Health and Care Jersey

# Candidate information pack

# Jersey Resident Non-Executive Director
# Health and Care Jersey Advisory Board
# Jersey, Channel Islands

## Background

The States Assembly (Jersey's parliament) decided on 14 June 2023 that a new unitary Board should be established for the Government of Jersey's Health and Community Services Department. On 30 September 2025, the States Assembly unanimously agreed to continue the Health and Care Jersey ("HCJ") Advisory Board.

Following the resignation of the incumbent appointment holder, the Minister is seeking to appoint a Jersey resident non-executive director who has personal knowledge of the Island community and its health and care system. The successful candidate will have proven experience of operating and achieving significant change at board level in Jersey, the UK or overseas.

In accordance with Jersey Appointments Commission guidance, this role would be for an initial three-year term, with the option to extend for a maximum of nine years.

The Advisory Board is non-statutory basis (i.e. with no legal powers). It provides advice and recommendations to the Minister for Health and Social Services ("the Minister"), as well as providing leadership and direction to HCJ - hence it is described as an 'Advisory' Board. The Board works in accordance with its Terms of Reference (see Appendix 1).

## The opportunity

HCJ delivers care and treatment to our island community. Key services include medical and surgical services, adult social care, mental health, prevention and therapies, women and children's services and dental services. We employ around 3,200 full time equivalent staff with an annual expenditure in the region of £380 million. We deliver the Island's Public Health function and strategic health policy, as well as commissioning services from both on-island and UK based providers, working in partnership with a range of community-based providers. Health & Community Services Annual Plan 2025

The non-executive director will work alongside the Chair, three other non-executive director and executive directors from HCJ, providing visible leadership and driving improvements across all our services. They will be skilled in building collaborative relationships with peers, partners and service users, committed to openness and clarity of purpose and will bring to the Board the skills, knowledge and experience necessary to ensure delivery of safe, compassionate, effective care.

The non-executive director will work on behalf of the people of Jersey.

This demanding but exciting role that provides an opportunity to be at the forefront of real change and helping prepare HCJ for its first ever inspection by Jersey's independent care regulator (the Jersey Care Commission). The role will also involve shaping a positive, inclusive culture in which staff are empowered to do their best work and in which Islanders will feel safe, heard and engaged.

A unique opportunity to shape a whole Island's future health and care provision.

**OVERALL PURPOSE OF HCJ ADVISORY BOARD (in summary)**

As a non-statutory Board, the Chair and non-executive directors will not have fiduciary and decision-making powers commonly associated with health boards across the British Isles, Commonwealth, and the US. The HCJ Advisory Board operates by providing strategic leadership to HCJ and advising, alerting and assuring the Minister for Health and Social Services ("the Minister") as to quality, safety, performance and development of HCJ's services and associated risks.

The Minister remains accountable to the States Assembly, and the public of Jersey, for health policy and the provision of services.

The work of the Advisory Board includes:

a. directing, overseeing, and scrutinising HCJ in matters related to:

- delivery of well governed, person centred care and services which meet the needs of Islanders
- provision of safe, accessible, compassionate, and responsive care
- improving quality, efficiency and cost effective of services, including the effective deployment of resources
- management of risk (clinical, corporate, financial)
- safeguarding people
- delivery of the Minister's plans, policies and directions, and compliance with decisions of the States Assembly.

b. shaping a positive, inclusive culture for HCJ, in which service users, families, carers, and staff feel safe, heard, and engaged and in which staff are empowered to do their best work.

c. investigating matters related to delivery of services, including the interface between HCJ and other service providers.

d. seeking assurance as to HCJ's performance across all areas of HCJ's activity.

e. advising and making proposals to the Minister in respect of priorities for reform / improvement, public and operational policy, and resource requirements.

**ROLE DESCRIPTION**

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| Post title: | Jersey Resident Non-Executive Director<br>Health and Care Jersey Advisory Board |
| Reports to: | Chair of the Board |
| Liaises with: | Advisory Board members (non-executive directors and executive directors), senior managers, senior clinicians, staff of Health and Care Jersey ("HCJ"), service users, carers and the public, other providers in Jersey and the Minister for Health and Social Services. |

**Overview of responsibilities of non-executive directors**

As a non-executive director you will work with the Chair and other Advisory Board members as equal members of the Advisory Board. You will share responsibility for the success of HCJ in delivering safe, efficient, effective and compassionate care to Islanders.

You will use your skills, knowledge, and expertise to provide strategic direction to HCJ and gain assurance about its work. This includes your personal knowledge of the Island's community and its health and care services. Along with other Advisory Board members, you will ensure the Advisory Board operates in accordance with its Terms of Reference and delivers in accordance with its annual work plan.

You will work with the Island community and local partners to deliver change. You will be familiar with the complexity of health and care systems, and you will ensure the best interests of Islanders and staff is central to the work of the Advisory Board.

Your responsibilities will include supporting staff across HCJ, and within partner agencies, to make the adjustments necessary to ensure the Advisory Board, the wider organisation and the Island health and care system can operate together effectively.

As a non-executive director, you will work with the Chair to forge strong links with the Island community and the Minister for Health and Social Services.

You will lead by example, consistently demonstrating high standards of corporate and personal conduct and will bring independent and objective judgement to bear on issues of strategy, performance, and resources.

**Responsibilities**

Strategy

- Informing the strategic aims of HCJ, ensuring that the necessary financial, commercial, service and workforce plans are in place for HCJ to meet its objectives
- Ensuring HCJ performance is effectively monitored and reviewed
- Providing innovative, collaborative leadership within a framework of prudent and effective controls, which enable risk to be assessed and managed
- Providing independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct. Constructively challenge, influence and help the Advisory Board develop proposals on such strategies
- Upholding HCJ's values and standards, ensuring its obligations to service users, their cares, families and friends and the wider community are understood and fairly balanced
- Obtaining assurance that clinical, financial and other performance information is accurate and that controls and risk management systems are robust and defensible
- Committed to embedding in HCJ the highest standards of probity, integrity and governance
- Contribute to ensuring that HCJ's internal governance arrangements confirm with best practice and statutory requirements
- Chairing (or participating in) committees or advisory groups established by the Advisory Board to exercise delegated responsibility for being assured on the areas of responsibility delegated by the Advisory Board to that committee
- Obtaining assurance that HCJ has appropriate processes and procedures to deliver high standards of professional, clinical, administrative and personal behaviour across the trust, and that is effectively safeguards all people
- Engaging positively and collaboratively in Board discussions regarding HCJ business and act as an ambassador for HCJ in engagement with stakeholders including other providers, the local community and political leaders.

Partnerships

- Committed to partnership working; collaborate and forge strong partnerships
- Being comfortable with the ambiguity of working across HCJ's boundaries
- Understand the governance arrangements for cross-organisation and inter-government working

People

- Being an influential leader, enthusing and persuading others to collaborate and embrace wide-ranging changes in healthcare provision
- Leading by example in relation to equality, diversity, inclusion and respect. Ensuring these values are central to the work of the Advisory Board and its considerations regarding service delivery, workforce and leadership.

Outcomes

- Monitoring the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of reports and accounts and other statutory duties
- Providing assurance to the Minister and the Chair as to how the non-executive directors (both individually and collectively) have held the executive directors to account
- Actively engaging with staff, service users, key stakeholders and the wider community to help identify issues and provide assurance about the effectiveness of the Advisory Board's leadership of HCJ.

Professional acumen

- Being aware of and understanding all relevant legislation, regulatory and government policies, and HCJ policies applicable to the role of non-executive director
- Bringing independent judgement and experience based on expertise from outside HCJ and applying this to the benefit of HCJ, partners and the wider community
- Identifying own training and development needs and undertaking appropriate training / education as required, including any compulsory training as determined appropriate
- Participating in an annual appraisal where objectives will be agreed with the Chair, performance monitored and personal development needs discussed
- Acting responsibly in respect of colleague's health, safety and welfare
- Upholding the highest standards of integrity and probity, adhering to the Nolan Principles
- Safeguarding the good name and reputation of HCJ
- Working flexibly in undertaking your duties
- Ensuring HCJ promotes equality and diversity for all its service users and staff, and other stakeholders.

**PERSON SPECIFICATION**

Essential criteria and qualities

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| Must be Jersey resident and have personal knowledge of the Island community and its health and care system |
| Significant Board level (or relevant senior leadership experience) in a complex, changing organisation. This will most usually be within a health / care provider organisation whether in Jersey, the British Isles or another jurisdiction |
| Demonstrable experience of listening to and helping to represent the views of Islanders and service-users |
| Demonstrable understanding of strategic decision-making, interpreting and scrutinising data and evidence, planning, data financial control, risk management, performance management and assurance |
| Ability to understand the complexity of the health and care system and be comfortable with the ambiguity of working across organisational boundaries |
| Excellent diplomatic, interpersonal and communication skills, with the ability to engage a wide-ranging audience and network effectively with a variety of organisations/individuals within and outside HCJ |
| Passionate about achieving the best for the people of Jersey |
| Committed to shaping a positive, inclusive culture for HCJ, in which service users, families, carers and staff feel safe, heard and engaged, and in which staff are empowered to do their best work. This includes a commitment to equality, diversity and inclusion and to upholding and embodying the Government of Jersey's values (see below) |
| Awareness and understanding of requirements of working in a regulated environment |
| Awareness and understanding of safeguarding |
| Politically astute, with the ability to grasp relevant issues, think creatively and understand relationships between interested parties |
| Sound knowledge of and commitment to corporate and clinical governance, with skills to assess, develop and embed new systems and standards of corporate and clinical governance in HCJ |
| Must have the following qualities:<br>• a grasp of the difference between "directing" and "managing"<br>• a bias towards strategic thinking, including being comfortable with developing and debating scenarios without taking immediate action<br>• a sophisticated understanding of their area of expertise<br>• independence of thought and judgement, with ability challenge appropriately<br>• capacity to be held responsible even when detached from the day-to-day operation<br>• able to take the helicopter view and deal with both the concrete and the abstract<br>• a range of thinking styles to cope with the diversity of issues they will be required to resolve<br>• an ability to make the connection between policies and strategic decisions |

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| • an ability to learn from results and to assess the quality of implementation of decisions |
| Must meet the fitness criteria set out below |
| Flexible regarding time commitment |
| A strong personal commitment to public service values (Nolan Principles) of accountability, probity, openness and equality of opportunity |
| Understand political and operational environment in the Government of Jersey, and the Island of Jersey. |

**Desirable Criteria**

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| Understand the components of a complex health and care system and associated independencies (as distinct from understanding of a distinct part of the system) |
| Strong business and financial acumen |
| Understand the legal duties, liabilities and responsibilities of non-executive directors (to support transition from a non-statutory to a statutory Board in event States Assembly should determine appropriateness of such a transition) |
| Evidence of continuing professional/personal development. |

Time commitment and remuneration

The Jersey resident non-executive director will be contracted to work up to 28 days a year, 16 of which will involve preparation for, and attendance at Advisory Board and Committee meetings. Additional days may be negotiated as required.

The Jersey resident non-executive director will be remunerated, commensurate with the responsibilities and experience required for this position. Reasonable expenses and subsistence costs will be in accordance with GoJ policy.

Visibility of Board members is paramount, and it is expected that Jersey resident non-executive director will attend all Advisory Board and Committee meetings in person.

This time may be required during the working day or in the evening. Some flexibility is required dependent upon the needs of HCJ, and in the event that an emergency occurs which requires the attention of a non-executive director.

Tenure

The Minister will appoint the non-executive director for an initial period of up to three years, subject to satisfactory appraisal by the Chair.

At the end of the initial three year period, the Minister may extend the term of appointment of non-executive director in accordance with the policies of the Jersey Appointments Commission, which

currently provides for a maximum 9-year term of office. It should be noted, however, that a degree of change is often sought on boards and there should be no expectation of automatic re-appointment. Any reappointment would be subject to rigorous review.

The non-executive director will be appointed on a contract for services and, as such, will not subject to the provisions of employment law (i.e. an appointee not an employee).

Exclusions from appointment

Some individuals are excluded from appointment as a non-executive director. These includes individuals who:

a. are a Member of the States Assembly
b. are a Government of Jersey employee (or person similarly contracted)
c. have a financial interest in, or may derive financial benefit from, the services provided or commissioned by Health and Care Jersey, or
d. have a conflict of interest that would call into question their ability to undertake the role.

Security Clearance

To safeguard service users by identifying unsuitable candidates any appointment will be dependent upon the satisfactory completion of disclosure through the Disclosure and Baring Service (DBS), and other relevant security clearance checks. Checks will be carried out before the individual takes up full duties.

The non-executive director will not have access to children and vulnerable adults so standard DBS checks only are required.

*Satisfactory References*

Any appointment is subject to the receipt of satisfactory references and where appropriate evidence of the qualifications or equivalent required for the role. We reserve the right to carry out any further checks that are reasonably required and appropriate for your role.

Fit person criteria

The majority of HCJ's services are not currently subject to independent regulation by the Jersey Care Commission but all HCJ's acute services will fall under the Commission's remit from 2026. All Board members are therefore required to meet the fitness criteria set out in Article 2 of the REGULATION OF CARE (STANDARDS AND REQUIREMENTS) (JERSEY) REGULATIONS 2018.

They must:

- be of good character
- have the qualifications, skills, knowledge or experience necessary to the task

They must not:

- have been sentenced to a term of imprisonment without the option of paying a fine, for an offence that, in the reasonable opinion of the Jersey Care Commission, would make the person unsuitable
- be named on a barred list
- have ever been declared bankrupt in Jersey or elsewhere
- be disqualified for holding office as a company director in Jersey or elsewhere
- be physically and mentally fit to manage the regulated activity.

Government of Jersey values

Board members will need to demonstrate a strong personal commitment to the Government of Jersey's values and behaviour statements

**We are respectful**
We care about people as individual and show respect for their rights, views and feelings.

**We are better together**
We share knowledge and expertise, valuing the benefits of working together.

**We are always improving**
We're continuously developing ourselves and our services to be the best they can be for Jersey.

**We are customer focused**
We're passionate about making Jersey a better place to live and work for everyone.

**We deliver**
We're proud of Jersey as a place and are passionate about shaping and delivering great public service.

**APPENDIX 1**

# Terms of reference (amended)
# Health and Care Jersey Advisory Board

## Status and authority of the Board

1. The Minister for Health and Social Services ("the Minister") has decided, with the agreement of the States Assembly, to establish a Health and Community Services Advisory Board ("the Board").

2. The Board is non-statutory (i.e., with no legal powers) with responsibility for assuring the Minister as to the quality, safety, performance and development of the Department's services and associated risks.

3. The Board will work across the Government of Jersey's ("GoJ") Health and Community Services Department ("the Department"). This includes all hospital, mental health, community, and social work services delivered by the Department or commissioned by the Department, whether or not in Jersey. This does not include CAMHS or children's services, which are the responsibility of the Minister for Children and Education or the Ambulance Service, which is the responsibility of the Minister for Home Affairs.

4. The Board shall work in a co-operative and constructive manner with the Minister, the Department and other Ministers and Departments. It will collaborate with all relevant partners in order to solve problems and ensure the provision of safe, effective, accessible, compassionate, and well governed patient centred care which meets the needs of Islanders. This includes other service providers, services users, and carers.

5. The Board is authorised to seek information it requires, in connection with its functions, from the following persons. These people must co-operate with any such request unless doing so conflicts with any other legal obligation or there are no appropriate data sharing arrangements in place:

    a. any employee of the Department (or person similarly contracted); and
    b. any GoJ employee whose job requires them to support the functions of the Department (or person similarly contracted).

6. The Board will provide information to, and co-operate with, Scrutiny Panels and any relevant Committees or Boards of the States Assembly, all relevant public service oversight bodies or mechanisms including, but not limited to, Jersey Audit Office, GoJ internal audit, external auditors engaged by GoJ, Jersey Care Commission, Jersey Appointments Commission, Information Commissioner, Law Officers' Department or any such person as and when appropriately directed by the Minister. In providing information the Board must consider confidentiality and data protection requirements.

7. Decision-making in respect of all public functions shall be reserved to the Minister, an Assistant Minister or an Officer in accordance with the States of Jersey Law 2005.

## Terms of reference

8. These terms of reference set out the membership, role, and reporting arrangements of the Board. The Board will work at all times in accordance with them.

9. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the responsibilities and tasks assigned to the Board by these Terms of reference.

10. Amendments to the terms of reference could include providing for the Board to work across other health and community services, whether or not in Jersey, if the Assembly were so minded.

## Responsibilities and tasks of the Board

11. The Board will provide strategic leadership to the Department.

12. The Board will direct, oversee, and scrutinise the Department in matters related to:

    a. delivery of well governed, person centred services which meet the needs of Islanders, are safe, accessible, cost effective and of high quality

    b. effectiveness of, and adherence to, systems of governance within the Department (and where appropriate within GoJ) which:
        - enable effective management of service and clinical risks and safeguarding delivery
        - support management of corporate and financial risks
        - ensure operational effectiveness, efficiency, and economy; and
        - support best deployment of resources and provision of cost-effective services.

    c. compliance with departmental and relevant GoJ policies and processes, in addition to all relevant statutory requirements

    d. preparedness and responsiveness to independent inspection and compliance with regulatory standards

    e. delivery of the Minister's plans, policies, and directions by the Department; and

    f. compliance with decisions of the Assembly, as directed by the Minister.

13. The Board will shape a positive, inclusive culture for the Department, in which service users, families, carers and staff feel safe, heard, and engaged, and in which staff are empowered to do their best work.

14. The Board will work in partnership with service users carers, stakeholders, other providers and other GoJ departments to provide safe, effective, accessible, and well governed patient centred care.

15. The Board will investigate matters relating to the delivery of services, or potential delivery of services, including the interface between the Department and other providers of health and social care services, whether or not in Jersey, and advising the Minister on any necessary steps.

16. The Board will seek assurance as to the Department's performance across all areas of the Department's activity.

17. The Board will make proposals to the Minister with respect to:

    a. departmental strategy

    b. safeguarding of service users and staff

    c. plans / policies related to the delivery of services by the Department

    d. the commissioning of services or the interface with the services of other providers

    e. plans / policies related to workforce development, engagement, deployment, sustainability, and departmental culture (and, as appropriate, through the Minister liaise with the States Employment Board as the employer)

    f. enhancement of systems of internal control (corporate, clinical, and financial), quality targets and reporting requirements

    g. the financial, physical, and human resources required by the Department

    h. prioritisation of actions and recommendations arising from internal and external reviews and audits; and

    i. other matters considered relevant by the Board.

18. The Board will ensure that proposals made to the Minister are appropriately informed by services users, and that the Department has in place effective forums for engaging with all sections of the public, including children and young people, ensuring their voices are heard and they are supported to participate in reviews of service quality and the development of new services.

19. The Board will oversee implementation of proposals approved by the Minister, and make the decisions required to deliver change and improvements within the Department, in accordance with:

    a. the parameters of a plan or policy determined by the Minister; and

    b. the remit and responsibilities of the Board.

20. Such other purposes as the Minister mandates the Board to undertake where those purposes are within the scope of the Minister's powers.

21. For clarity:

    a. the Board's remit is across all services provided by the Department, including hospital, mental health, and adults social services

    b. the Board's remit includes leading on clinical, operational, and service matters but does not generally include leading on wider public policy (including strategic heath policy and public health policy); and

    c. only the Minister or the Board may initiate a programme of work by the Board.

22. The Board will meet with the Council of Ministers, at the request of Minister, the Board or the Council of Ministers to advise the Council on:

    a. key matters arising in the Department including challenges; risks; delivery of the Minister's plan, policies and directions, and compliance with decisions of the Assembly; and

    b. the activities of the Board.

**Delivery**

23. In delivering its tasks the Board may:

    a. make standing and ad hoc requests for information, explanations, or professional opinions regarding any aspect of services delivered or commissioned by the Department, having had regard to the resources of the Department

    b. require the Chief Officer of the Department to bring to the Board for its consideration, any proposal, strategy, policy, information, or explanation, related to the work of the Department, that the Board deems relevant to the fulfilment of the Board's role and task. This includes requiring the Chief Officer to instruct any employee of the Department (or

person similarly contracted) to attend a meeting of the Board to provide information or explanations

c. request the Chief Executive Officer to instruct other relevant GoJ employees to bring to the Board for its consideration, any proposal, strategy, or policy that the Board deems relevant to the fulfilment of the Board's role and tasks; and

d. make proposals to the Minister in respect of any measure involving expenditure of public funds which in the Board's opinion is necessary or expedient in fulfilling its role. In making such proposals, the Board must have regard to the Public Finances Manual and the duties of the Accountable Officer.

24. In delivering its tasks the Board will:

a. produce and publish an annual work plan including key performance indicators. The work plan must be agreed by the Minister prior to publication

b. have regard to the resources and responsibilities of the Department and all relevant statutory duties of the Minister and officers, including associated policies and directions

c. have regard to the GoJ's key policy commitments including to children and young people and to sustainability and decarbonisation

d. act in accordance with the decisions of the Minister, the Council of Ministers, the States Employment Board, the Treasury and Exchequer and all other relevant office holders

e. make the best use of the knowledge and skills of non-executive directors and executive directors

f. ensure the Board's behaviour is consistent with the values of the Department and that high standards of personal integrity are maintained by Board members and staff; and

g. ensure good communication between the Board, staff, all services users, carers, other providers, and the wider community. To include the timely, effective dissemination of information and meaningful mechanisms for feedback.

**Operating procedures**

25. The Board may develop any operating procedures, setting out how the Board and its advisory groups and committees will function, that the Board deems necessary. All Board operating procedures must accord with the provisions of these Terms of Reference, must be approved by the Minister, and must be published.

**Advisory groups and committees**

26. In delivering its tasks, the Board must establish a committee which reports to the Board and provides assurance as to financial reporting, internal control, and risk management within the Department. The committee must be chaired by a non-executive director who has a background in finance. (That non-executive director cannot simultaneously hold the role of Senior Independent Director, if the Minister determines to appoint a Senior Independent Director) In establishing that committee, the Board must have regard to the terms of reference for the GoJ Risk and Audit Committee.

27. The Board may also establish any other advisory groups and assurance committees as required for the purposes of preparing advice, seeking assurance, or making decisions in respect of items of business that the Board would otherwise undertake.

28. The Board may delegate its tasks, as appropriate, to an advisory group or committee it establishes, providing it does so in accordance with the approved terms of reference for that advisory group or committee.

29. The Board must develop terms of reference for all these advisory groups and committees for approval by the Minister prior to establishment. The terms of reference will set out the tasks to be delegated to the advisory group or committee and the associated reporting requirements (i.e., the recommendations, decisions or findings which must be reported to the Board, and whether they are reported for approval, for information or for presentation to the Minister).

30. In general, the Board will delegate to advisory groups or committees responsible for overseeing the development of strategy and policy and / or monitoring the delivery of agreed strategy and policy in the areas for which the advisory group or committee is responsible. The Board will only delegate the develop of strategy or policy which accords with the remit of the Board.

31. The Board is responsible for maintaining any groups or committees it establishes, and for ensuring they operate effectively and in accordance with their terms of reference. At the last meeting of each financial year, the Board must review the performance of the advisory groups or committees, including membership, and may propose to the Minister any amendments to the terms of reference which the Board deems necessary.

32. The Board will appoint members to all advisory groups and committees, this may include members from outside the Department and GoJ (for example, external providers or advisors).

33. All advisory groups and committees must be chaired by a non-executive director and must include at least one executive director.

### Board membership

34. The Board is a unitary board. It includes non-executive directors with the skills and expertise to constructively challenge, provide leadership and aid strategic decision making, and executive directors responsible for the day-to-day running of the Department.

35. The Board shall have 5 non-executive directors and up to 4 executive directors, who are employees of the Department (or persons similarly contracted). The non-executive directors will be appointed by the Minister (see Appendix 1).

36. The Minister may increase or decrease the number of Board members (or appoint different departmental post holders as executive Board members) at the request of the non-executive directors- and having consulted the Council of Ministers - if satisfied that there are grounds to do so. The Minister must, however, ensure that the number of non-executive directors is always at least one more than the number of executive directors. This is to ensure the balance is always in favour of independent non-executives.

37. Typically the non-executive directors will be drawn from the following:

    a. a medical background

    b. a nursing background

    c. a background in social services; and

    d. a background in strategic finance.

38. The executive director members should, where possible given the requirement to maintain the balance in favour of non-executives, include the Chief Officer of the Department and those officers who are responsible for department-wide functions including medical, nursing and finance.

39. The executive directors and non-executive directors are referred to in these terms of reference as members of the Board.

## Responsibilities of Board members

### General duties

40. The general duty of the Board, and all board members individually, is to:

    a. support the Department to improve the health and wellbeing of Islanders through the provision of safe, effective, accessible, and well governed patient centred care
    b. ensure the Board adds value to the Department and, by extension, to Jersey
    c. ensure the Board operates in accordance with its terms of reference; and
    d. ensure the Board delivers the actions set out in its annual work plan.

41. Board members are collectively responsible for the decisions and activities of the Board. This includes a responsibility to constructively challenge during Board meetings and to help develop proposals and strategies for improvement.

42. Board members are expected to attend a minimum of 75% of Board meetings .

**Chair functions**

43. Minister may choose to appoint one of the non-executive directors as Chair or may agree alternative arrangements with the non-executive directors to ensure the Chair's functions are delivered. For example:
    - rotating Chair, or
    - non-executive directors sharing the Chair's function amongst themselves.

44. The Chair's functions (whether held by a single non-executive director or collectively amongst the non-executive directors) include:

    a. being responsible for the decision making and performance of the Board (including against its annual work plan), and for holding the Board to account (both collectively and individual members) for discharging the Board's duties and responsibilities

    b. meeting with the GoJ Chief Executive to discuss the performance of the Chief Officer of the Department, when requested to do so by the GoJ Chief Executive, who is responsible for the annual appraisal of the Chief Officer of the Department

    c. meeting with the Chief Officer of the Department to discuss the performance of other executive board members, when requested to do so by the Chief Officer of the Department, who is responsible for the annual appraisal of other executives.

**Non-executive directors**

45. The non-executive directors are responsible, on behalf of the Minister and GoJ Chief Executive, for monitoring executive management of the Department including executive directors who are Board members. The Minister holds them to account for this responsibility. This includes:

    a. scrutinising the performance of executive management in meeting goals and objectives and satisfying themselves that systems of internal controls and governance (corporate, clinical, and financial) are robust and are implemented; and

    b. ensuring the effectiveness of management arrangements.

46. The non-executive directors are also responsible for bringing a range of varied perspectives and experiences to strategy development and decision making.

47. For clarity: the Board must have regard to the duties of the Accountable Officer and the Accountable Officer's lines of accountability. As such, the Board cannot direct the Chief Officer of the Department to undertake any action or make any decision that is contrary to their duties as Accountable Officer, and cannot direct any executive director, or other staff members, to undertake any action or make any decision that is contrary to their duties as GoJ employee.

48. For clarity: in addition to delivering the duties of non-executive directors, the non-executive directors must also undertake any of the Chair's functions they have agreed to undertake (in the event that Minister has not appointed one of them to act as Chair).

**Chief Officer of the Department**

49. The Chief Officer of the Department is:

    a. accountable to the Board, in their role as a Board member, for meeting Board objectives

    b. responsible for providing information and support to the Board, and making proposals to the Board, for the Board to consider and determine whether to recommend to the Minister

    c. responsible for implementing decisions of the Board, where those decisions accord with their responsibilities as accountable officer and GoJ employee. In the event that the Board wishes to take an action that involves a transaction which the Chief Officer believes will infringe on their responsibilities as accountable officer, the Chief Officer should seek direction from the Minister and, if so directed, should set out in writing to the Minister the reason for their objection in accordance with the provisions of the public finances manual

    d. accountable to the GoJ Chief Executive, in their role as accountable officer, for the performance of the Department and delivery of their performance and development objectives; and

    e. answerable to the States' Public Accounts Committee for the performance of their accountable officer function, in accordance with the Public Finances (Jersey) Law 2019.

**Executive Directors**

50. Executive Directors who are Board members are:

    a. accountable, in their role as a Board member, for meeting Board objectives

    b. responsible for implementing decisions of the Board, where those decisions accord with their responsibilities as GoJ employees

    c. accountable to the Chief Officer of the Department for:

- supporting the Chief Officer in the provision of information and support to the Board, and for making proposals to the Board; and

- delivery of their performance and development objectives.

**Senior Independent Director**

51. The Minister may choose to appoint a Senior Independent Director if the Minister deems it appropriate to do so. A Senior Independent Director would, subject to confirmation by the Minister, generally have the following duties, in addition to the general duties of non-executive director:

    a. be available to Board members (executive and non-executive) if they have concerns about the performance of the Board, the Board's compliance with its Terms of Reference, or the welfare of the Department, which contact through the usual channels has failed to resolve, or for which such contact is inappropriate

    b. where appropriate, to ensure that concerns raised by Board members are communicated to the other non-executive directors and, as necessary, to the Minister and / or the Board as a whole

    c. work, as appropriate, with other Board members and / or the Minister to resolve those concerns; and

    d. carry out the annual appraisal of the Chair (if appointed) and other non-executive directors if required to do so by the Minister and make a report to Minister on the outcome. Prior to doing so the Senior Independent Director will usually meet with the Minister to discuss any performance matters the Minister may wish the Senior Independent Director to consider. As part of the appraisal process, the Senior Independent Director may meet with the following people in the absence of the Chair, to discuss the Chair's performance:
        - other Board members; and
        - other stakeholders as directed by the Minister or, which the Senior Independent Director considers relevant to the appraisal process.

52. The Senior Independent Director is accountable to the Chair (if appointed) as a non-executive Board member and to the Board collectively as the Senior Independent Officer. Neither the Chair (if appointed), nor the Board can direct the Senior Independent Officer in their capacity as Senior Independent Officer. The Board:

    a. must appoint the Senior Independent Director (Appendix 1)

    b. must review the appointment every 18 months

c. may, in the event of concerns about the performance of Senior Independent Director, appoint another non-executive director as Senior Independent Director; and

d. may arrange for a suitably qualified, independent person to appraise the performance of the Senior Independent Director, whether as part of the two-yearly review or in response to emerging concerns.

| Role | Accountable to | Is appraised by |
|---|---|---|
| Non-executive directors | Minister (or Chair of Board, if one of non-executive directors is appointed as Chair) | Minister may arrange for a suitably qualified, independent person (which may be the Senior Independent Director if appointed) to appraise the performance of the each NED as the Minister deems necessary |
| Chair of Board (if appointed) | Minister | As above |
| Senior Independent Director (if appointed) | Board | The Board, who may appoint a suitably qualified, independent person to appraise the Senior Independent Director on their behalf, if appointed. |
| Chief Officer | GoJ Chief Executive | GoJ Chief Executive, drawing on views of non-executive directors |
| Executive Directors | Chief Officer | Chief Officer, drawing of views of non-executive directors |

## Meetings

53. The Board will meet at least 4times a year. The Board may meet at other times during the year as agreed between the members of the Board or as otherwise requested by the Minister. It is envisaged that it will meet up to 10 times in the first 12 months post appointment of members.

54. Only members of the Board have the right to attend Board meetings, but the Board may invite other persons, including other executive directors, and/or external advisers to attend all or part of any meeting, as and when appropriate.

55. Other attendees may be invited to attend on a regular basis or meeting by meeting basis.

56. Any member or attendee may participate in Board meetings by secure telephone or video conference, provided that all members are able to contribute to discussions and decisions. Participation in a meeting via electronic means shall constitute presence in person at this meeting.

57. The public may attend and observe all Board meetings except for matters which the non-executive directors (or Chair if appointed) determines should be considered in private, for example, to prevent harm, protect the interest of individuals or consider commercially sensitive

information. The public may not ask questions during a Board meeting but, once the meeting has ended, they may ask questions with the permission of the non-executive directors (or Chair if appointed). The Board must make arrangements to ensure that all people, including children and young people, are supported to ask questions at the end of Board meetings.

58. Ifa Chair is appointed but cannot be present, the non-executive directors who are present will determine which non-executive director will act as Chair for the duration of the meeting . An executive director cannot Chair a meeting.

### Quorum

59. No business shall be transacted at a meeting unless:

    a. three non-executive directors and two executive directors are present; and

    b. there is a least one more non-executive director than executive director.

60. The exception to the above being where the non-executive directors (or Chair if appointed) determines that the circumstances of a matter are such that non-executive directors should meet without executive directors, in which case:

    a. there must be at least four non-executive directors and

    b. the non-executive directors must notify the Minister of the circumstances before the meeting is called

61. If any member is disqualified from participating in a meeting due to a conflict of interest they shall not count towards the quorum.

### Voting

62. The members of the Board have a collective responsibility for the operation of the Board. They will participate in discussion, review evidence, and provide objective input to the best of their knowledge and ability, and endeavor to reach consensus.

63. On the rare occasions that consensus is not reached, the non-executive directors (or Chair if appointed) may determine that a matter should be voted on. Each member of the Board shall have one vote and decisions shall be reached by a simple majority of members present. Where there is an equality of votes, the non-executive director chairing the meeting has a second and deciding vote provided they are not conflicted.

### Reporting

64. The Minister may require the Board to report on such matters and at such intervals as determined, where those matters are within the remit of the Board.

65. The Board shall make recommendations to the Minister on any area within its remit where it considers action or improvement is needed.

### Administration

66. Administrative support shall be provided by a Board Secretary.

67. A schedule of meetings of the Board shall be drawn up for each financial year and circulated to the Board. A copy of the schedule of meetings shall be made available to the Minister and will be published.

68. The agenda for the Board shall be determined collectively by the Board, in addition to any item which the Minister has requested the Board to consider.

69. Members of the Board who wish to put forward an agenda item shall write to the person chairing the meeting (or Chair if appointed) with details of the proposed item and any supporting documents not less than fourteen days before the next scheduled meeting. In the event that the person chairing the meeting (or Chair if appointed) is not willing to include the proposed item on the agenda of a meeting, any member will be entitled to have a notice of motion included on the agenda of the next Board meeting, for the purposes of determining if the proposed item should be substantively discussed at the following Board meeting.

70. The agenda shall be published once approved by the person chairing the meeting (or Chair if appointed), except for the agenda items the Board will need to consider in private.

71. Minutes shall be taken of Board meetings. The minutes shall be prepared within 10 business days of the meeting and submitted to the person who chaired the meeting for approval. The minutes must formally record who chaired the meeting.

72. Once the person chairing the meeting has approved the minutes and agreed them as a true record of the meeting, they will be circulated to the members and the Minister. Any corrections required to the minutes will be tabled at the next meeting.

73. The minutes, and supporting Board papers, will be published except for those items which the Board has considered in private.

74. Conflicts of interest will be recorded in the minutes. All board members must declare, at the beginning of each meeting, any personal or business interest which may influence, or may be perceived to influence, their judgement. The person chairing the meeting will determine if that interest is such that the member must be recused (or another non-executive director if the person chairing the meeting declares an interest). The Board must develop policies and

procedures related to the management of conflicts of interest. These must accord with the provisions of these Terms of Reference, must be approved by the Minister, and must be published.

75. Minutes and board papers shall usually be made available to members of the Board and the Minister not less than 7 days in advance of each meeting.

### Data, information, and confidentiality

76. As a non-statutory Board, the Board will not be separately registered as a "Controller" under the Data Protection (Jersey) Law 2018 but, as the Board of the Department which is a registered "Controller", the Board and all members of the Board will operate within the requirements of that Law.

77. The Board will similarly operate within the provision of Freedom of Information (Jersey) Law 2011 as a Board of the Department.

78. It is a duty of the Board, and all Board members, to protect confidential information about people (service users and staff) and to ensure that policies, procedures and systems are put in place to ensure that confidential information is only shared with the Board, or by the Board, when it necessary to ensure safe or effective care or protect against harm.

### General matters

79. The Board shall arrange for periodic reviews of its performance and, at least once a year, review these Terms of Reference, including its membership, to ensure it is operating effectively and in a manner which supports staff to do their best work for Islanders.

80. The Board represents a new way of working for the Department. The Minister and Board members must, therefore, be alive to the potential need to flex and refine the Board's working practice and the terms of reference. In doing so, however, the Board will ensure adherence to best practice in governance.

81. Prior to undertaking its annual review, the Board must, in writing, set out a proposed process for the review, including parties whose views will be sought, for approval by the Minister.

82. Having undertaken any review (whether an annual or an interim review) the Board will provide a report to the Minister on its findings. The Board may recommend to the Minister any changes it considers necessary to improve Board performance or efficiency. In the event the Minister wishes to make any substantive changes to the Board's Terms of Reference, the Minister must propose those changes to the Assembly. The Board must prepare an annual report setting out its accountabilities and related activities. The Minister will publish this report in full as part of, or alongside, the Annual Report and Accounts of the States of Jersey. The Board is not required to

produce annual separate accounts as the Department's accounts are included in the accounts of the States of Jersey.

83. The Minister must make an annual assessment of the resources required for the Board to operate. With the agreement of the Council of Ministers, the Minister must then ensure those resources are set out in the Government Plan. The Minister must consult the Board before making any such assessment and must set out for the Council of Ministers and the Assembly the Board's response to that consultation.

84. The Board Secretary will be employed by GoJ (and will be subject to the terms and conditions and policies that apply to all government employees) but will work for the Board and shall be treated as if they are an employee of the Board, taking direction from the non-executive directors (or Chair if appointed).

## Appendix: Appointments, removal and suspension

### Appointments

85. The Minister shall appoint the non-executive board members.

86. The Minister may appoint one of the on-executive board members to act as Chair if the Minister deems it necessary to make those appointments.

87. The Jersey Appointments Commission will oversee the appointment process.

88. The Minister shall not appoint a non-executive Board member unless satisfied that the person meets the specification for the non-executive role.

89. The Minister shall not appoint a non-executive Board member who:

    a. is a Member of the States Assembly

    b. is a GoJ employee (or person similarly contracted)

    c. has a financial interest in, or may derive financial benefit from, the services provided or commissioned by the Department; or

    d. has a conflict of interest that would call into question their ability to undertake the role.

90. The Minister must also be satisfied that the person can meet and uphold the standards of conduct set out in 'The Seven Principles of Public Life.'

91. The Minister may extend the term of appointment of a non-executive Board member in accordance with the policies of the Jersey Appointments Commission, which currently provides for a maximum 9-year term of office.

92. In the event the Minister determines that there should be a Senior Independent Director, the Board will appoint a non-executive director to that role. The Chair (if appointed) cannot be appointed as Senior Independent Director. The Board shall be provided with appropriate and timely training, both in the form of an induction programme for new Board members and on an ongoing basis for all Board members.

### Removal or suspension

93. The non-executive Board members may only be removed or suspended by the Minister.

94. When removing a non-executive Board member, the Minister must have clear and cogent reasons to do so. These would typically be limited a non-executive Board member:

    a. becoming disqualified for appointment on the grounds set out above

    b. failing to discharge their functions without reasonable excuse

    c. behaving in a way that is not compatible with their continuing on the Board

    d. has become bankrupt; or

    e. is otherwise unable or unfit to discharge the functions of a Board member.

95. The Minister shall only suspend a non-executive Board member if the Minister believes there may be grounds for removal and needs to investigate the matter.

96. Prior to removing or suspending a non-executive Director, the Minister must consult the other non-executive directors. The Minister must then put the grounds for removal or suspension to non-executive director, providing them with a right to reply. The exception being in cases of gross misconduct where the Minister may remove or suspend with immediate effect.

97. The Minister may nominate an Acting Chair if the Minister has determined there should be a Chair but the appointed Chair is incapacitated, suspended, resigns, or their term of office or contract ends, and no replacement has been appointed, or is unable to perform their duties for any reason. The Minister may appoint another non-executive Board member or someone other than another non-executive Board member as Acting Chair.