



## **Job Description and Person Specification**

<b>Job title:</b> Society Secretary	
<p><b>About our Society:</b> The Heart of England Co-operative Society is an independent, regional co-operative with our roots firmly planted in 1832 when the Lockhurst Lane Industrial Co-operative was founded. Whilst over the years our name may have changed, with our Heart of England name being established in January 2000, our co-operative ethos is as strong as ever. We are a membership organisation and proud to work on behalf of our members and for the communities we serve, predominantly across the Midlands however, our trading area is expanding as we continue to grow the Society.</p> <p><b>Our Vision</b> is to enrich the lives of our members, customers/clients and colleagues by putting them at the heart of every decision.</p> <p><b>Our Mission</b> is to be a forward thinking Co-operative adding value to local communities.</p> <p><b>Our Values</b> are the reason we do what we do. All our actions align with at least one of our values, ensuring we deliver in all we do for customer, colleagues and within the communities we serve whilst delivering this using sustainable methods.</p>	
<p>Our two main areas of the Society are our Food retail stores and our Funeral branches. We currently have 38 food stores and 3 coffee shops, one of which is our first drive thru that opened in November 2024.</p> <p>We have 16 funeral homes, including two care centres to support and make arrangements on behalf of the families we care for.</p>	
<p><b>Main purpose of job:</b> Working with the Board of Directors and the CEO, this role will enable high quality governance in line with the International Cooperative Alliance (ICA) and the Society values and principles and governance best practice by establishing appropriate systems and support in place for an effective Board based on democratic participation.</p> <p>Lead the provision of high-quality company secretarial and corporate governance services.</p>	
<b>Contract:</b> Permanent – Part-time 22.5 hours a week	<b>Position reports to:</b> CEO and accountable on matters of Board support to the President of the Board
<b>Location:</b> Whittle House, Coventry	<b>Salary:</b> circa £80K full time equivalent, depending on experience

## Key Responsibilities/Accountabilities

### Compliance

- Co-ordinate the production and distribution of the Annual Report and Financial Statements and work with the Audit & Risk Committee on the appointment and role of the external auditor
- Lead on the internal audit and risk working group and support the Board Audit and Risk Committee
- Be a point of authority for Heart of England Co-operative Society's Rulebook and associated constitutional documents and advise the Board on its content and compliance with it
- Lead periodic reviews of governance and elements of the constitution to comply with best practice as a co-operative
- Monitor and review all legislative, regulatory and corporate governance developments that may affect the Society and relay to the Board as and when required
- Submit annual returns and be responsible for timely statutory filing to the Financial Conduct Authority, Companies House
- In line with legislation and best practice, maintain the statutory registers and control access to them
- Liaise with Finance to ensure that appropriate indemnity insurance is in place to protect directors, officers and the organisation
- Administer the requirements of the registered office: attending to the receipt of official correspondence and ensuring all communications comply with best practice in corporate disclosure
- Support directors in the execution of their duties and provide training to directors on their statutory duties
- Where appropriate, arrange adequate due diligence and commercial evaluation prior to completion of significant Board transactions or decisions (incl. through engaging independent experts as appropriate)
- Record any potential conflicts of interest between the Society and its Board and staff team and report to the Board on compliance with any internal policy on Conflicts of Interest
- Lead on GDPR and be the Data Protection Officer for the Society
- Co-ordinate the internal audit process, liaising with Audit and Risk Committee and external providers as appropriate
- Provide governance support and guidance to the CEO and Executive Leadership team as required

### Member Voice – Facilitate member democratic ownership and control, including:

- Organise and deliver General Meetings which comply with constitutional and legislative requirements
- Lead director elections including acting as returning officer
- Act as a communications point with members on our governance
- Facilitate valuable and productive Member Groups which contribute to strategic priorities

### Board and Committee Services

- Provide independent advice and support to all directors
- Facilitate the creation and operation of Board subcommittees and working groups as required
- Facilitate the effective servicing of the Board and Committees through the provision of professional Secretarial services
- Facilitate the effective servicing of the Board and Committees through accountability for:
  - scheduling meetings in line with annual programmes of business;
  - assisting the Chair to set agendas;
  - developing and maintaining a Governance Calendar to ensure timely consideration of matters by the Board
  - providing guidance on the content of meeting papers,



- ensuring good and timely information flows within the Board, Committees and the ELT;
- preparing and circulating notices and associated meeting papers
- accurately recording Board decisions and the results of meeting resolutions;
- preparing and circulating minutes and reports of Board meetings to relevant stakeholders;
- pursuing follow-up action and reporting on matters arising.
- Enable a high performing Board including through compliance with the Schedule of Matters Reserved for the Board, advising on Board procedures and compliance
- Deliver proactive regular engagement with directors, including the Chair

### Board and Committee Development

Under the direction of the Chair:

- Be accountable for all elements of a high quality induction process for newly elected and appointed directors
- Facilitate director, Board and Committee performance reviews and follow-up activity (including Continual Professional Development for directors)

### Skills and Experience

- Knowledge of corporate governance, regulatory law and risk management
- Support the Board in matters relating to Health & Safety
- Knowledge/experience of GDPR
- A good understanding of Co-operatives
- A good understanding of the Society's trading activity and business would be desirable
- Able to provide excellent judgment and will navigate a complex stakeholder landscape with a collaborative approach to working and relationship building is essential.
- Developed analytical, problem solving and thinking skills.
- Report writing, preparing agendas, papers for Board level meetings or similar is essential.
- Producing minutes of Board meetings or similar is essential.

### Qualifications and Requirements

- Demonstrable corporate governance and secretarial experience
- NEBOSH or IOSH certificate in health and safety would be desirable
- Able to communicate at all levels, including Board of Directors, Senior Leaders within the Society, external consultants, partners and contractors to work in a collaborative way.
- Professional knowledge and experience of relevant legal frameworks and obligations including awareness of the Co-operative and Communities Benefit Societies Act 2014 and Company law would be an advantage.
- High level of clear and concise written and verbal communication and analysis skills.
- Emotional Intelligence and the ability to deliver sensitive change management
- Aligned to the purpose, values and approach of Heart of England Co-operative.
- Legal experience, including qualification would be an advantage but is not essential.

### Relationships



- Ability to build and foster excellent working relationships with a wide range of internal and external contacts, networks and collaborative partnerships. Key internal relationships include Board of Directors, CEO and Executive Leadership Team
- External advisors including Auditors, Solicitors, PR, Co-operatives UK and others