

JOB DESCRIPTION

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| 1. | JOB TITLE | Company Secretary – Subsidiaries and Adviser (Joint Ventures) |
| 2. | LOCATION | Any site within the Trust |
| 3. | NOMINAL BASE | DMH |
| 4. | BAND/SALARY | Band 8a |

The post is available for 15 hours per week to cover the core duties in the summary below or 22.5 hours per week to cover the core duties and the co-ordination of the implementation of the CDDFT Group’s Green Plan, to suite the preference of the successful candidate.

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| 5. | RESPONSIBLE TO | Senior Associate Director of Assurance and Compliance (SADAC) |
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6. JOB PURPOSE/SUMMARY

The post-holder will be seconded to work with the Company Board of the Trust’s wholly-owned subsidiary SCL, focusing on the functions below.

The post holder will lead the development of improved performance and service delivery, will promote quality improvement and will lead on a range of programmes with respect to statutory compliance and governance across the Group ventures as required by and on behalf of the Managing Director of SCL and Senior Associate Director of Assurance and Compliance.

The post-holder requires the skills, knowledge, and personal attributes described in this job description, to gain the respect of colleagues and act as a trusted advisor to the SCL Company Board. In summary, the core duties of the role as follows:

Core duties (15 hours per week)

- Statutory Compliance – developing and managing systems to ensure that the company complies with its legal and statutory requirements and any relevant codes
- Good Governance – playing a leading role in developing and ensuring good corporate governance at company board level and within the organisational structure of the company
- Providing advice – developing and maintaining a sound working relationship with the company directors, particularly the Chair and Managing Director, providing advice to the Company Board on matters of governance and other issues

- Communications – ensuring good communications within the Company Board and its committees; with the shareholders (County Durham and Darlington NHS Foundation Trust); and with other relevant bodies, such as legal advisers and auditors
- Other Management Responsibilities – including: co-ordination and integration of company strategies and annual business plans and co-ordination of data security and protection controls for the company (acting on the advice of the Data Protection Officer for the Group)
- Additional functions on behalf of the Trust including providing advice on relevant matters, including on safeguarding the Trust's interests in new or existing joint ventures and, where within the post-holders expertise, the Trust's Charity.

Additional duties (7.5 hours per week)

SCL undertakes co-ordination of the governance, tracking and reporting on implementation of the CDDFT Group's Green Plan, a role that has historically been fulfilled by the Company Secretary. It is desirable, but not essential, that this role continues to be fulfilled by the Company Secretary and an additional 7.5 hours per week will be made available for this purpose.

7. DIMENSIONS OF THE JOB

The significant majority and primary purpose of the role is to provide a company secretarial function to the Trust's subsidiary company, SCL, which employs over 500 staff; with a revenue budget of approximately £32 million per annum; and manages non pay expenditure of around £79 million per annum. The post-holder will be seconded to SCL, and work to the Managing Director for this part of the role.

To work with the Senior Associate Director of Assurance and compliance to ensure robust group governance arrangements are maintained, and that they operate effectively with respect to subsidiary company business.

To provide expert advice, based on the post-holder's experience, background and relevant training, where requested, with respect to the legal aspects of the constitution of joint ventures, issues pertaining to the Trust's charity and, also on request, to the Trust.

Exercise autonomous decision making and judgement at the level appropriate to the role, in line with Trust, regional and national policies and procedures.

To maintain up to date knowledge of relevant regional and national laws and policies relevant to Group and subsidiary governance and keep up to date with legislation, national policy requirements and agreed local priorities, in order to provide specialist and technical legal and company secretarial expertise on the development of policies/guidance.

Deputise for the Managing Director of SCL and / or the SADAC as and where appropriate.

Develop and deliver training to Board members of subsidiary companies, relevant officers, Trust senior managers and Board members on the legal and regulatory environment, and governance, requirements impacting on subsidiary companies, the management of conflicts of interest and other topics relevant to the role.

Procure any specialist governance, company secretarial and / or legal advice requested by the Managing Director of SCL, the SCL Board, the Trust Board, Trust Chief Executive and / or the Senior Associate Director of Assurance and Compliance.

8. ESSENTIAL KNOWLEDGE, QUALIFICATIONS, SKILLS, AND EXPERIENCE REQUIRED See person specification for full details

9. TRUST BEHAVIOURS FRAMEWORK

Patients, public and staff have helped develop the Trusts' Behaviours Framework of Values that inspire passion in the NHS and that should underpin everything it does. The NHS values provide common ground for co-operation to achieve shared aspirations, at all levels of the NHS. The post holder is required to commit to delivering the actions in the Trust's Behaviours Framework:

Working together for patients

Patients come first in everything we do. We fully involve patients, staff, families, carers, communities, and professionals inside and outside the NHS. We speak up when things go wrong.

Respect and Dignity. We value every person – whether patient, their families or carers, or staff – as an individual, respect their aspirations and commitments in life, and seek to understand their priorities, needs, abilities and limits.

Commitment to quality of care. We earn the trust placed in us by insisting on quality and striving to get the basics of quality of care – safety, effectiveness and patient experience – right every time.

Compassion. We ensure that compassion is central to the care we provide and respond with humanity and kindness to each person's pain, distress, anxiety or need.

Improving lives. We strive to improve health and wellbeing and people's experiences of the NHS.

Everyone counts. We maximise our resources for the benefit of the whole community, and make sure nobody is discriminated against or left behind.



Behaviours
Framework Jan2015.r

All employees are required to promote high quality care and good health and wellbeing through the enduring values described by the Department of Health: "The 6Cs – care, compassion, competence, communication, courage and commitment."

Duty of Candour

All employees are required to comply with the Statutory Duty of Candour: The volunteering of all relevant information to persons who have or may have been harmed by the provision of services, whether or not information has been requested and whether or not a complaint or a report of that provision has been made

10. MAIN DUTIES AND RESPONSIBILITIES

CORE DUTIES – 15hrs per week for Company Secretary Role

To contribute to the development and implementation of corporate strategies and decisions within SCL/the Trust.

To monitor, on behalf of the Board of SCL, performance against annual plan objectives, prompting corrective action as necessary, and ensure targets and key performance indicators, with respect to governance and statutory compliance in SCL, are met.

Keep up to date with legislation and national policy requirements relevant to the role and advise on how these will translate into strategic plans for SCL and, as necessary, the wider CDDFT Group.

To coordinate the development of SCL business plans and on planning, service improvement and quality initiatives within the areas of governance and statutory compliance for SCL.

Subsidiary company

Statutory Compliance

Lead on the robust development, embedding and managing of systems so that that the company complies with its legal and statutory requirements and any relevant codes includes:

- Ensuring that all statutory company books and registers, including the registers of directors, secretaries and people with significant control, are kept up to date, safe and available for inspection
- Ensuring that all statutory returns to Companies House, including changes to the registers, the annual confirmation statement, accounts and notifiable resolutions (such as changes to the company's Articles of Association) are complete, accurate and submitted on time
- Ensuring compliance with other aspects of the Companies Act, including signage and stationery
- Ensuring compliance with the company's Articles of Association (the constitution), Standing Financial Instructions and the Scheme of Reservation and Delegation
- Monitoring changes in relevant legislation and the regulatory environment and taking appropriate action

The post-holder, as an officer of the company, has responsibilities under the Companies Act.

Provide oversight and direction on behalf of the Senior Associate Director of Assurance and Compliance to ensure key performance indicators and targets with respect to governance and statutory compliance in SCL, are met.

Develop, implement and monitor action plans to ensure change and strategic objectives, with respect to governance and statutory compliance in SCL, are met.

Good Governance

In developing and ensuring good corporate governance at company board level and within the organisational structure of the company, key responsibilities include:

- Developing and overseeing an easily understood governance framework incorporating the Articles of Association, Standing Financial Instructions and the Scheme of Reservation and Delegation
- To develop and implement policies/procedures/reports as required to ensure compliance with legislation, policies and procedures, standing financial instructions and other approved national and local policies
- Supporting the Chair in ensuring the Company Board functions efficiently and effectively
- Overseeing the organisation of company board meetings, including the annual cycle of business; preparation of agendas and preparation of papers as required; review of terms of reference. This also applies to any board committees that are established. Ensuring that minutes of meetings are taken and that actions are followed up
- Overseeing and facilitating access to legal advice for the company
- Ensuring that legal and contractual documents are properly executed
- Developing and overseeing an assurance framework which provides the company board with assurance (positively or negatively) regarding the delivery of its strategic objectives
- Ensuring that company policies are in place, they are kept up to date and approved by the Board or a Board Committee
- Advising on and promoting good governance within the company
- Advise the SCL Board on succession planning and oversee the recruitment, appointment and induction of new board members, working with the SADAC to ensure alignment to the needs of the CDDFT Group.

Provide challenge, advice and insight to senior leaders, colleagues and stakeholders across the organisation regarding complex issues, with particular focus on: cross group governance, legal and regulatory issues, collaborative and partnership working; new ways of working and values and relationships.

Providing Advice

In providing advice to the Company Board and Directors, the post-holder will be accountable to the collective board, helping to retain their position as a neutral, independent advisor. In order to provide such advice there is a key requirement to develop a sound working relationship with the Directors.

The Company Secretary will attend meetings of the Board, contributing to discussions as and when required, and in particular advise on legal and governance matters and any areas of responsibility that have been delegated to the post holder.

Communications

In helping to foster good communications within the company, with the CDDFT Group and with external organisations, key responsibilities are:

- Maintaining effective and supportive working relationships with the Chair of the SCL Board, and with Executive and Non-Executive Directors.
- Ensuring good information flows between the Board, any committees that are established and senior management
- Ensuring effective liaison with the CDDFT Senior Associate Director Assurance, Risk and Compliance (CDDFT Board Secretary)
- Co-ordination of external communications and management of identified communications activities e.g. intranet and website development
- Liaison with external regulators and advisers, such as solicitors and auditors

Work in partnership with a wide range of colleagues, at all levels, across the CDDFT Group, to allow plans and objectives to be delivered.

Other Management Responsibilities

Support the Managing Director of SCL in the development of company strategies and annual plans, ensuring their integration and co-ordination.

Co-ordinate and oversee the implementation of data security and protection policies for the company, relying on the expert advice of the Trust's Data Protection Officer.

Produce the company's annual report and co-ordinate the provision of information from SCL officers for the CDDFT Group annual report.

Other responsibilities

Provide advice, based on the post-holder's experience, background and legal training, where requested, with respect to the constitution of joint ventures and issues pertaining to the Trust's charity and, also on request, to the Trust.

Produce regular statistical reports for production at Executive/Board level on the progress of plans and strategies and adherence to applicable laws, regulations and codes of good governance.

Analyse and interpret complex information with regard to the implementation of governance and statutory compliance plans, highlight relevant risks and threats and adapt and re-align such plans as necessary.

Develop and deliver training to Board members of subsidiary companies, relevant officers, Trust senior managers and Board members on the legal and regulatory environment, and governance, requirements impacting on subsidiary companies, the management of conflicts of interest and other topics relevant to the role.

Procure any specialist governance, company secretarial and / or legal advice requested by the Managing Director of SCL, the SCL Board, the Trust Board, Trust Chief Executive and / or the Senior Associate Director of Assurance and Compliance.

Provides advice and contribute to cost improvement programmes and other financial initiatives within areas of responsibility.

Work with the Senior Associate Director of Assurance and Compliance to implement Group-wide governance arrangements and ensure their effective operation with respect to the subsidiary company.

Be committed to promoting equality and diversity.

Ensure attend all mandatory training as appropriate.

Any other duties commensurate with band.

OTHER DUTIES – SUSTAINABILITY (OPTIONAL) – A further 7.5 hrs per week

SCL undertakes co-ordination of the governance, tracking and reporting on implementation of the CDDFT Group's Green Plan, a role that has historically been fulfilled by the Company Secretary. It is desirable, but not essential, that this role continues to be fulfilled by the Company Secretary and an additional 7.5 hours per week will be made available for this purpose. The key duties include:

- Setting up and administering meetings of the Group Sustainability Board and production of associated minutes.
- Ensuring the provision of timely and relevant information to the Group Sustainability Board.
- Maintaining an up to date assessment of progress against the objectives within the Green Plan, working with the leads for each of the eight key programme areas.
- Providing advice, guidance and support to staff in understanding the Green Plan objectives.
- Preparing reports on the achievement of plan objective and progress reports for the boards of SCL and the CDDFT Group.

11. COMMUNICATIONS AND WORKING RELATIONSHIPS

Communication involves the discussion of complex, sensitive or highly contentious information with staff from all levels of seniority within the Trust and its subsidiary company. This requires the use of negotiating, persuasive and empathetic skills sometimes with people with challenging, opposing viewpoints. The post holder ensures that highly sensitive and highly contentious information is communicated to the correct departments and staff at the appropriate time.

Key relationships include:

- Senior Associate Director of Assurance and Compliance
- Managing Director of CDD Services
- SCL Chair
- SCL Board members
- SCL senior managers

12. MANAGEMENT AND SUPERVISORY POSTS

All managerial and supervisory posts are expected to follow the principles of being a Great Line Manager and specifically be aware of, understand, and apply fair employment policies/practices, and equality and diversity principles and legal obligations. Commit to developing staff preferences, promoting flexible working arrangements, and encourage change of working practice following major life changing events.

All managerial and supervisory posts will ensure compliance with Trust policies and procedures and clinical guidelines.

All managerial and supervisory posts must ensure staff have equal access to career progression and are appraised annually and have a PDP.

13. HEALTH AND SAFETY RESPONSIBILITY/RISK MANAGEMENT

It is the responsibility of the individual to work in compliance with all current health and safety legislation and the Trust's Health and Safety Policy and to attend any training requirements both statutory and mandatory in line with the Trust's legal responsibility to comply with the Health and Safety and Welfare at Work Act 1974.

It is a standard element of the role and responsibility of all staff of the Trust that they fulfill a proactive role towards the management of risk in all of their actions. Members of staff are responsible for adherence to all Trust policies for the safety of themselves, staff and patients at work

14. INFECTION CONTROL

It is the responsibility of all individuals to comply with infection control policies and to attend any appropriate training requirements in line with the Trust's responsibility to comply with Government Directives.

15. SUSTAINABILITY

The Trust works in partnership with the NHS Sustainability Unit and Carbon Trust to achieve and exceed carbon reduction targets. Our aim is to be an exemplar organisation in the way we embraces sustainability and corporate social responsibility. To achieve this it is the responsibility of all staff to minimise the environmental impact of their day to day activities and adhere to Trusts policies on sustainability, waste, resource usage and governance.

16. CHILD/YOUNG PERSON RELATED POSTS e.g. Health Visitor, School Nurses etc.

Has responsibility for ensuring that children and young people are safeguarded and must comply with the NHS Safeguarding Children Procedures and the LSCB Child Protection Procedures. The post-holder must attend safeguarding children training at a level appropriate to the role and function of the post. Safeguarding Children Training is mandatory for all staff within this field.

17. DISCLOSURE & BARRING CHECK

This post is subject to the Rehabilitation of Offenders Act (Exceptions Order) 1975 and as such it will be necessary for a submission for Disclosure to be made to the Disclosure and Barring Service (DBS to check for any previous criminal convictions).

This post will involve access to patient/person identifiable information, access to children, access to vulnerable adults and work in a regulated establishments such as a school *(delete any/all that are not applicable to this role)*

18. GENERAL

This job description is intended as a guide to the principal duties and responsibilities for the post and should not be considered an exhaustive list. It is subject to change in line with future development of the service.

19. ANNUAL REVIEW RECORD

Date of Issue:

Date of Review: Employees Signature: Signature of Line Manager:

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ORGANISATIONAL CHART

The post-holder will report directly to the Senior Associate Director of Assurance and Compliance and – through a secondment arrangement to the Managing Director of SCL


PERSON SPECIFICATION

DEPARTMENT	JOB TITLE	BAND
Assurance and Compliance	Company Secretary – Subsidiaries and Adviser (Joint Ventures)	Band 8a

SHORTLIST CRITERIA <i>Criteria Relevant to the Job</i>	ESSENTIAL <i>Requirements necessary for Safe and Effective Performance in the Job</i>	DESIRABLE/ADDITIONAL/USEFUL <i>Where available, Elements that contribute to Improved/Immediate Performance in the Job</i>	MEASUREMENT/HOW IDENTIFIED <i>Indicate how and at what stage the criteria will be verified</i>
Qualifications & Training	<p>Membership of or full qualification Institute of Chartered Secretaries and Administrators (ICSA) or equivalents (e.g. CCAB body qualifications or legal qualifications).</p> <p>Degree level qualification or equivalent; or relevant management qualification;</p> <p>Evidence of continuous professional development</p>	<p>Additional memberships or qualifications relevant to the role e.g. CCAB / legal</p> <p>Masters level qualification or equivalent post-graduate qualifications / demonstrable experience</p>	Application Form & Interview
Statutory Registration	Not applicable		
Special Skills & Knowledge	<ul style="list-style-type: none"> • Knowledge of] company law • Highly developed specialist knowledge and understanding of governance within large organisations underpinned by theory and experience • Ability to develop sound working relationships with individuals and as part of a team 	<ul style="list-style-type: none"> • Knowledge of NHS service provision desirable • Service improvement and redesign techniques • Strategic Planning and programme / project skills and experience 	Interview

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	<ul style="list-style-type: none"> • Excellent Interpersonal and communication skills – ability to influence colleagues at the highest levels in the organisation and to work with people at all levels • High level of political astuteness – keen awareness of the culture and context of the company and the environment within which it works • Excellent writing skills, with an eye for detail • Excellent organisational skills, including ability to prioritise work against conflicting deadlines and pressures • Ability to work under own initiative • Analytical and problem solving skills, on a wide range of highly complex issues, including use of numerical information • Able to take the lead and facilitate new initiatives/change • Able to deal with conflict proactively • Ability to independently use a range of information technology packages, including Microsoft Word, Excel, PowerPoint , SharePoint • Management of complex facts which necessitate the interpretation of national policy to inform Trust policy 	<ul style="list-style-type: none"> • Knowledge and understanding of sustainability frameworks and related best practice. 	

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	<ul style="list-style-type: none"> • Ability to analyse highly complex data and situations, interpret information and develop a range of options and recommendations • Personal resilience, self-awareness, determination to succeed 		
Experience	<ul style="list-style-type: none"> • Significant experience of working in a senior position in a large public or private organisation • Evidence of applying advanced organisational skills to deliver complex organisational tasks • Successful track record of providing direct board support to a public or private organisation and demonstrable evidence of ability to influence board members • Evidence of taking the initiative and demonstrating drive, commitment and self-motivation • Evidence of having successfully applied influencing and negotiation skills in a positive and assertive manner to achieve end results within tight timescales and restrictive resource envelopes 		Application Form & Interview

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<u>Values and Behaviours</u>	<p>To commit to delivering the actions in the Trust's Behaviours Framework</p> <ul style="list-style-type: none"> • Working together for patients • Respect and Dignity • Commitment to quality of care • Compassion • Improving lives • Everyone counts.  <p>Behaviours Framework Jan2015.</p> <p>Cs of Care – is able to show knowledge and understanding of promoting care, compassion, competence, communication, courage and commitment within their role</p>		<p>Interview</p>
Special Requirements	<p>Able to travel across Trust sites to meet the requirements of the post</p> <p>Emotionally resilient with regard to occasional exposure to highly emotional circumstances, eg imparting unwelcome news</p>		