

Role Description

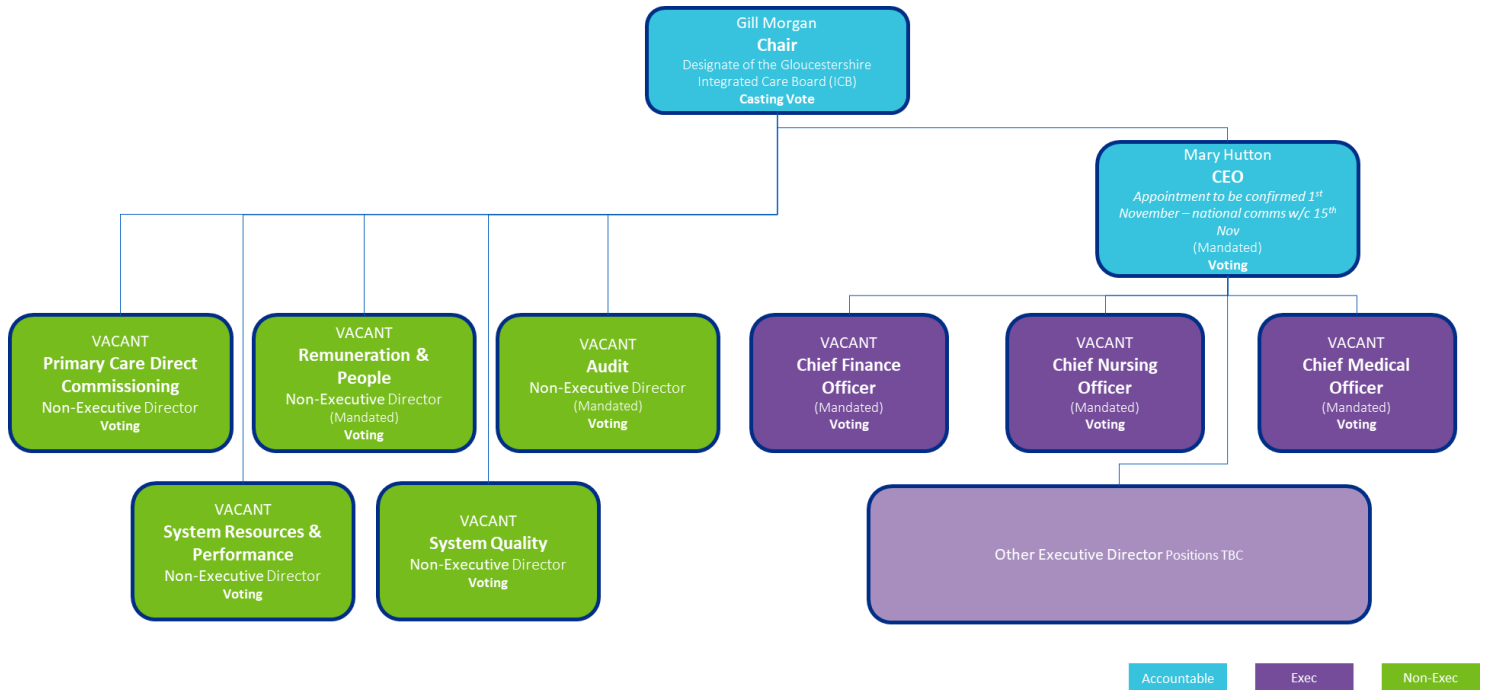
Role Title:	Audit Non-Executive Director		
Organisational Level:	Director		
Accountable to:	The Board	Responsible to:	Chair
Directorate:	Executive	Department:	Governing Body
Remuneration: Per annum	£TBC	Responsible for:	Audit Committee
Base / Location:	Sanger House (hybrid working from home and office)		
Commitment:	3 – 4 days per month	Term:	2 Years (initial term)
Effect Date of Term:	01/04/2022	Date for Reappointment:	01/04/2025

Main purpose of Role:

As an independent non-executive member the main purpose of the role is to:

- Work collaboratively to shape the long-term, viable plan for the delivery of the functions, duties and objectives of the Integrated Care Board (ICB) and for the stewardship of public money.
- Ensure that the Board is effective in all aspects of its role and appropriately focused on the four core purposes, to: improve outcomes in population health and healthcare; tackle inequalities in outcomes, experience and access; enhance productivity and value for money and help the NHS support broader social and economic development.
- Be a champion of new governance arrangements, including the Integrated Care Provider (ICP) contract, instilling collaborative leadership and effective partnership working, with local government, NHS bodies and the voluntary sector.
- Support the Chair and the wider Board on issues that impact organisations as ‘one workforce’ across the Integrated Care System (ICS), such as integration and transformation of Service Provision, Safeguarding, the People agenda, Digital Transformation, Emergency Preparedness, Resilience and Response (EPRR) and Covid-19 challenges.
- Play a key role in establishing new statutory arrangements for the ICB to ensure that the ICB and ICS meets its statutory duties, building strong partnerships and governance arrangements with system partners, including the ability to take on and advance the quality of service provision through commissioning responsibilities and contract management functions inherited from CCGs and NHS England footprint.
- Overall, ensure the ICB develops its functions that ensures sound decisions are made, through strategically defined assessments derived from the needs of the local One Gloucestershire population, and that such needs are easily understood and resonate with the public health requirements.

Organisational Structure:



Main Areas of Responsibility:

The independent non-executive member is:

- Accountable to the ICB Chair and has designated areas of responsibilities as agreed with the ICB Chair;
- Collectively responsible with the other members of the ICB to ensure corporate accountability for the performance of the organisation, ensuring its functions are effectively and efficiently discharged and its financial obligations are met.

As Audit committee chair the role holder will share the roles and responsibilities of the other non-executive members and in addition have responsibilities to:

- Provide leadership and vision to the audit committee to ensure that it is effective in its role and that robust internal control systems are in place and operating effectively;
- Bring independent financial acumen to the work of the audit committee across its governance, risk management, assurance, counter fraud and internal control functions;
- Ensure the committee identifies key risks in implementing its strategy and strategic priorities; determine its approach and attitude to providing effective oversight of those risks and ensure there are prudent controls to assist in managing risk;
- Set an integrated agenda relevant to the current operating environment, taking full account of the important strategic issues it faces and aligning with the annual planner for the board and other committees;
- Build and maintain relationships with key audit committee stakeholders, such as the board chair, the chief executive, finance director and internal and external auditors, including regular meetings with each as part of the process of developing the agenda and preparing for each committee meeting;
- Lead and support a constructive dynamic within the committee, enabling grounded debate with contributions from all, ensuring the committee sees itself as a team, has the right balance and diversity of skills, knowledge and perspectives, and the confidence to challenge on all aspects of the agenda;
- Guard the committee's independence as a source of assurance to the board and lead the committee in establishing effective and ethical decision-making processes;

- Work with Executive colleagues to ensure that the committee receives accurate, high quality, timely and clear information, that the related assurance systems are fit for purpose and that there is a good flow of information between the committee, the board and senior management;
- Ensure safeguards are in place to allow staff and other individuals, where relevant, to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. These processes should also reassure individuals raising concerns that they will be protected from potential negative repercussions;
- Develop a committee that is genuinely connected to and assured about internal controls systems operating effectively, as demonstrated by appropriate feedback and other measures;
- Additionally the role holder will chair the Auditors Panel a sub-committee of the Audit Committee (*as defined in the Local Audit and Accountability Act (2014) and in accordance with the Department of Health publication 'Auditor Panels – Guidance to help Health Bodies meet their Statutory Duties, September 2015'*);
- The principal roles of the Auditor Panel is to advise the Board on the selection, appointment and removal of the Integrated Care Board's external auditor and to appoint the internal auditor. The Auditor Panel is also responsible for advising the Board on the purchase of 'non-audit services' from the external auditor.

Integrated Care System Responsibilities:

You will work alongside the Chair, other non-executives, executive directors and partner members and as equal members of a unitary board. You will be responsible for specific areas relating to board governance and oversight:

- Bringing independent and respectful challenge to the plans, aims and priorities of the ICB;
- Promoting open and transparent decision-making that facilitates consensus aimed to deliver exceptional outcomes for the population;
- Personally, you will bring a range of professional expertise as well as community understanding and experience to the work of the Board, through your life experience and personal motivations that will add valuable personal insights such as: being a patient, carer or service user; experience of gender and women's issues; engaging with diverse social, economic and cultural groups and communities; experiences and challenges of younger people; and those with lived experience of mental health issues and/or living with physical chronic conditions or disability.

As an NHS leader, you will demonstrate a range of leadership competencies outlined below. Corporately, as members of a unitary board, you will contribute to a wide range of areas, including:

Strategy and transformation

- Setting the vision, strategy and clear objectives for the ICB in delivering on the four core purposes of the ICB, the triple aim of improved population health, quality of care and cost-control;
- Aligning partners in transforming the Long Term Plan and the People Plan into real progress.

Partnerships and communities

- Promoting dialogue and consensus with local government and broader partners, to ensure effective joint planning and delivery for system working and mutual accountability.
- Supporting the establishment of the ICP, developing strong relationships between the ICB Board and the ICP;
- Supporting the success of the ICP in establishing shared strategic priorities within the NHS, in partnership with local government, to tackle population health challenges and enhance services across health and social care.

Social justice and health equalities

- Advocating diversity, health equality and social justice to close the gap on health inequalities and achieve the service changes that are needed to improve population health;
- Ensuring the ICB is responsive to people and communities and that public, patient and carer voices are embedded in all of the ICB's plans and activities;
- Promoting the values of the NHS Constitution and modelling the behaviours embodied in Our People Promise and forthcoming Leadership Way to ensure a collaborative, inclusive and productive approach across the system.

Sustainable outcomes

- Oversight of purposeful arrangements for effective leadership of clinical and professional care throughout the ICB and the ICS.
- Fostering a culture of research, innovation, learning and continuous improvement to support the delivery of high quality services for all.
- Ensuring the NHS plays its part in social and economic development and achieving environmental sustainability, including the Carbon Net Zero commitment.

Governance and assurance

- Collectively ensuring that the ICB is compliant with its constitution and contractual obligations, holding other members of the ICB and the ICB to account through constructive, independent and respectful challenge.
- Maintaining oversight of the delivery of ICB plans, ensuring expected outcomes are delivered in a timely manner through the proportionate management of risks.
- Ensuring that the ICB operates to deliver its functions in line with all of its statutory duties, and that compliance with the expected standards of the regulatory bodies is maintained.

People and culture

- Supporting the development of other board members to maximise their contribution.
- Providing visible leadership in developing a healthy and inclusive culture for the organisation, which promotes diversity, encourages and enables system working and which is reflected and modelled in their own and the Board's behaviour and decision-making.

Ensuring the Board acts in accordance with the highest ethical standards of public service and that any conflicts are appropriately resolved.

The Audit Committee Chair will also be appointed as the Conflicts of Interest Guardian. In collaboration with the ICB's governance lead, their role is to:

- Act as a conduit for members of the public and members of the partnership who have any concerns with regards to conflicts of interest;
- Be a safe point of contact for employees or workers to raise any concerns in relation to conflicts of interest;
- Support the rigorous application of conflict of interest principles and policies;
- Provide independent advice and judgment to staff and members where there is any doubt about how to apply conflicts of interest policies and principles in an individual situation;
- Provide advice on minimising the risks of conflicts of interest.

Key working relationships:

- Audit Committee members
- External Audit
- Internal Audit
- Gloucestershire Counter Fraud Services
- Integrated Care Board
- Sub-committees of the Board
- Joint Partnership Committees
- Executive Directors
- ICB Governance Team
- ICB Finance Directorate
- Data Security and Protection Manager
- Gloucestershire ICS Non-executive Network
- Integrated Care Partnership.

Core Understanding and Skills:

- Have recent, relevant finance experience in a large and complex organisation, preferably with a financial qualification;
- Have experience operating at senior or board level;
- Have an excellent working knowledge of audit committee practices, risk management frameworks and the rigorous application of financial instructions and conflict of interest principles and policies;
- Demonstrate independent and proactive leadership with confidence and integrity;
- Have excellent knowledge, understanding and experience of handling and being the conduit for members of the public and stakeholders who have any concerns regarding conflicts of interests;
- Be a safe point of contact for employees or workers to raise any concerns, as the Freedom to Speak-Up Guardian, or any other matters in relation to conflicts of interest;
- Champion open, frank and disciplined discussion and be prepared to ask the difficult questions.

Governing Body Committees:

The Audit Committee is accountable to the Board and provides an independent and objective view of the ICB's compliance with its statutory responsibilities. The committee is responsible for arranging appropriate internal and external audit.

The role of the Audit Committee is to seek assurance that financial reporting and internal control principles are applied, and to maintain an appropriate relationship with the auditors, both internal and external. The audit committee provides advice to the board about the reliability and robustness of internal control processes. This includes the power to review the work of any other committee, including in relation to quality, and to provide assurance to the board with regard to internal controls.

Standards in Public Life:

You will be expected to demonstrate high standards of corporate and personal conduct. All successful candidates will be expected to comply with NHS Code of Conduct. You should note particularly the requirement to declare any conflict of interest that arises in the course of ICB business and the need to declare any relevant business interests, positions of authority or other connections with commercial, public or voluntary bodies.

These will be published in the ICB's annual report with details of all ICB members' remuneration from NHS sources.

Applicants must also confirm that they understand the standards of probity required by public appointees outlined in the "[Seven Principles of Public Life](#)". All successful candidates will be asked to subscribe to the Nolan Principles of Public Life.

You should note particularly the requirement to declare any conflict of interest that arises in the course of governing body business and the need to declare any relevant business interests, positions of authority or other connections with commercial, public or voluntary bodies.

Conflicts of Interest:

In this role, the post holder must be able to demonstrate independence in thought and action from any provider providing services for the ICB. They will need to declare all conflicts of interest and may need to be excluded from decision making that are affected by such conflicts. They should not be a member of any local provider board structure nor have any **significant interests** which could conflict with decisions relating to the local procurement of health and care services. All members of the ICB will complete an on-line declaration of their interests via the Civica Declare Portal and will declare their interests in line with the ICB's Standards of Business Conduct policy that incorporates the Conflicts of Interests policy.

Disqualification for Appointment:

Regulations provide that some individuals will not be eligible to be appointed to ICB governing bodies and certain individuals are not eligible to be appointed as lay members, as set out in the ICB Constitution.

This role description is a broad reflection of current duties, it will be reviewed on no less than an annual basis to reflect the nature of this role is one of continual development and the duties and responsibilities outlined above is not exhaustive, they will change from time to time to reflect the emerging legislation and the changing requirements of the NHS both nationally and locally, along with priorities and developments during the on-going appraisal and performance review process and any organisational change arising.

Person Specification:

Factors	Essential Competencies	Recruitment Selection Method (Application, Interview, Assessment)
Knowledge, Experience, Qualifications, Professional Memberships & Training	<ul style="list-style-type: none"> • Experience of setting strategy and delivering long-term transformation • Knowledge of health, care, local government landscape and/ or the voluntary sector • A capacity to thrive in a complex and politically charged environment of change and uncertainty • Experience leading change at a senior level to bring together disparate stakeholder interests • An understanding of different sectors, groups, networks and the needs of diverse populations • Considerable experience of Financial Conduct Authority (FCA) regulation, preferably with recent FCA Approved Person status • Experienced in the management of risk and complex risk management • Experience of effectively handling conflicts of interests at board and committee level • To hold a fully accredited Accountancy qualification with deep experience of financial controls in accordance with the Institute of Chartered Accountants in England and Wales (ICAEW) • Experience of leading change through the principles and practice of collaboration and inclusion. 	<p>Application, Interview and Assessment</p>
Communication, Influence, Engagement & Relationships	<ul style="list-style-type: none"> • First class interpersonal skills with demonstrable ability to communicate and present complex and sensitive information in an understandable form to a variety of audiences (e.g. public) • Able to appropriately build relationships to gain the cooperation of relevant stakeholders (including patients, service users, auditors, senior and peer colleagues, other professionals) • Able to gain acceptance, motivate, persuade, and engage audiences in agreed course of action where there may be significant barriers to overcome • Skilled in chairing complex meetings effectively • Highly developed interpersonal and influencing skills, able to lead in a creative environment which enables people to thrive and collaborate • Experience working collaboratively across agency and professional boundaries 	<p>Application, Interview and Assessment</p>
Team Skills & Personal Attributes	<ul style="list-style-type: none"> • Models respect and a compassionate and inclusive leadership style with a demonstrable commitment to equality, diversity and inclusion in respect of boards, patients and staff • Demonstrates a collaborative and inclusive leadership approach founded on civility and respect • Creates and lives the values of openness and transparency embodied by the principles-of-public-life and in Our People Promise 	<p>Application and Interview</p>

Person Specification:

Analytical, Problem Solving, Judgement & Decision Making	<ul style="list-style-type: none"> • Able to absorb significant amounts of financial and statistical information in order to reach sound judgements • Can demonstrate a natural ability to think strategically, think independently and demonstrate integrity • Able to obtain and analyse complex technical data and information • Able to identify and resolve risk management issues according to policy/protocol • Recognises priorities when problem solving and identifies deviations from the normal pattern and can refer these where required for resolution • Analyse, interpret, and present data to highlight issues and risks to support decision making • Problem solving skills and the ability to identify issues and areas of risk, leading stakeholders to effective resolutions and decisions 	<p>Application, Interview and Assessment</p>
Planning & Organisational Skills	<ul style="list-style-type: none"> • Able to methodically plan, manage, monitor, advise and review risks and issues and provide resolution • Ability to organise, plan and prioritise on own initiative, including when under pressure and meeting deadlines • Produce timely and informative reports • Manage the flow of process and practice • Are stimulated by a fast-moving environment, understand the need for change and recognise the crucial role of technology • Proactively participate in annual reviews for self and for others 	<p>Application, Interview and Assessment</p>
Standards & Compliance	<ul style="list-style-type: none"> • An understanding of good corporate governance • Understand the role of the non-executive director, in particular, in respect of providing both challenge and support to an executive team to drive the performance of the organisation • Are able to contribute constructively to board discussions across the organisation's broad agenda • Ability to remain neutral to provide independent and unbiased leadership with a high degree of personal integrity • Experience contributing effectively in complex professional meetings at a very senior level • To be able to operate competently regarding managing data and information in accordance with the Data Protection Act (DPA) (2018) and the General Data Protection regulations (GDPR). 	<p>Application and Interview</p>
Social Justice, Equality, Diversity & Inclusivity	<ul style="list-style-type: none"> • An awareness and appreciation of social justice and how it might apply within an ICB • Record of promoting equality, diversity and inclusion in leadership roles • Life experience and personal motivation that will add valuable personal insights 	<p>Application and Interview</p>
Personal / Professional Development	<ul style="list-style-type: none"> • Curious and willing to learn • Completion of annual objectives through proactive participation in annual appraisal process, and maintaining professional accreditation / registration. 	<p>Application and Interview</p>

Best Practice Recruitment

Equality, Diversity & Inclusivity

The organisation is committed to achieving equality of opportunity for all role holders and for those who access services. You must work in accordance with equal opportunity policies/procedures and promote the equality and diversity agenda of the organisation.

Health & Safety

The organisation recognises its duties under the Health and Safety at Work Act (1974) to ensure, as far as it is reasonably practical, the Health, Safety and Welfare at Work of all its role holders and, in addition, the business of the organisation shall be conducted so as to ensure that all individuals having access to organisational premises and facilities are not exposed to risk to their health and safety.

All role holders under contract will be expected to comply with all appropriate Health and Safety policies and ensure all statutory and mandatory training is up to date. It is the duty of every role holder to adhere to the ICB's Health & Safety Policy and work in such a way that accidents to themselves and to others are avoided, and to co-operate in maintaining their place of work in a tidy and safe condition, thereby minimising risk. Role holder's will, therefore, refer any matters of concern through their respective line managers. Similarly, it is each person's responsibility to ensure a secure environment and bring any breaches of security to the attention of their managers.

Sustainable Development

It is the duty of every role holder to act in accordance with ICB's Development policy and strategy. That is to assist the trust in reducing our use of natural resources: electricity, fossil fuels, water, paper and other resources and minimising the production of waste. Role holders will, therefore, refer any matters of concern regarding the use of natural resources through their respective line managers.

Role holders must assist the organisation in achieving its goal to be a Good Corporate Citizen that is to reduce our impacts through travel, procurement, buildings and facilities management and improving knowledge of sustainability whilst contributing to the local community.

Risk Management

All role holders will always follow risk management policies and procedures. All role holders are personally responsible for risk management issues in respect of yourself and colleagues. If you identify a potential hazard you should report it to the Patient and Quality Safety Manager at once using the organisational incident reporting process. If in doubt you should speak to your manager for guidance.

All role holders have a responsibility to report accidents or incidents promptly and when requested, to co-operate with any investigation undertaken. All role holders must use the safety equipment provided and report any defects to their manager. You must attend risk management training as directed by your manager.

If you are a manager or have line management responsibilities for role holders, a department or area of work, you are responsible for the risk management issues in that area. In conjunction with risk management you will ensure that there is an annual risk management audit in your area, risks are identified on the local risk register and that where necessary, an action plan eradicating risks is drawn up and implemented.

Policies and Procedures

Role holders are expected to follow organisational policies, procedures, and guidance as well as professional standards and guidelines. Copies of policies can be accessed via the intranet. The organisation operates a policy which promotes a smoke free environment.

Appraisal and Personal Development

The organisation is committed to lifelong learning for all role holders and has put in place an appraisal and development infrastructure.

All role holders have a responsibility to participate in an annual appraisal with their line manager and to identify performance standards for the post. As part of the appraisal process role holders have a joint responsibility with their line manager to identify any learning development needs to meet the agreed performance standards.

Training and development will be discussed in line with individual requirements and will form part of the appraisal and personal development process.

Confidentiality

In the course of every employee's duties, they may have access to confidential material about patients, members of staff or other health service business.

- On no account must information relating to identifiable patients be divulged to anyone other than authorised persons, for example, medical, nursing or other professional staff, who are concerned directly with the care, diagnosis and/or treatment of the patient.
- Similarly, information relating to staff records or information concerning contracts, tenders and other commercially sensitive matters etc. are considered to be confidential and must not be divulged without prior authority.
- Breaches of confidentiality will result in disciplinary action.

If in any doubt whatsoever as to the authority of a person or body asking for information of this nature, seek advice from your manager.

Information Governance

It is a contractual requirement for the role holder to ensure that as a minimum they acquire the necessary skills to implement good practice in all matters relating to information governance and in particular data which can be attributed to an individual. The role holder must adhere to information governance policies and procedures including the Data Protection Act (2018).

Managers have a responsibility to ensure that their role holders are equipped with the necessary tools to use in the implementation of information governance.

Equal Opportunities

The organisation is committed to respect for others, equality of opportunity and diversity in the workplace. All managers and role holders must know what is expected of them and are responsible for ensuring that this is delivered in practice in their day to day working lives. The organisation will not tolerate any forms of bullying or harassment in the workplace.

Signed:		Line Manager Name:		Date:	Click or tap to enter a date.
Signed:		Employee Name:		Date:	Click or tap to enter a date.