

# Non-Executive Directors Role Description and Person Specification

## Remuneration: Expenses only

## The Role of the Board

The primary purpose of the Board is to maintain a strategic role in governing Healthwatch Birmingham and Healthwatch Solihull. The Board is responsible for the conduct and overall control of Healthwatch Birmingham's and Healthwatch Solihull's affairs and for ensuring compliance with the organisation's values and objectives through the establishment of policies and plans. In fulfilling its role, the Board exercises independent judgment on key issues such as strategy, accountability of the Chief Executive Officer and performance of the Board and the organisation as a whole.

The key responsibilities of the Board members include:

- Taking responsibility for ensuring Healthwatch Birmingham and Healthwatch Solihull is appropriately governed.
- Considering possible strategy options to make the necessary governance decisions.
- Approving Healthwatch Birmingham's and Healthwatch Solihull's Business Plans and other statements of strategy aimed at achieving Healthwatch Birmingham's and Healthwatch Solihull's defined objectives.
- Taking ultimate responsibility for Healthwatch Birmingham and Healthwatch Solihull and all their activities.
- Acting as an ambassador of the organisation when requested and in line with Healthwatch Birmingham and Healthwatch Solihull's strategy.
- Ensuring that the Chief Executive Officer and staff are appropriately managed and remunerated.
- Ensuring appropriate policies and procedures are in place to safeguard staff and volunteers with particular attention to Health and Safety, HR and welfare.
- Assuring compliance, holding the Chief Executive Officer to account for delivery of delegated responsibility, as outlined in Healthwatch Birmingham's and Healthwatch Solihull's Policy and Procedure for Relevant Decision Making.
- Maintaining overall financial control of Healthwatch Birmingham and Healthwatch Solihull including approving annual accounts, budgets and long-term financial plans.
- Establishing and overseeing a system of control and risk management.
- Monitoring performance in relation to plans, targets, decisions and controls.
- Maintaining awareness and knowledge of the national and local health and social care landscape.
- Assuring open and accountable relationships with stakeholders to ensure the organisation is highly regarded. In particular, attention should be given to:
  - Birmingham City Council (As Commissioners of Healthwatch Birmingham)
  - Solihull Borough Council (As commissioners of Healthwatch Solihull)
  - The Birmingham Health and Wellbeing Board
  - The Solihull Health and Wellbeing Board
  - Birmingham Health Overview and Scrutiny Committee

- Solihull Health Overview and Scrutiny Committee
- Healthwatch England
- Care Quality Commission
- The Department of Health for guidance and changes in policy
- Local health and social care economy including public, private and voluntary sector.

## Role Description

### 1. Role Purpose

Non-Executive Directors of the Board are collectively responsible for the governance, leadership and efficiency of the organisation and ensure that it meets all its legal obligations. The Non-Executive Directors of Healthwatch Birmingham and Healthwatch Solihull will work effectively with the Chair and the Chief Executive Officer to ensure the continuity of Healthwatch Birmingham's and Healthwatch Solihull's business in line with statutory requirements.

In doing so Non-Executive Directors will:

- Observe and implement good governance practice
- Adhere to confidentiality and safeguarding requirements at all times
- Be prudent, fair, open and honest
- Honour their commitment and contribute to the development of the organisation through continuous improvement and drive excellence
- Develop their knowledge and skills as necessary
- Work as an effective team
- Actively participate in meetings and comply with the organisation's culture, values and behaviours as well as the style and tone of Board meetings (having particular awareness of distinction between Public and Confidential meeting agendas).
- Have an understanding of the local health and social care landscape
- Establish a close and supportive relationship with the Chair and Executive Team.

### 2. Duties & Responsibilities

#### 2.1. Statutory Duties

Directors have specific legal duties to ensure:

- The organisation complies with its governing document, company and charity law (if applicable) and any other relevant legislation or regulations.
- The organisation pursues its objects as defined in its governing document.
- The organisation applies its resources exclusively in pursuance of its objects.
- Active contribution to the Board's role in:
  - Giving firm strategic direction to the organisation
  - Setting overall values and policy
  - Assuring achievement against delegated responsibility
  - Achieving actions to mitigate against identified organisational risk
- Fiduciary duties as a Non-Executive Director are fulfilled:
  - Act within powers
  - Promote the success of the organisation
  - Exercise reasonable judgement
  - Exercise reasonable care, skill and diligence

- Declare conflicts of interest (including interests in proposed transactions or arrangements and benefits from third parties.)
- Specific skills, knowledge and experience are used to help the Board reach sound decisions.
- The safeguarding of the good name and values of the organisation.
- The effective and efficient administration of the organisation.
- The financial stability of the organisation.
- The protection and management of organisation property and to ensure the proper investment of the organisation's funds.
- The appointment of a suitable and qualified Chief Executive Officer and the monitoring of their performance.

## 2.2. General Responsibilities

- Attend all meetings of the Board (and meetings of any committees of which they are a member) unless there are pressing reasons or the Board gives leave of absence.
- Contribute to and share responsibility for all decisions of the Board and any committee of which they are a member.
- Approve the production of annual reports and accounts.
- Approve annual budgets and Business Plan.
- Contribute to the development of the organisation's governance arrangements including the risk management framework and appropriate monitoring and reporting systems.
- Read and scrutinise Board papers before all meetings that they attend.
- Assure fulfilment of the procedure for relevant decision making and contractual obligations.
- Attend induction, training and performance review sessions and other such sessions or events (e.g. Board Away Days) as are reasonably required by the organisation.
- Register all interests that might have a bearing on Healthwatch Birmingham's and Healthwatch Solihull's work and declare any potential or actual conflicts of interest as and when these arise.
- Follow the organisation's Code of Conduct in relation to their role.
- Contribute from their specific skills by liaising informally with the appropriate director or other staff member if called upon to do so.

## Person Specification

To be considered, the potential Board Member should possess the following competencies and be able to provide evidence where necessary. Applicants will be assessed against the outlined competencies at application and these will be discussed at interview.

Area of Competency	Competencies
Skills and Knowledge	<ul style="list-style-type: none"> <li>▪ Good communication and interpersonal skills i.e. listening, speaking, presenting and writing</li> <li>▪ Creative and strategic thinking</li> <li>▪ Sound knowledge of the Health and Social Care Sector (including voluntary and community sector)</li> <li>▪ Knowledge and understanding of governance and board procedures, particularly legal duties, responsibilities and liabilities</li> <li>▪ Sound financial and/or legal knowledge with respect to company/charity law.</li> <li>▪ General business, financial and risk management skills (including IT, human resources and public relations).</li> <li>▪ Understanding of research and data analysis</li> <li>▪ Knowledge and understanding of Nolan’s Seven Principles of Public Life</li> <li>▪ Knowledge and understanding of safeguarding (Children and Adults)</li> <li>▪ Knowledge and understanding of the Equality Act 2010</li> <li>▪ Knowledge and understanding of relevant Health and Social Care Legislation.</li> <li>▪ Ability to analyse complex data</li> </ul>
Qualifications and Training	<ul style="list-style-type: none"> <li>▪ Have or be willing to undertake appropriate training.</li> </ul>
Experience	<ul style="list-style-type: none"> <li>▪ Committee and Board Membership</li> <li>▪ Managing projects and change at a Board level</li> <li>▪ Managing and setting budgets at a Board level</li> <li>▪ Knowledge of Health and Social Care</li> </ul>

<p>Personal Attributes</p>	<ul style="list-style-type: none"> <li>▪ Ability to work as part of a team</li> <li>▪ Ability to be discrete and diplomatic</li> <li>▪ A person of integrity</li> <li>▪ Impartial, fair and inclusive</li> <li>▪ Confident and with a high level of interpersonal skills</li> <li>▪ Motivated, efficient and adaptable</li> <li>▪ Committed to championing public interests</li> </ul>
<p>Special Requirements</p>	<ul style="list-style-type: none"> <li>▪ Must <u>not</u> be involved with the organisation as a paid member of staff or active volunteer</li> <li>▪ Be able to work at times convenient to the Board</li> <li>▪ Be able to travel to meetings</li> <li>▪ Must declare all appropriate conflicts of interest</li> <li>▪ Have local knowledge of Birmingham and/or Solihull</li> <li>▪ Must <u>not</u> be elected members or senior employees of the Local Authority and NHS</li> </ul>