appraise the Chair's performance or as deemed appropriate.
- Be available to discuss any concerns that contact through the normal channels of Chair, Chief Executive, or Company Secretary has failed to resolve or where such contact is inappropriate.

This statement was approved by the Board of Directors at its meeting on 27th September 2023.

PETER WHITE

Chair

For and on behalf of the Board of Directors