

## **JOB DESCRIPTION**

|                                      |   |
|--------------------------------------|---|
| <b>Job Title</b>                     | <b>Company Secretary/Associate Director of Corporate Governance</b>                     |
| <b>Band/ Grade</b>                   | <b>8C</b>   |
| <b>Directorate</b>                   | <b>Corporate</b>  |
| <b>Professionally Accountable to</b> | <b>Managing Director Wye Valley NHS Trust</b>   |
| <b>Responsible to</b>                | <b>Managing Directors Worcestershire Acute Hospitals Trust and Wye Valley NHS Trust</b> |

## **VISION, MISSION and VALUES**

### **Our Vision**

To improve the health and well-being of the people we serve in Herefordshire and the surrounding areas.

### **Our Mission**

To provide a quality of care we would want for ourselves, our families and friends. Which means: Right care, right place, right time, every time.

### **Our Values**

Compassion, Accountability, Respect and Excellence.

- **Compassion** – we will support patients and ensure that they are cared for with compassion
- **Accountability** – we will act with integrity, assuming responsibility for our actions and decisions
- **Respect** – we will treat every individual in a non-judgemental manner, ensuring privacy, fairness and confidentiality
- **Excellence** – we will challenge ourselves to do better and strive for excellence

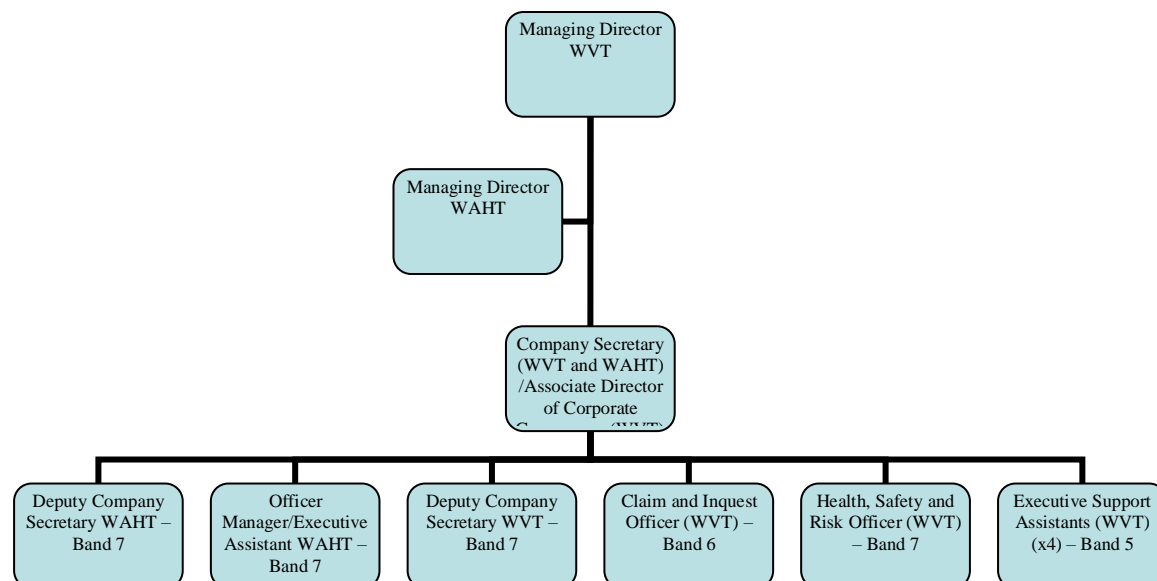
## **JOB SUMMARY**

The Company Secretary will facilitate the functioning of Wye Valley NHS Trust's and Worcestershire Acute Hospitals Trust's corporate business processes, supporting the Chair, Chief Executive, Managing Directors and Trust Boards. Moreover, they will act as 'wise counsel' to the Trusts' Boards and to the Trusts' Executive; providing a confidential source of advice for board members on all aspects of Board business, including issues of concern.

The post reports to the Managing Director of WVT with responsibility to the Chief Executive, Managing Directors and the Trusts' Chair to support them in their respective roles, providing strategic advice and counsel. The post holder will ensure that the Trusts acts in accordance with their statutory/regulatory duties and discharges their day-to-day business practices in accordance with corporate governance best practice. The post holder will also work with all the Trusts' Executives to support them in managing the flow of corporate business.

As a member of each trust's senior management team, the post holder will contribute to the development and implementation of the strategic direction and objectives that play a key role in embedding the mission, vision, values and goals of both organisations.

## ORGANISATION CHART - See Appendix (if applicable)



## MAIN FUNCTIONS OF THE JOB

### Governance (WAHT and WVT)

The Company Secretary is the lead for Wye Valley NHS Trust's and Worcestershire Acute Hospitals Trust's corporate governance arrangements. In the execution of this responsibility, the Company Secretary will:

- Provide impartial, expert corporate governance advice and support to the Managing Directors, Chief Executive, Chairs and Trust Boards on all matters relating to statutory/legislative compliance and interpretation; including reporting on any areas of non-compliance;
- Monitor and report on compliance with the NHS Constitution.
- Monitor each Trust's governance arrangements, proactively reviewing external developments to ensure compliance with corporate governance best practice.
- Advise the Chairs, Chief Executive and Managing Directors in ensuring compliance with external governance frameworks, in particular with the NHS Oversight Framework and NHS Trust Code of Governance.
- Participate in partnership with other organisations in the Integrated Care System and other networking arrangements that require governance input.
- Guide the Trusts' Boards in the responsible and effective conduct of its role, providing, where appropriate, a discreet, independent and challenging voice in relation to Board deliberations and decision-making.
- Support the Chair to ensure that in all its dealings, the Boards act fairly, with integrity, and without prejudice or discrimination.
- Contribute to the development of an organisational culture that embodies the Nolan Principles and NHS Values and standards of behavior;
- Ensure that due diligence is applied to all transactions that require Board or Committee approval;
- Ensure Trust Standing Orders are in place, acted upon and reviewed as necessary, and in conjunction with each of the Trusts' Chief Finance Officers,

ensure Standing Financial Instructions and a Scheme of Delegation are similarly in place, reviewed and acted upon by the Trusts' Boards;

- In conjunction with the Chair and Managing Directors, establish arrangements for the evaluation of the effectiveness of the Trusts' Boards and their Committees
- Provide authoritative advice to the Trusts's' Boards on constitutional matters, ensuring that the Boards and their Committees are properly constituted and operate in accordance with their Terms of Reference and regulatory parameters;
- Commission and provide briefings for external legal advice where necessary to ensure the Boards act on good authority;
- Assess the governance implications of papers put to the Trusts' Boards;
- Ensure all documents and reports (Annual Report etc.) are established and maintained, making sure they are available for the public;
- Lead the preparation and submission of statutory annual returns, including the annual report, annual accounts and annual governance statement, adhering to the prescribed timescales;
- Co-ordinate the production of all forward planning documentation for the Boards and Committees, ensuring submission to the relevant regulatory bodies are made in accordance with the requisite timescales;
- Ensure that arrangements are in place for the safe custody and application of the common seal.
- Act as steward for the Trusts' policies on declarations of interests (including gifts, hospitality and sponsorship) and provide as required to the Boards and members of staff on its interpretation; ensuring appropriate statutory registers are maintained and published as required.
- Develop and maintain each Trusts' Board Assurance Framework, ensuring the strategic risks to the delivery of the Trust's objectives are identified with mitigating actions and controls in place; ensuring links to the Trusts' risk registers.
- Ensure that arrangements are in place for fit and proper persons checks and that the relevant policy is regularly reviewed and implemented.
- Support the Chair in ensuring that effective arrangements are in place for the NEDs to communicate and engage effectively with Chief Officers and other key stakeholders;
- Advise the Chair and Managing Directors on the discharge of the Trusts' statutory functions, including the appointment/reappointment of Non-Executive Directors, Associate Non-Executive Directors and, in conjunction with Executive Directors and the Trusts' Auditors.

### **Facilitating Corporate Business (WAHT and WVT)**

The Company Secretary will facilitate the effective working of the Trusts' Boards, the Trusts' Executives and related Committees and, in particular, will:

- Provide leadership and line management for the Managing Directors' Offices;
- Plan and prepare agendas, reports, supporting papers and minutes for the Boards, their Committees and Executive meetings, ensuring they comply with respective internal Trust policy and external corporate governance best practice;
- Oversee and provide expert advice on the administrative arrangements that support the business of the Boards and the Executive, allowing them to function efficiently and effectively;
- Support the Managing Directors in managing the Trusts' Boards interface with the Trusts' Executive to ensure that each is enabled to carry out their role and that positive relationships are maintained in the interests of the respective Trust;
- Maintain a calendar of prospective Board and Executive business as part of each Trusts' forward planning processes and annual business cycle;

- Work with the Chief Officers to develop corporate business processes that support the development and delivery of the organisational strategy and work plan;
- Manage the flow of business between the Boards and the Chief Officers so that both can concentrate on their respective roles
- Help the Chief Officers individually and collectively to discharge their responsibilities to their Boards by supporting them in the delivery of their key work outputs;
- Ensure all Board and Committee corporate records and documents are appropriately developed, consulted upon, maintained, reviewed and updated including Standing Orders, Standing Financial Instructions, Schedule of matters reserved to the Board, Board and Committee Terms of Reference (TOR) and Board papers.

### **Board Evaluation (WAHT and WVT)**

- Work with the Chair and the Managing Directors to ensure that arrangements are in place for a comprehensive induction of all Board members and provide advice and support regarding the discharge of their duties;
- Work with the Chair and the Managing Directors to ensure that appropriate arrangements are in place for the regular evaluation of the effectiveness of the Trusts' Boards, including the appraisal of Non-Executive and Associate Non-Executive Directors;
- Support the Chair with the recruitment process for Non-Executive and Associate Non-Executive Directors;
- Support the Chair and the Chief Executive to ensure that the capability and experience of the Trusts' Boards and the Chief Officers are as required and in accordance with the Fit & Proper Persons Test;
- In conjunction with the Chair, ensure that the strategic performance, effectiveness and membership of Board committees is regularly reviewed and refreshed as appropriate.

### **Risk Management (WAHT and WVT)**

The post holder will:

- Chair each Trust's Corporate Divisions' Risk Committee, supporting corporate functions to deliver effective risk management and reporting processes via the Trusts assigned safety system ensuring risks are escalated to the appropriate committees and levels of internal / external oversight.
- Ensure that risk data flows effectively from ward to board to allow risk information and risk management effectiveness to be accessible in a way that drives improvement across the organisation.
- Ensure that all risks are managed in a timely manner, demonstrating with evidence that appropriate mitigations and actions have been achieved pre closure

### **Legal (WAHT and WVT)**

- Oversee each Trust's Legal Services Function
- Budget holder for the Legal Services Budgets – including cost effective use of external firms to appropriately manage risk and minimise overall legal costs
- Providing oversight of all legal spend across the organization
- Ensure that the Trusts' staff, management, Boards and Board Committees, as applicable, have access to high quality legal and related advice/analysis, tailored to the Trusts' needs on matters pertaining to all aspects of the Trusts' statutory remit and related matters

- Provide support to colleagues from across the Trust who are taking part in legal proceedings which are often highly emotional and distressing
- Ensure the legal function is present at PSIR meetings to advise and share learnings from legal cases
- Ensure that legal training is provided to colleagues across the Trust who need awareness of legal procedures and policies
- Oversee liaison with other party's legal advisers/representatives as required
- Manage the sourcing of external legal services where essential and ensure that they are provided with appropriate briefings and instructions and the relationships are managed on an ongoing basis.

### **Health, Safety and Risk (WVT)**

As the Associate Director of Corporate Governance, the post holder will:

- Work closely with senior management and directorate teams to ensure that WVT meets the statutory requirements and standards for effective Health, safety and risk management.
- Chair the WVT Health, Safety and Wellbeing Committee.
- Lead on the development and implementation of policies and procedures and associated documentation related to health, safety and risk management to ensure they comply with external monitoring bodies' not limited to the Health and Safety Executive arrangements, Care Quality Commission standards, NHSR risk management standards. Ensure policies are implemented, monitored and reviewed effectively.

### **Line Management**

- Oversee the budgets of the Trusts' Headquarters/Corporate Governance teams (WVT and WAHT), including Board development, legal (WVT and WAHT) and health, safety and risk (WVT) ensuring that a budget is set each year and that cost improvement programmes are delivered each year;
- Develop and adapt the roles and responsibilities within the teams through time in line with Trusts' needs.
- Assess staff performance against agreed performance standards/objectives and/or competencies at least annually and develop meaningful and achievable personal development plans and objectives.

### **Other:**

- Participate in the WVT Level 4 on-call rota
- Undertaking other such duties/assuming other such responsibilities as are assigned from time to time by the Managing Directors.
- Manage projects relating to corporate governance on behalf of the Managing Directors, including:
  - Managing/involvement in projects spanning across organisations in the Integrated Care System;
  - Bring together multiple stakeholders and help drive decisions;
  - Researching, benchmarking, analysing data, and making recommendations.

### **General Information**

This job description is not intended to be an exhaustive list of duties, but merely to highlight the current main responsibilities of the post. The Trust reserves the right to change terms from time to time. Along with your main duties; you will also be expected to carry out any other duties that are reasonably asked of you. It may be reviewed from time to time in

agreement with the post holder and line manager. The post holder will be required to comply with all policies and procedures issued by and on behalf of Wye Valley NHS Trust.

### **Safeguarding Vulnerable Adults & Children**

Wye Valley NHS Trust is committed to safeguarding and promoting the welfare of children, young people and vulnerable adults and expects all employees, volunteers and contractors to share this commitment.

All staff have a duty to safeguard and promote the welfare of patients, their families and carers. This includes practitioners who do not have a specific role in relation to safeguarding children or adults, you have a duty to ensure you are:-

Familiar with the Trust's safeguarding policies. Attend appropriate training for safeguarding. Know who to contact if you have concerns about an adult or child's welfare.

### **Health and Safety**

The post holder is required to conform to the Trust's Policies on Health and Safety and Fire Prevention, and to attend related training sessions as required.

### **Confidentiality**

To maintain confidentiality at all times. In the course of their duties employees will have access to confidential material about patients, members of staff and 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, as appropriate, who are concerned directly with the care, diagnosis and/or treatment of the patient. If there is any doubt whatsoever, as to the authority of a person or body asking for information of this nature, advice must be sought from a superior officer. Similarly, no information of a personal or confidential nature concerning individual members of staff should be divulged to anyone without the proper authority having first been given. Failure to observe these rules will be regarded as serious misconduct, which could result in serious disciplinary action being taken including dismissal.

### **Policies and Procedures**

The post holder will be required to comply with all policies and procedures issued by and on behalf of Wye Valley NHS Trust, which the Trust may amend from time to time.

### **Infection Control**

It is a requirement for all Trust staff to comply with all trust infection control policies and procedures. All Trust staff should ensure that they fulfil their responsibilities for infection prevention and control, that they provide leadership where appropriate in infection control matters and that they challenge poor infection control practice in their workplace. All staff should have infection control training at induction and annual infection control updates via the Department of Health e-learning package, via the local infection control CD-Rom training tool or by attendance at an annual Health and Safety refresher. All clinical staff will have annual infection control objectives set and these will be reviewed at appraisal.

### **No Smoking Policy**

In recognition of the Trust's commitment to health promotion and its health and safety responsibility, the Trust has a no smoking policy that prevents all staff from smoking whilst on duty.

### **Equal Opportunities**

The Trust is an Equal Opportunities employer and the post holder is expected to promote this in all aspects of his / her work. The Trust's duty is to ensure that no existing or potential employees receive less favourable treatment on the grounds of sex, sexual orientation, race, colour, nationality, ethnic origin, religion, marital status, age or disability, or are disadvantaged by conditions or requirements that cannot be shown to be justifiable. This also applies to patients – the Trust has a duty to ensure patients have the right to equal access, care and treatment. All employees are expected to comply with this policy.

## Financial

To order and receipt goods in accordance with the Trust's financial framework. To comply with standing financial instructions.

## Data Quality

The information that you record as part of your duties at the Trust must be 'fit for purpose', reliable and easily accessed by appropriate/authorised personnel. To achieve this standard the information must be: Accurate, Legible (if hand written), Recorded in a timely manner, Kept up-to-date, appropriately filed. All staff must monitor and take responsibility for data quality throughout the areas of the system used locally, all users maintain timely input, and ensuring that data is checked with the patient, and staff (in relation to their staff record), whenever possible, and to support initiatives to improve data quality.

N.B. Recorded information includes: patient information entered in case notes and entered on any computerised care records system, financial information, and health & safety information e.g. incident reporting and investigation, personnel information recorded in personnel files etc. Failure to adhere to these principles will be regarded as a performance issue and will result in disciplinary action.

## Records Management

All employees of the Trust are legally responsible for all records that they gather, create or use as part of their work within the Trust (including patient, financial, personnel and administrative), whether paper or computer based. All such records are considered public records and all employees have a legal duty of confidence to service users. Employees should consult their manager if they have any doubt as to the correct management of records with which they work.

## Conduct

The post holder is an ambassador for the directorate and the Trust and his / her actions and conduct will be judged by service users as an indication of the quality of the service provided by the directorate and the Trust as a whole. The post holder will also comply by the NHS Core Values and the Constitution.

## Other

The Trust is committed to continuous improvement in managing environmental issues, including the proper management and monitoring of waste, the reduction of pollution and emissions, compliance with environmental legislation and environmental codes of practice, training for staff, and the monitoring of environmental performance.

|                   |                        |
|-------------------|------------------------|
| Manager Name:     | Manager Signature:     |
| Date:             |                        |
| Post holder Name: | Post Holder Signature: |
| Date:             |                        |

**PERSON SPECIFICATION**

**Directorate** Corporate

**Job Title** Company Secretary/Associate Director of Corporate Governance

**Band/ Grade** 8C

| PERSON SPECIFICATION   | ESSENTIAL | DESIRABLE |
|--|-----------|-----------|
| <b>EDUCATION AND QUALIFICATIONS</b>  |           |           |
| Postgraduate level specialist professional qualification – i.e. Chartered Governance Institute or associated subject, or demonstrable and significant equivalent experience. | X         |           |
| Fully qualified Company Secretary (Chartered Governance Institute).  |           | X         |
| Legal qualification.   |           | X         |
| <b>SKILLS, KNOWLEDGE AND ABILITIES</b>   |           |           |
| Skilled at providing impartial, factual and risk assessed advice on complex matters.   | X         |           |
| Highly effective interpersonal, communication, verbal and influencing skills.  | X         |           |
| Highly developed critical appraisal skills   | X         |           |
| Data analysis and information management skills including interpretation, analysis and comparison.   | X         |           |
| Ability to effectively lead, motivate and manage a team to maximise its performance.   | X         |           |
| Strong analytical skills with the ability to make effective judgments involving complex facts or situations across a range of issues.  | X         |           |
| Ability to adapt to the needs of the service and prioritise workload, working under pressure to achieve deadlines  | X         |           |
| Expert presentation skills   | X         |           |
| Advanced keyboard and IT skills (Inc. use of IT systems such as Excel, Word, Access).  | X         |           |
| In-depth specialist technical knowledge of corporate governance  | X         |           |
| A clear understanding of NHS priorities and principles of audit  |           | X         |
| Time management  | X         |           |
| Prioritisation   | X         |           |



|  |   |   |
|--|---|---|
| Able to work in a team   | X |   |
| Some understanding of the following: Quality governance, Clinical Governance, Matters of law and legal processes   |   | X |
| Technical knowledge of NHS Trusts, the NHS regulatory framework, and the legal and statutory requirements.   |   | X |
| <b>EXPERIENCE</b>  |   |   |
| Experience of writing accurate and concise public and/or board level minutes and reports.  | X |   |
| Significant experience within a Corporate Governance or Company Secretarial role showing understanding of relevant legislation and governance issues.                              | X |   |
| Budget management experience.  | X |   |
| Experience of developing and maintaining a Board Assurance Framework or equivalent   |   | X |
| Staff management and leadership experience, including recruitment and selection, organisation and planning of workload, appraisal and staff development, grievance and discipline. | X |   |
| Project Management including, target and timescale setting, establishing appropriate working parties, implementation of project in line with targets, budgets, assessing outcomes. |   | X |
| Evidence of successfully handling sensitive situations efficiently and confidently.  | X |   |
| Preparation, presentation and delivery of business cases.  |   | X |
| Experience of developing monitoring systems to meet external scrutiny requirements.  | X |   |
| Experience of working with stakeholders and partner organisations.   | X |   |
| Experience of preparing and presenting reports for the Board of a complex organisation.  | X |   |
| Experience of working with a number of disciplines at a senior management level.   | X |   |
| Experience of risk management and/or Board assurance   | X |   |
| <b>PERSONAL ATTRIBUTES</b>   |   |   |
| Flexible and willing   | X |   |
| Uses initiative  | X |   |
| Knows limitations and seeks help as appropriate  | X |   |
| Motivated  | X |   |
| Able to work unsupervised  | X |   |
| Empathic   | X |   |
| Responsible and accountable  | X |   |
| <b>OTHER FACTORS</b>   |   |   |
| Ability to fulfil the travel requirements of post  | X |   |

|   |   |  |
|---|---|--|
| Satisfactory attendance record                                | X |  |
| Assessed as medically fit for the post by Occupational Health | X |  |
| Enhanced DBS disclosure                                       | X |  |
| Legally entitled to work in UK                                | X |  |