



Chair Role Description

February 2020

1. Main purpose of the role

- 1.1. A Chair plays a fundamentally important role as the strategic leader of the board of trustees.
- 1.2. The Chair promotes the Council's best interests across the United Kingdom (UK), works closely with the Council's senior staff, providing guidance and support as well as challenge and scrutiny. He/she ensures the Council is well governed and the board acts with due probity and in accordance with its duties.
- 1.3. The Chair also engages, in his/her capacity as leader of the governing body, with members and stakeholders. This includes engagement both at UK level and within each of the countries of the UK, embracing the Council's values and objectives.
- 1.4. As the Council is due to start operating as an independent charitable company from 1 August 2020, the Chair of the Council in these first crucial years of business will play a particularly important role in agreeing the Council's new strategy, overseeing the continued growth of the Council and ensuring its financial sustainability.

2. Role and support in organisation

- 2.1. Accountable to: The remainder of the board of trustees and the membership as a whole.
- 2.2. Liaises with: Other trustees, the Council's senior staff team, committees and standing groups, members and wider stakeholders as required.
- 2.3. Works within a team of: The board of trustees of the Council.
- 2.4. Remuneration: The role is voluntary (expenses paid in line with paragraph 6).

3. Key responsibilities

- 3.1. In addition to their role as a charity trustee, the Chair of the Council is expected to:
 - 3.1.1. Lead the Board in setting and monitoring the overall strategic direction of the Council in its first years as an independent charity, including setting the Council's strategy and overseeing the development and implementation of a business plan to support that strategy.

- 3.1.2. Ensure the Council's operation in line with its Articles of Association, company law, charity law and any other relevant legislation or regulations.
- 3.1.3. Support and uphold principles of good governance including ensuring the effective planning and conduct of meetings.
- 3.1.4. Ensure the Council's work is carried out in a way that ensures its financial sustainability and protects its assets, including considering the development of the Council and the growth of its income through diversification of income streams or otherwise.
- 3.1.5. Lead the board's engagement with members, standing groups and other stakeholders, including through engagement with all four countries of the UK.
- 3.1.6. Work effectively with all committees of the board and other groups and bodies established with the Council's structures and ensure an effective relationship between the board and these bodies.
- 3.1.7. Support in the initial and subsequent recruitment, selection and appointment of individuals to the board of trustees whose appointments will take effect from 1 August 2020, and as required thereafter, including through (Ex officio) membership of the Nominations and Remuneration Committee.
- 3.1.8. Chair meetings and discussions of the board effectively and efficiently to ensure business is conducted in a timely and effective manner.
- 3.1.9. Ensure that other trustees are fully engaged, encourage trustees to contribute to meetings, and ensure that decisions are taken in the best interests of the Council.
- 3.1.10. Lead the Board in exercising effective scrutiny over the Council's senior staff team.
- 3.1.11. Show clear ambition in leading the board and set clear and appropriate targets for an ambitious and growing organisation.
- 3.1.12. Develop an effective working relationship with the Chief Executive Officer.
- 3.1.13. Ensure contributions are recognised and valued and that voice of representative groups is heard and understood.
- 3.1.14. Ensures the board is properly advised and informed in its decision making.
- 3.1.15. Create opportunities for trustees to take responsibility and develop in their role and provide and arrange support where necessary and possible, including in conducting the appraisal of other trustees.

4. General qualities and experience required of the Chair

- 4.1. The Chair of the Council is expected to have:
 - 4.1.1. A clear understanding of the Council's business, the sector context and wider policy issues across the four countries of the UK;
 - 4.1.2. Experience of chairing other boards and some experience of the charity, education and/or health sector;
 - 4.1.3. A strong business background with financial acumen and understanding of how this must be applied in the context of the Council;
 - 4.1.4. Held a position of strategic leadership in their career;
 - 4.1.5. Excellent communication and stakeholder management skills;
 - 4.1.6. Recognition of the importance of governance in a significant not for profit charitable entity;
 - 4.1.7. Leadership skills with a focus on delivery and measurable outcomes – having held a position of leadership in their career;
 - 4.1.8. An ability to work within the team of the Council, its members and its member bodies and groups.

5. Appointment and timescales

- 5.1. Nominations for the role will be assessed by the Council's Nominations and Remuneration Committee against this role description and the board skills matrix adopted.
- 5.2. The recommended candidate(s) for the Chair of the Board will be presented to the Transitional Board and the successful candidate will be appointed by the Transitional Board to take up office from 1 August 2020.
- 5.3. The Chair will be appointed for a three year term and may be re-appointed at the end of that term, subject to a maximum term in office of not more than nine consecutive years.
- 5.4. The Chair may be removed from office prior to the end of his or her term under the conditions set out in the Council's Articles of Association.

6. Location, time commitment and expenses

- 6.1. The post is voluntary and unpaid, but reasonable travel expenses incurred in relation to the role will be reimbursed in line with the Council's expenses policy.
- 6.2. The role involves some travel within the UK, including as part of travel to and engagement with members and stakeholders in all four countries of the UK. As a minimum, attendance is required at three board meetings each year, either in person or via videoconferencing, and you will also be

required to attend the Council's annual general meeting and any other general meetings, which are held across the UK.

- 6.3. There may be additional demand upon appointment and periodically thereafter for training days at the Council's office in central London.

For more information contact:

Jennifer Williams, Membership & Governance Officer, 020 7419 5520, jennifer.williams@cod-health.ac.uk



Board Skills Matrix and Audit

February 2020

1. Introduction

- 1.1. CoDH's Board Skills Matrix and Audit is a tool for its Nominations and Remuneration Committee (the Committee) to use when assessing the skills and expertise candidates or board members could or do bring to CoDH's trustee board, against the key skills that have been identified as necessary or desirable on the board. It is intended to be used to assess candidates for the role of Chair, the roles of elected trustees and those of appointed trustees. Once the board is populated, it is also then intended to inform CoDH about the breadth and extent of skills on the board and to highlight gaps that may arise as trustees from time to time leave the board.
- 1.2. The tables below provide a template to be populated with information about candidates and, in turn, board members:
 - 1.2.1. The first table allows the Committee to assess the skills and experience of a particular candidate by considering his or her knowledge and expertise.
 - 1.2.2. The second table then enables the Committee to collate and compare the skills of candidates/board members, assess the range of skills/proposed skills on the board and identify any gaps in expertise, to inform further recruitment into specific areas. It will also give CoDH an understanding of what (if any) areas of additional expertise may need to be sought externally, e.g. from professional advisers.
- 1.3. In considering candidates, the Committee will have regard to diversity in the broadest sense of the word and the aspiration to create and maintain a diverse trustee board, recognising that this will promote greater effectiveness.

2. Board Attributes

- 2.1. In addition to the specific skills and expertise to be identified by the skills audit that are required across the board within the skills matrix, the Committee should also seek the following characteristics when considering candidates, as CoDH recognises that these skills are generally desirable for individuals leading an organisation as part of a board and exercising group decision-making to exhibit:
 - 2.1.1. Tact, diplomacy and confidentiality
 - 2.1.2. Strong independent judgement, objectivity and integrity

2.1.3. Strong strategic focus

2.1.4. Ability to think creatively and imaginatively

2.1.5. Ability to give and accept support

2.1.6. Ability to work collaboratively and communicate effectively with a range of individuals including those who hold differing views, and to do so respectfully

2.1.7. Ability to constructively challenge and in turn accept challenge

2.1.8. Energy and ability to enthuse

2.1.9. Listening, influencing and consensus-building skills

2.1.10. Ability to guide and lead others in a variety of different roles

2.1.11. Approachability

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