

JOB DESCRIPTION

1. JOB DETAILS

Job Title:	Trust Secretary
Band:	8c
Base:	Trust Headquarters
Department / Portfolio:	Trust Secretariat
Responsible To:	The Chairman of the Board of Directors
Reports To:	Director of Integrated Assurance
Accountable For:	Governance and Membership Officer and Trust Secretariat
Hours:	Full time 37.5 hours

2. JOB PURPOSE

Reporting to the Director of Integrated Assurance (with a dotted line to the Chief Executive), and accountable to the Chairman, the Trust Secretary will support the Chairman and the Board in the achievement of strategic objectives.

The Trust Secretary will support the Director of Integrated Assurance in the establishment of arrangements for sound corporate governance, including the Trust's governance rationale and associated governance framework and provisions to ensure compliance with the Establishment Order, Foundation Trust Constitution, Terms of Authorisation, Standing Orders and other terms of reference.

The Trust Secretary is responsible for ensuring the smooth operation of the Trust's decision making and reporting machinery, and for the formal administration of its affairs. The Trust Secretary will provide independent and impartial advice and guidance to the Chairman, Chief Executive and other members of the Board of Directors and the Council of Governors.

The Trust Secretary will ensure that the Trust's business is conducted with probity, accountability, and in accordance with national standards and regulations. He or she will be an independent and impartial arbiter to the Board on matters of corporate governance, particularly where challenging issues require resolution, and will oversee and co-ordinate the appointment to, and removal from office, of Directors and Governors.

He or she will ensure that meetings of the Board of Directors and its Committees, and the Council of Governors run effectively, and that proceedings and resolutions are properly

recorded. The Trust Secretary will ensure that the decisions, mandates, and actions delegated by the Board are appropriately assigned and communicated, and that status reports are available to the Board.

3. JOB SUMMARY

The Board Secretary will need to have intuitive ability in dealing with complex and often highly sensitive or emotional issues in a fast paced and senior environment. The Board Secretary works directly with the Chairman and Chief Executive for all core duties, and will advise all of the Directors of the Board individually on a broad range of specialist matters.

The Trust Secretary is often described as the “conscience and memory of the organisation” and is required to act as independent and impartial arbiter to the Board of Directors and Council of Governors.

4. KEY RESULT AREAS/MAIN DUTIES AND RESPONSIBILITIES:

4.1 Governance, Compliance and Internal Control

The Trust Secretary will support the Director of Integrated Assurance (in their role as Trust Governance and Compliance) in establishing robust corporate governance and compliance assurance arrangements. In the execution of this responsibility the Secretary will support the Director of integrated assurance to:

- Ensure the Board of Directors and its committees are properly constituted, operated and supported, according to Standing orders and the relevant legal and statutory framework.
- Ensure Standing Orders are in place, acted upon and reviewed as necessary, and with the Director of Finance, ensure that SFIs are similarly in place, reviewed and acted upon by the Board.
- Review the Constitution, Standing Orders and the Schedule of Matters Reserved for the Board and, with the Director of Finance, the Standing Financial Instructions at least annually and ensure that amendments are drafted and incorporated in line with suitable procedures.
- Ensure that the Trust fully complies with best practice around the Fit and Proper Persons test for all Directors.
- Be the responsible officer for statutory annual returns, including the Annual Plan, and Annual Report and Accounts including the Quality Report, ensuring these are presented to the Auditors, Regulator, and laid before Parliament.
- Ensure the statutory obligations of the Foundation Trust are fulfilled, determining forward plans for the business of the Board of Directors and Council of Governors, in

consultation with the Chair and Chief Executive.

- Responsible for ensuring compliance with the Trust responsibilities in relation to regulatory compliance and assurance, including NHSI governance statements, taking appropriate actions to ensure compliance with the Code of Governance and any other corporate Board assurances.
- Support the Chair and Chief Executive in developing the capability of the Board, ensuring the right mix of skills and experience and overseeing the programme of Board Development and specifically the induction/training of Executive and Non-Executive Directors.
- Ensure the Board undertakes a formal three yearly governance review in line with NHS Improvement guidance.
- Ensure an annual appraisal process is in place for Non-Executive Directors and work closely with the Chair on this.
- Provide specialist advice and guidance to Executive and Non-Executive Directors and Governors on all matters of governance, legality, risk, compliance and business conduct and will manage and reconcile conflicting views in relation to governance issues.
- Ensure that the Trust remains compliant with applicable standards of corporate governance and has the necessary infrastructure to support the governance rationale and governance framework.
- Review the Constitution, Standing Orders and the Schedule of Matters Reserved for the Board and, with the Director of Finance, the Standing Financial Instructions at least annually and ensure that amendments are drafted and incorporated in line with suitable procedures.
- Advise the Chairman and Chief Executive in the effective planning and execution of the role and functions of the Board of Directors and the Council of Governors and associated Committees.
- Ensure that the Board of Directors and Council of Governors and each of their Committees conduct their business in compliance with applicable legal and regulatory frameworks and associated codes of governance and practice, and in a manner which is otherwise appropriate for a public body.
- Updated and maintain Terms of Reference for the Board Committees and ensure that Committees are properly constituted and operate in accordance with their Terms of Reference.

- Ensure that there is an annual review of Board Committees so that they remain effective and legally constituted and their membership is regularly refreshed.
- Put in place appropriate assurance arrangements in place ensure compliance with Annual Reporting guidance as well as Annual Governance Statement requirements.
- Ensuring appropriate, robust action plans are in place to address the findings of governance reviews and that these are effectively monitored as part of performance management arrangements.
- Take corporate responsibility for the formulation and implementation of a framework for the development and management of Trust-wide procedural documents (policies, procedures, protocols and guidance) and to ensure its implementation.
- Establish and oversee the work of the Policy Council of the Trust to ensure that policies are agreed in a timely and efficient manner.
- Formulate job descriptions for the Chairman, Vice-Chairman, Senior Independent Director, Non-Executive Directors and Governors as necessary.
- Address any non-compliance with the applicable Board Codes of Conduct and Accountability and the Nolan Principles of Public Life.
- Monitor the suitability and efficacy of Trust-wide risk management provisions and advise on improvements in support of the Board's ability to make quarterly (or monthly) and annual statements and returns to the Regulator.
- Establish effective arrangements for the induction of Directors and Governors and provide advice and support to Directors and Governors regarding the discharge of their statutory duties.
- In conjunction with the Chairman establish arrangements for evaluating the effectiveness of the Board, and for the development of an on-going Board improvement programme to:
 - Develop and ensure the provision of effective Induction Programmes for the Trust Directors and Governors;
 - Identify the on-going development needs of Directors and Governors and agree development programmes where appropriate;
 - Provide advice and support to individual directors, particularly in relation to the induction of new directors and assistance with professional development;
 - Ensure that the Board of Directors has the capacity and capability to effectively discharge its statutory, strategic and leadership duties, and;

- Provide support to Board succession planning and Non-Executive Director rotation.
- Ensure that the flow and cycle of business between the Board and its Committees is planned and coordinated, and periodic reports from each Committee Chair are provided to the Board in accordance with the Board's forward plan.
- Have a detailed knowledge of and advise on the application of the Audit Committee Handbook.
- Ensure the implementation of and monitoring the effectiveness of Raising Concerns ("whistle blowing") procedures approved by the Audit Committee.
- Ensure the Board remains in touch with stakeholder opinion on a continuing basis.
- Ensure the necessary disclosures on corporate governance and the workings of the Board and its Committees are included in the annual report.
- Ensure that the requisite types of governance information are made available, either on the Trust's website or in documents circulated to stakeholders.
- Ensure the preparation, publication, distribution and presentation of the annual report and annual governance statement.
- Maintain the registers of:
 - Declarations of Interest
 - Gifts and Hospitality
 - Staff Interests - in accordance with the Code of Conduct for NHS Managers
 - Fit and Proper Person Test (with the Director of Human Resources)
- Make available, where appropriate, for public inspection:
 - A copy of the current Constitution
 - A copy of the latest annual accounts and any report of the auditor on those accounts
 - A copy of the latest annual report
 - A copy of the latest information as to the forward planning of the Trust Board.
- Ensure that arrangements are in place for the safe custody and application of the Common Seal.

- In conjunction with the Chairman and Chief Executive plan, arrange and produce agendas, reports and the subsequent minutes for meetings of the Board of Directors and Board Committees.
- Undertake investigations on behalf of the Chair/Chief Executive.
- Oversee the delivery of the Board Assurance Framework, ensuring that strategic risks to the delivery of the objectives are identified with mitigating actions and controls in place. Ensure links to the corporate risk register.
- Contribute to the design and development of induction programmes for new NEDs/Committee Members and ensure delivery of agreed induction which ensures a full formal and tailored introduction to the work of the Trust.

4.2 Foundation Trust Governance and Foundation Trust Membership

The Trust Secretary will take corporate responsibility for the Trust's Foundation Trust governance arrangements. In the execution of this responsibility, the Secretary will:

- Support the Council of Governors and its Committees, and ensure the provision of advice to the Governors in statutory compliance issues, including interpretation of the Constitution, Standing Orders and other policies/procedures.
- Lead accountability for the election process for Governors in accordance with the Trust's constitution and the legislative framework.
- Ensure that the Council of Governors is supported effectively in terms of their statutory roles, including support at meetings, provision of Governor Induction and training and Governor/member communication.
- Develop and ensure implementation of the Trust's membership strategy, promoting on-going membership recruitment and seeking to ensure an active and representative membership base.
- Maintain an accurate membership database and develop and implement a range of innovative ways for members and the public to become involved in the work of the Trust.
- Contribute significantly to the increased involvement of the local community in the life and work of the Trust through implementation of the membership strategy.
- Support the Chair to ensure effective communication with the Council of Governors, supporting the induction and training process for new governors, evaluation of effectiveness of the Council and its committees, and supporting statutory roles

around appointment and appraisal of Chair and Non-Executive Directors.

- Arrange for regular, detailed membership analysis to inform the on-going development of the Trust's Membership Strategy.
- Arrange an annual Members meeting and contribute to development of the Annual General Meeting.

4.3 Other Duties Roles and Functions

In addition to the role and functions described above, the Secretary will:

- Establish and manage the Board Secretariat;
- Manage the budget for this area of operational responsibility to deliver financial planning actions at key stages of the Trust's Annual Business Planning Cycle and financial sustainability through achievement of financial balance;
- Identifying key performance objectives and needs by carrying out regular appraisals;
- Promote the awareness of governance, risk, and compliance across the Trust, including presentation of awareness training at the Corporate Induction;
- Provide support and guidance to the Chief Executive in relation to the promotion of the Trust's services and reputation;

5. Dimensions

Budget Managed: To be advised

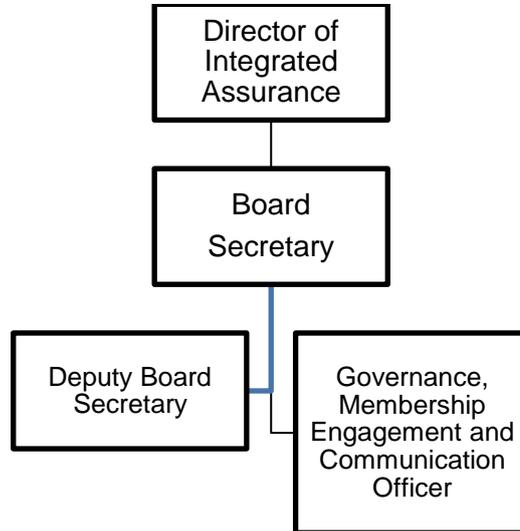
Number of staff responsible for: 1

Number of sites working across: 1

6. KEY WORKING RELATIONSHIPS AND COMMUNICATION

Chairman, Chief Executive Officer and the Trust Board members, Trust Governors, Regulators, Public and Patients.

7. DEPARTMENT CHART OR REPORTING STRUCTURE OF THE POST:



8. OTHER RESPONSIBILITIES

Finance

- You are required to comply with the Trust Standard of Business Conduct policy and the NHS Codes of Conduct and Standards of Business Conduct for NHS Staff.

Confidentiality

- All employees must respect and protect the confidentiality of matters relating to patients or other members of staff and must comply with the requirements of the Data Protection Act (1998). Further details are available from the Trust's Data Protection Act Designated Officer.

Equal Opportunities

The Trust is aiming to promote equal opportunities. A copy of Equality and Diversity Policy and our Single Equality and Diversity Scheme are available from the Human Resource department or on the internet/intranet.

Safeguarding

The Royal Surrey County Hospital NHS Foundation Trust has a safeguarding policy for both adults and children and is committed to the protection of children, young people and adults.

9. RIDER CLAUSE

This is an outline of duties and responsibilities. It is not intended as an exhaustive list and may change from time to time in order to meet the changing needs of the Trust and Division.

Signed (Employee): _____ Date: _____

Print name (Employee): _____

The Royal Surrey Hospital NHS Foundation Trust aims to ensure that no job applicant or employee is unfairly disadvantaged on the grounds of race, colour, nationality, ethnic origin, age, disability, sex, sexual orientation, marital status/civil partnership, religion/belief or trade union status.

PERSON SPECIFICATION

POST Trust Secretary

BAND 8c

***Assessment will take place with reference to the following information**

A Application form **I** Interview **T** Test **C** Certificate

Area	Essential	Desirable	Assessment
Essential knowledge, skills and experience			
Educational / Academic qualifications			
Academic training and qualifications to Master's level or equivalent	A C		
Further managerial education and / or development. E.g. ICSA qualified.	A C		
Significant additional training in relevant technical and professional matters, e.g. Data Protection, Freedom of Information, European Human Rights Law, etc.		A C	
Project management knowledge (such as PRINCE II) or equivalent		A C	
Work Experience			
Demonstrates competence and success in corporate policy-making	A I		
Demonstrates experience and competence in interpretation of complex legislation and regulations	A I		
Demonstrates experience advising a Board of Directors on matters of governance, compliance and best practice	A I		

Demonstrates experience of working at a suitably senior corporate level in the NHS. (5 years+)	A I		
Area	Essential	Desirable	Assessment
Essential knowledge, skills and experience			
Work Experience			
Has experience of leading Trust-wide policy formulation in line with legislation, regulation and national policy	A I		
Personal Qualities			
Sufficient resilience to cope with difficult interpersonal situations, competing demands and tight timescales	I		
Mobile, with the facility to travel quickly between facilities across a geographically dispersed area	A		
Communication Skills			
Exceptional communication skills, able to express complicated, multi-stranded concepts in an accessible way, both verbally and in writing	A I		
Ability, sensitivity and political judgement to be able to represent the Trust and Board in a diversity of settings, including with front line staff, service user and care groups	I		
High level influencing, negotiation and presentation skills – confident in ability to present information publicly using a variety of media in different settings including emotionally charged atmospheres	I		
Can demonstrate skills in developing communication strategy for internal and external communication with staff, users/carers/partner agencies and local communities	A I		

Able to organise, write and present formal reports to the Board on highly complex legal and regulatory matters	A I		
Able to present and explain highly complex and occasionally conflicting policy matters the Board and Senior Managers through a variety of means including oral presentation, written briefing, intranet guides, etc.	A I		

Area	Essential	Desirable	Assessment
Essential knowledge, skills and experience			
Communication Skills			
Demonstrates the ability to persuade Directors and very senior managers to follow appropriate policies, procedures, protocols and guidance	A I		
Demonstrates the ability to advise Directors and very senior managers on the interpretation of sometimes highly contentious regulatory and policy matters	A I		
IT Skills and Computer Literacy			
Highly proficient in the use of Microsoft Office systems, including SharePoint, MS Word, MS Outlook, MS PowerPoint and MS Excel	A I	C	
Thorough knowledge and understanding of how technology can be used to support the objectives of the Board	A I		
Thorough knowledge of how information resources, including the internet can be used to research and present complex policy matters	A I		
Knowledge of NHS Governance and Applicable Legislation, Policy and Regulations			
Demonstrates advanced specialist insight into the codes of governance applicable to NHS Trusts and NHS Foundation Trusts	A I		
Demonstrates advanced specialist insight into the key legislation, Policy and Regulations applicable to NHS Trusts and NHS Foundation Trusts	A I		

Managerial and Administrative Skills			
Strong people management skills, and ability to deliver personally, and ensure cascading of appraisal, supervision, staff support and attendance management	A I		
Change management skills related to planning and delivery of work with front line staff, users/carers, and the general public	A I		
Extremely well-organised and able to produce forward plans and consistently meet timetables	A I		

Area	Essential	Desirable	Assessment
Essential knowledge, skills and experience			
Managerial and Administrative Skills			
Able to plan work for self and others to ensure that deadlines are met and accuracy is ensured	A I		
Able to manage, motivate and lead staff to ensure the delivery of objectives	A I		
Further Desirable knowledge, skills and experience			
Educational / Academic qualifications (e.g. diploma, degree) or equivalent			
Member of the Institute of Chartered Secretaries and Administrators or similar professional body	A I		