

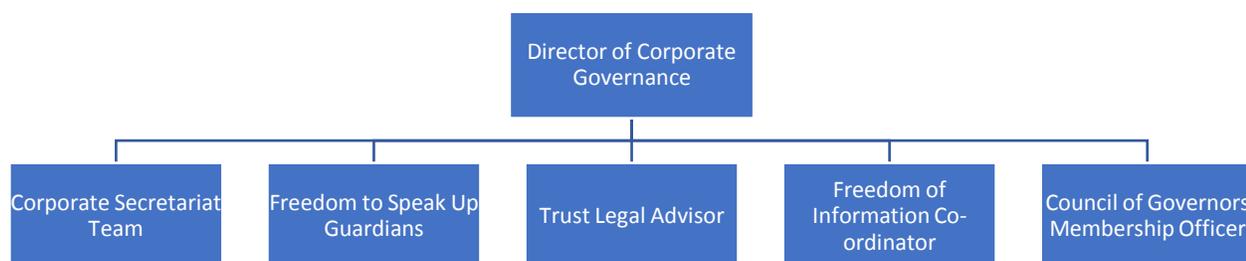
## JOB DESCRIPTION

Job evaluation ref number:
<b>Job Title:</b> Director of Corporate Governance
<b>Reports to (post title):</b> Chief Executive
<b>Evaluated Banding:</b> Band 9
<p><b>Role Purpose:</b></p> <p>Our organisational vision as defined in our 2022-27 'Making a Difference' Strategy is:</p> <p><i>'We will make a difference to the communities we serve by delivering the highest quality physical and mental health care to our patients, and by tackling inequalities in outcomes, experience and access'.</i></p> <p>Efficient corporate governance systems and processes which are easy to navigate are critical to realising this ambition. The Director of Corporate Governance's role is to develop, maintain and continuously improve corporate governance arrangements so that the Trust Board of Directors can be assured that our patients are receiving the high quality of care we aspire to.</p> <p>The postholder is the principal advisor to the Chair, Chief Executive, Board of Directors and Council of Governors on all issues relating to corporate governance. They are responsible for ensuring that the Trust's Corporate Affairs are undertaken to the highest standards of probity and according to statutory and legislative requirements.</p> <p>The post holder will play a key coordination role within the Trust. They will be expected to use their initiative to identify opportunities to anticipate, support and streamline the work of the Boards and their Committees. They 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.</p> <p>As a key member of the Trust's Senior Leadership Team; the postholder will champion achievement of our strategic vision, leading in line with our values. Although they are not an Executive Director, they will report directly to the Chief Executive and be a member of the Executive Leadership Team.</p> <p>The postholder will take part in the Trust's Gold On-Call rota as a member of the senior team.</p>
<p><b>Role Context:</b></p> <p>The Director of Corporate Governance will lead the office of the Chief Executive, which is part of the Trust's Corporate Division.</p> <p>They will be line managed by the Chief Executive, and will be the lead advisor to both the Chief Executive and Chair on matters of corporate governance, legal and statutory compliance.</p> <p>They will take responsibility for the following portfolios:</p> <ul style="list-style-type: none"> <li>• <b>Corporate Governance</b> – ensuring the Trust is compliant on all matters relating to regulation,</li> </ul>

statutory and legislative matters.

- **Trust Secretariat Administrative Team** – providing leadership to the team who provide administrative support to the Executive Directors, Non-Executive Directors. Overseeing the administration of the Trust’s Committee structure, including Board and Council of Governors.
- **Risk Management** – overseeing the Board Assurance Framework, Operational Risk Register and Risk Committee on behalf of the Trust.
- **Legal Affairs** – overseeing the provision of legal advice and support to Coroners’ Inquests and other legal proceedings.
- **Freedom to Speak Up Team** – providing leadership to the team who offer impartial and confidential support to colleagues who want to ‘speak up’ about their experience working for the Trust or patient care.
- **Freedom of Information** – ensuring the Trust is compliant with the Freedom of Information Act 2010.
- **Council of Governors and Foundation Trust membership** – providing effective governance arrangements for the Council of Governors and managing and developing the Trust’s Foundation Trust membership.

The diagram below depicts the current line management responsibilities for this post:



The postholder will hold a number of both pay and non-pay budgets totalling approx.£2m

### Trust Values

All colleagues are expected to demonstrate at interview and throughout employment that they act in line with Nottinghamshire Healthcare NHS Foundation Trust Values:

**Trust Honesty Respect Compassion Teamwork**

### Key Accountabilities

#### Leadership and Management

- Provide effective and inspirational leadership to the teams reporting to the post.
- Work as part of the Trust’s Senior Leadership Team to provide visible, credible leadership demonstrating compassion and inclusivity through actions, decisions and behaviours.
- Take opportunities during daily activities for engaging colleagues, receiving and acting on feedback in order to create a culture in line with our vision and values.

- To work proactively and collaboratively within the Integrated Care System as a valued partner.

## **Corporate Governance**

- Act as the chief advisor to the Board of Directors and the Council of Governors (through the Chair) on all governance matters.
- Ensure good information flows to the Board of Directors and its committees and between senior management, non-executive directors, and the Council of Governors where relevant.
- 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.
- Take responsibility for ensuring Trust governance arrangements are formally reviewed annually by the Board of Directors.
- Ensure that the Trust's Constitution and Standing Orders for the Board of Directors and Council of Governors are in place, acted upon and reviewed as necessary, and with the Director of Finance, ensure that Standing Financial Instructions and Scheme of Delegation are similarly in place, reviewed and acted upon by the Board.
- 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. Ensure that 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, as well as Committees of the Board and Council, in consultation with the Chair and Chief Executive.
- Responsible for ensuring compliance with the Trust's License conditions 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.
- Ensure the Board undertakes a formal 3 yearly well-led governance review in line with NHS England guidance.
- Ensure that effective processes are in place for the induction and professional development of the Directors.
- Ensure an annual appraisal process is in place for Non-Executive Directors and work closely with the Chair on this.

## **Trust Secretariat**

- Ensure the effective provision of daily administrative support to the Executive Directors, Non-Executive Directors.
- Ensure the effective administration of the Trust's Committee structure, including Board and Council of Governors. Support the Chair and Chief Executive in effective conduct of the Board and Council through:
  - Planning, preparation and timely submission of agendas, reports, minutes and supporting papers ensuring they comply with best governance practice
  - Ensuring proper preservation of records of business including minutes and notes of actions
  - Maintaining effective and dynamic forward plans for Board and Council of Governors, linking with Committee Executive leads to ensure the same happens for committees.
  - Reviewing Board and Council meetings with the Chair to ensure optimum use of Board/Council/Committee time
  - Ensuring that arrangements are in place for the safe custody and application of the common seal.

### **Risk Management**

- Take a lead role, working closely with all Directors in the implementation and delivery of the Trust's agreed approach to Board Assurance.
- Oversee management of the Board Assurance Framework documentation and administration.
- Ensure that the Trust's Annual Internal Audit Plan is designed, maintained and delivered to assist the Board of Directors in gaining assurance against the risks described within the Board Assurance Framework.
- Ensure the provision of effective risk management and governance structures and robust systems which assure implementation of the Trust's risk and governance objectives through the proactive identification and prioritisation of key organisational and clinical risks.
- Oversee management of the Trust's Operational Risk Register.
- Undertake a lead role in the Risk Committee on behalf of the Trust

### **Legal Affairs**

- Ensure the provision of robust legal advice and support to Coroners' Inquests.
- Ensure staff who are involved in legal proceedings either on behalf of the Trust, or associated to its business, are provided with wrap around pastoral care and advice throughout proceedings.
- Ensure value for money in legal advice commissioned.

### **Freedom to Speak Up Team**

- Line manager the Freedom to Speak Up Team in a compassionate manner which allows them to retain their impartiality, but still ensures governance around the role.
- Oversee regular Board reporting on Freedom to Speak Up matters.

### **Freedom of Information Team**

- Ensure the Trust is compliant with the Freedom of Information Act 2010.
- Oversee the collation of FOI responses on behalf of the Trust.
- Ensure that the Trust's public website meets FOI best practice and legal requirements.

### **Council of Governors and Foundation Trust membership**

- 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.
- 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 the election process for Governors in accordance with the Trust's constitution and the legislative framework.
- Ensure that an effective process is in place to enable to Council of Governors to appoint the Trust's External Auditors.
- Develop and ensure implementation of the Trust's membership strategy, promoting ongoing 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.

### **Dimensions**

The postholder line manages a team of around 10-12 people, and a number of pay and non-pay budgets currently totaling £2m.

### **Safeguarding**

All employees are responsible for taking all reasonable measures to ensure that the risks of harm to children and vulnerable adults are minimised. They should take all appropriate actions to address concerns, working to agreed local policies and procedures including the guidance on Safeguarding, in partnership with other relevant agencies. This includes accessing appropriate training, advice and

support.
<b>Disclosure and Barring Services</b>
Where this post relates to the types of work, activity, employment or profession as set out in The Exceptions Order made under the Rehabilitation of Offender Act 1974; the post will be subject to a DBS Disclosure check at the point of recruitment and thereafter, as the Trust determines appropriate. The level of the check will be determined by the type of activities undertaken and the level of contact the post holder will have with children and/or adults in receipt of health services.
<b>Infection Control</b>
All employees of Nottinghamshire Healthcare NHS Foundation Trust have an individual responsibility to have knowledge of and employ the basic principles of infection prevention and control practice. All employees must comply with infection prevention and control mandatory training requirements specific to their role.
<b>Equality and Diversity</b>
All staff should be able to demonstrate an understanding of and commitment to Equality, Diversity and Inclusion as identified within the Trust's Equality and Diversity Policy and associated Equality, Diversity and Human Rights legislation.
<b>Sustainability</b>
It is the responsibility of all staff to minimise the Trust's environmental impact wherever possible. This will include recycling, switching off lights, computers, monitors and equipment when not in use. Helping to reduce paper waste by minimising printing/copying and reducing water usage, reporting faults and heating/cooling concerns promptly and minimising travel. Where the role includes the ordering and use of supplies or equipment the post holder will consider the environmental impact of purchases.
<b>Data Quality Statement</b>
All staff of Nottinghamshire Healthcare NHS Foundation Trust have a responsibility for data quality, improved data quality leads to better decision-making across the Trust. The more high-quality data, the more confidence the organisation has in decisions. Good data decreases risk and can result in consistent improvements in results. Employees within data roles have a responsibility for inputting high quality data (accurate, valid, timely, complete) and for ensuring that high quality data is maintained.
<b>Communication</b>
<p>The postholder is required to provide and receive highly complex, highly sensitive and highly contentious information where there are significant barriers to acceptance which need to be overcome. They will use the highest level of interpersonal and communication skills to communicate effectively in their role.</p> <p>The post holder will act as one of the main conduits of communication between the Integrated Care Board, NHS England and the Trust and will liaise with Trust Executive Directors, Senior Managers and Clinicians.</p> <p>They will have highly developed communication skills, ranging from informal 1:1 discussion, formal presentations covering both oral and written skills. They will have excellent verbal reasoning capability.</p> <p>They will have the ability to exercise tact and diplomacy when dealing with people from diverse professional backgrounds and can resolve conflict. They will have the ability to drive cultural change and modernisation through the organisation through sensitive negotiation often in an emotive environment.</p>
<b>Knowledge, Training and Experience</b>

## Education

The post holder requires advanced theoretical and practical knowledge of corporate governance, legislation and best practice. They must hold a Masters level qualification or equivalent relevant to health policy and corporate governance. Ideally they will also hold an Enhanced NHS governance in healthcare qualification through ICOSA

## Experience

They will have extensive experience of working at a senior level within a large complex organisation.

They will have experience of working with Board members and Non-Executives

They will have knowledge of the operational framework and legal responsibilities of NHS Foundation Trusts

They will have experience of interpreting complex policy to facilitate strategic decision making

They will have experience of supporting the Council of Governors and membership in a Foundation Trust

They will have experience of risk management and internal control frameworks

They will be knowledgeable on relevant legislation and statutory responsibilities including Freedom of Information, Declarations of Interest

They will have extensive understanding of the NHS constitution, NHS FT license, standing financial instructions and schemes of delegation.

## Analytical and Judgement Skills

The postholder will be required to make judgements and analyse a range of very complex situations, that involve highly complex facts or situations which require the analysis, interpretation and comparison of a range of options. In some instances, there are no precedents and options and compromise and/or conflict will need to be identified and/or resolved.

## Planning and Organisational Skills

They will formulate long term, strategic plans, which involve uncertainty and impact across the whole organisation.

## Physical Skills

The post holder requires standard keyboard skills and the ability to travel across Trust sites

## Responsibility for Patient/Client Care

They will only have incidental contact with patients and service users

## Responsibility for Policy/Service Development

The postholder will take corporate responsibility for the development and governance of all Trust-wide policies, liaising with subject matter experts on content.

They will also be responsible for a number of Trust-wide policies, which impact beyond their own service area, and will ensure their development and implementation.

## Responsibility for Financial and Physical Resources

The post holder is responsible for a number of pay and non-pay budgets totaling £2m

## Responsibility for HR

The post holder will act as the line manager for a number of teams as detailed above.

The post holder will be the officer responsible for the election, training and support of the Trust's

Governors and the recruitment of, and communication with our Foundation Trust members.
<b>Responsibility for Information Resources</b>
The post holder will hold the overall operational responsibility for a number of Trust wide systems – eg declaration of interests online system and the board/committee papers on-line system
<b>Responsibility for Research and Development</b>
The post holder will undertake audits as necessary to own work.
<b>Freedom to Act</b>
Required to interpret overall health service policy and strategy, in order to establish goals and standards. Accountable for a major area of activity, Autonomy to act independently, Interpret National Health Service policy and strategy. Set goals and standards for others. Report directly to the Board
<b>Physical Effort</b>
There will be a frequent requirement for sitting or standing in a restricted position for a substantial; most of the day.
<b>Mental Effort</b>
There will be a frequent requirement for prolonged concentration where the workload is unpredictable and occasional requirement for intense concentration (for example when overseeing Board and Committee Minute-taking and coordination).
<b>Emotional Effort</b>
There will be frequent exposure to distressing and emotional circumstances when managing their team, and dealing with legal matters, such as coroners' inquests.
<b>Working Conditions</b>
Frequent requirement to use VDU daily.

**Our promise to you**

We will ensure that you are supported and lead in line with our Trust Values: **Trust**, **Honesty**, **Respect**, **Compassion** & **Teamwork**



Nottinghamshire Healthcare NHS Foundation Trust actively works to fulfil the seven elements of the NHS People Promise.

We will adhere to the promise and support all our colleagues, assuring that we are continuously striving to listen to colleagues, adapting accordingly and striving always to be the best place to work.



<b>Signatures</b>	
After reviewing the document please sign to confirm agreement	
Post holder:	Date:
Line Manager:	Date:

## EMPLOYEE SPECIFICATION FOR THE POST OF DIRECTOR OF CORPORATE AFFAIRS

Attribute	Essential	Desirable
Values	<ul style="list-style-type: none"> <li>All colleagues are expected to demonstrate at interview that they act in line with Nottinghamshire Healthcare NHS Foundation Trust Values: <b>Trust Honesty Respect Compassion Teamwork</b></li> </ul>	
Qualifications - Academic / Craft / Professional	Educated to Masters level in a subject relevant to the post, or have equivalent experience in NHS Corporate Governance	ICSA Health service governance qualification
Experience	<p>Significant experience in similar role in large complex organisation</p> <p>Extensive understanding of NHS corporate governance</p> <p>Experience of working in partnership with other organisations, such as now exists in an Integrated Care System</p> <p>Proven experience of working with and coordinating Board of Directors, Council of Governors and committees</p> <p>Managing, developing and setting objectives for broad range of direct reports</p> <p>Understanding of Freedom of Information Act 2010 and responsibilities on public services</p> <p>Experience of developing and implementing policy and procedures at an organisational level</p> <p>Proven experience of writing comprehensive reports and ability</p>	

	to articulate and present to high level Board and committees	
Knowledge	<p>Established working knowledge of the role of Boards and Council of Governors and the duties placed upon them</p> <p>Knowledge of risk management and internal control frameworks</p> <p>Significant knowledge of legislation and statutory responsibilities including Freedom of Information, and Declarations of Interest</p> <p>Working understanding of the NHS constitution, NHS FT license, standing financial instructions and scheme of delegation</p> <p>Knowledge of the role of Governors in a Foundation Trust</p>	
Skills	<p>Excellent organisational and communication skills, with the ability to maintain a high level of confidentiality.</p> <p>Excellent organisational, planning and time management skills</p> <p>Ability to work on own initiative, prioritising workloads and managing time effectively</p> <p>Excellent communication skills both written and oral</p> <p>Excellent interpersonal skills including ability to interact at a sensitive level</p>	
Contractual Requirements	A full UK driving licence and vehicle for business use is required for this post; however reasonable adjustments will be made for disabled individuals in line with the Equality Act 2010.	•