Appointment of a new Non-Executive Director

Candidate information pack

Post reference: 394-133X11

The closing date for receipt of applications is noon Wednesday 15th June 2011.

Interviews will be held Friday 8th July 2011.
Introduction from the Chair

Dear Candidate,

Thank you for showing an interest in becoming a Non-Executive Director of The Hillingdon Hospitals NHS Foundation Trust. This pack provides further information on the role and the Foundation Trust more generally. If once reading this information you are interested in applying and would like an informal discussion about the role, please contact my PA, Elaine Hotson on 01895 279546.

As a high performing Trust we were awarded Foundation Trust status on 1st April 2011. We are now looking to appoint a new Non-Executive Director as we seek to ensure that we are best placed to respond the challenges ahead. This is high level position on the Board of an organisation with over 2,400 staff and an annual turnover of over £187m.

For this post we are seeking an outstanding individual with significant and senior level experience gained in a comparably sized and complex organisation in the public, private or voluntary sectors, with particular emphasis on

a) Recent experience as a medical consultant or recently practising GP with an interest in and experience of the new NHS commissioning arrangements or
b) Expertise in marketing and managing customer relationships or
c) An understanding and/or experience in service provision for disadvantaged groups.

Before applying, please ensure that you have read the qualifications for appointment, particularly in relation to the residency requirements.

The recruitment process is being overseen by the Trust’s Human Resources Department, who will be able to provide further information on how to apply. Please contact Katie Moore on 01895 279 357

I look forward to receiving your application.

Yours faithfully,

[Signature]

Mike Robinson
Chair
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Non-Executive Director of The Hillingdon Hospitals
NHS Foundation Trust

Candidate Information Pack

Introduction

Following our authorisation as an NHS Foundation Trust, The Hillingdon Hospitals NHS Foundation Trust is currently seeking a new Non-Executive Director to join the Trust Board. The post is being openly advertised and the Council of Governors Nominations and Remuneration Committee will oversee the selection process and recommend to the full Council of Governors the candidate for appointment. The final decision on appointment will be taken by the Council of Governors.

Role Description

As a Non-Executive Director of The Hillingdon Hospitals NHS Foundation Trust you will be one of six Non-Executive Directors, who together with a Non-Executive Chairman and six Executive Directors form the Board of Directors. In summary, the Board is responsible for:

- Providing leadership of the Foundation Trust within a framework of processes, procedures and controls which enable risk to be assessed and managed.
- Ensuring compliance by the Foundation Trust with its terms of authorisation, its constitution, requirements set by Monitor, and relevant statutory and contractual obligations.
- Setting the Foundation Trust’s vision, values and standards of conduct.
- Setting the Foundation Trust’s strategic aims and ensuring that the necessary human and financial resources are in place to deliver these.
- Ensuring the quality and safety of the healthcare services provided by the Foundation Trust.
- Ensuring that the Foundation Trust exercises its functions effectively, efficiently and economically.

Although it is a unitary Board, Non-Executive Directors have a particular responsibility to:

- Bring independent judgement on issues of strategy, performance, key appointments, and relationships with the Trust’s stakeholders.
- Ensure constructive challenge is made, and should scrutinise the performance of the Executive Directors in meeting agreed goals and objectives.

Non-Executive Directors should adopt a strategic approach and satisfy themselves as to the integrity of financial, clinical and other information, and that the Trust’s control mechanisms and systems of risk management are robust and defensible.
Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in their appointment, and where necessary removal.

The full job description for the Non-Executive Director is outlined in appendix A.

**Person Specification**

For this post the Trust is seeking:

**Essential**

a) An outstanding individual with significant and senior level experience gained in a comparably sized and complex organisation in the public private or voluntary sectors.

b) Adaptability and commitment to the changing NHS environment

c) Ability to work collaboratively

d) Experience of negotiating with and influencing key stakeholders

**Desirable**

e) Recent experience as a medical consultant or recently practising GP with an interest in and experience of the new NHS commissioning arrangements or

f) Expertise in marketing and managing customer relationships or

g) An understanding and/or experience in service provision for disadvantaged groups.

In addition to the criteria outlined above all candidates interviewed will need to show that they have the competencies required to be effective in this Board level role. They are:

**Patient and community focus**  A high level of commitment to patients, carers and the community, especially to disadvantaged groups.

**Strategic direction**  The ability to think and plan ahead, balancing needs and constraints.

**Holding to account**  The ability to accept accountability and probe and challenge constructively.

**Effective influencing and communication**  Be able to influence and persuade others.

**Team working**  Be committed to working as a team member.

**Self belief and drive**  You should enjoy a challenge and be prepared to stand up for your views. You should be enthusiastic about improvement and believe change is
Intellectual flexibility  The ability to think clearly and creatively.

Residency Requirement

Under the requirements of the NHS Act 2006 and the Foundation Trust Constitution, the successful candidate must live within the Public Constituency of the Foundation Trust. This area includes the London Borough of Hillingdon and several adjoining local government electoral areas, as shown in the map below:

Applicants who do not live in this area will not be eligible for appointment.
Other disqualifications on appointment

In addition to the residency requirements, the Foundation Trust Constitution places the following restrictions on those who can become or continue as a member of the Board of Directors of the Foundation Trust. You should not apply if you meet any of the following disqualifications:

(a) A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.

(b) A person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.

(c) A person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed.

(d) A member of the Council of Governors.

(e) A member of any LINk (or any successor body in respect of patient engagement).

(f) A spouse, partner, parent or child of a member of the Board of Directors.

(g) A member of a local authority’s Scrutiny Committee covering health matters.

(h) A person who is the subject of a disqualification order made under the Company Directors Disqualification Act 1986.

(i) A person whose tenure in office as a chair or as a member or director of a health service (whether National Health Service, private or independent care commissioner or provider) body has been terminated on the grounds that their appointment is not in the interests of the health service, non attendance at meetings, or for non-disclosure of a pecuniary interest.

(j) A person who within the preceding two years has been dismissed, otherwise than by reasons of redundancy, from any paid employment with a health service body (whether National Health Service, private or independent care commissioner or provider).

NB: The Board of Directors may exercise its discretion to allow any individual to become or continue as a member of the Board of Directors in respect of any matter that would otherwise bar such membership under paragraph (j) above.

Finally, anyone who is eligible for membership of the Staff Constituency is also disqualified from being a public member and therefore a Non-Executive Director. This includes individuals who provide voluntary services to the Trust.
and have done so for the last 12 months (this does not include those who volunteer through a third party organisation such as the League of Friends, Comforts Fund, or Hospital Radio).

**Induction and training**

The Trust will organise appropriate induction and training for the successful candidates.

**Time Commitment**

Non-Executive Directors will need to devote sufficient time to undertake their duties. This is currently determined as 2.5 days a month. This may be during the working day or in the evening, depending on the needs of the Trust.

Board meetings are held on afternoon of the last Wednesday of the month (apart from in December when the meeting is held earlier in the month), and are held in public.

**Remuneration**

The position of Non-Executive Director currently attracts a remuneration of £6,096 per annum.

Remuneration is taxable and subject to National Insurance Contributions. It is not pensionable.

Non-Executive Directors are also eligible to claim allowances for travel and subsistence costs necessarily incurred on Trust business.

In accordance with the NHS Act 2006 and the Constitution, the Council of Governors is responsible for determining the remuneration of the Non-Executive Directors and the Chair. As such, they may decide to review the remuneration at a later date.

Non-Executive Directors are not entitled to compensation for loss of office.

Further information is available in the terms of conditions for Non-Executive Directors which are attached as appendix B.

**Appointment and Tenure of Office**

The length of appointment will be determined by the Council of Governors in accordance with the requirements of the Foundation Trust Constitution and the Code of Governance for NHS Foundation Trusts. Your appointment tenure will be set out in your letter of appointment. Your appointment will be subject to annual appraisal by the Chair.

It is intended that the appointment will be for an initial three year period.
Reappointments

The Foundation Trust Constitution requires the Chair and Non-Executive Directors to be appointed following a process of open competition. Chairs and Non-Executive Directors are eligible to stand for reappointment under this process subject to satisfactory appraisal during their initial term and continuing to meet all requirements of the Foundation Trust Constitution. There is no automatic right to be reappointed and any decision will be made by the Council of Governors. In doing so, the Council of Governors will consider performance during the initial term, the make-up of the Board of Directors in terms of its skills, diversity and geographical representation, and the requirements of the NHS Foundation Trust Code of Governance in relation to the maximum tenure of Chairs and Non-Executive Directors.

Conduct and behaviour

As a Non-Executive Director you must demonstrate high standards of corporate and personal conduct. Upon appointment you will be required to sign the Board of Directors Code of Conduct. This includes the requirement to abide by the ‘seven principles of public life’ as defined by The Nolan Committee Report (see appendix C).

You should particularly note the requirement to declare any conflict of interest that arises in the course of Board business and the need to declare any relevant business interests, positions of authority or other connections with commercial, public or voluntary bodies.

Applying for these posts

How the Trust will handle your application

The recruitment process is being overseen by the Trust’s Human Resources Department who will acknowledge receipt of your application form and check applications for completeness and eligibility.

The Human Resources Department will then assess your completed form against the expertise specified for the post before it is passed to the Council of Governors Nominations and Remuneration Committee for consideration.

It is anticipated that short-listing will be completed by 24th June 2011. Shortlisted candidates will be informed as soon as possible after this by telephone if they have been selected for interview and the interview details will be confirmed by post or email. Those not shortlisted will receive a letter from the Human Resources Department informing them of this decision. Interviews will be held on 8th July 2011 at the Hillingdon Hospital.

Following the interviews, the Council of Governors Nominations and Remuneration Committee will meet to agree their recommendation to the Council of Governors on the candidate(s) that should be appointed. The Council of Governors will consider this recommendation at their meeting on
25th July 2011. Following this meeting, the Chair of The Hillingdon Hospitals NHS Foundation Trust will write to either invite you to join the Board or alternatively advise you that you were unsuccessful in this round.

As part of the due diligence checks on shortlisted candidates, references will be taken up either before or just after the interviews. Candidates should advise the Human Resources Department should they have any concerns about the timing of references being taken up.

How to apply

To apply for these posts you will need to download the application form from our website (www.thh.nhs.uk) and return this to Katie.Moore@thh.nhs.uk by noon on Wednesday 15th June 2011.

If completing a hard copy application form, please send this to:
Katie Moore
Recruitment Office
The Furze
The Hillingdon Hospital
Pield Heath Road
Uxbridge
Middlesex
UB8 3NN

If you experience any difficulties completing your application form or have any other queries, please contact the Human Resources Department via Katie Moore on 01895 279 357 for assistance before the closing date, quoting post reference 394-133X11.

About The Hillingdon Hospitals NHS Foundation Trust

What are NHS Foundation Trusts?

Foundation Trusts are a relatively new type of organisation, created under the Health and Social Care Community Health and Standards Act 2003. NHS Foundation Trusts remain part of the NHS but have been significantly set free from central government control. They possess three key characteristics that distinguish them from NHS Trusts:

- Freedom to decide locally how to meet their obligations
- Accountable to local people, who can become members and Governors
- Overseen by Monitor, the Independent Regulator of NHS Foundation Trusts rather than the local Strategic Health Authority.

They are accountable to local people through an elected Council of Governors, drawn from local membership. They continue to be fully part of the NHS and work in co-operation with other health and social care partners, subject to NHS standards, performance ratings and systems of inspection. The primary purpose of NHS Foundation Trusts is to provide NHS services to NHS patients on the basis of need and not ability to pay.
An introduction to The Hillingdon Hospitals NHS Foundation Trust

The Hillingdon Hospitals NHS Foundation Trust is the main provider of acute healthcare to over 300,000 residents in Hillingdon. The Trust has an annual budget of over £187 million and employs over 2,400 members of staff working to deliver high quality healthcare to the residents of the London Borough of Hillingdon, and increasingly to those living in the surrounding areas of Ealing, Harrow, Buckinghamshire and Hertfordshire giving a total catchment population of over 350,000 people.

As a high performing Trust with a strong record of financial and operational performance, the Trust was authorised as an NHS Foundation Trust with effect from 1st April 2011.

Services are provided from two hospital sites in North West London: Hillingdon and Mount Vernon. Hillingdon Hospital is the only general hospital in the London Borough of Hillingdon and offers a wide range of services including accident and emergency, inpatient care, day surgery, outpatient clinics and maternity services. The Trust’s services at Mount Vernon Hospital include routine day surgery at the new treatment centre, a minor injuries unit and outpatient clinics. The Trust also acts as a landlord to a number of other organisations that provide health services at Mount Vernon (including East & North Hertfordshire NHS Trust’s cancer centre).

In 2010/11:
- 105,902 attendances were made to our accident & emergency department and minor injuries unit (up from 103,984 in 2009/10)
- 4,152 babies were born in our maternity unit (4,159 in 2009/10)
- 294,124 attendances were made as outpatients (up from 269,705 in 2009/10)
- 25,451 admissions were made for emergency treatment (up from 24,359 in 2009/10)
- 21,767 admissions were made for planned operations and day surgery (up from 20,737 in 2009/10).

The Trust’s vision is ‘to be the best general hospital in the country’.

Our objectives are to achieve our vision through providing excellence in:
- Treatment and care which is safe, sensitive and responsive to the individual
- Recruiting, retaining and developing our staff
- Relationships with the people we serve and those with whom we work
- Innovation and improvement
- Financial stewardship.
Current Board members

The Trust is seeking to appoint one new Non-Executive Director in order to ensure that the number of Non-Executive Directors (including the Chair) is greater than the number of existing Executive Directors. Current Board members' experience and background is outlined below.

Mike Robinson: Chair
Mike joined the Trust as Chair in July 2009 having previously been Chair of Hillingdon PCT. Mike is also a non-executive director of FR Morrison PLC and is an advisor to a number of local authorities. Term of office expires: 15/07/2013

Katey Adderley: Non-Executive Director
Appointed in 2010, Katey is a chartered management accountant with 11 years of investment experience at Charterhouse Capital Partners where she was a director. As well as bringing up a young family, Katey is currently researching epilepsy. Term of office expires: 30/11/2014.

Alan McLeod: Non-Executive Director
Originally appointed in 2008, Alan is currently a Director of BT UK’s International Business Unit, and has extensive experience within the international telecommunications industry from a sales, marketing and technical perspective. Previous roles have included managing director of a UK Telecoms Company and president of an international joint venture. Term of office expires: 30/11/2013

James Reid: Non-Executive Director and Deputy Chair
Appointed in 2008, James is a former Chief Executive of a privately owned oil refining and trading company, with extensive risk management experience within the oil and gas industry. He has a PhD in mathematics from Edinburgh University and worked for Shell for many years holding senior management positions in Shell’s trading and shipping organisation. James is also a non-executive director of West Indies Oil Company. Term of office expires: 1/04/2012

Craig Rowland: Non-Executive Director
Originally appointed in 2006, Craig is a qualified accountant and former managing director of BT Group’s UK Business Division. Craig is also a non-executive director of Pupil Parent Partnership Ltd and of the Tearfund Charity. Term of office expires: 30/09/2014

Patricia Rushton: Non-Executive Director
Originally appointed in 2003, Patricia is a qualified accountant and former UK managing director of an international cancer charity. She was previously director of finance in a number of housing associations. Patricia is currently a non-executive director of both Origin Housing Association and Co-op Homes (South) Ltd. and is a trustee of the charity, SPH Friends. Term of office expires: 1/04/2012
David McVittie: Chief Executive
Appointed in 2001, David is a member of the Institute of Chartered Accountants with over 20 years' experience at executive director level in the NHS and private sector.

Marie Batey: Patient Experience & Nursing Director
Appointed in 2007, Marie has a wealth of experience in the development of staff and their practice. Marie is also Director of Infection Prevention and Control and leads on work to tackle healthcare associated infections such as MRSA and Clostridium difficile.

Susan LaBrooy: Medical Director
Appointed in 2006, Susan is a consultant physician in the care of the elderly, and has been an associate dean at the London Deanery since 2004.

David Searle: Corporate Development Director
Appointed in 2007, David is a chartered director with senior level experience in the aerospace and defence industries.

Paul Wratten: Finance Director
Appointed in 2000, Paul is a member of the Chartered Institute of Public Finance and Accountancy, and has spent almost all his working life within the NHS, including working in performance management for the NHS in London.

Julie Wright: Interim Chief Operating Officer
Appointed on an interim basis in February 2011 Julie has over 25 years health service experience in nursing, service improvement and general management, including working on the national critical care agenda and in critical care nursing in Australia. Julie’s substantive position is the Trust’s Director of Operational Performance, and is covering the role of COO on an interim basis until Shane DeGaris joins the Trust in July as the new Deputy Chief Executive & Chief Operating Officer.

The Council of Governors
The Council of Governors is responsible for appointing, removing and agreeing the terms and conditions of the Chair and Non-Executive Directors. The Council of Governors meets quarterly and comprises Governors elected by the public and staff members of the Foundation Trust, and Governors appointed by stakeholder organisations. There are 27 Governors in total, of which:
- 16 are elected by the three Public Constituencies
- 7 are elected by the Staff Constituency
- 4 are appointed by stakeholder organisations.

Current members of the Council of Governors can be found on the Trust’s website: www.thh.nhs.uk/Foundation/governor.htm.
Further information

Further information about the Trust, including past Board papers, is available on the Trust's website: http://www.thh.nhs.uk.


APPENDIX A: Job description

Post Title: Non-Executive Director

Accountable to: Trust Chairman and the Council of Governors

Job Summary

Non-Executive Directors are responsible for bringing independent judgement on issues of strategy, performance, key appointments, and relationships with the Trust's stakeholders.

As members of a unitary Board, Non-Executive Directors have a particular duty to ensure constructive challenge is made and should scrutinise the performance of the Executive Directors in meeting agreed goals and objectives.

Non-Executive Directors should adopt a strategic approach and satisfy themselves as to the integrity of financial, clinical and other information, and that the Trust’s control mechanisms and systems of risk management are robust and defensible.

Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in their appointment, and where necessary removal.

Responsibilities include:

1. Strategy
   - Work with fellow directors as part of a unitary Board to set the Trust’s strategic aims, ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives, and that performance is effectively monitored and reviewed;
   - Provide independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help the Board of Directors develop proposals on such strategies;
   - Work with fellow directors as part of a unitary Board to provide entrepreneurial leadership to the Trust within a framework of prudent and effective controls, which enable risk to be assessed and managed; and
   - Work with fellow directors as part of a unitary Board to set the Trust’s values and standards and ensure that its obligations to its stakeholders and the wider community are understood and fairly balanced at all times.

2. Human resources
   - As a member of Board committees, appoint, remove, support, encourage and where appropriate ‘mentor’ senior executives; and
• Contribute to the determination of appropriate levels of remuneration for Executive Directors.

3. Operations

• In accordance with agreed Board procedures, monitor the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties;

• Obtain comfort that financial information is accurate and that financial controls and risk management systems are robust and defensible;

• Commit to working to, and encouraging within the Trust, the highest standards of probity, integrity and governance and contribute to ensuring that the Trust’s internal governance arrangements conform with best practice and statutory requirements;

• Structure the performance of management in meeting agreed goals and objectives;

• Chair (or participate in) Committees established by the Board of Directors to exercise delegated responsibility;

• Obtain comfort that the Trust has appropriate processes and procedures to deliver high standards of professional, clinical, administrative and personal behaviours across the Trust;

• Be aware of and understand relevant regulatory and central government policies; and

• Comply at all times with the Trust’s published health and safety policies.

4. Communications and relationships

• Bring independent judgement and experience based on commercial, financial, legal or governance expertise from outside the Trust and apply this to the benefit of the Trust, its stakeholders and its wider community;

• Engage positively and collaboratively in Board discussion of agenda items and act as an ambassador for the Trust in engagement with stakeholders including the local community, dealing with the media when appropriate;

• Uphold the values of the Trust, be an appropriate role model, and as a member of a unitary Board ensure that the Board promotes equality and diversity for all its patients, staff and other stakeholders; and

• Set an example on all policies and procedures designed to ensure equality of employment. Staff, patients and visitors must be treated equally irrespective of gender, ethnic origin, age, disability, sexual orientation, religion, etc.

Review

This job description will be subject to review by the Board of Directors and the Council of Governors as appropriate, including in the six months preceding the end of the term of office of a Non-Executive Director.
APENDIX B: Terms and Conditions

Agreed by Council of Governors 11th April 2011

THE HILLINGDON HOSPITALS NHS FOUNDATION TRUST

TERMS AND CONDITIONS FOR CHAIR AND NON-EXECUTIVE DIRECTORS

These are the terms and conditions under which your appointment has been made. These are the standard terms and conditions of the Foundation Trust for Chair and Non-Executive Directors. It is important that you read these carefully and contact the Trust Secretary should you have any queries. Please indicate your acceptance of these terms and conditions by signing one copy and returning to the Trust Secretary.

1. Statutory basis for appointment – Chairs and non-executive members hold a statutory office under the National Health Service Act 2006. The appointment and tenure of office are governed by the requirements of the Act and the Foundation Trust’s Constitution. Your appointment is made by the Council of Governors. It does not create any contract of employment or contract for services between you and the Foundation Trust.

2. Tenure of office – The length of appointment will be determined by the Council of Governors in accordance with the requirements of the Foundation Trust Constitution and the Code of Governance for NHS Foundation Trusts. Your appointment tenure will be set out in your letter of appointment. Your appointment will be subject to annual appraisal by the Chair (or in the in the case of the Chair – the Senior Independent Director) in a process agreed with the Council of Governors.

3. Employment law – Appointments are not within the jurisdiction of Employment Tribunals. Neither is there any entitlement for compensation for loss of office through employment law.

4. Reappointments – The Foundation Trust Constitution requires the Chair and Non-Executive Directors to be appointed following a process of open competition. Chairs and Non-Executive Directors are eligible to stand for reappointment under this process subject to satisfactory appraisal during their initial term and meeting all requirements of the Foundation Trust Constitution. There is no automatic right to be reappointed and any decision will be made by the Council of Governors. In doing so, the Council of Governors will consider performance during the initial term, the make-up of the Board of Directors in terms of its skills, diversity and geographical representation, and the requirements of the NHS Foundation Trust Code of Governance in relation to the maximum tenure of Chairs and Non-Executive Directors.

5. Removal from office

a. Resignation – You may resign at any time by giving reasonable notice in writing to the Trust Secretary or in the case of a Non-Executive Director to the Trust Chair.

b. Termination of appointment – Under the Foundation Trust Constitution removal of the Chair or a Non-Executive Director requires the approval of three-quarters of the members of the Council of Governors. Circumstances when the Council of Governors may choose to exercise this power include:
i. If an annual appraisal is unsatisfactory.

ii. If you no longer enjoy the confidence of the Council of Governors.

iii. In the view of the Council of Governors, you no longer have the confidence of the public or local community.

iv. If there is a terminal breakdown in relationships between yourself and the rest of the Board of Directors.

Appointment will also be terminated if, in accordance with the Constitution, you become disqualified from holding the appointment by virtue of any of the following circumstances:

i. You being adjudged bankrupt or your estate being sequestrated and (in either case) you have not been discharged.

ii. You have made a composition or arrangement with, or granted a trust deed for, your creditors and have not been discharged in respect of it.

iii. Within the preceding five years you have been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on you.

iv. You are a member of the Council of Governors.

v. You are a member of any LINk (or any successor body in respect of patient engagement).

vi. You are a spouse, partner, parent or child of another member of the Board of Directors.

vii. You are a member of a local authority’s Scrutiny Committee covering health matters.

viii. You have been subject of a disqualification order made under the Company Directors Disqualification Act 1986.

ix. Your tenure in office as a chair or as a member or director of a health service (whether National Health Service, private or independent care commissioner or provider) body has been terminated on the grounds that your appointment is not in the interests of the health service, non attendance at meetings, or for non-disclosure of a pecuniary interest.

x. Within the preceding two years you have been dismissed, otherwise than by reasons of redundancy, from any paid employment with a health service body (whether National Health Service, private or independent care commissioner or provider).

xi. You have refused without reasonable cause to fulfil any training requirement established by the Board of Directors.

xii. You have refused to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for directors.
(Other than the initial Chairman and other Non-Executive Directors appointed under paragraph 21 of the Constitution), you are no longer a member of the Public Constituency.

Note: The Board of Directors may exercise its discretion to allow any individual to become or continue as a member of the Board of Directors in respect of any matter that would otherwise bar such membership under paragraph x above.

6. Remuneration – You are entitled to be remunerated by the Foundation Trust for so long as you continue to hold office as Chair or Non-Executive Director. You are entitled to receive remuneration only in relation to the period for which you hold office. There is no entitlement to compensation for loss of office. In accordance with the Constitution, remuneration for the Chair and Non-Executive Directors will be set by the Council of Governors. The current rate of remuneration for the Chair is £32,500 pa and for the Non-Executive Director is £6,096 pa.

Your fees and remuneration will be subject to applicable UK statutory deductions, including deductions for income tax, national insurance and similar liabilities.

7. Tax and National Insurance – Remuneration is taxable under Schedule E, and subject to Class I National Insurance contributions. Any queries on these arrangements should be taken up with the Inspector of Taxes or the Contributions Agency respectively.

8. Allowances – Chairs and Non-Executive Directors are also eligible to claim allowances, at rates set by the Foundation Trust, for travel and subsistence costs necessarily incurred on Foundation Trust business.

9. Time commitment – This may include some time commitment during the working day or in the evening according to the requirements of the Foundation Trust. The time commitment of Chairs is 3 - 3½ days per week and for Non-Executive Directors 2½ days a month. A Non-Executive Director who is also the Audit Committee Chair will need to spend additional time on these duties. By accepting this appointment, you confirm that you have sufficient time to undertake your duties as Chair or Non-Executive Director and have informed the Foundation Trust of your existing significant commitments prior to taking up the position. Any future changes to your other significant commitments should be reported to the Trust Secretary.

10. Public speaking – On matters affecting the work of the Foundation Trust, Chairs and Non-Executive Directors should not normally make political speeches or engage in other political activities. In cases of doubt, the guidance of the Trust Chair or Trust Secretary should be sought.

11. Conflict of interest – The Foundation Trust Constitution requires Board Directors to declare any pecuniary, personal or family interest, whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board of Directors. A family interest will include those of a Director’s spouse or partner. Such interests include:

a) Directorships, including non-executive directorships held in private companies, plcs or public benefit corporations (with the exception of those of dormant companies). Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
b) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

c) A position of authority in a charity or voluntary organisation in the field of health and social care.

d) Any connection with a voluntary or other organisation contracting for NHS services.

e) Any other commercial interest in the decision before the meeting.

Further guidance on the relevance of an interest is available from the Trust Chair or Trust Secretary.

12. Indemnity – The Foundation Trust will indemnify you against personal civil liability which you may incur in whilst carrying out your Board functions, providing that at the time of incurring the liability, you were acting honestly and in good faith, and not recklessly.

13. Criminal Records Bureau Check (CRB) – Your appointment is subject to a satisfactory Criminal Records Bureau check. In accordance with the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975, the Trust is entitled to know about all previous criminal record information whether spent or unspent (including reprimands, cautions, and final warnings). You should declare to the Trust Secretary any prosecution or convictions prior to taking up your appointment.

Failure to declare any such conviction, including cautions which are later revealed through the Criminal Records Bureau disclosure could lead to the Trust terminating your appointment.

14. Trust Property – On request and in any event on termination of your office for any reason you are required to return to the Trust all Trust property including your security pass and all keys, computer hardware and software provided by the Trust.

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NOTIFICATION OF ACCEPTANCE

Name:

Post: Chair / Non-Executive Director

I wish to confirm my acceptance of the above post and accept the terms and conditions outlined in this document.

Signed:.................................................................Date:..............................
APPENDIX C: The Nolan Principles - The Seven Principles of Public Life

Selflessness
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership
Holders of public office should promote and support these principles by leadership and example.