

JOB DESCRIPTION

1. JOB IDENTIFICATION	
Job Title:	Company Secretary
Band/Grade:	£80k- 100 k Dependent on Experience
Hours of Work:	Full Time (Hybrid)
Accountable to:	Chair and Board of Directors
Responsible to:	Chair for Board matters. Chief Executive Officer and Chief Finance Officer for executive matters
Department:	
Job Reference:	Corporate
Last Update:	November 2022
Disclosure and Barring(DB):	Yes LevelEnhanced

2. JOB PURPOSE
<p>To Undertake Company Secretarial duties and provide clear concise legal advice to the Board of Directors and Hospital Management Board on broad range of legal matters and statutory compliance, including, but not limited to;</p> <ul style="list-style-type: none"> • Act as Clerk to the Board of Directors • Board governance • Contract advice in relation to both supply and purchasing agreements • Provision of legal advice on hospital policies and procedures • General advice on employment law • Regulatory compliance (Charity Commission, Care Quality Commission)

3. ORGANISATIONAL STRUCTURE
Attached as Appendi x

4. ROLE OF POST HOLDER
<p>The post holder will act to support the Hospital in relation to advice on contractual, employment and other legal matters to ensure that it meets its legal obligations, and to minimise risk and financial exposure for the hospital.</p>

5. RESPONSIBILITIES OF THE POSTHOLDER

Key Tasks

- Advise the Board of Directors in relation to compliance with their duties and relevant legislation, covering Charity, Contractual, Regulatory and other relevant law;
- Providing Trustees, Company members and auditors with notice of meetings;
- Ensure that Board of Director and Sub-committee meeting papers are prepared and distributed in a timely manner and that the Chair and Chief Executive Officer have oversight in formulation of agendas;
- Ensure that the hospital completes statutory declarations and filings in line with relevant deadlines;
- Oversee and co-ordinate the process for Trustee appointments and reappointments, in close collaboration with the Chair;
- Develop and coordinate the induction process for new Trustees;
- Draft high quality, accurate and technically complex Company Secretary / Corporate Governance Board papers;
- Prepare and maintain a register of Trustees annual declarations and ensure appropriate compliance is undertaken for new Trustees
- To ensure that publications such as annual reports and accounts, and their dissemination, comply with the organisation's governing document and statutory requirements;
- Assist the CFO in compiling a register of contracts and ensuring that this is maintained on an on-going basis;
- To manage and minimise the costs involved in the litigation process including external advisers costs, expert reports, barristers costs, court fees and any other costs arising from the defending of claims;
- To carry out training sessions, coach and give presentations to the Hospital Management Board, Heads of Departments and other relevant employees.
- To have the ability to work independently and manage all administrative matters;
- Draft, review and negotiate a range of contracts including Supply and Purchasing Contracts, Nondisclosure Agreements, Service Level Agreements and Consultancy Agreements ;
- Review new and existing contracts to identify risks, liabilities or gaps in information and take appropriate action to protect the hospital's interests;
- Review relevant Policies and Standard Operating Procedures to ensure compliance with legal and non-clinical regulatory requirements;
- Promote good practice throughout the hospital by ensuring that contractual arrangements being entered into are understood by those concerned;
- Where necessary develop new, or enhance existing, standardised template agreements for use in the hospital;
- To keep under review all legislative, regulatory and governance developments that might affect decision making or the organisation's operations;
- To carry out any other duties that may reasonably be required by the hospital;

6. GENERAL INFORMATION:

- This job description is not intended to be an exhaustive list of duties, but mainly to highlight the

current main responsibilities of the post. It may be reviewed and altered in the light of changed service needs and developments after discussion with the post holder.

- The post holder will be required to comply with all policies and procedures issued by and on behalf of the Hospital of St John and St Elizabeth, in particular the hospital's Statement of Ethics which sets out the hospital's commitment to compliance with the teaching of the Roman Catholic Church.
- The Hospital is an equal opportunities employer and the post holder will be expected to promote this in all aspects of his/her work .

6.1 Other Duties:

To undertake any other similar duties, as required by the manager.

6.2 Confidentiality:

All information in relation to patients and staff must be held in the strictest confidence and may not be divulged to any unauthorised person at any time without the authorisation of your manager or unless it is in the best interest of the individual. The post holder must maintain the confidentiality of information about patients, staff and other hospital service business in accordance with the Hospital's Information Governance requirements, the Code of Confidentiality and the General Data Protection Regulation (GDPR) (EU) 2016/679 . A breach of confidentiality in relation to manual or computer data will result in disciplinary action being taken in accordance with the hospital's disciplinary procedure and may lead to dismissal .

6.3 Health and Safety:

Employees must be aware of the responsibilities placed on them under the Health and Safety at Work Act 1974 to ensure that the agreed safety procedures are carried out to maintain a safe environment.

6.4 Risk Management

You have a responsibility for the identification of all risk which have a potential adverse effect on the hospital's ability to maintain quality of care and the safety of patients, staff and visitors, and for the taking of positive action to eliminate or reduce these.

6.5 Equal Opportunities and Diversity

As a member of staff of St John and St Elizabeth Hospital you have a personal responsibility to ensure that you do not discriminate, harass or bully, or contribute to the discrimination, harassment or bullying of a colleague or colleagues, or condone discrimination, harassment or bullying by others.

You also have a responsibility to ensure that all people that you have contact with during the course of your employment, including patients, relatives and staff are treated equally in line with the hospital's Equal Opportunities and Diversity Policy.

You are also required to co-operate with measures introduced to ensure equality of opportunity.

6.6 Codes of Conduct

The hospital will provide a supportive environment, in line with the Hospital's Code of Conduct. Any breaches of the Code will be promptly, fairly and reasonably investigated in-line with any associated procedures.

6.7 Infection Prevention and Control

Infection Prevention and Control is everybody's responsibility. All staff, both clinical and non clinical are required to adhere to the Hospital's Infection Prevention and Control policy and make every effort to maintain high standards of infection prevention and control at all times thereby reducing the burden of Health Care Associated Infections. Line managers will discuss this with staff as part of the appraisal process.

6.8 Management of Hospital Values

Managers are expected to lead by example and deliver the values of the hospital at all times. They must support the hospital to deliver excellent service to our patients and visitors. It is understood that as the business evolves, the expectations of the patients will rise and so too will the level of service delivery.

This is an outline of the post holders key duties and responsibilities. It is not intended as an exhaustive list and may change according to the hospital's needs and priorities and following discussion with the post holder.

7. CREATED BY:

SIGNATURE:

PERSON SPECIFICATION

Post Title: Company Secretary

Criteria		Essential	Desirable	Assessment
Qualifications	<ul style="list-style-type: none"> • Educated to degree level • Robust knowledge of law and legal practice, acquired through degree in law or postgraduate diploma in law, legal practice course • Current valid practising certificate • Evidence of continuing professional development • Five years PQE (post qualification experience) 	✓ ✓ ✓ ✓ ✓		Documentation / Interview
Experience	<ul style="list-style-type: none"> • Knowledge of Company and Charity law • Experience of working in the Charity / Healthcare sector • Previous experience as a Company Secretary for a complex organisation • Experience of selecting, instructing and managing external advisers. • Experience of managing external adviser costs and budgets • Skilled facilitator 	✓ ✓ ✓	✓ ✓	CV / Interview
Skills and Knowledge	<ul style="list-style-type: none"> • Ability to relate and communicate at the appropriate level with a variety of people ranging from members of the public to senior consultants • Evidence of delivering measurable outcomes in appropriate timescales (self and through others) • Advanced Computer skills (Microsoft Office including Word, Excel, outlook) and ability to deal with all administrative tasks • Mediation Skills • Ability to manage a complex workload under pressure to deliver tangible outcomes in appropriate timescales. • Strong analytical skills and demonstrable experience of using information to change and influence policy and practice. 	✓ ✓ ✓ ✓ ✓ ✓		Interview / CV

Attributes and Qualities	<ul style="list-style-type: none"> • Developed people skills and ability to cope in an antagonistic or emotive atmosphere • High levels of emotional intelligence • The highest degree of honesty, probity, integrity and professionalism • Ability to plan and prioritise own workload/caseload and coordinate the workload of others where appropriate • Excellent organisational skills • Flexible and adaptable 	√ √ √ √ √ √		
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