



North East Ambulance Service NHS Foundation Trust

Role Description

Job Title:	Trust Secretary
Pay Grade:	Agenda for Change, 8b
Accountability:	Chairman & Chief Executive
Directorate:	Chief Executive
Date:	April 2021
JE Reference No:	XXX

Job Summary

A key appointment of the Trust's Board of Directors, the role of Trust Secretary is responsible for management of corporate governance, admin and legislative compliance, and advising the Board of Directors.

The Trust Secretary will be expected to have broad knowledge across many areas and specialist knowledge across the following subject areas: corporate law; corporate governance; risk management and internal control; company secretarial practice and corporate administration. The Trust Secretary will provide support and advice to the Directors (Executive and Non-Executive) and Council of Governors.

The Trust Secretary is accountable to both the Chairman and the Chief Executive, reporting to the Chief Executive. The post holder will be responsible for establishing and maintaining the highest levels of corporate governance such as organising the Trust Board and Trust Board development sessions.

The Trust Secretary will be responsible for working with the Chairman and Chief Executive to meet their own obligations to ensure that the Trust is adequately prepared to comply, and can secure on-going compliance with the regulatory framework (statute, NHS provider license and Constitution) enforced by NHS regulators, including NHS England/Improvement; this entails ensuring the appropriate corporate documentation is fully compliant and publications such as the annual report and accounts are delivered on time.

Working with the Executive and Non-Executive Lead, fulfil the role of Freedom to Speak Up Guardian across the Trust, listening to staff concerns and acting on them appropriately, pragmatically and empathetically.

To manage the Assistant Trust Secretary, Governance Support / Freedom of Information ('FOI') Officer and Chief Executive Office Staff/Personal Assistants.



The post holder will also fulfil this role when required for subsidiary companies to the Trust ensuring appropriate NHS and non-NHS legislation is met.

Key Result Areas

1. Governance

- Provide independent expert advice to the Chair, Chief Executive, Council of Governors and Board on all issues relating to corporate governance, ensuring the Trust's corporate governance processes are undertaken to the highest standards of probity and according to statutory and legislative requirements including:
 - Statutory & legislative compliance and interpretation as laid out in national regulatory frameworks;
 - Compliance with The NHS Foundation Trust Code of Governance and other best practice in corporate governance;
 - Meetings are properly constituted and that business is conducted in accordance with the Trust's Constitution and Standing Orders;
 - All new corporate regulatory developments; and
 - Considering the governance implications of papers put to the Board of Directors, Council of Governors and their sub-committees.
- Ensuring that Trust Committee and sub-committee meetings are run efficiently and effectively.
- Establish a schedule of matters reserved for decision by the Board.
- Ensure all Board and corporate records and documents are appropriately developed, consulted upon, maintained, reviewed and updated including Terms of Authorisation, Constitution, Provider Licence, Standing Orders, Standing Financial Instructions, Schedule of Matters Reserved for the Board, Board and subcommittee Terms of Reference, Board Agendas, papers and minutes etc.
- Scrutinise and report to the Board of Directors all new regulatory developments.
- Ensure all Registers required by the Constitution or related legislation, are established and maintained, and along with any appropriate reports make sure they are available for public inspection, including:
 - Members of the Council of Governors;
 - Governors interests;
 - Members of the Board of Directors;
 - Directors interests;
 - Fit and Proper Person Test
 - Use of Trust Seal; and
 - Gifts & Hospitalities received.



- Ensure Standing orders are in place, acted upon and reviewed as necessary, and with the Director of Finance, ensure Standing Financial Instructions are similarly in place, reviewed and acted upon by the Board of Directors.
- With the Chief Executive and Director of Finance, ensure the statutory annual returns, including the annual accounts, annual report, Annual Governance Statement and Corporate Governance Statement are prepared, and are presented to the Regulator and laid before Parliament in accordance with prescribed timescales.
- To ensure the Trust has effective processes in place for complying with its Terms of Authorisation.
- Assist with the production of all appropriate reports, accounts and forward plans to the relevant bodies and ensure that they are available for public inspection.
- Act as the key point of contact between the Board of Directors, Council of Governors and the Regulator/s, in relation to corporate matters including:
 - Prepare and submit reports to NHSEI in accordance with the Terms of Authorisation
 - Preparation, publication, distribution and presentation of the Annual Report; and
 - Work with the Chair to arrange the Annual Members and Annual General Meeting.
- Responsible for the development of the Board Assurance Framework in consultation with the Executive Directors and ensuring that there is a robust system in place for the review of the Board Assurance Framework by the Board of Directors and its committees. Ensure that there is an appropriate focus on risk management within the Trust's governance structure.
- Act as the main channel of communication and information for Non-Executive Directors.
- Responsible for the overall management and co-ordination of Trust Policies and Procedures in respect of developing the controls and processes in place which authors must adhere to ensure policies / procedures are fit for purpose and subject to regular review. This includes the management of the Trust's policy and procedure library and chairing the Trust-wide Policy Review Group.
- Ensure that appropriate arrangements are in place to uphold the values and standards of behaviour adopted with the Trust and its supporting Committee including those relating to:
 - Reporting and recording of interests and advising on the appropriate protocol for managing conflicts of interest (potential or actual);
 - Gifts and hospitality; and
 - Freedom to Speak Up
- Undertake investigations on behalf of the Chair / Chief Executive.



2. Council of Governors and Board Governance

- With the Chair, ensure the Council of Governors, Board of Directors and its Committees are properly constituted, operated and supported, according to Standing Orders and the regulatory framework.
- Responsible for ensuring effective arrangements are in place for the proper appointment and induction of Directors and Governors and provide advice and support regarding the discharge of their duties.
- Support the Chair in identifying the on-going development needs of Directors and Governors and agree development programmes where appropriate.
- Support the Chair in evaluating the effectiveness of the Trust Board and its sub-committees at least annually.
- Provide support to the Senior Independent Director in carrying out the Chair's appraisal.
- Specifically in respect of the Council of Governors ensure that appropriate arrangements are in place to:
 - Manage legal and constitutionally compliant arrangements for elections to the Council of Governors and the appointment of stakeholders; managing the process for resignations and replacements between elections;
 - Ensure the provision of advice, including interpretation of the Constitution, Standing Orders and other policies/procedures;
 - Ensure the Council of Governors is supported effectively in their statutory roles, including support at meetings and governor committee meetings;
 - Support the Chair to ensure effective communication with the Council of Governors; support the induction process and training for the Council of Governors and its members; support the governor appraisal process;
 - Ensure annual general meetings of the Council of Governors are held in accordance with the Foundation Trust's constitution; and
 - Ensure effective arrangements are in place for the Board of Directors and Council of Governors to communicate with members.
- Contribute to the corporate development of the Foundation Trust through the leadership of key areas of work defined by the Chief Executive.

3. Chief Executive's Office

- Key leader of the Chief Executive's Office which incorporate the functions of governance, regulation, committee systems and administration.



- Ensuring comprehensive and professional secretarial services are provided to the Trust Board, its Chair, Directors, Committees of the Board and of the senior forums, including meetings of the Executive Team.
- To support the Trust's lead officer for compliance on the Freedom of Information Act, in ensuring that the Trust discharges its responsibilities under this act appropriately.



- Provide line management to the Assistant Trust Secretary, Governor Support/FOI Officer and Chief Executive Office staff/Personal Assistant, determining the workflow within the department and ensuring that the capability, conduct and performance of staff are reviewed and acted upon, including annual appraisals.
- Ensure an appropriate structure, schedule and effective working of Committee business (Council of Governors, Board, Board Committees) to enable the Trust to fulfil its legal and regulatory obligations and deliver its strategic objectives.
- In accordance with the above schedule, ensure the timely planning, preparation, submission and issuing of agendas, report, supporting papers and minutes for the following:
 - Council of Governors;
 - Board of Directors;
 - Nomination and Remuneration Committee;
 - Audit Committee;
 - Finance and Performance Committee;
 - Quality Committee;
 - Charitable Funds Committee;
 - Executive Management Group;
 - Technology Committee; and
 - People & Development Committee.
- Maintaining a calendar of prospective business to ensure adequate planning up to a minimum of one year in advance.
- Assess and monitor the governance implications of business papers put to the Board of Directors and ensure follow up of decision and actions made to ensure these are expedited within desired time scales.
- Ensure minutes of the committee meetings listed above properly records decisions made and their context.
- Ensure arrangements are in place for the safe custody and application of the common seal and to register the use of the Seal and report on its use.
- Ensure suitable venues and refreshments are arranged for the committees listed above and the Annual Members Meeting and arrangements made for publication of meeting dates and papers in accordance with the Trust's Publication Scheme.

4. Company Secretary for Companies Established by the Trust

- To be Company Secretary, an Accountable Officer of the Company, responsible for ensuring any companies comply with all statutory requirements under the Companies Act 2006 and any other related legislation or other mandatory requirements.



- Advising Companies House on all changes to the companies, including the appointment and removal of Company Directors, submission of mandatory returns, including the completion and filing of Annual Returns to the Registrar of Companies.
- Advising the Board of Directors of those companies on corporate and legal matters including shareholders' interests and agreements, assurance and risk.

5. Information Resources

- At a corporate level, responsible for the collation, storage and handling of Trust information for analysis by third parties i.e. NHSEI, CQC and External Auditors, supporting appropriate Caldicott and information sharing arrangements are in place for the protection of identifiable information.
- Support the Freedom of Information Lead in determining the release or non-disclosure of all Trust information requested under the Freedom of Information Act 2000, following analysis and judgement over exemptions.
- Take responsibility for the co-ordination, implementation and compliance with the requirements of the FoI Act, including the management of requests and access to information by the public via the Trust's web-based Publication Scheme.
- Establish and maintain the Registers on behalf of the Foundation Trust specified under Section 20 (Schedule 7) of the NHS Act 2006 and make these available for public inspection.
- Create and maintain a library of the documents specified in Section 20 (Schedule 7) of the NHS Act 2006, for inspection by members of the public free of charge at all reasonable times.
- Record the key discussions and decisions of the Executive Team, Board of Directors, Council of Governors and their Committees, maintaining the highest standards of accuracy and clarity.
- Manage the effective flow of information between the Board of Directors and its Committees, between the Executive Team and the Board of Directors and between the Council of Governors and the Board, through ensuring that a sound performance reporting system is in place.
- Publish and maintain all records in line with data management procedures and NHS Foundation Trust Code of Governance.

6. Research and Development

- Research best practice in corporate governance, representing the Trust as appropriate at national/regional/network meetings relating to corporate affairs and Freedom of Information and develop and maintain contacts within the wider NHS.
- Perform surveys and audits as necessary e.g., Governor knowledge and skills audits.



- Contribute to data collection for Trust-wide quality and efficiency audits.
- Supports the organisation to respond to national consultations on behalf of the Trust.

7. Responsibility for Financial and Physical Resources

- The post holder is responsible for the departmental budget

8. Other

- Manage the Tender opening policy and procedure in accordance with Trust protocols if not undertaken electronically

9. General

- Embrace high standards of employment practice and act in accordance with the 'Managers' Code of Conduct'.
- Adhere to all Trust policies and procedures as appropriate.
- To be accountable for implementation of *The Health Act 2006 code of Practice for the Prevention and Control of Healthcare Associated Infection* within own department/area of responsibility.

10. Communication and Working Relationships

To communicate effectively, complex and sensitive or contentious information, with individuals, groups or multidisciplinary teams and have the capacity to facilitate, negotiate, support and reassure individuals as necessary to reach the desired outcome.

To maintain regular and frequent contact with:

Chief Executive;
Chairman;
Members of the Board of Directors;
Members of the Council of Governors;
Senior Managers;
Other NHS Colleagues;
External professional advisers e.g. FT lawyers and management consultants; and
The Care Quality Commission and other regulatory authorities including NHSEI and the National Guardian's Office.

To maintain frequent contact with:

Freedom to Speak Up regional and ambulance networks
Other managers and staff;
Suppliers/Providers; and
Freedom of Information – Applicants.



Other Duties

The above is only an outline of the tasks, responsibilities and outcomes required of the role. The post holder will carry out any other duties as may reasonably be required by their line manager.

Confidentiality

The post holder will be expected to maintain the complete confidentiality of all material and information to which they have access and process.

Equality and Diversity

Ensure compliance with equality and diversity legislation and display active commitment to the need to ensure equality of opportunity and the benefits of diversity.

When in contact with colleagues, patients, visitors, volunteers, contractors and people from other organisations, ensure that they are treated with respect and consideration and their dignity is maintained

Infection Control

It is your responsibility to adhere to infection control policies in order to promote cleanliness and reduce infections. Hand hygiene must be undertaken correctly to prevent the spread of infection. Personal protective equipment must be used in accordance with NEAS policy. You must contribute to the cleanliness of the work environment and keep it “clutter free” and tidy. You must also attend all mandatory training and updates to ensure you receive training appropriate to your role.

Professional Code of Conduct (IF APPROPRIATE)

To abide by the Code of Practice of Professional body as published by the relevant regulatory body (if appropriate)

Code of Conduct for Senior Managers (IF APPROPRIATE)

To adhere to the Code of Conduct for NHS Senior Managers

Data Protection

The post holder must, if required to do so, process records or information in a fair and lawful way. They must hold and use data only for the specified, registered purposes for which it was obtained and disclose data only to authorised persons or organisations.

Corporate Governance

The post holder must, at all times, act honestly and openly and comply with relevant corporate governance requirements, employment legislation, standards of business conduct, codes of openness and accountability.

Equal Opportunities



The post holder must comply with and promote Equal Opportunities and accordingly must avoid any behaviour which discriminates against colleagues, potential employees, patients or clients on the grounds of sex, marital status, sexual orientation, age, race, colour, nationality, ethnic or national origin, religion, political opinion, trade union membership or disability.

Health and Safety

Under the Health and Safety at Work Act (1974), it is the responsibility of individual employees at every level to take care of their own health and safety and that of others who may be affected by their acts at work. This includes co-operating with the organisation and colleagues in complying with health and safety obligations to maintain a safe environment and particularly by reporting promptly and defects, risks or potential hazards.

Flexibility

The Trust is currently working in a climate of great change within the NHS. It is therefore expected that all staff will develop flexible working practices to be able to meet the challenges and opportunities of working within the new NHS.

Risk Management

Support the implementation of the Trust's Risk Management Strategy. Help the Trust meet its risk management obligations by being aware of hazards and risks within their work environment and working with the Risk Officers for the reduction and removal of unacceptable risks. To advise on the inclusion of business and financial risk within the appointed risk appetite framework for inclusion on the overall Trust Risk Register as appropriate.

Safeguarding

Safeguarding is everyone's responsibility. It remains the responsibility of every NHS organisation and each individual healthcare professional working in the NHS to ensure that the principles and duties of safeguarding adults and children are holistically, consistently and conscientiously applied with the needs of adults at risk or abuse or neglect at the heart of all that we do.

All staff must ensure compliance with Safeguarding Children and Adults Policies and multi-agency procedures in accordance with the legislative requirements of Safeguarding Children and Safeguarding Adults Boards across the region.

Duty of Candour

All staff working within NEAS have responsibility to adhere to our organisation's policies and procedures around duty of candour, regardless of seniority or permanency. Duty of Candour is a legal duty placed on NHS bodies, which came into force in November 2014. Duty of Candour is everyone's responsibility, it is about being open and honest with people who use our services when things go wrong; NEAS embraces the ethos of Duty of Candour and this is demonstrated through acknowledging, apologising and explaining when things go wrong. All staff working within NEAS have responsibility to adhere to our organisation's policies and procedures around duty of candour, regardless of seniority or permanency.



NEAS promotes at all levels an open and transparent approach with service users about their care and treatment, including when it goes wrong, this is an integral part of our culture of safety to support organisational and personal learning.

Appendix 1

Note to Managers: - Please complete this form clearly, providing as much information as possible to candidates.

Risk Assessment Indicators for the post

	DUTIES AND RISK FACTORS OF THE POST	Yes	No
1.	Exposure Prone Procedures (EPP's)*	<input type="checkbox"/>	<input type="checkbox"/>
2.	Manual Handling Operations	<input type="checkbox"/>	<input type="checkbox"/>
3.	Dust, Dirt, Smells	<input type="checkbox"/>	<input type="checkbox"/>
4.	Chemicals, Fumes or Gasses (Glutaraldehyde, fixer, anaesthetic gases, reconstitution/handling of cytotoxic drugs)	<input type="checkbox"/>	<input type="checkbox"/>
5.	Patient Contact	<input type="checkbox"/>	<input type="checkbox"/>
6.	Babies/Children Contact	<input type="checkbox"/>	<input type="checkbox"/>
7.	Food handling / Preparation	<input type="checkbox"/>	<input type="checkbox"/>
8.	Driving	<input checked="" type="checkbox"/> X	<input type="checkbox"/>
9.	Fork Lift Truck Driving	<input type="checkbox"/>	<input type="checkbox"/>
10.	User of Display Screen Equipment	<input checked="" type="checkbox"/> X	<input type="checkbox"/>
11.	Noise	<input type="checkbox"/>	<input type="checkbox"/>
12.	Infestation	<input type="checkbox"/>	<input type="checkbox"/>
13.	Blood and Body Fluids/Waste/Samples/Foul Linen	<input type="checkbox"/>	<input type="checkbox"/>
14.	Excessive Cold	<input type="checkbox"/>	<input type="checkbox"/>
15.	Excessive Heat	<input type="checkbox"/>	<input type="checkbox"/>
16.	Inclement weather	<input type="checkbox"/>	<input type="checkbox"/>
17.	Radiation	<input type="checkbox"/>	<input type="checkbox"/>
18.	Laser Use	<input type="checkbox"/>	<input type="checkbox"/>
19.	Working at Heights over 2 metres	<input type="checkbox"/>	<input type="checkbox"/>
20.	Confined Spaces	<input type="checkbox"/>	<input type="checkbox"/>
21.	Vibration i.e. Power Tools	<input type="checkbox"/>	<input type="checkbox"/>
22.	Using machinery with moving/exposed parts	<input type="checkbox"/>	<input type="checkbox"/>



23.	Shift work	<input type="checkbox"/>	<input type="checkbox"/>
24.	Use of latex products	<input type="checkbox"/>	<input type="checkbox"/>
25.	Physical violence / aggression	<input type="checkbox"/>	<input type="checkbox"/>
26.	Any other hazards please specify	<input type="checkbox"/>	<input type="checkbox"/>
27.	Other	<input type="checkbox"/>	<input type="checkbox"/>

If any hazard is identified above please give details below.

Hazards Identified:-

***Definition of Exposure Prone Procedures (EPP's)**

Exposure prone procedures are those where there is a risk that injury to the Health Care Worker may result in the exposure of the patient's open tissues to the blood of the HCW. These procedures include those where the HCW's gloved hands may be in contact with sharp instruments, needle tips and sharp tissue (spicules of bones and teeth) inside a patient's open body cavity, wound or confined anatomical space where the hands or fingertips may not be completely visible at all times.

Personal

This job description outlines the duties as currently required but may be amended to reflect future developments in the service and the impact of new technology on the role. Appropriate training will be provided to support essential additional skills required.

We take pride in knowing everyone that works within the Trust contributes to Our Vision to provide 'Unmatched quality of care, every time we touch lives'. We also want people to join us who can display outstanding behaviours which uphold our Organisational Values:

- ✓ Making a Difference Day in Day out
- ✓ Take Responsibility and Be Accountable
- ✓ Strive for Excellence and Innovation
- ✓ Respect
- ✓ Compassion
- ✓ Pride

Agreed and Approved:



Job

Holder's Signature Date

Line Manager's

Signature Date



PERSON SPECIFICATION

JOB TITLE: Trust Secretary

DIRECTORATE: Chief Executive Office

	ESSENTIAL	DESIRABLE
EDUCATION, QUALIFICATIONS AND TRAINING	<p>Chartered Company Secretary (ICSA) or Company Lawyer (Qualifying Law Degree (LLB)) or Financial Accountant; required or must be working towards.</p> <p>Educated to minimum of Masters level or equivalent management qualification; required or must be working towards.</p> <p>Evidence of continued professional development</p>	
KEY SKILLS, KNOWLEDGE AND APTITUDE	<p>Comprehensive understanding of the NHS and its infrastructure</p> <p>Detailed appreciation of the role of NHS Foundation Trusts and their regulation</p> <p>Understanding of the roles and relationships between the Trust Chairman, Chief Executive, Executive and Non-Executive Directors</p> <p>Knowledge of legal and regulatory requirements pertaining to Foundation Trust status</p> <p>Experience of line management of staff</p> <p>Well-developed political awareness and ability to think strategically</p> <p>Highly developed interpersonal and facilitation skills with ability to gain and sustain credibility with Board of Directors</p>	<p>Experience of working as a Trust Board Secretary in an NHS Trust</p> <p>Experience of working at Board level of a NHS Trust or in a regulatory industry at a senior level</p>



	<p>Ability to present well-reasoned and structured argument orally and in writing</p> <p>Excellent presentation skills</p> <p>Computer literate for a range of software including word, excel and power point</p> <p>Ability to influence and negotiate and explain complex matters to lay persons</p> <p>Ability to manage priorities to meet multiple deadlines</p> <p>Good team building and people management skills</p>	
EXPERIENCE	<p>Experience of working successfully as a Company Secretary or in a Senior Governance role</p> <p>Experience of applying knowledge and expertise and supporting others across a number of subject areas; governance; law; strategy and corporate secretarial practice</p> <p>Experience of working in an organisation under public and political scrutiny</p> <p>Experience of servicing Boards & Committees</p> <p>Significant experience of Board and corporate governance systems and processes</p>	
DISPOSITION / PERSONAL ATTRIBUTES	<p>Demonstrates high levels of drive, enthusiasm and stamina to achieve goals and see things through</p> <p>High level of autonomy and independence</p> <p>Organisational skills, confidence, decisiveness, initiative and high self-motivation</p>	



	<p>Exceptionally high levels of personal integrity and loyalty</p> <p>Ability to deal with confidential issues in a professional and sensitive manner</p> <p>Intellectual flexibility that enables the reasoned assessment of a situation</p>	
SPECIAL REQUIREMENTS / OTHER	<p>Car owner/driver able to travel within geographical boundaries of the Trust and nationwide if needed</p>	