

19-21 Broad Street | St Helier
Jersey | JE2 4WE

Deputy R. Ward
Chair, HSS Panel
BY EMAIL

11 December 2023

Dear Chair,

Re: Health and Community Services Board – Chair Appointment Process

Thank you for your letter dated 7 December 2023 regarding the appointment process for the Chair in the context of the letter to the Public Accounts Committee (PAC) from the Interim Chief Executive and Head of the Public Services, Andrew McLaughlin¹.

Having considered your letter, I have separated your queries for ease of responding.

1. A detailed account of the process that was followed in considering the recommended candidate for the role of Chair.

The Jersey Appointments Commission (JAC) was responsible for overseeing the process which was conducted in line with their standard procedures.

Government of Jersey (GoJ) launched a direct recruitment campaign for the Chair on 28 July 2023. The role was advertised in:

- The gov.je jobs pages.
- The Jersey Evening Post (paper and online).
- Bailiwick Express (online).
- GoJ social media channels.
- The Health Services Journal (online).
- Formal press release to local media.

Unlike many other senior appointments, direct recruitment was chosen instead of via a specialist firm in response to political concerns raised about the cost of recruitment in this way. A total of six applications were received. All applicants submitted their CV, a supporting statement describing their suitability for the role, and their envisaged approach to the task.

These applications were assessed against the appended person specification and criteria by the selection panel on 7 September 2023, and they then shortlisted two candidates for interview. The selection panel included:

- Chris Stephenson, Chair of the Panel (and Chair of the JAC) (non-voting panel member).
- Tom Walker, GoJ Assistant Chief Executive Officer.
- Dame Marianne Griffiths, Senior Independent Health Executive.
- Ed Doubeney, Senior independent member and president of a local third sector charity.

¹ [‘Re: Health and Community Services Interim Board’](#), letter, published 5 December 2023, States Assembly.

Prior to interviews, standard due diligence checks were undertaken by the officer supporting the recruitment process. These included online and social media checks, with a view to identifying if there is any known reason why the candidate may or may not be suitable for the role.

The two shortlisted candidates were interviewed on-island on 12 October 2023 by the selection panel. Prior to commencement of the formal interview, the two candidates met on an informal basis with members of the HCS Executive team to understand more about the organisation, as well as being provided a tour of the hospital.

2. The criteria and considerations that led to the decision not to appoint the proposed individual, including any assessments, reports, or consultations that were undertaken as part of the decision-making process.

In terms of my decision to not appoint the appointable candidate, I met the appointable candidate, via Teams, on 24 October 2023. This meeting was also attended (for observational purposes) by the senior recruitment officer who was managing the process, and my Private Secretary. During the meeting, I asked questions with a view to determining whether to appoint. The following week, having reflected on my meeting with the candidate I decided not to appoint the candidate. My rationale being:

- concerns related to the small number of formal applications received and a lack of assurance that a larger pool of qualified candidates had been sourced to make a comparative judgement.
- concerns that the candidate, whilst highly qualified, was the not right person to appoint at this point in time (i.e., their leadership style was better suited to an established board as opposed to a board in formation).

3. The steps that have, or are, being taken to ensure that candidates recommended by the JAC fit the suitability criteria determined by the Minister.

When initially considering appointable candidates, the selection panel asked questions designed to test their experience and the extent to which they met the person specification. Following my decision not to appoint the appointable candidate, I met with the Chair of the JAC on 9 November 2023 to discuss the process and further clarify the requirements for the Chair.

Considering previous experience with direct recruitment, a specialist selection agency has now been engaged to proactively identify further potential applicants. I have already met representatives of this agency to brief them on requirements with a view to ensuring that all potential candidates considered by the selection panel, and ultimately myself, meet those requirements (in addition to those set out in the person specification of the role).

I trust the above responses are of use to the Panel and please let me know if you have any further queries.

Yours sincerely,

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Candidate information pack Chair - Health and Community Services Department 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. The Department delivers hospital, mental health and adults social services to our island community.

This is the first ever unitary Board for the Department. It is being established on a non-statutory basis (i.e. with no legal powers) and will work by providing advice and recommendations to the Minister for Health and Social Services ("the Minister") - as well as providing leadership and direction to the Department - hence it is described as an Advisory Board. The Board is required to work in accordance with its Terms of Reference (attached below).

The Minister appointed a fixed-term Chair in November 2022 to support the establishment of the new Board including advising on the terms of reference and supporting senior leaders in the Department to prepare for working within a new governance structure. The tenure of the fixed-term Chair will cease in the coming months hence the Minister is looking to appoint the first substantive Chair of the Board.

The Minister will also be appointing up to five non-executive directors in July 2023. The five non-executive directors will be in post before the substantive Chair is appointed. The Minister will appoint one of the five non-executive directors as Deputy Chair but will only do so having appointed and taken advice from the substantive Chair.

The opportunity

The Minister is seeking to appoint the first substantive Chair of the Health and Community Services Department Advisory Board. The successful candidate will have proven experience of operating and achieving significant change at board level in Jersey, the UK or overseas (mostly usually in a health and care provider organisation).

The Department delivers care and treatment to our island community. Key services include medical and surgical services, adults social care, mental health, prevention and therapies, women and children's service and community dental services. We employ around 2,400 full time equivalent staff with an annual expenditure in the region of £230 million. We commission services from both on-island and UK based providers, and work in partnership with a range of community based providers.

The Chair will provide visible leadership and drive improvements across all our services. They will be skilled in building collaborative relationships with peers, partners and service users, and committed to openness and clarity of purpose. They will build a strong, effective Board of executives and non-executives which will collectively have the skills, knowledge and experience necessary to ensure delivery of safe, compassionate, effective care.

The Chair will work on behalf of the people of Jersey.

The Chair will be a founding member of the Board; a demanding but exciting role that provides an opportunity to be the forefront of real change, helping prepare the Department for its first ever inspection by Jersey's independent care regulator (the Jersey Care Commission), developing and embedding a robust governance framework, and shaping a positive, inclusive culture in which staff are empowered to 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 BOARD (in summary)

See attached terms of reference for more detail

As a non-statutory Board, the Chair will not have the fiduciary and decision-making powers commonly associated with health boards across the British Isles, Commonwealth, and the US. The Board will operate by providing strategic leadership to the Department and assuring the Minister for Health and Social Services ("the Minister") as to quality, safety, performance and development of the Department's services and associated risks. The Minister remains accountable to the States Assembly, and the public of Jersey, for the health policy and provision of services.

The work of the Board will include:

- a. directing, overseeing, and scrutinising the Department 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 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.

- c. investigating matters related to delivery of services, including the interface between the Department and other service providers.
- d. seeking assurance as to the Department's performance across all areas of the Department'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: CHAIR

Post title:	Chair, Health and Community Services Advisory Board
Reports to:	Minister for Health and Social Services
Liaises with:	Minister for Health and Social Services; Council of Ministers for the Government of Jersey; Board members (non-executive directors and executive directors); senior managers and clinicians; staff of the Health and Community Services Department ("the Department"); service users, carers and the public; other providers in Jersey.

Overview

As Chair you will provide clear leadership to the Board and the Department. You will ensure the Board provides independent judgement and advice to the Minister on matters of strategy, vision, performance, resources and standards of conduct and delivery, and that it supports the Minister's determination of such matters.

You will then lead the Board in driving delivery of that vision, influencing and inspiring staff to embrace and actively pursue the changes needed to ensure that provision of safe, efficient, effective and compassionate care to each and every person.

You will use your skills, knowledge, and expertise to provide strategic direction to the Department and gain assurance about its work. You will ensure the Board operates in accordance with its Terms of Reference and delivers in accordance with its annual work plan.

You will collaborate and be committed to working with the local community and local partners to deliver change. You will ensure the best interests of Islanders and staff is central to the work of the Board.

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.

As the first substantive Chair of this new Board, your responsibilities will include supporting other Board members, staff across the Department and within partner agencies, to make the adjustments necessary to ensure the Board, the wider organisation and the Island's health and care system can operate together effectively. You will need to be comfortable with the ambiguity

that may arise as the Board, and the new governance arrangements that flow from it, are embedded.

You will forge strong links with the Minister for Health and Social Services, who will hold you to account for the performance of the Board in ensuring delivery of her vision, and with the Council of Ministers, as the wellbeing of Islanders is a matter for all Ministers.

You will also cultivate a strong, collaborative working relationship with the Chief Officer, as many of your responsibilities must be discharged in partnership with them. You will act as a critical friend providing a safe and confidential space to explore ideas or challenging or sensitive situations, with supportive challenge where appropriate. In doing so, you will be clear about your and the Chief Officer's respective roles and responsibilities.

You will be familiar with the complexity of health and care systems, and rapidly familiarise yourself with the differences between the Island system and other jurisdiction's systems. In bringing your knowledge and experience of operating at Board level to the role of Chair you will recognise the unique nature of this non-statutory Board and the associated requirements to work in a different way.

Note

In this role description:

- Chief Officer – refers to the senior officer in the Health and Community Services Department
- Chief Executive – refers to the Chief Executive of the Government of Jersey (i.e.. the head of the public service in Jersey)

Responsibilities

Providing effective, visible leadership

You will:

- provide effective leadership to the Board to ensure the Board's ability to direct, oversee and scrutinise the Department in matters related to:
 - delivery of well governed, person-centered services which meet the needs of Islanders
 - effectiveness of, and adherence to, systems of clinical and corporate governance
 - compliance with departmental and relevant Government of Jersey policies and processes, in addition to all relevant statutory requirements
 - delivery of the Ministerial strategy, plans, policies and directions
 - compliance with decisions of the Assembly, as directed by the Minister
 - preparedness and responsiveness to independent inspection and compliance with regulatory standards
- ensure the Board provides independent judgement and advice to the Minister on matters of strategy, vision, performance, resources and standards of conduct and delivery; and that it plays a full role in supporting the Minister's determination and realisation / delivery of such matters

- lead by example in relation to equality, diversity, inclusion and respect. You will ensure these values are central to the work of the Board and are modelled in your personal behaviours and in the Board's collective behaviours and decision making
- uphold, and ensure the Board upholds, the Department's values and standards ensuring the Department's obligations to service users, their cares, families and friends and the wider community are understood and fairly balanced
- embed the highest standards of probity, integrity and governance, ensuring the Board's and Department's internal governance arrangements confirm with best practice and statutory requirements
- influence, enthuse and inspire Board members and staff across the Department to embrace and actively pursue the changes needed improve standards of care
- provide innovative, collaborative leadership within a framework of prudent and effective controls, which enables risk to be assessed and managed
- ensure the Board has timely access to accurate, comprehensive and clear clinical, financial and performance information in order that the Board:
 - can identify the key clinical and corporate risks the Department faces and determine its approach to ensuring effective oversight and management of those risks, including development of, and adherence, to robust and defensible systems of controls and risk management
 - has full insight as to the Department's performance enable the Board to make informed decisions and recommendations; monitor effectiveness and provide advice to promote the success of the Department
 - can assure itself and the Minister as to deliver high standards of professional, clinical, administrative and personal behaviour across the Department, including the effective safeguarding of all people
- ensure an effective communications and engagement strategy between the Board, the wider Department, the Minister and Council of Ministers, and wider stakeholders
- ensure the Board develop and delivers its annual work plan and operates in accordance with its Terms of Reference

In light of the Assembly's decision that the Terms of Reference must be returned to the Assembly with 18 months of the establishment of the Board, you will ensure development of a framework that allows to Assembly to determine value added by the Board

Building a strong, effective and diverse Board

You will:

- chair the Board, and so doing, you will set the agenda, style and tone of Board discussions. You will provide constructive challenge, promote discussion and ensure effective, collaborative decision-making. You will take into account the issues and concerns of all Board members and senior department officers as appropriate
- manage the Board so as to allow sufficient time for discussion and resolution of complex or contentious issues. You will not allow the Board to avoid or shy away from difficult issues
- ensure Board members are fully informed about matters on which the Board will make a decision; that they have obtained answers to questions or concerns and are not faced with unrealistic deadlines for decision-making. Similarly will you ensure that the Minister is provided the information and time required to consider and determine matters related to the Board's activity or recommendations
- ensure effective and constructive relations between Board members, facilitate effective contributions from both executive and non-executive directors, and ensure there is appropriate delegation from the Board to the senior management team
- ensure the necessary committees, advisory groups, and reporting structures are in place to enable the Board to operate effectively, and that those committees and structures accord with the Board's terms of reference. This includes ensuring that all Board committees are chaired, to the highest standards, by a non-executive director
- work with and support:
 - the Chief Officer to ensure continual improvement in the calibre and performance of executive directors and senior leaders in the Department, including supporting the Chief Officer in the annual appraisal of executive directors
 - the Chief Executive to ensure the performance of the Chief Officer in management of the Department, in the delivery of GoJ corporate policy and as accountable officer, including supporting the Chief Executive in the annual appraisal of the Chief Officer
- work with and advise:
 - the States Employment Board to ensure the optimal composition of executives and their portfolios
 - the Minister to support the appointment of appropriately skilled non-executive directors and ensure they participate in a full, formal and tailored induction programme
- ensure the performance of the Board and its committees including:
 - undertaking annual appraisals of non-executive Board members; reporting to the Minister on the outcomes of the appraisal process
 - ensuring the development needs of individual non-executive directors are identified and met
 - ensuring the cohesiveness of the non-executive director team, and appropriately managing deployment of their time and responsibilities
 - identifying the development needs of the Board of Directors as a whole, to enhance their overall effectiveness as a team

- putting in place an appropriate programme of Board development and succession planning
 - undertaking an annual review of the Board performance, having agreed the proposed review process with the Minister
 - holding meetings with the non-executive directors as a group or as individuals, without the presence of executive directors as required.
-
- act on the results of the review / appraisal processes (or support the Chief Officer or Chief Executive to act) by recognising strengths, addressing identified weaknesses and meeting development needs
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- oversee the development and application of the Board's Code of Conduct and if in the Chair's opinion any Board member has failed to observe any part of the code take appropriate action.

Partnerships

You will:

- be committed to partnership working; collaborating and forging strong partnerships
- be aware of, and understand the governance arrangements, for cross-organisation and inter-government working
- act as an ambassador for the Department in engagement with stakeholders including other providers, the local community and political leaders.

Engagement

You will:

- ensure the voices of patients and Islanders are heard and acted on. This includes ensuring that recommendations and activities of the Board 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 they are supported to participate in reviews of service quality and the development of new services
- proactively engage with staff, service users, key stakeholders and the wider community to help identify issues and provide assurance about the effectiveness of the Board's leadership of the Department.

Other matters

You will:

- be aware of and understand all relevant legislation, regulatory and government policies applicable to the role
- bring independent judgement and experience based on expertise from outside Department and apply this to the benefit of the Department, partners and the wider community
- identify your own training and development needs and undertaking appropriate training / education as required, including any compulsory training as determined appropriate
- participate in an annual appraisal where objectives will be agreed with the Senior Independent Director on behalf of the Minister, performance will be monitored, and personal development needs discussed
- act responsibly in respect of colleague's health, safety and welfare
- uphold the highest standards of integrity and probity, adhering to the Nolan Principles
- safeguard the good name and reputation of the Department
- work flexibly in undertaking your duties
- ensure the Department promotes equality and diversity for all its service users and staff, and other stakeholders.

Time commitment and remuneration

The time commitment will typically average up to 3 days per week (c. 21 hours). This does not include travel time to and from Jersey.

Travel to and from Jersey, and accommodation in Jersey, will be provided. Other reasonable expenses and subsistence costs will be in accordance with GoJ policy.

Visibility of the Chair is paramount. It is expected that that Chair will attend all Board meetings in person and may have on-island presence between Board meetings (for example, when meeting key stakeholders) but will not be expected to be on-island every week.

The Chair will be paid up to c £70,000 per year, to be negotiated depending on skills and experience. If the Chair is resident on Island and there is no associated travel commitment, the level of remuneration may be reduced.

There will be 10 Board meetings in the first 12 months post establishment of the Board, with the Board then meeting at least 6 times per year from year 2 onwards.

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

Tenure

The Minister will appoint the Chair for an initial period of 3 years, subject to satisfactory appraisal by the Senior Independent Director on behalf of the Minister. The States Assembly have determined that it will review the functioning of the Board and its terms of reference 18 months post-establishment. To this end, the Chair's contract will include an 18 month break-point.

At the end of the initial three year period, the Minister may extend the term of appointment for the Chair 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 Chair will be appointed on a contract for services and, as such, will not be subject to the provisions of employment law. The Chair is an appointee not an employee.

PERSON SPECIFICATION

Essential criteria and qualities

Experience
Significant Board level experience (whether as Chair, Deputy Chair or Non-Executive Director) 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 track record of leadership gained within a major organisation of comparable complexity, whether in the public or private sector
Extensive experience of effectively chairing difficult or complex meetings that are held in public. To including chairing those meetings in person, and via remote access such as MS Teams or Zoom
Proven track record of successfully leading innovative change and service improvements
Experience of working with a diverse range of people, valuing diversity and equal opportunities

Demonstrable track record of strong performance management, financial and risk management acumen
Evidence of continuing professional/personal development
Knowledge and skills
Demonstrable in-depth understanding of the components of a complex health / care provider organisation and the processes of strategic decision-making, interpreting and scrutinising data and evidence, planning, data financial control, risk management, performance management and assurance
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 the Department
Understanding of the requirements of working in a regulated environment and with regulated professionals
Understanding of, and commitment, to safeguarding
A high level of understanding and interest in health and social care issues, with an appreciation for the services the Department provides and of the wider health and care needs of the Island
Ability to understand the complexity of the health and care system and be comfortable with the ambiguity of working across organisational boundaries.
Ability to identify and address issues, including underperformance, and to scrutinise and challenge information effectively for assurance
Leadership, motivational and influencing skills to manage members of the Board as a team to ensure they utilise their skills and expertise for the benefit of the Department and the Island, and that they deliver the Board' work plan and ministerial priorities.
To have the ability to set the standard for compassionate and collective leadership
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 the Department.
Able to motivate people to give their best, ensuring a wide range of opinions are heard and taken into account
Committed to shaping 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. This includes a commitment to equality, diversity and inclusion and to upholding and embodying the Government of Jersey's values (see below)
Ability to network effectively with a variety of organisations/individuals within and / or outside the Department and wider Government
Ability to build effectively relationships and inspire confidence and trust

Politically astute, with the ability to grasp relevant issues, think creatively and understand relationships between interested parties.
Understanding of 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)
Personal attributes
<p>Must deliver the following qualities:</p> <ul style="list-style-type: none"> • a grasp of the difference between “directing” and “managing” • a bias towards strategic thinking, including being comfortable with developing and debating scenarios without taking immediate action • a sophisticated understanding of their area of expertise (see areas of expertise below) • independence of thought and judgement, with ability challenge appropriately. • capacity to be held responsible even when detached from the day-to-day operation • able to take the helicopter view and deal with both the concrete and the abstract • a range of thinking styles to cope with the diversity of issues they will be required to resolve • an ability to make the connection between policies and strategic decisions • an ability to learn from results and to assess the quality of implementation of decisions • ability to grasp relevant issues think creatively and understand relationships between interested parties
Passionate about achieving the best for the people of Jersey
Must be politically astute
Must meet the fitness criteria set out below
A strong personal commitment to public service values (Nolan Principles) of accountability, probity, openness and equality of opportunity
Flexibility regarding time commitment and ability to travel

Exclusions from appointment

Some individuals are excluded from appointment as Chair. 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 the Health and Community Services Department, or
- d. have a conflict of interest that would call into question their ability to undertake the role.

DBS Check

The Chair may occasionally have access to children and vulnerable adults through their work in the Department. To safeguard service users by identifying unsuitable candidates any appointment will be dependent upon the satisfactory completion of an enhanced disclosure through the Disclosure and Baring Service. Checks will be carried out before the individual takes up full duties.

Fit person criteria

The majority of the Department's services are not currently subject to independent regulation by the Jersey Care Commission but it is anticipated that all the Department's acute services will fall under the Commission's remit from early 2024. The Chair is 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
- have been removed or struck off a register maintained by a health or social care regulator or professional body

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.

Terms of reference

Health and Community Services Advisory Board

Terms of reference as adopted by the States Assembly on 14 June 2023.

In adopting the Terms of Reference, the Assembly determined that it will review the functioning of the Board and its terms of reference 18 months post-establishment.

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. These terms of reference are valid for a maximum 18-month period. At the end of that period the Minister must determine, with the agreement of the Assembly, whether the Board should:
 - a. continue to operate under these terms of reference, or amended terms of reference; or
 - b. be disbanded.
11. Prior to the end of the 18-month period:
 - a. the Board must be disbanded if a statutory board is established by the Assembly, or may be disbanded for any reason that the Minister deems relevant, with the agreement of the States Assembly; and

- b. the Minister may amend these terms of reference whether or not on the recommendation of the Board, with any substantive changes being agreed by the Assembly.
12. 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

13. The Board will provide strategic leadership to the Department.
14. 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.
15. 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.

16. 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.
17. 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.
18. The Board will seek assurance as to the Department's performance across all areas of the Department's activity.
19. 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.
20. 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.

21. 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.
22. Such other purposes as the Minister mandates the Board to undertake where those purposes are within the scope of the Minister's powers.
23. 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 health policy and public health policy); and
 - c. only the Minister or the Board may initiate a programme of work by the Board.
24. The Board will meet every six months with 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.

The requirement to meet every six months will not preclude the Board, or the Chair, meeting with the Council of Ministers at any other point if deemed appropriate by the Chief Minister, the Minister, and the Chair.

Delivery

25. 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.

26. 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

- 27. 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

- 28. In delivering its tasks, the Board must establish an audit committee which reports to the Board and provides assurance as to financial reporting, internal control, and risk management within the Department. The audit 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. In establishing the audit committee, the Board must have regard to the terms of reference for the GoJ Risk and Audit Committee.
- 29. 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.
- 30. 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.
- 31. 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).
32. 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.
 33. 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.
 34. 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).
 35. All advisory groups and committees must be chaired by a non-executive director and must include at least one executive director.

Board membership

36. 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.
37. The Board shall initially have, in addition to a Chair, up to 5 non-executive directors and up to 5 executive directors, who are employees of the Department (or persons similarly contracted). The Chair and non-executive directors will be appointed by the Minister (see Appendix 1).
38. 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 Chair - 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, including the Chair, 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.

39. At least one of the non-executive directors should have:
- a. a medical background
 - b. a nursing background
 - c. a background in social services; and
 - d. a background in strategic finance.
40. 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.
41. The Chair, 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

42. 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.
43. 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.

44. Board members are expected to attend a minimum of 75% of Board meetings unless absence is agreed by the Chair.

Chair

45. The Chair is 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. The Minister holds the Chair to account for this responsibility.
46. The Chair will carry out the annual appraisal of other non-executive Board members and report to the Minister on the outcomes. In so doing, the Chair may meet with other Board members (non-executive and executive members) to discuss the non-executive member's performance. The Chair will account to the Minister for this responsibility.
47. The Chair will meet 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.
48. The Chair will meet 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.

Chair and non-executive directors

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

51. 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.

Chief Officer of the Department

52. 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

53. 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

54. The Senior Independent Director will 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 of Chair or Chief Officer of the Department, 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 the Chair and / or other Board members and / or the Minister to resolve those concerns; and
 - d. carry out the annual appraisal of the Chair, on behalf of 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.

55. The Senior Independent Director is accountable to the Chair as a non-executive Board member and to the Board collectively as the Senior Independent Officer. Neither the Chair, not the Board can direct the Senior Independent Officer in their capacity as Senior Independent Officer. The Board:
- must appoint the Senior Independent Director (Appendix 1)
 - must review the appointment every 18 months
 - may, in the event of concerns about the performance of Senior Independent Director, appoint another non-executive director as Senior Independent Director; and
 - 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
Chair	Minister	Senior Independent Director, on behalf of the Minister, drawing on views from other Board Members and Minister
Senior Independent Director	Board	The Board, who may appoint a suitably qualified, independent person to appraise the Senior Independent Director on their behalf
NEDS	Chair	Chair, drawing on views from other Board members
Chief Officer	GoJ Chief Executive	GoJ Chief Executive, drawing on views of Chair and Board members
Executive Directors	Chief Officer	Chief Officer, drawing of views of Chair and Board members

Meetings

56. The Board will meet at least 6 times 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.
57. 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.
58. Other attendees may be invited to attend on a regular or meeting by meeting basis.
59. 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.
60. The public may attend and observe all Board meetings except for matters which the Chair 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 Chair. 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.
61. In the unlikely event that neither the Chair nor Deputy Chair can 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 (“Acting Chair”). An executive director cannot act as Chair.

Quorum

62. No business shall be transacted at a meeting unless:
 - a. three non-executive directors (which may include the Chair) and two executive directors are present; and
 - b. there is a least one more non-executive director (which may include the Chair) than executive director.

63. The exception to the above being where the Chair 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 (which may include the Chair); and
 - b. the Chair must notify the Minister of the circumstances before the Chair calls the meeting.
64. If any member, including the Chair, is disqualified from participating in a meeting due to a conflict of interest they shall not count towards the quorum.

Voting

65. 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.
66. On the rare occasions that consensus is not reached, the Chair 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 person chairing the meeting (whether the Chair, Deputy Chair or Acting Chair) has a second and deciding vote provided they are not conflicted.

Reporting

67. 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.
68. The Board shall make recommendations to the Minister on any area within its remit where it considers action or improvement is needed.

Administration

69. Administrative support shall be provided by a Board Secretary.
70. 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.
71. 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.
72. Members of the Board who wish to put forward an agenda item shall write to the Chair 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 Chair 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.
73. The agenda shall be published once approved by the Chair, except for the agenda items the Board will need to consider in private.
74. 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.
75. 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.
76. The minutes, and supporting Board papers, will be published except for those items which the Board has considered in private.
77. 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 Chair will determine if that interest is such that the member must be recused (or the Deputy Chair if the Chair 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.
78. 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

79. 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.
80. The Board will similarly operate within the provision of Freedom of Information (Jersey) Law 2011 as a Board of the Department.
81. 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

82. 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.
83. 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.
84. 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.
85. 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.

86. 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.
87. 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 Chair.

Appendix: Appointments, removal and suspension

Appointments

88. The Minister shall appoint the Chair and other non-executive board members. The Minister shall appoint one of the non-executive directors as Deputy Chair.
89. The Jersey Appointments Commission will oversee the appointment process.
90. The Minister shall not appoint a non-executive Board member unless satisfied that the person meets the specification for the non-executive role.
91. 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.
92. 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.'
93. The first substantive Chair shall be appointed for a term to be determined by the Minister. The Minister may extend the term of appointment of the Chair in accordance with the policies of the Jersey Appointments Commission, which currently provides for a maximum 9-year term of office.
94. The first non-executive appointments to the Board (excluding the Chair) shall be for a period of 18 months. 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.
95. The Board will appoint a non-executive director as a Senior Independent Director. The Chair cannot be appointed as Senior Independent Director. The Deputy Chair can be appointed

as Senior Independent Director but, in the event the Deputy Chair is called on to act as Chair, they cannot act as Senior Independent Director during this period.

96. 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

97. The Chair and non-executive Board members may only be removed or suspended by the Minister.
98. When removing the Chair or a non-executive Board member, the Minister must have clear and cogent reasons to do so. These would typically be limited to the Chair or 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.
99. The Minister shall only suspend the Chair or a non-executive Board member if the Minister believes there may be grounds for removal and needs to investigate the matter.
100. Prior to removing or suspending the Chair, the Minister must consult the Senior Independent Director. Prior to removing or suspending a non-executive Director, the Minister must consult the Chair. The Minister must then put the grounds for removal or suspension to the Chair or 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.
101. The Minister may nominate an Acting Chair if the 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.