

FOUNDATION SECRETARIAT/CORPORATE AFFAIRS

JOB DESCRIPTION

JOB TITLE	:	Deputy Foundation Secretary
DIRECTORATE	:	Corporate
RESPONSIBLE TO	:	Director of Corporate Affairs/Deputy Director of Corporate Affairs
ACCOUNTABLE TO	:	Director of Corporate Affairs
RESPONSIBLE FOR	:	Corporate Affairs and Governors' Liaison Manager; Corporate Affairs Administrator; Information Governance Team; ; Corporate Governance Team,;
LIAISES WITH	:	Executive Directors and Non Executive Directors Council of Governors Deputy Director of Corporate Affairs Head of Clinical Governance & Patient Safety Risk Managers Senior Officers of the Trust NHSI Information Commissioner's Office (ICO) UK Intellectual Property Office Internal Audit External Audit Other Trusts
LOCATION	:	All Trust sites, primarily QEH.

Job Summary

Responsible to the Director of Corporate Affairs/Foundation Secretary ("DCA") for developing and maintaining systems at a senior level, providing assurance to the Board that the Trust operates within the laws, regulations and codes of good practice that apply to NHS Foundation Trusts.

Act as company secretary to the Trust's Board of Directors, Audit Committee, Investment Committee, Executive Appointment and Remuneration Committee and four trading subsidiaries.

Ensure the Trust maintains an appropriate insurance portfolio and act as key contact in all insurance matters.

Assist and advise other departments on legal matters, particularly commercial contracts as well as trademark applications registered with the UK Intellectual Property Office (UK IPO).

Act as the Trust's Data Protection Officer, providing assurance to the board on all matters relating to the new data protection legislation and common law duty of confidentiality.

Responsible for managing the Trust's system for compliance with the Freedom of Information Act & Environmental Information Regulations, including the coordinating and preparing responses to requests for information taking into account the public interest test and any exemptions the Trust may wish to evoke under the Freedom of Information/Environmental Information Regulations.

Ensure suitable systems and processes are in place for the recording and archiving of corporate records.

Serve as an ambassador for the Trust, positively representing the organisation as an authoritative key contact, and action point for national and local organisations and individuals.

Key Responsibilities/Duties

Company Secretariat

- 1 Provide company secretarial/governance support to the Board of Directors, Audit Committee, Investment Committee, Executive Appointment and Remuneration Committee, four trading subsidiaries and other groups as required.
- 2 Ensure appropriate agendas are drafted, papers assembled and distributed, meetings comply with Corporate Governance Standards and adequate briefing information is available prior to the meeting.
- 3 Attend Board, Committee and group meetings to produce formal minutes of meetings which can be highly confidential. Manage a system of action assurance and arrange for the distribution and secure storage of minutes and papers.
- 4 Prepare regular reports to the Board of Directors and Audit Committee in line with their annual cycles.
- 5 Hold terms of reference for Board Committees and ensuring they are reviewed at appropriate intervals.
- 6 Provide training, guidance and specialist advice to the Board of Directors, Council of Governors, other senior managers of the Trust and the Directors of the Trust's subsidiaries as required.
- 7 Provide written briefings on sensitive and confidential issues.
- 8 Manage the Trust's relationship with its internal auditors. Ensure an internal audit programme is compiled and adhered to. Proactively monitor the implementation of internal audit recommendations, liaising with staff at all levels and building close associations with the internal audit and risk function of the Trust.
- 9 Monitor the procedures in place for the correct administration of subsidiary organisations and joint ventures.
- 10 Be responsible for the Trust Seal and ensure all legal documents are properly signed, sealed and their usage reported to the Board.
- 11 Oversee the election processes for public, patient and staff representatives to the Council of Governors, including:
 - 11.1 ensuring statutory and constitutional requirements are met in the conduct of contested and non-contested elections;

- 11.2 arranging for the required public disclosures and organising events for the release of election results
- 12 Maintain the storage and safekeeping of original documentation for contracts, certificates and licences.

Corporate Governance Responsibilities

- 13 Monitor and initiate action that gives the Board of Directors assurance that the Trust operates within the laws, regulations and codes of good practice that apply to NHS Foundation Trusts.
- 14 Monitor internal highly complex and sensitive compliance activity in line with agreed procedures and policies. Recommend and initiate improvements to the quality of compliance standards.
- 15 Monitor and report on the Trust's compliance with its Constitution and Standing Orders with particular reference to any reporting requirements.
- 16 Co-ordinate amendments to the Trust's Constitution and Standing Orders, ensuring effective consideration by the Council of Governors and the Board of Directors.
- 17 Keep up to date on developments in corporate governance in the UK and elsewhere through regular research, reading and attending relevant training/events. Provide specialist knowledge of Foundation Trusts' best practice, organisational policies and procedures, and governance.
- 18 Ensure that required information is filed with NHSI in respect of reports, amendments to constitution and notices of appointment, removal and resignation of the Chairman, Chief Executive, Directors, Governors and the Foundation Secretary.
- 19 Ensure maintenance of the Registers of Directors' Interests, Council of Governors' Interests and staff register of interest, and undertake an annual review which is formally reported to the Board/Council.
- 20 Ensure the application of the Trust's Gift, Hospitality and Sponsorship Policy and maintain the associated register, reporting declarations at appropriate intervals to the Audit Committee. Liaise with Board members and Trust officers to ensure hospitality is recorded and that declarations are provided in an accurate and timely manner.
- 21 Ensure policies and processes to support good governance are developed and adhere to relevant legislation and guidelines.
- 22 Be an active member of the Policy Review Group involved in approving controlled documents prior to seeking executive team approval.

- 23 Assess and interpret detailed highly complex information from NHSI and other regulatory bodies to determine and/or recommend the most appropriate course of action or response in the face of a rapidly changing environment.
- 24 Regularly undertake research on potential issues that may affect the Trust relating to issues of governance.
- 25 Attend any seminars, conferences and workshops on corporate governance and compliance issues as necessary.

Legal

- 26 Within a wider legal team provide legal advice within the Trust, provide advice and training on a range of legal issues, draft low to medium value contracts.
- 27 Undertake factual investigation of non-clinical claims and regulatory/compliance matters.
- 28 Conduct searches on legislation and precedents.
- 29 Attend court, mediation proceedings or meetings with third parties to negotiate/ litigate claims on behalf of the Trust which fall outside the NHS risk pooling scheme (e.g.; commercial contracts).
- 30 Review Trust activities, identify potential litigation issues and act to address these.

IP

- 31 Protect the Trust's Intellectual Property by applying for registered trademarks and taking enforcement actions where necessary.
- 32 Monitor potential infringements by Third Parties.
- 33 Be the first point of call for the Trust's IP lawyers.
- 34 Support the Research Governance department with queries in relation to IP law.

Insurance

- 35 Manage the Trust's insurance portfolio, ensuring appropriate NHSR top-up cover is taken out where required (motor insurance, property insurance, professional indemnity insurance, etc).
- 36 Ensuring that all subsidiaries and associated companies meet their statutory obligations.

Data Protection

- 37 Act as the Trust's Data Protection Officer, advising the Board about its obligations under the new data protection legislation and providing assurance on compliance with the same.
- 38 Be the first point of contact for the regulating bodies, authorities and individuals whose data is being processed.
- 39 Co-ordinate and advise on personal data breaches and ensure appropriate notification to regulatory bodies and data subjects.
- 40 Ensure comprehensive audit programme, which monitors compliance with the data protection legislation, the Data and Security Protection Toolkit, and any other relevant regulations and good practice guidance documents.
- 41 Provide advice on complex privacy impact assessments, data sharing/processing agreements.

Freedom of Information

- 42 Provide necessary advice and assistance to applicants.
- 43 Be the Trust lead specialist for issues relating to Freedom of Information - develop and maintain an up to date knowledge of developments and changes in Freedom of Information/Environmental Information Regulations via for example the internet, journals. Brief other staff as necessary and provide appropriate training.
- 44 Ensure appropriate responses to requests for information are prepared, taking into account the public interest test and any relevant exemptions.
- 45 Ensure maintenance of a register detailing all requests received under Freedom of Information/ Environmental Information Regulations.
- 46 Liaise with the Information Commissioners' Office about any complaints received by them.
- 47 Report to the Board of Directors, summarising the requests received and identifying any breaches with the Freedom of Information Act.
- 48 Provide and receive complex and potentially sensitive information in relation to freedom of information requests.
- 49 Work closely with Trust Directors/Officers in determining the Trust's approach and strategy when dealing with involved and complex Freedom of Information Requests.

Record Management

- 50 Ensure documents are retained in accordance with the NHS codes of practice on records management.
- 51 Liaise where appropriate, with the City's Archivist regarding storage of historic documents/documents of interest.
- 52 Play a pivotal role in the compilation of a Trust wide contracts register, liaising with the procurement lead as and when required.
- 53 Ensure that a register of all contracts and legal documents executed as deeds is maintained.

General

- 54 Line manage staff within the Corporate Affairs Department, implementing relevant Trust policies as required eg. H&S, Caldicott, Attendance Management, Grievance and to undertake PDRS of staff within the Department.
- 55 Create letters, statements, spreadsheets and presentations using Microsoft Office applications.
- 56 Work independently with little or no supervision.
- 57 Ability to work flexibly across Trust sites as and when operationally required.

Notes:

- 1. This job description is not intended to be a complete list of duties but is expected to act as a guide to the key responsibilities and duties, it will be reviewed and revised at regular intervals, by agreement with the post holder.
- 2. All employees must adhere to and perpetuate Trust Policies and Procedures relating to:
 - Health and Safety
 - No Smoking at Work
 - Equal Opportunities in Employment, including responsibilities under the Disability Discrimination Act.

Your attention is drawn to the confidential nature of information collected within the NHS. The unauthorised use or disclosure of patient or other personal information is a dismissible offence and in the case of computerised information could result in a prosecution for an offence or action for civil damages under the Data Protection Act.

Supplementary Information for A4C Purposes.

Physical effort

Combination of sitting, standing and walking.

Regular collection of box files from storage for retrieval of documents/board and committee papers (approximate weight 3-9kgs)

The job holder requires excellent ICT skills including knowledge of word, Excel, use of email, databases and powerpoint.

Mental Effort

On a daily basis the job holder will need to be particularly alert for cumulative periods of time:

- Minuting Board and Committee meetings
- Checking detailed documents
- Ability to analyse, interpret and make sense of complex information
- On a regular basis (at least once a week) accessing websites to view current guidance i.e. Monitor, Information Commissioners Office site
- Use of the internet to undertake research on compliance issues.
- Creating letters, spreadsheets, tables databases etc using Microsoft applications.

Intense periods of concentration required for up to 4 hours at a time.

Working Conditions

Use VDU for long periods of time.

Autonomous without supervision.

Share an office with an administrator and is regularly disturbed by their phone ringing, their conversations and their visitors.

Emotional Effort

Exposure to distressing or emotional circumstances. Freedom of Information/Environmental Information Regulations applicants who are not happy with the response received from the Trust can be quite aggressive or abusive both by phone and in writing. Dealing with senior officers of the Trust and other organisations.

Responsible for:

- **Corporate Affairs and Governors' Liaison Manager**
- **Corporate Affairs Administrator**

PERSON SPECIFICATION

JOB TITLE : Deputy Foundation Secretary, CORPORATE AFFAIRS

DIRECTORATE : Corporate

GRADE :

Person Specification	Essential Requirements
<p>Qualifications and Training</p> <ul style="list-style-type: none"> - Level of Education - Professional qualifications - Vocational Training - Post Basic qualifications - Training and learning programmes/courses 	<ul style="list-style-type: none"> • Educated to masters degree level or equivalent. • Specialist knowledge in corporate governance, data protection and risk management.
<p>Knowledge & Experience</p> <p>Depth and extent of knowledge E.g. Technical, Financial etc.</p> <p>Length and type of experience Level at which experience gained</p>	<ul style="list-style-type: none"> • Experience in business practices at a senior level in a company secretarial or committee management role In addition; • Experience of working with health professional managers • Ability to develop credibility and good rapport with Board Directors and Senior Management Team • Knowledge of strategic risk management and assurance processes • Knowledge of the principles of good corporate governance • experience in a compliance environment • Political awareness of national and local issues • A thorough knowledge and understanding of FOI Act/EIR regulations • An understanding of the principles of project management • An understanding of the issues faced by the NHS and Foundation Trusts • Ability to operation at both operational and strategic levels • An understanding of research techniques • Evidence of recent on going personal development • Managing through to completion, often over extended timeframes, many projects simultaneously, with the resultant need to constantly re-determine priorities which seek

	<p>sensibly to balance the requirements of multiple, competing “clients”</p>
<p>Skills</p> <p>Range and level of skills</p> <p>E.g. Numerical Written Interpersonal Technical</p>	<ul style="list-style-type: none"> • Effective and clear communication, both written and oral, will be required with the governors, directors and members of the Trust, with colleagues and with suppliers and advisers and regulators • A proven ability to build and maintain effective working relationships at all levels of the organisation • Excellent interpersonal skills, including influencing • Excellent verbal and written communication skills • Computer literate • Able to maintain confidentiality • Ability to work on own initiative, but also as a team • Ability to multitask and prioritise own workload • Ability to produce high quality minutes • Work effectively under pressure • Political and cultural awareness • Determined • Diplomatic and tactful. • Experience of establishing a systematic process for collating evidence and building databases • Analytical ability • Clear drafting and the giving of unambiguous guidance and the preparation of documentation designed to be user-friendly to a wide and varied audience