

Job Description

Trust Secretary



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At Gloucestershire Hospitals NHS Foundation Trust, we take great pride in delivering high quality acute services and we understand just how precious life is.

People entrust their lives to our care every day and they have the right to expect the very best experience and outcomes. That's why our ambition and the pursuit of excellence is the foundation of everything we do.

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Dear candidate,

I am delighted you are interested in a position here at Gloucestershire Hospitals NHS Foundation Trust.

Gloucestershire Hospitals is one of the largest hospital trusts in England serving a diverse population of almost 620,000 people. We provide acute hospital services from two large district general hospitals, Cheltenham General Hospital and Gloucestershire Royal Hospital. Maternity Services are also provided at Stroud Maternity Hospital.

Our people are at the heart of what we do. Our workforce is almost 8,000 strong and our caring and dedicated staff are recognised as providing good and outstanding patient-centred care across a range of clinical areas. We also have exceptional teams of professional services staff underpinning our vision every step of the way.

We are committed to recruiting the best people to work with us to achieve our vision of providing Best Care for Everyone and our success depends on the commitment and dedication of our staff.

We are committed to diversity, inclusion and equality of opportunity for everyone, valuing and celebrating differences and encouraging a workplace and culture where all can thrive. We endeavour to ensure each and every person working in our organisation feel respected and valued. Respecting and valuing differences will help to ensure that our policies and services reflect the needs and experiences of the people and community we serve.

In return, we offer the opportunity to work at a trust that is on a truly exciting Journey to Outstanding and to make a real difference to the lives of our patients, their families and the wider community. We are also committed to training and developing you to be the best you can be and offer you a rewarding career, whatever your role.

I wish you every success with your application to join our team.

Best wishes

Emma Wood
Deputy Chief Executive and Director of People & OD

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Job Title:	Trust Secretary
Division	Corporate
Base:	Agile working – Cheltenham General Hospital and Gloucestershire Royal Hospital and home based
Grade:	8c
Accountable to:	Director of Finance and Trust Chair
Hours	37.5

Overview

Gloucestershire Hospitals NHS Foundation Trust operates hospitals on our two main sites in Cheltenham and Gloucester, and we're one of the largest NHS trusts in the country.

Our workforce of almost 8,000 staff provide high quality emergency, elective and specialist care across a range of clinical areas

We have recently been graded as 'Good' by the Care Quality Commission (CQC), which is testament to our dedication and drive to improve clinical excellence, innovation and quality care.

Our Values:

It is expected that all employees uphold the values of the organisation as our values underpin everything we do and describe the way we expect our staff to behave towards our patients, families and carers and between each other. We have the following three values:

1. Caring

Patients said: *"Show me that you care about me as an individual. Talk to me, not about me. Look at me when you talk to me."*

2. Listening

Patients said: *"Please acknowledge me, even if you can't help me right now. Show me that you know that I'm here."*

3. Excelling

Patients said: *"Don't just do what you have to, take the next step and go the extra mile."*

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Main Purpose of the Job:

In line with the Trust Vision to provide the “Best Care for Everyone...”

The role of Trust Secretary is a pivotal one within the Trust. The post holder acts as an advisor to the Chair, Chief Executive, Board, Council of Governors, Clinical Divisions and the organisation as a whole on all aspects of governance ensuring the Trust benefits from high quality, progressive governance practices. The Trust Secretary will also provide support to the Trust’s wholly owned subsidiary, Gloucestershire Managed Services (GMS).

Main Duties

The post holder will promote and help sustain these standards by:

- Keeping under review policy, legislative, regulatory and governance developments that impact on the Trust’s activities and ensuring that the Board is appropriately briefed on them.
- Providing a confidential sounding board to the Chief Executive, Chair and individual board members on all aspects of Board business including issues of concern.
- Guiding the Board of Directors in the responsible and effective conduct of its role, providing, where appropriate, a discreet, independent and challenging voice in relation to Board deliberations and decision-making.
- Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination.
- Contributing to the development of an organisational culture that embodies the Nolan Principles and NHS Values and standards of behaviour.
- Ensuring compliance with the Care Quality Commission (CQC) Well Led framework at an outstanding level.
- Ensuring the Trusts CQC Statement of Purpose is kept up to date.
- Developing a Board Assurance Framework which reflects the strategic ambition of the Trust, its objectives, risks and progress against these.
- Participating in partnership and other networking arrangements that require governance input.
- Providing advice and guidance on governance issues which arise as a consequence of the

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Integrated Care Board to ensure Board governance and decision making is effective when working alongside partners.

- Working closely with the Trust's regulator, NHS England/Improvement and Executive Directors to ensure the Trust is compliant with all aspects of its provider license and any other regulatory requirement.
- Ensure the Board and its committees are run efficiently and effectively

The post holder is responsible for ensuring that the Trust operates in accordance with statutory and legal provisions and the Trust's Licence conditions, and that there is appropriate stewardship and corporate governance of the business of the Trust. They will be responsible for facilitating the smooth operation of the Trust's formal decision-making and reporting machinery, ensuring Trust registers, returns and formal papers are completed and maintained appropriately, and due diligence is applied to all transactions, advising board members accordingly of their responsibilities.

The Trust Secretary will ensure all contributions, discussions and decisions relating to the business of the Boards (Trust and GMS), its Board of Directors, Council of Governors and sub-committees are properly recorded in accordance with good governance and that relevant actions are appropriately followed up.

The post holder may be appointed to any companies established by the Trust and if so, be registered with Companies House and will be liable for all governance, commercial and legal issues for those companies under UK legislation.

Governance and Compliance

The Trust Secretary is the lead for governance and compliance and will take corporate responsibility for the Trust's governance arrangements. In the execution of this responsibility the Trust Secretary will:

- Monitor the Trust's corporate governance arrangements for Board, Executive and Divisional business, continually reviewing developments to ensure they comply with the principles of best practice on corporate governance. Report to the Board of Directors through the Director of Finance and Chair on any areas of non-compliance and advice on the organisation's duties and obligations.
- Provide independent advice and support to the Chief Executive, Chair, Board of Directors and Senior Leaders on all matters relating to statutory and legislative compliance and interpretation.
- Support the Chair and Director of Finance in ensuring compliance with the regulator, NHS England/Improvement's publications, The NHS Foundation Trust Code of Governance, The Risk Assessment Framework and other best practice in corporate governance.
- In conjunction with the Head of Legal Services, offer expert advice on ensuring the Trust's compliance with Licensing Regimes.

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- Act as the key point of contact between the Board of Directors, Council of Governors and the regulator, in relation to corporate matters, including the preparation and submission of returns in accordance with Trust's Licence conditions, the Annual Governance Statement and other statutory duties
- With the Chair, ensure that the Board of Directors and its Committees are properly constituted, operated and supported.
- Provide authoritative advice to the Chair, Chief Executive, Board of Directors and Council of Governors on constitutional matters, correct and proper conduct of business and meetings. Commission, through the Head of Legal Services, and provide briefings for external legal advice where necessary to ensure the efficient and effective resolution of issues.
- Ensure the Trust complies with best practice standards of governance as determined by NHS England/Improvement and CQC.
- Scrutinise and report to the Board of Directors all new regulatory developments.
- Ensure all registers required by the Constitution or related legislation are established and maintained, and along with any appropriate reports make sure they are available for public inspection.
- Ensure Standing Orders are in place, acted upon and reviewed as necessary, and in conjunction with the Director of Finance, ensure Standing Financial Instructions are similarly in place, reviewed and acted upon by the Board of Directors.
- With the Director of Finance, as appropriate ensure the statutory annual returns, including the annual report and accounts are prepared, and are presented to the Regulator and laid before Parliament in accordance with prescribed timescales.
- In conjunction with the Trust's Corporate Risk Manager, contribute to the development of systems, control processes, risk management and board assurance arrangements that comply with internal and external governance and best practice requirements and contribute to continuous improvement of the quality of risk information particularly in the areas of key controls.
- Establish and monitor procedures to ensure that the Trust is able to comply with the requirements of the statutory and regulatory framework and the Constitution. Continually monitor these to ensure they comply with best practice on corporate governance within the NHS.
- Co-ordinate and assist with the production of all appropriate reports and forward plans to relevant regulatory bodies and ensure that they are available for public inspection.
- Oversee the conflicts of interest and declarations of interest registry for the Trust,
- Act as the main channel of communication and information for NEDs and Associate NEDs.

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Membership and Council of Governors

Ensure that appropriate arrangements are in place to:

- Ensure that the Trust complies with its Constitution and that amendments to it are drafted and incorporated in line with correct procedures and best practice.
- Ensure that all meetings of the Council of Governors are held in accordance with the Trust's constitution.
- Ensure that effective communication arrangements are in place for the Board of Directors and Council of Governors to communicate and engage effectively with members and other key stakeholders.
- Ensure an accurate membership database is maintained including the public register.
- Undertake regular monitoring of the Trust's membership community to ensure it represents the diversity of the local population; recommending strategies to address any shortcomings.
- Manage legal and constitutionally compliant arrangements for elections to the Council of Governors and the appointment of stakeholders; managing the process for resignations and replacements between elections.
- Ensure the provision of appropriate advice to the Council, including interpretation of the Constitution, Standing Orders and other policies/procedures.
- Ensure the Council of Governors is supported effectively in their statutory roles, including support at meetings and Governors' Working Group meetings.
- Ensure the Council of Governors is supported effectively in their statutory roles in particular the appointment and reappointing of Non-Executive Directors (NEDs), Associate Non-Executive Directors (ANEDs) and the Trust's Auditors.
- Ensure arrangements are in place to identify the induction and ongoing development needs of Governors and agree training, development and appraisal programmes, where appropriate and in conjunction with the Director of Finance.
- Oversee the arrangements for the Annual Members Meeting, working in liaison with the Associate Director of Involvement, Engagement and Communication.

Trust Secretariat

Provide a Secretariat function to facilitate the effective working of the Board of Directors, its Committees, and the Council of Governors and its working groups, including the Governance and Nominations Committee. Support the Chair and Chief Executive in the effective conduct of Board of Directors and the Council of Governors business, in particular, through:

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- Planning, preparation and timely submission of agendas, reports, supporting papers and minutes ensuring they comply with Trust policies on the production of papers and policies.
- In consultation with the relevant Chair of the meeting, assist in agenda planning, identification and assignment of actions and tasks, agreeing forward planners for the business of the Board of Directors, Council of Governors and where relevant, executive level committees.
- Ensure that the business of the Board of Directors and its Committees is planned in advance and that papers are dealt with by the most appropriate Committee in the most appropriate way.
- Monitor the governance implications of business papers put to the Board of Directors and Council of Governors and ensure appropriate follow-up of decisions.
- Maintaining a calendar of prospective Board of Directors business to ensure such business is appropriately dealt with within an annual business cycle.
- Ensure that arrangements are in place for the safe custody and application of the common seal.

Advisory and Support

- Work with the Chair and the Director Finance ensuring that arrangements are in place for a comprehensive induction of all Board members and provide advice and support regarding the discharge of their duties.
- Work with the Chair and the Chief Executive to ensure that appropriate arrangements are in place for the regular evaluation of the effectiveness of the Board of Directors, including the appraisal of individual Directors.
- In consultation with the Chair, ensure that a Board Succession Plan is in place and support the Chair and the Director of People and Organisational Development with the recruitment process for NEDs and Associate NEDs.
- Support the Chair and the Chief Executive to ensure that the capability and experience of the Board of Directors and the Executive Team are as required.
- Ensure the Trusts Fit and Proper Persons Test and any future requirements from the Kark Review, NHSI/NHS England and CQC have been conducted appropriately by HR.
- In conjunction with the Chair, ensure that the membership of the Board committees is regularly reviewed and refreshed as appropriate and that NEDs rotated on Committees.
- Oversee a programme of regular review and evaluation of Board and Committee performance incorporating a range of methods including self-assessment and independent review.
- Secure advice on matters relating to the Freedom of Information Act, the Human Rights Act, Information Governance and legislation on Board liabilities, advising board members on potential changes to policy or practice.

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- In conjunction with the Head of Legal Services ensure the provision of appropriate legal advice, legal services and insurances to the Board of Directors.

Leadership and Management

- Provide effective leadership and direction to the Trust Secretariat.
- Manage the Corporate Governance budget ensuring that an appropriate budget is set each year and that any financial sustainability programmes are delivered.
- Develop and adapt the role and responsibilities through time in line with Trust needs.
- Provide support, through objective setting, appraisal, and the agreement of personal development plans, to all direct reports and other senior staff as required.

Wider Responsibilities

- Maintain systems to ensure all governance related policies and strategies are up to date and for the monitoring of such policies.
- Contribute to the development of the Trust through the leadership of key areas of work defined by the Director of Finance and Chair.
- Fulfil the role of Corporate Trustee on the charity's governing body and ensure appropriate governance of our charity.
- To contribute to the maintenance of constructive and fruitful working relationships with all members of the health community to foster a strong culture of partnership working.
- To work on specific projects on behalf of the Director of Finance and Chair as required.

Company Secretary of Companies established by the Trust (currently GMS)

- Act as Company Secretary, responsible for ensuring any companies comply with all statutory requirements under the Companies Act and any other related legislation or other mandatory requirements.
- Advise Companies House on all changes to the companies, including the appointment and removal of Company Directors, ensuring mandatory returns are completed within statutory timescales, including the completion and filing of Annual Returns to the Registrar of Companies, Companies House, the completion of returns to the Office of Fair Trading where appropriate, and ensuring appropriate banking arrangements are in place for those companies.
- Advise the boards of those companies on corporate governance including shareholders' interests and agreements, assurance and risk.

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Policy Statement

It is the policy of the Trust that neither a member of the public, nor any member of staff, will be discriminated against by reason of their sex, sexual orientation, marital status, race, disability, ethnic origin, religion, creed or colour. Individuals can expect to have their views listened to, particularly when they are raising legitimate concerns about the quality of the service provided.

The Trust is committed to the spirit of as well as the letter of the law, and also to promotion of equality and opportunity in all fields.

This job description is a guide to the duties and responsibilities of the person and is not exhaustive. Subject to the needs of the service, the content of the job description for this post is subject to continuous review.

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General conditions

Confidentiality

In the course of your employment, you may have access to, see or hear confidential information concerning the medical or personal affairs of patients and or staff. Unless acting on the instruction of an authorised officer, on no account must such information be divulged or discussed except in the performance of normal duties. Breaches of confidence, including improper passing of registered computer data, will result in disciplinary action, which may lead to dismissal. You should be aware that regardless of any action taken by your employing authority, a breach of confidence could result in a civil action for damages.

In addition, records, including VDU screens and computer printouts of registered data must never be left in such a manner that unauthorised persons can obtain access to them. Written records must either be destroyed or retained in safe custody when no longer required, VDU screens should always be cleared when unattended.

Terms and Conditions of Service

The principle terms and conditions of your appointment will be those set out in the Agenda for Change national agreement as amended from time to time by the NHS Staff Council. These terms and conditions are set out in the NHS Terms and Conditions of Service Handbook, which is available on the Trust's intranet and NHS Employers web site.

Health and Safety

It is the duty of every employee to work in such a way that accidents to themselves and to others are avoided, and to co-operate in maintaining their place of work in a tidy and safe condition, thereby minimising risk. Employees will, therefore, refer any matters of concern through their respective line managers.

Data Quality

As part of your employment you may be required to record Patient Information (computerised or on paper). You have a responsibility to ensure that information is entered accurately, completely and consistently. It is particularly important that patients' demographic details are kept up to date. Problems should be reported to your Manager.

No Smoking Policy

Gloucestershire Hospitals NHS Foundation Trust operates a no smoking policy. Smoking is not permitted anywhere within the buildings and grounds of all Trust sites. These restrictions include all areas up to the boundaries of all sites.

NB

This job description is not intended to form part of the contract of employment or to be a complete list of duties and responsibilities, but is a good guide for information to the job. It will be periodically reviewed in the light of developing work requirements in the department. The officer in the post will be expected to contribute to that review.

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Personal Specification:

Job Title:	Trust Secretary
Base:	Across Trust sites

The following criteria will be assessed from information provided on your completed application form, during the shortlisting and assessment process, and by your referees.

Key to terms: E: Essential, D: Desirable. How is it assessed? I: Interview, A: Application

Criteria	Essential	Desirable
Education, Qualifications and Training	<ul style="list-style-type: none"> • Degree • Corporate Governance Institute (formerly ICSA) member or working towards/completing qualification 	<ul style="list-style-type: none"> • Preferably masters and/or a professional management or legal qualification
Experience	<ul style="list-style-type: none"> • Knowledge of NHS regulatory frameworks • Experienced company or trust secretary in NHS/healthcare setting • Experience in senior governance/Board governance role/corporate assurance role 	
Knowledge and Skills	<ul style="list-style-type: none"> • Expert MS office (preferably web based tools) • Excellent written and verbal skills • Demonstrable ability to write complex reports and papers • Verbal confidence and clear articulation/ listening skills • Gravitas and credibility • Understanding of business conduct principles • Handling complexity and complex 	<ul style="list-style-type: none"> • Partnership skills within and beyond the organisation (Preferably CQC, NHSI, NHSE)

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	<p>arrangements with accuracy</p> <ul style="list-style-type: none"> • Analytical skills • Understanding best practice corporate governance legislation and guidance and roles and responsibilities of Boards (whole and parts) • Organisational skills, political skills, interpersonal skills • Self-starter 	
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