

NON-EXECUTIVE DIRECTOR

RECRUITMENT PACK

November 2020

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1. PROCESS OF APPLICATION

Key Dates	
Closing Date for Applications	7th December 2020
Interview Date	21st December 2020

To apply please:

- Ensure that you meet the eligibility criteria (appendix iii)
- Check that you meet and can evidence the requirements as laid out in the person specification
- Ensure you are registered as a member of the Trust; either complete and return the enclosed form or you can register on line at www.bchft.nhs.uk (You will find further information about becoming a Trust Member and the application form on the Trust's website via the 'Join Us' link.)
- Complete and submit an application form and equal opportunities form via NHS Jobs online at <https://www.jobs.nhs.uk/> (The role can be found by searching the job title / job reference number which will go live on 20th November 2020)

Pre- Appointment Clearances:

i. Disclosure and Barring Check

The role is subject to the Rehabilitation of Offenders Act 1974 (Exceptions Order) 1975 and as such, prior to appointment, it will be necessary for a submission for disclosure to be made to the Disclosure and Barring service to check for any previous criminal convictions. Please note, having a criminal record may not necessarily bar you from successful appointment to the role. If relevant, any criminal record information will be discussed with you during the recruitment process. It is essential to disclose all criminal record information during the recruitment process. Failure to do so may disqualify you from appointment. For further information regarding the DBS Disclosure process and DBS Codes of Practice please visit <https://www.gov.uk/government/organisations/disclosure-and-barring-service>.

Please note, all information declared will be treated in compliance with the GDPR Data Protection Act 2018

ii. Other Required Clearances

In addition to the DBS Check, successful candidates will also be required to provide evidence of relevant qualifications and their right to work in the United Kingdom. References from two referees will also be obtained.

These clearances will be obtained prior to appointment.

2. FURTHER INFORMATION / USEFUL WEBSITES

Further information about the Trust and the NHS can be found at the following websites:

Further Information	
Trust Website	www.bchft.nhs.uk
Department of Health	www.dh.gov.uk
Care Quality Commission	www.cqc.org.uk
Monitor	www.monitor-nhsft.gov.uk

APPENDIX I

ADVERT

The Black Country Healthcare NHS Foundation Trust are seeking to recruit a Non-Executive Director.

After significant recent success in working collaboratively, Black Country Partnership NHS Foundation Trust and Dudley and Walsall Mental Health Partnership NHS Trust were merged to form the Black Country Healthcare NHS Foundation Trust from 1 April this year. This is an exciting time for our new organisation who will be responsible for the delivery of mental health and specialist learning disability services across the whole of the Black Country health system. This merger provides a unique opportunity to build on the outstanding joint work our clinicians have been leading to deliver innovative developments which improve services for people across the Black Country. We are excited about the future and share a passion and commitment to developing an outstanding organisation. Together we will have an income of almost £170 million, with over 3,000 staff operating out of 65 sites over four boroughs.

The Trust is a major provider of specialist mental health services across Sandwell and Wolverhampton, and specialist services for people with a learning disability across the four Black Country boroughs. It also provides universal community childrens services in Dudley.

We are seeking a person with:

- an understanding of the Culture in the Black Country
- a background in public health
- general understanding of how IT can support the local health economy
- have experience in one or more of the following:
 - Clinical
 - Financial
 - Business / Commercial / Entrepreneurial
 - IT Projects / Cybersecurity
 - Social care
 - Community

The time commitment is expected, between 3 and 4 days per month.

In return we offer:

- Annual remuneration of £12,500pa (pending increase from 1 April 2021)

- Full reimbursement of travelling and subsistence expenses
- Ongoing training and development
- An initial three year term with extensions thereafter subject to satisfactory performance and governing body approval. This may be subject to amendment dependent on current organisation transactional plans.

All applicants need to be registered as public members of the Trust, residing in any of the areas within the Trust's designated public constituency.

Interested? Then for an informal discussion about the posts contact:

Trust Chair, Jeremy Vanes on 0121 612 8081

Mark Axcell, Chief Executive Officer, 0121 612 8081

Gilbert George, Interim Company Secretary on 0121 612 8072 or

Gilbert.George5@nhs.net

Ashi Williams, Director of People on 07775 014 326 or ashi.williams1@nhs.net

Closing Date: 7th December 2020

Interview Date: 21st December 2020

The Trust is committed to equal opportunities, and is a non-smoking organisation.

You will be eligible to upload a supporting statement document, no more than 3 pages long with your application.

APPENDIX II

NON-EXECUTIVE DIRECTOR

ROLE DESCRIPTION

Role and Responsibilities

The Non-Executive Director will, in addition to their collective responsibility with colleague Directors, provide general counsel based on their knowledge and expertise such that the Chair and other Directors may seek their guidance on particular issues.

The key responsibilities of the Non-Executive Directors include the following:

- 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;
- provide independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help the Executive Team develop proposals on such strategies;
- in accordance with board procedure, 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, including the quality reports and accounts, and other statutory duties;
- obtain comfort that financial information is accurate and that financial controls and risk management systems are robust and defensible;
- obtain comfort that information about the quality and safety of services is accurate and that the associated systems are robust and defensible;
- contribute to the determination of appropriate levels of remuneration for Executive Directors and other very senior managers;
- participate in and if required chair the Trust committees, as well as take an active part in other committees established by the Board of Directors to exercise delegated responsibility;
- as a member of board committees, appoint, remove, support, encourage and where appropriate 'mentor' senior executives;
- bring independent judgement and experience based on expertise from outside the Trust and apply this to the benefit of the Trust, its stakeholders and its wider community;
- assist fellow Directors in setting the Trust's strategic aims, ensuring that the necessary financial, human and other resources are in place for the Trust to

meet its objectives, and that performance is effectively monitored and reviewed;

- assist fellow Directors in providing entrepreneurial leadership to the Trust within a framework of prudent and effective controls, which enable risk to be assessed and managed;
- assist fellow Directors in setting the Trust's values and standards and ensure its obligations to its stakeholders and the wider community are understood and fairly balanced at all times;
- 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; and
- undertake the duties as a Hospital Manager, as defined within the Mental Health Act 1983.

Term of Office

The initial term of office is for three years.

Termination of a Non-Executive Directorship of the Trust, other than on the expiry of a term of office, is a matter for the Assembly of Governors.

Non-Executive Directors will be subject to regular appraisal by the Chair, in accordance with a process approved by the Assembly of Governors.

Remuneration

The remuneration for the role of Non-Executive Director will be determined by the Assembly of Governors, and is based on time commitment of between 3 and 4 days per month, which may include some evening work. Travelling and subsistence expenses, where incurred in relation to duties will be reimbursed at rates approved by the Assembly of Governors.

Eligibility

A person may not become or continue to be a Non-Executive Director of the Trust unless they meet specific criteria details of which are included within this application pack and candidates will be required to formally declare adherence to the criteria on application and thereafter.

PERSON SPECIFICATION

In addition to the eligibility criteria outlined in the Role Description, candidates are required to have the following:

1. Knowledge and Experience - Essential

- Working knowledge and experience gained in Public Health
- Understanding of how IT can support the local health economy
- have experience in one or more of the following:
 - Clinical
 - Financial
 - Business / Commercial / Entrepreneurial
 - IT Projects / Cybersecurity
 - Social care
 - Community
- Demonstrable empathy towards, service users of the Trust.

2. Knowledge and Experience – Desirable

- Experience of working at board level
- Experience of working within a team
- Understanding of the NHS operating environment
- Understanding of the Care Quality Commission and its fundamental standards of care
- Understanding of Public Sector Finance
- Understanding of risk management principles and application

3. Qualities – Essential

- Strong commitment to the development and achievement of the strategic aims and objectives of the Trust.
- High level of integrity.
- Sound in judgement.

4. Skills and Abilities – Essential

- Strong interpersonal skills.
- Excellent communication skills.
- Ability to think strategically, understand complex issues and make decisions pragmatically.
- Ability to provide constructive challenge to fellow board members
- Able to work as an effective member of a unitary Board.

5. Other Requirements

- Demonstrates a good understanding of the healthcare environment in which the Trust operates;
- Meets mandatory and locally determined fit and proper person requirements;
- Demonstrable alignment to the values of both the Trust and wider NHS.

Non-Executive Director Eligibility Criteria

It is a requirement of the NHS Act 2006 that any person who:

- *Has been adjudged bankrupt or whose estate has been sequestrated and, in either case, has not been discharged; OR*
- *has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it; OR*
- *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 on him/her*

MAY NOT BECOME A DIRECTOR OF AN NHS FOUNDATION TRUST.

In addition the Constitution also provides that a person may not become a Director of the Trust if:

- *They are a Governor OF THIS Foundation Trust;*
 - *They are the spouse, partner, parent or child of a member of the Board of Directors of the Foundation Trust;*
 - *They are a member of a Local Authority Overview and Scrutiny Committee covering health matters;*
 - *They are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;*
 - *They are a person whose tenure of office as a Chair or as a member or director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;*
 - *They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body.*
-
- In the case of a non-executive Director they have refused without reasonable cause to fulfil any training requirement established by the Board of Directors;

- They have refused to sign and deliver to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for Directors.
- They fail to meet the required standards of a fit and proper person as specified by the Care Quality Commission, and/or they fail to comply with Trust procedures in respect of such regulations.

It is also a statutory requirement that only a registered member of the Trust's public constituency is eligible for appointment as a Non-Executive Director.

**Code of Conduct
For
Directors, Other Very Senior Managers and Governors of the Trust**

**Conflicts of Interest
(Based on Extracts from BCHFT Constitutions)**

Appointees must demonstrate high standards of corporate and personal conduct in accordance with the values of the Trust. Non- Executive Directors are required to adhere to the requirements of the Code of Conduct, (as approved by the Board of Directors) which includes “The Seven Principles of Public Life” (“Nolan Principles”).

All staff are expected to adhere to policies and procedures in the Trust which establish standards of good practice and follow any codes of conduct which are relevant to their own profession.

Privacy and dignity

Trust Board Members, Governors and Staff should respect patients/relatives diversity, cultural needs and privacy. In addition, staff should be compassionate rather than just delivering technical care and treatment. All staff are expected to be knowledgeable about and comply with the Trust’s Policy on Privacy and Dignity.

Infection prevention and control

Infection Control is everyone’s responsibility All staff both clinical and non-clinical are required to make every effort to maintain high standards of infection control and specifically are required to:

- Attend mandatory infection control training provided for them by the Trust
- Wash their hands or use alcohol gel on entry and exit from all clinical areas

12: Declaration of Interests and Register of Interests

12.1 Conflicts of interests

The duties of directors with regards to interests is provided for in paragraph 32 of the constitution and should there be any conflict in the provisions of this paragraph 12 of the Standing Orders annex 8 and the constitution, the constitution shall prevail.

12.2 Declaration of Interests

12.2.1 Directors of the Board are required to declare interests, which are relevant and material. All existing board directors should declare such interests. Any board directors appointed subsequently should do so on appointment.

12.2.2 Interests which should be regarded as relevant and material are:

- a: Directorships, including Non-Executive Directorships held in private companies or Public Limited Companies (with the exception of those of dormant companies);
- b: Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c: Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- d: A position of Authority in a charity or voluntary organisation in the field of health and social care;
- e: Any connection with a voluntary or other organisation contracting for NHS services;
- f: Research funding/grants that may be received by an individual or their department;
- g: Interests in pooled funds that are under separate management.

12.2.3 Any member of the Board of Directors who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her has any pecuniary interest (as defined below), direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

12.2.4 For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- (ii) "contract" shall include any proposed contract or other course of dealing.
- (iii) "Pecuniary interest"

Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:-

- a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
- b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

iv) Exception to Pecuniary interests

A person shall not be regarded as having a pecuniary interest in any contract if: -

- a) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per

cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (c) above applies, the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 12.2.2.

12.3 Conflicts of interest, which arise during the course of a meeting

During the course of a meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. There is no requirement for the interests of board director' spouses or partners to be declared.

12.4 Recording of Interests in minutes of meetings of the Board of Directors (Board)

At the time Board members' interests are declared, they should be recorded in the Board minutes.

Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

12.5 Exclusion in proceedings of meetings of the Board

12.5.1 Subject to the following provisions of this Standing Order, if the Chair or any Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

12.5.2 The Board of Directors may exclude the Chair or a Director of the Board from a meeting while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.

12.5.3 Where the Board of Directors considers that it would be in the best interests of the Trust and in the interests of the effective conduct of meetings for a Director to be present during the consideration or discussion of any contract or other matter in which the Director has an interest and/or to vote on the matter, they may resolve (by a simple majority of those present and voting) that the Director shall:

- (a) count towards the quorum; and/or
- (b) merely observe or take part in the consideration or discussion; and/or
- (c) vote on the matter.

12.6 Register of Interests

12.6.1 The Trust Secretary will ensure that a Register of Interests is established to record formally the interests, which have been declared by both executive and non-executive directors.

12.6.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

12.6.3 The Register will be available to the public and the Trust Secretary will take reasonable steps to publicise arrangements for viewing it.

Interests which should be regarded as relevant and material are

- a: Directorships, including Non-Executive Directorships held in private companies or Public Limited Companies (with the exception of those of dormant companies);
- b: Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c: Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- d: A position of Authority in a charity or voluntary organisation in the field of health and social care;
- e: Any connection with a voluntary or other organisation contracting for NHS services;
- f: Research funding/grants that may be received by an individual or their department;
- g: Interests in pooled funds that are under separate management.

Anyone covered by this Code of Conduct who comes to know that the Trust has entered into, or proposes to enter into a contract in which he/she or any person connected with him/her has any pecuniary interest (as defined below), direct or indirect, the member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

For the sake of clarity, the following definition of terms is to be used in interpreting this requirement:

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- (ii) "contract" shall include any proposed contract or other course of dealing.
- (iii) "Pecuniary interest": subject to the exceptions set out below, a person shall be treated as having an indirect pecuniary interest in a contract if:-
 - a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
 - b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

Exception to Pecuniary interests: a person shall not be regarded as having a pecuniary interest in any contract if: -

- a) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less. However where this applies, the person shall nevertheless be obliged to disclose/declare their interest.