

1. Non-Executive Director – Role and Person Specification

2. Code of Conduct for Directors

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Background

Northamptonshire Children's Trust (NCT) was set up as a company limited by guarantee on 1st November 2020, wholly owned by Northamptonshire County Council. The ownership transferred to the successor councils North Northamptonshire and West Northamptonshire on 1st of April 2021. NCT was established in response to a statutory direction from the Secretary of State for Education issued in June 2019. Statutory directions are issued to councils that are poorly performing and, in most cases, that provide children's services judged inadequate by Ofsted. In June 2019, Northamptonshire Children's Services were inspected by Ofsted and were judged 'inadequate' as they were in 2013 and found to be failing to keep children safe. The most recent full Ofsted inspection in October 2022 showed a marked improvement in services with an overall 'required improvement to be good' judgement but there is still a lot of work to do in driving further improvement to achieve a 'good' judgement at the next inspection which is expected late 2025 or during 2026.

Aims and Objectives

The objectives of Northamptonshire Children's Trust are to provide social care, youth offending and other related services and support to children, young people, and their families for the advancement of the community, and in particular:

- (a) to provide high quality and coordinated services in connection with children, young people, and their families, including in relation to children's safeguarding, children in care and at the edge of care, children leaving care and adoption and fostering services.
- (b) to innovate and to secure improvements in the quality and effectiveness of the services provided to children, young people, and their families in respect of social care, family support and youth offending service and (subject to the Company's overriding duty to keep children and young people safe from harm) to demonstrate value for money considerations.
- (c) to advance and promote social care, family support and youth offending services available to children, young people, and their families.
- (d) to work collaboratively with other agencies to identify the individual social care needs of children and young people and to establish suitable arrangements to prepare for and meet such needs.
- (e) to make a positive and effective contribution to multi-agency early intervention

support for children, young people, and their families to avoid the need for more intensive social care support.

The Company's Board

The Company's Board will provide strong leadership and financial oversight of Children's Services and has a single focus on improving outcomes for children, young people, and families, making sure that their views are recognised in helping to shape, develop and improve services. The Board has shaped the new Trust for a new future, working with the new emerging unitary authorities.

The Board operates at a strategic level and is the responsible body for the operational performance, achievement, and overall direction of children's services. The Board provides clarity of direction that demands the highest quality practice; recognises the importance and value of working in partnership and centres all its work on meeting the needs of children and young people. It will seek out innovative, collaborative, and creative solutions to deliver the highest quality service in the most efficient and effective way. It will work openly and transparently with the two unitary authorities and its partners about performance and outcomes and ensure that elected Members are able to exercise their democratic and statutory accountabilities to their communities.

The Company's Board consists of several Executive Directors and Non-Executive Directors comprising the following:

- A chair, appointed by the Secretary of State, in consultation with the Council, as a non-executive director during the period of statutory direction.
- Executive directors including the Trust Chief Executive.
- Up to four non-executive directors to be appointed, with collective knowledge expertise and experience across children's social care, governance, finance, HR, and other relevant areas. Appointments will be made by the Chair in consultation with the Councils; and
- Additional Non-Executive Directors nominated by the Council.

The role of a Non-Executive Director

Non-Executive Directors contribute to the work of the Board based upon their independence, their experience and knowledge, and their ability to stand back from the day-to-day operational management. They play a full and active role in the governance of the Trust bringing an independent judgement on issues of performance, forward planning, and accountability.

Non-Executive Directors are required to contribute and accept corporate decisions to ensure a joined up, robust and transparent decision-making process by the Board.

Board members, including the Non-Executive Directors, are required to represent the company locally, regionally, and nationally, developing and maintaining excellent relationships with a range of key partners and stakeholders including the Council (as a customer under its services contract),

other councils, Government, health organisations, and partners in the delivery of high quality and value for money services to children and their families.

Non-Executive Directors attend board meetings, which usually take place quarterly. In addition, there will also be attendance at committees, and they will undertake other tasks as appropriate and required. The meeting structure is determined by the Chair and their board. All board and committee meetings take place during the day.

Board and Committee meetings will be held in Northamptonshire; however, some work can be done remotely and by telephone.

Person specification for a Non-Executive Director

Children's Trusts are more common recently, but experience of operating in or as part of one is not essential. We are looking for a blend of skills and experience to lead the delivery of statutory and preventative children's services in a changing environment with several significant challenges, being able to improve services from their current levels whilst creating and using the Trust's status to its best advantage.

Applicants for the Non-Executive Director positions will be asked to provide evidence of examples of their experience and/or achievements in each of the selection criteria listed in the Person Specification.

Successful candidates will be expected to be able to demonstrate a strong record across the range of criteria listed. These responses will be further developed and discussed with those candidates invited for interview. We are looking for a range of diverse experiences, which collectively will construct the most effective board composition. As such, candidates do not need to possess all the outlined skills and experiences below. Significant strength in certain areas could offset a lack of experience in other areas as we seek to enhance the combined strength and diversity of the board.

Personal qualities and skills

- A genuine commitment to improving the life chances of children and young people and an understanding of diverse and complex communities and the disadvantages faced by vulnerable children and young people.
- Strong interpersonal, listening and communication skills which engender confidence and support and the ability to engage with other Board members and Trust employees.
- Ability to think and act strategically in assisting the Trust to set and deliver on its objectives.
- Ability to work effectively with senior officers, wider Board members and the Chair.
- Capacity to commit the necessary time to fulfil the role.
- The ability to promote a culture that emphasises high performance and continuous improvement.
- The ability to demonstrate integrity, high ethical standards, sound judgment, and a willingness to challenge.
- Political sensitivity and an ability to establish positive relationships, which engender

confidence and respect.

- Effective analytical skills; and
- Commercial Acumen.

Experience

- A demonstrable track record of senior leadership and management, and of delivering a successful improvement in services.
- Evidence of effective strategic and operational resource management within a complex organisation.
- Experience and strong professional knowledge of children's services.
- Experience of children's social care, governance, finance, or HR.
- Evidence of working within a political and publicly accountable environment.
- Experience of working at Board level and effective corporate governance; and
- A level of local knowledge of Northamptonshire.

Terms of Appointment

Each Non-Executive Director will be appointed for a fixed term of three years, with the potential for re-appointment at the end of that term.

Non-Executive Directors are anticipated to commit to approximately up to 20 days per year, including attendance at Board meetings together with any further Board or committee meetings that may be arranged, and to undertake work on behalf of the Board from time to time as required.

A Non-Executive Director must provide a minimum of three months' notice in writing to the company of any notice of resignation.

Qualification criteria

All Non-Executive Directors must:

- Be aged 18 or over.
- Not be the subject of a bankruptcy order or an interim order or entered a composition with their creditors generally in satisfaction of their debts.
- Be eligible to be a company director under the provisions of the Companies Acts and not be disqualified from being a company director.
- Not have been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence; and
- Provide a satisfactory enhanced DBS disclosure.

2. Code of Conduct for Directors

Introduction

This code of conduct, through its values, principles and behaviours, underpins a shared commitment to achieving the best outcomes for children. Social workers are engaged in the most challenging and complex family situations and carry exceptional responsibilities on behalf of society. It is crucial that social workers feel they have the confidence of their leaders and safeguarding partners who actively share the risks they carry when working with families in the child protection system.

Values

As a Director, I promise to abide by the fundamental values that underpin all the activities of Northamptonshire Children's Trust ("the Trust"). These are:

Accountability

Everything the Trust does will be able to stand the test of scrutiny by the public, the media, regulators, other stakeholders, and the courts.

Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within the Trust and equally when dealing with individuals and institutions outside it.

Transparency

The Trust strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff and regulators

Improving outcomes for children, young people and families

Within the framework of this code Directors of the Trust will support Trust staff to do whatever it takes to improve outcomes for the children, young people and families we work with whilst ensuring financial stability of the Trust. Directors of the Trust will do everything possible to be the best corporate parents for children in our care.

Additionally, I agree to the following points:

Law, mission, policies

- I will endeavour not to break the law or go against Company regulations in any aspect of my role of as a Director.
- I will support any mission developed by the Board, model its values and consider myself its guardian.
- I will abide by organisational policies.
- I will endeavour not to break the law, go against Company regulations or act in disregard of organisational policies in my relationships with fellow Directors, staff, stakeholders, members, service recipients, contractors or anyone I come into contact within my role.

Handling Conflicts of interest

- I will always strive to act in good faith and in the best interests of the organisation and its objectives.
- I will complete an annual return for the organisation's register of interests and ensure that it is kept up-to-date, if there are any changes in year.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will follow the Trust's guidance on conflicts of interest.
- I will submit to the judgement of the Chair and the Board on whether I take part in the discussion and determination of matters where I have a direct pecuniary interest either particular to me or where a member of my family may have a direct pecuniary interest. Where I have a non-pecuniary interest, I will consider whether participation in the discussion and determination of a matter would suggest a real danger of bias.
- I will strive to ensure that my conduct in my professional and private life does not impact adversely on my role on the Board.

Protecting the organisation's reputation

- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will not speak as a Board member of this organisation to the media or in a public forum without the prior knowledge and approval of the Chair or Chief Executive.
- When I am speaking as a Director of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views.
- I will respect organisational, Board and individual confidentiality.
- I will take an active interest in the Trust's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact within my role.

Personal gain

- I will not personally gain materially or financially from my role (other than agreed director fees and expenses), nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality without prior consent of the Chair/ Chief Executive as advised by the Company Secretary and in accordance with Trust guidance on these matters.
- I will use the Trust's resources responsibly, when authorised, in accordance with procedure.

Board Meetings

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the Board.

- I will abide by Board governance procedures and practices.
- I will strive to attend all Board meetings, giving apologies ahead of time to the Chair, if unable to attend.
- I agree to attend a minimum of 75% of Board meetings each year and accept that failure to reach this level may mean that I am asked to leave the Board.
- I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority Board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in Board meetings unless authorised by the Chair or Board to speak of it.
- I accept collective responsibility for Board decisions, including representing these decisions in contact with stakeholders and other bodies, even where I do not personally agree with them. If I am unable to support Board decisions in this way, then I will resign from the Board.

Enhancing governance

- I will participate in induction, appraisal, training and development activities.
- I will continually seek ways to improve board governance practice.
- I will support the Chair in his/her efforts to improve his/her leadership skills.
- I will support the Chief Executive in his/her executive role and, with my fellow Directors, be involved in appraisal and appointment processes including seeking development opportunities for him/her.

Leaving the Board

- I understand that substantial breach of any part of this code may result in my removal from the Board.
- Should I resign from the Board, I will inform the Chair in advance in writing, giving 3 months' notice and stating my reasons for resigning. Additionally, I will participate in an exit interview.
- I understand that the Chair, subject to following agreed procedures, may terminate a Board member's appointment on the grounds of failure to attend meetings, of insolvency, of physical or mental incapacity, of criminal conviction or of conduct that, in the Chair's opinion, it is inappropriate that he/she remains a Board member.
- Once I have left the Board, I will ensure that I maintain the confidentiality of matters discussed within the Board by not speaking or disclosing anything about Board members and staff and the workings of the Trust.

The Seven Principles of Public Life - the Nolan Principles

My behaviour as a Director will reflect fully these principles:

Selflessness

Holders of public office should act solely in terms of the public interest.

Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

Holders of public office should be truthful.

Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Approved by the Board: February 2021

Reviewed February 2023

Next review date: February 2025