

JOB DESCRIPTION

JOB TITLE : Director of Corporate Affairs

DIRECTORATE : Corporate

REPORTS TO : Chief Executive

ACCOUNTABLE TO : Board of Directors

Job Summary

Foundation Trusts are established under the provisions of the Health and Social Care (Community Health and Standards) Act 2003 (the Act). The Trust's Constitution requires the appointment of a Foundation Secretary to ensure compliance with the additional requirements attached to Foundation Trusts.

The Foundation Secretary will be responsible for assuring the Board that the Foundation Trust complies with all relevant legislation and the Terms of Authorisation issued by the Regulator. He or she will establish procedures for the sound, integrated governance of the Trust and will advise the Boards on developments in governance and other issues. He or she will ensure that meetings of the Board of Governors, the Board of Directors and committees thereof run efficiently and effectively, that they are properly recorded and that directors and governors receive appropriate support.

The post holder will provide support to the Chairman, the Governors and the Executive and Non-Executive Directors of the Trust. He or she will develop strong working relationships with external partner organisations on their behalf. The post holder will play a key coordinating role within the Trust.

The post holder will be expected to use his/her initiative to identify opportunities to anticipate, support and streamline the work of the Boards and their committees.

The post holder will manage the interface between the management and governance arrangements of the Trust and take every opportunity to ensure a high standard of reporting and debate.

Principle Duties and Responsibilities

1. Establish and monitor procedures to ensure that the Trust complies with the requirements of the Health and Social Care (Community Health and Standards) Act 2003 and its Terms of Authorisation.
2. Provide assurance to the Board that the Trust is compliant with its constitution and that amendments to the constitution are drafted and incorporated in line with correct procedures.
3. Ensure that meetings of the Boards of Governors and Directors are held in accordance with the Trust's constitution.
4. Hold, administer and maintain (or cause to be) the following registers:
 - Members, showing the constituency to which each member belongs
 - Members of the Board of Governors
 - Interests of members of the Board of Governors
 - Interests of members of the Board of Directors
 - Use of the Trust Seal
 - Hospitality received.
5. Act as the Trust's central public contact under the Freedom of Information Act and make available, where appropriate, for public inspection:
 - A copy of the current constitution
 - A copy of the current authorisation
 - A copy of the latest annual accounts and Auditor's Report
 - A copy of the latest annual report
 - A copy of the latest information as to the forward planning of the Trust
 - A copy of any notice given under section 23 1 of the Act.
6. Ensure the annual report, annual accounts and statement of internal control are prepared and distributed.
7. Ensure that arrangements are in place for the selection of the Chairman and Non-Executive Directors and for their appointment by the Board of Governors.
8. Ensure that arrangements are in place for the recruitment of Executive Directors.
9. Ensure that arrangements are made for the election of public and staff governors including:
 - Establishing members entitlement to vote
 - Obtaining the necessary declarations from candidates
 - Arranging the distribution of candidates statements
 - Arranging the issue of voting papers

- Arranging for the returning of ballot papers and the counting of votes
 - Acting as Returning Officer for elections and bye-elections and declaring the results of those elections.
10. Work with Director of Planning and Performance to ensure that all aspects of compliance are reported to the Board in the most appropriate manner.

Meetings

Facilitate the smooth operation of the Trust's formal decision making and reporting machinery; organise Board and the main board committees meetings (i.e. audit, remuneration, Non-Executives and Executives appointment committees); formulate meeting agendas with the Chairman and the Chief Executive and advise management on content and organisation of reports or presentations for the meeting; collect, organise and distribute such information, documents or other papers required for the meeting; ensuring that all meetings are minuted and that the minute books are maintained with certified copies of the minutes and that all board committees are properly constituted and provided with clear terms of reference.

1. Ensure that an annual general meeting is held in accordance with the requirements of the Health and Social Care Act 2003 and the Independent Regulator's Licence; obtaining internal and external agreement to all documentation for circulation; preparing and issuing notices of meetings, and distributing any proxy forms; and try to prepare directors for any Governor/stakeholder/member questions.
2. Ensure the Board of Directors prepares and the Board of Governors receives and considers, at appropriate times, the annual accounts with any report of the auditor on them; the annual report; and draft strategic, financial and capital plans.
3. Provide advice to the Chairman and Board members on the conduct of meetings.

Governance

1. Keep under review all developments in corporate governance which might affect the Trust to ensure that the Boards are fully briefed on these matters and have regard to them when taking decisions.
2. Ensure that committees of the Board of Directors and the Board of Governors are properly constituted with clear terms of reference.
3. Take lead responsibility for risk management for the Trust, ensuring the maintenance of an up to date risk register and that plans are in place to address these.

4. Contribute to the development of systems, control processes and risk management arrangements to ensure the trust is fully compliant with external and internal requirements and is in line with governance best practice.
5. Ensure that risk issues are reported to the Board of Directors in an appropriate and timely fashion.
6. Provide assistance to the Board of Directors and the Audit Committee in ensuring that the Trust's assurance arrangements anticipate, align and integrate all relevant risks.
7. Devise and maintain Standing Orders and the Schedule of Matters Reserved for the Board.
8. In conjunction with the Chairman and the Chief Executive, establish arrangements for the evaluation of the effectiveness of the Board of Governors and Board of Directors.

Board Support

1. Further develop and organise the Boards' member development programme which will include the provision of a comprehensive induction and training programme for Non-Executive and other Directors, and Governors.
2. In conjunction with the Chairman and Chief Executive, plan and arrange for the production of agendas for meetings of the Board of Directors, the Board of Governors and committees thereof.
3. Provide adequate administrative resources to facilitate the effective working of the Boards and their Committees.

Trust Seal

1. Ensure the safe custody and proper use of any Trust Seal.
2. Maintain a Register of the use of the Seal and report its use at intervals as laid down in the Trust's Standing Orders.

Other Duties

1. Act as the initial point of contact between the Board of Governors/Board of Directors and the Office of the Independent Regulator for NHS Foundation Trust ('Monitor').
2. Provide summary reports on formal guidance and consultation documents and ensure that these are circulated as appropriate.

3. Take responsibility for the legal affairs of the Trust. Deal with all legal issues and correspondence and assess the need for the Trust to engage its external legal advisors. Ensure the Trust receives a comprehensive legal service.
4. Manage the Trust's legal services department.
5. Manage Tender and WQ receipt and opening in accordance with Standing Orders and Standing Financial Instructions.
6. Develop the agenda for, and action issues arising from, the regular meetings of the Chairman and Chief Executive.
7. Act as a focal point for communication for the Chairman, Non-Executive Directors and Governors.
8. Ensure appropriate and sufficient insurance policies are maintained by the Trust.
9. Provide summary reports on formal guidance and consultation documents and ensure that these are circulated as appropriate.

Development

Other tasks, commensurate with the seniority of the post, will be allocated over the duration of the contract of employment dependent on the needs of the service and the development of the postholder.

The postholder will also contribute to proposals for the development of support to the Chairman, the Boards and to the governance arrangements of the Trust. The parameters for this work will be agreed with the Chairman and, in due course, considered by the Board of Directors.

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.

March 2007

JD/DIRECTOR OF CORPORATE AFFAIRS MARCH 2007

