

JOB DESCRIPTION

JOB TITLE:	Company Secretary
DEPARTMENT:	Chief Executive and Chairman's Office
GRADE:	8d
RESPONSIBLE TO:	Chief Executive and Chairman
ACCOUNTABLE TO:	Chief Executive

ORGANISATIONAL CONTEXT

Moorfields Eye Hospital NHS Foundation Trust is the leading provider of eye health services in the UK and a world-class centre of excellence for ophthalmic research and education. We were one of the first NHS organisations to become a foundation trust in 2004, and one of the founder members of UCL Partners – one of the UK's first academic health science centres.

Our main focus is the treatment and care of NHS patients with a wide range of eye problems, from common complaints to rare conditions that require treatment not available elsewhere in the UK.

This post has been newly created to provide dedicated corporate governance advice and support to the organisation.

JOB SUMMARY:

The Company Secretary will work closely with the chief executive and chairman to ensure that effective and compliant integrated corporate governance arrangements are in place and the board and the membership council (council of governors) are supported and operate effectively and efficiently. The post requires good technical knowledge and the sensitivity and judgement to apply this wisely, with insight into complex and finely balanced situations.

The key elements of the role are:

- ensure Moorfields Eye Hospital NHS Foundation Trust complies with all relevant legal, constitutional and regulatory requirements and the Foundation Trust code of governance.
- provide governance support and advice to the chairman, chief executive and the wider organisation
- provide assurance to the board through the corporate risk register and board assurance framework
- ensure the effective operational management of the board, its committees and membership council as well as the management executive and trust management board
- lead the trust's governor and membership function, managing the work of the membership officer.
- source appropriate legal and other specialist advice as and when required

MAIN RESPONSIBILITIES:

A. Corporate governance

- lead on the development of systems, control process and risk management arrangements that promote the effective working of the Board and its Committees and the Membership Council, ensuring they are properly constituted, operated and supported.
- lead internal business planning processes as these relate to the work programmes of the Board and its senior Committees and ensure the smooth operation of the trust's formal decision making reporting processes, including annual forward plans for the Board and its Committees and the Membership Council
- work with the Chief Executive and Chief Financial Officer to ensure the statutory annual returns, including the annual accounts and annual report, are prepared and presented to the Regulator and laid before Parliament
- lead on the process for the preparation of the Annual Report in accordance with NHSI guidance.

- ensure that an Annual General Meeting is held in accordance with the requirements of the 2006 Act and the Independent Regulator's licence; obtaining internal and external agreement to all documentation for circulation; preparing and issuing notices of meetings and work with Directors to prepare for stakeholder/member questions.
- lead on the design, development and implementation of the Board Assurance Framework, ensuring the Board, stakeholders and the public receive assurance on the achievement of organisational objectives
- oversee the implementation of the recommendations from the 2017 Well-Led Framework review
- maintain and keep under review the trust's constitution, standing orders of the board of directors and membership council and terms of reference of committees and groups and ensure all meetings are compliant provide and arrange for advice to the chairman, chief executive and other directors as required
- provide and arrange for advice to the relevant committee and subgroup chairs on corporate governance best practice
- ensure the board and its committees comply with the trust's constitution and other requirements, including forward planning, the use of standardised templates for agendas, minutes etc.
- maintain a register of interests of governors and directors
- maintain a register of interests for consultants and other senior staff and report on a regular basis as required by national guidance
- lead on the development of suitable induction plans for non-executive directors and ensure that appropriate support is in place to ensure training is kept up to date
- maintain effective relationships with NHS Improvement or their successors, and facilitate their information requirements (working with the chief financial officer)
- work with the Director of Quality and Safety to ensure that all corporate governance arrangements are consistent and integrated in the organisation's day to day functions
- work with the compliance team to ensure effective systems are in place to keep all Trust policies up to date
- support the governance arrangements for the Trust's commercial divisions including advising the Trust on the establishment and governance of commercial entities so as to always protect the interest of the Trust and its directors

- provide papers to the trust board, membership council and other meetings as required on all corporate governance matters.
- monitor the Trust's Corporate Governance arrangements for Board and Executive business, continually reviewing developments to ensure they comply with the principles of best practice on corporate governance. Report to the Board any areas of non-compliance and advise on the organisation's duties and obligations.
- Provide ad hoc corporate governance advice and support to the Trust as required

B. Supporting the Membership Council and managing the membership

- provide the secretariat functions for the Membership Council and its statutory and non-statutory subgroups
- maintain strong and effective relationships with all governors, providing support and clear communication channels for them
- design and ensure delivery of proper induction and an ongoing programme of development for the Membership Council in order to assist them in discharging their duties.
- maintain a register of eligible foundation trust members and their constituencies, and a register of governors of the Membership Council
- develop an effective membership engagement strategy and work with governors to implement the strategy
- co-ordinate communications with members in liaison with the communications team
- manage the governors' election processes using external resources as required

C. Corporate and Legal Affairs

- write and present policies for approval in relation to issues of Corporate Governance, including devising and maintaining Standing Orders, Conflicts of Interest policy, Fit and Proper Persons policy and the Schedule of Matters Reserved for the Board.
- line manage the Head of Legal Services to ensure that the legal functions of the Trust are operating smoothly, including the commissioning of external legal advice
- keep up to date with developments in the field and keep under review the corporate governance and legislative issues affecting the Trust, ensuring that the Board and Membership Council are briefed as necessary.

GENERAL DUTIES

All staff are required to comply with the policies, procedures and protocols developed by Moorfields Eye Hospital NHSFT in line with relevant legislation and DH guidelines and instructions; including particular attention to the following;

1. To comply at all times with the requirements of health & safety regulations under the Health & Safety at Work Act (1974) and to take responsibility for the health, safety and welfare of others in the working environment ensuring that agreed safety procedures are carried out to maintain a safe environment.
2. To comply at all times with the Trusts Information Governance Policy. The policy sets out the accountability and reporting arrangements for Information Governance in the Trust and how assurance is provided that the Trust continues to meet at least the minimum standards of Information Governance compliance required by the NHS Information Governance Toolkit.
3. Disclosure and Barring Service (DBS) (formerly CRB) checks are now a mandatory part of the NHS Six Recruitment Check Standards for all staff whom, in the course of their normal duties, may have regular access to patients and children and/or vulnerable adults. Moorfields Eye Hospital NHS Foundation Trust aims to promote equality of opportunity for all with the right mix of talent, skills and potential. Criminal records will be taken into account for recruitment purposes only when the conviction is relevant and an unspent conviction will not necessarily bar applicants from being considered for employment. Moorfields Eye Hospital is exempt under the Rehabilitation of Offenders Act which outlines that convictions never become “spent” for work which involves access to patients. Failure to disclose any “unspent” convictions may result in the offer of employment being withdrawn or if appointed could lead to dismissal. The Disclosure Barring Service (DBS) has published a Code of Practice for organisations undertaking DBS checks and the Trust has developed its own DBS Policy in line with the guidance.
4. The Trusts’ Security Policy, and other associated policies, have been developed in order to help protect patients, visitors and staff and to safeguard their property. The policies set out the parameters for all staff to preserve the security of all property, assets and private property for the purpose of maintaining good order across all of the Trust sites.
5. It is the responsibility of all trust employees to fully comply with the safeguarding policies and procedures of the trust. As a Moorfields employee you must ensure that you understand your role in protecting adults and children that may be at risk of abuse. Individuals must ensure that relevant compliance with the appropriate safeguarding training is maintained annually in line with the profile of their role in the Trust.
6. The Trust is committed to a policy of equal opportunities. A copy of our policy is available on the Trust Intranet site or from the HR department.
7. The Trust operates a no-smoking policy.

8. All employees are required to comply with the requirements of the Trust's policies in respect of the Freedom of Information Act and respond accordingly to requests through the appropriate methods and channels of communication.
9. All appointments within the National Health Service are subject to pre-employment health screening in line with the aforementioned NHS Six Employment Check Standards.

PERSON SPECIFICATION

POST: Company Secretary

Requirements	Essential / Desirable	How Tested
<p><u>Education / Qualifications</u></p> <ul style="list-style-type: none"> • Educated to Post Graduate (masters) level or equivalent • Educated to degree level • Continuous professional development • Member of the Institute of Chartered Secretaries and Administrators • Management qualification 	<p>Desirable</p> <p>Essential</p> <p>Essential</p> <p>Desirable</p> <p>Essential</p>	<p>AF</p>
<p><u>Experience</u></p> <ul style="list-style-type: none"> • Previous experience in a similar NHS role supporting boards and councils of governors and dealing with highly complex and sensitive situations OR able to demonstrate equivalent experience in another sector • Experience of working with a range of internal and external stakeholders creating effective relationships • A minimum of 5 years' experience as a senior manager in the NHS in a Foundation Trust 	<p>Essential</p> <p>Essential</p> <p>Desirable</p>	<p>AF,I</p>
<p><u>Knowledge</u></p> <ul style="list-style-type: none"> • Solid understanding of corporate governance legislation and best practice • Understanding of the roles and relationships of Foundation Trust Boards and Membership Councils 	<p>Essential</p> <p>Essential</p>	<p>AF,I,T</p>
<p><u>Skills/abilities</u></p> <ul style="list-style-type: none"> • Ability to negotiate, influence and motivate others • High level of political awareness • Calm logical approach with an ability to work and deliver under pressure • Ability to work with a high level of autonomy and make sound, informed judgements • Good problem solving and analytical skills • Good report drafting skills for senior level internal and external audiences 	<p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p>	<p>AF,I,T</p>

Requirements	Essential / Desirable	How Tested
<p><u>Personal qualities</u></p> <ul style="list-style-type: none"> • Always puts patients first • Customer service focus • Willing and able to take personal responsibility • Has a passion for excellence and achieving high standards • Takes pride in individual and team work • Respects, values and cares for others • Supports learning and development of self and others • Supports and promotes equality and diversity • Organisational loyalty 	<p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p> <p>Essential</p>	<p>AF,I,T</p>

Means of Assessment include application form (AF), Interview (I), Test (T), Presentation (P)

10. All staff are required to comply with the Trusts' Infection Control policies and procedures as directed by the Health and Social Care Act (2008) to prevent the spread of infection to patients, visitors and staff at the Trust. Specific responsibilities include, but are not limited to; strict adherence to the protocols such as the "bare below the elbows" policy, and to ensure that equipment used in the patient environment is cleaned, decontaminated and maintained in line with Trust Policy. It is the responsibility of all staff to ensure that they have evidence of annual infection control training in line with the profile of the role.
11. Any other duties as designated by your manager and which are commensurate with the grade. The role description gives a general outline of the duties of the post and is not intended to be an inflexible or finite list of tasks. It may be varied, from time to time, after consultation with the post holder.

NB. The role description is a reflection of the current position and may change emphasis or detail in the light of subsequent developments, in consultation with the post holder.

PERSON SPECIFICATION

POST:

Requirements	Essential / Desirable	How Tested
<u>Education / Qualifications</u> •		
<u>Experience</u> •		
<u>Knowledge</u> •		
<u>Skills/abilities</u> •		
<u>Personal qualities</u>		

Means of Assessment include application form (AF), Interview (I), Test (T), Presentation (P)