

# Corporate Governance Manager

## Job Description & Person Specification –

A summary of the role responsibilities and person specification

### Why Our Trust?

#### Terms and conditions

**Post** – Corporate Governance Manager

**Division** – Trust Services

**Department** – Corporate Governance Team/Trust Secretariat

**Band** – Agenda for Change Band 7

**Salary** - £40,057 – £45,839

**Location** – Trust HQ

**Annual leave** – Up to 33 days dependant on NHS Service

**Pension** - The NHS Pension Scheme is a defined benefit scheme. Further details and outline of benefits can be found at: [www.nhsbsa.nhs.uk/pensions](http://www.nhsbsa.nhs.uk/pensions)

#### Job Purpose:

The purpose of the job is to provide assistance to the Head of Corporate Governance in the delivery of a comprehensive corporate governance service to the Trust as well as ensuring University Hospitals Bristol and Weston NHS Foundation Trust's Council of Governors are supported to function effectively. The post holder will deputise for the Head of Corporate Governance during periods of absence.

While Corporate Governance Team members will be expected to work flexibly across all the dimensions of corporate governance, the Corporate Governance Manager will operate the Trust processes for governance and compliance and take the lead on the achievement of the Trust's corporate objectives with regards to Corporate Governance and Membership. The Corporate Governance Manager will direct the team as appropriate, ensuring the delivery of a comprehensive range of company secretarial and administrative services on all issues relating to corporate governance and membership according to statutory and legislative requirements, and in accordance with the applicable regulatory framework.

This job description and person specification are only an outline of the tasks, responsibilities and outcomes required of the role. The job holder will undertake any other duties appropriate to the grade of the post as may be reasonably required by the Head of Corporate Governance.

This job description and person specification may be reviewed on an ongoing basis in accordance with the changing needs of the Secretariat function and the organisation.

#### About us

**Our mission** is to improve the health of the people we serve by delivering exceptional care, teaching and research every day.

#### What you'll love about working here

**UHBW has been rated by the CQC as 'Good'** - our staff are proud to deliver excellent care. As a forward-thinking multi-award winning Trust, our world-leading research and innovations are having a positive local and global impact. Our hospitals are spread across Bristol and Weston-super-Mare, join us and you can enjoy the very best of both worlds; city living within a stone's throw of the countryside or beside the seaside, both with easy access to all that the South West has to offer.

**A digital exemplar**- Being appointed as a Global Digital Exemplar means we can realise this vision by implementing digital technologies that will help us to transform the way we work and how we relate to our colleagues, patients and partner organizations.

**Sustainable healthcare** - We have joined the international movement to declare a climate emergency, recognising the impact climate change is having on the world. Climate change is labelled as the greatest threat to health in the 21st century, with a range of conditions related to heat, cold, extreme weather and air pollution predicted to rise. To lead the way in healthcare the Trust has set ambitious goals to become carbon neutral by 2030.

**Access to further opportunities with the Trust** - Apprenticeships are a great way to learn and earn on the job. UH Bristol and Weston provides a range of apprenticeships to support a huge number of career opportunities in clinical and non-clinical support services with apprenticeships starting at level 2 through to level 7. As an organisation we encourage further development of all employees to progress upward within their chosen field.

#### Diversity & Inclusion

A core principle of the Trust is to ensure that patients and staff are treated with dignity and respect. Promoting equality, diversity and human rights and challenging any form of inequality, discrimination, harassment or abuse are central to the Trust's Values.

'Committed to inclusion in everything we do' is the ambition set out in the Trust's Workforce Diversity & Inclusion Strategy.

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### Main Duties and Responsibilities

#### **Governance and Compliance**

The Corporate Governance Manager operates the Trust processes for governance and compliance. In the execution of this responsibility the Corporate Governance Manager will:

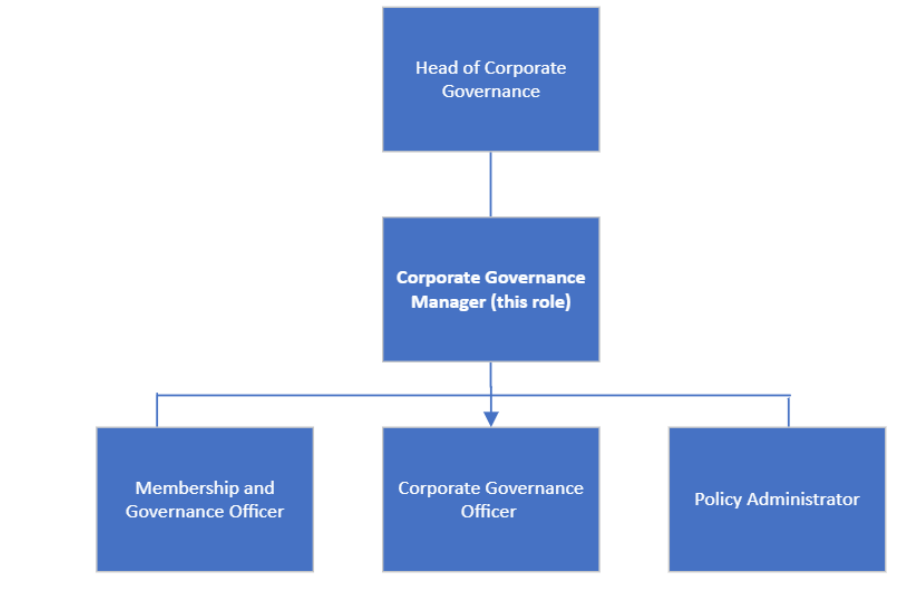
- Support the Trust in ensuring compliance with NHS Improvement's guidance, the NHS Foundation Trust Code of Governance and other best practice in corporate governance.
- Operate all registers required by the Constitution or related legislation to be established and maintained and available for public inspection.
- Support the Head of Corporate Governance in operating the arrangements for the Standing Orders to be in place, acted upon and reviewed as necessary, undertaking or contributing to reviews, as required.
- Support the Head of Corporate Governance in co-ordinating and/or contributing to the production of all appropriate reports, forward plans, self-certifications and submissions to relevant regulatory bodies and ensure that they are published, where appropriate, and available for public inspection.
- Support the Head of Corporate Governance to ensure that all returns and reports to Monitor are submitted correctly and in a timely manner, and that the Trust complies with the relevant legislation, provider Licence Conditions as a Foundation Trust and its own agreed rules and procedures.
- Ensure the smooth operation of the Trust's formal decision making and reporting machinery

#### **Council of Governors**

Maintain/operate and continuously improve appropriate arrangements to:

- Support and operate effective arrangements for the Board of Directors and Council of Governors to communicate and engage effectively with members and other key stakeholders.
- Manage legal and constitutionally compliant arrangements for elections to the Council of Governors and the appointment of stakeholders; manage the process for resignations and replacements between elections. Liaise with external service providers, as appropriate.
- Practically support the Council of Governors effectively in their statutory roles, including but not limited to support at meetings and Governors' Working Group meetings; appointment and reappointing of Non-Executive Directors and the Trust's auditors; and interpretation of the Constitution, Standing Orders and other policies/procedures.
- Design, develop and deliver effective induction and training of Governors and provide advice and support for the proper discharge of their duties.
- With the Head of Corporate Governance, help develop and improve the effectiveness of the Council of Governors and their interaction with the Board of Directors.

### Organisational Structure



### Key Relationships

The post holder will be required to communicate and provide highly complex information to a wide range of internal and external stakeholders, including:

**Internal:** Members/ Governors/ Director of Corporate Governance / Executive Directors/Non-Executive Directors/ Head of Risk/Head of Corporate Governance/ Head of Communications/Senior Leadership Team members/Divisional Directors/Legal Services

**External:** /Care Quality Commission/ Internal/External Auditors/Legal and Professional Advisers/ Partner Organisations

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### Membership

- Manage the membership activity of the Trust including the implementation of a progressive membership strategy to maximise the contribution of members to the Trust's activities.
- Oversee the continued development of Foundation Trust membership services, including membership recruitment, involvement, engagement and communication, and appointments and elections to the Council of Governors.
- Develop internal and external two way communications channels with potential members and Governors.
- Develop systems for securing engagement with the membership including a strong programme of health events. Encourage managers and staff to seek interaction with the membership, thus improving local accountability.
- Lead on ensuring that an annual members meeting (and other formal public meetings) are held in accordance with the requirements of the NHS Act 2006 and Monitor's Provider Licence. Organise the Annual Members Meeting, working in liaison with the Trust's Head of Communications.
- Design, develop and manage production and dissemination of Membership communications.
- Working in conjunction with the Communications Team, ensure there is a full spectrum of promotion materials which encourage membership, and which highlight the benefits of membership engagement.
- Take the lead in developing and ensuring the effective implementation and regular updates of the Trust's Membership Strategy across the Trust.
- Support the Council of Governors in promoting widely the value of Foundation Trust membership and ensuring effective two-way communication mechanisms with Governors, members, public and staff.
- Be responsible for the day-to-day management of the database of members and ensuring the information is accurate and up-to-date. Ensure that all processing and storing of membership information complies with information governance and data protection requirements.

### Trust Secretariat

Operate 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 Nominations Committee. Support the Director of Corporate Governance, the Chief Executive and the Chair in the effective conduct of Board of Directors and the Council of Governors business, in particular through:

- 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.
- Ensuring the arrangements for meetings and the scheduling and distribution of agendas and papers for the Board of Directors and allocated Committees
- Supporting the Head of Corporate Governance in planning the business of the Board of Directors, its

Committees and the Council of Governors 12-18 months in advance and ensure that papers are dealt with by the most appropriate Committee in the most appropriate way.

- Maintaining a calendar of prospective business to ensure such business is appropriately dealt with within an annual business cycle.
- Maintaining arrangements for the safe custody and application of the common seal and recording of sealing.
- Lead on further development of the Trust's Register of Interests, ensuring compliance and engagement across the organisation as well as overseeing ongoing maintenance and ensuring availability for public inspection.

### Policy

- Line manage the policy administrator and ensure that all procedural documents conform to the Trust agreed template and that changes to policies are reflected on the Trust's Document Management System.
- Lead on the effective implementation of procedural document management system.

### Wider Responsibilities

- Operate systems to ensure all corporate governance related policies and strategies are up to date. Monitor effectiveness of such policies, taking steps to address any areas of non-compliance/concern.
- Ensure that standards are maintained in the Trust's interaction with external agencies, acting, where appropriate, as the Trust's point of contact with external bodies on corporate governance issues.
- Advise on various corporate governance aspects, as required, including governance self-assessments.
- Deputise for the Head of Corporate Governance, as appropriate.
- Task the Corporate Governance Administrator and Policy Administrator, and direct their day-to-day work activities.
- Undertake other responsibilities and projects commensurate with the role/grade.

### Staff Management

- Line manage the Corporate Governance Administrator and Policy Administrator, holding responsibility for a range of day-to-day staff management matters, including supporting appraisals, the development of staff, recruitment where necessary, and processes such as grievance and disciplinary matters.

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**Personal Profile** - (E) = Essential (D) = Desirable

### Knowledge and Experience

- Experience and knowledge of regulatory matters, NHS compliance and corporate governance and experience in their application in an NHS Trust settings (E)
- Experience in a corporate governance role (E)
- Experience in the NHS provider settings or in an NHS organisation of comparable complexity (E)
- Experience of supervision and management of staff and budget management (E)
- Developing and implementing policies (E)
- Awareness of best practice in relation to the organisation and conduct of high-level meetings (D)
- Experience of working with acute Trust's internal and external stakeholders (D)
- A proven track record of building personal and professional credibility, maintaining confidence and establishing highly effective relationships with a range of stakeholders including Board and Committee members, Governors, management and staff (D)
- Knowledge and understanding of corporate risk management systems and processes (D)

### Aptitudes

- Completer/finisher with the ability to focus on detail. (E)
- Tenacious; demonstrates high levels of drive, enthusiasm and stamina to achieve goals and see thing through (E)
- High degree of self-awareness and exceptionally high levels of personal integrity and loyalty (E)
- Intellectually flexibility that enables the reasoned assessment of a situation and the ability to draw pragmatic conclusions (E)
- High level of integrity, openness, honesty and reliability (E)
- Willingness to be flexible in approach and attitude (E)
- Self-motivated with the ability to motivate others (E)
- Meticulous attention to detail (E)
- Able to learn from experience and adapt to changes and new challenges (E)

### Skills and Abilities

- Excellent written and verbal communications skills (E)
- Ability to take meeting minutes at Board/Committee level (E)
- Able to prepare clear, concise, grammatical, correctly referenced and version controlled reports and documents including Board and Committee reports; concise and meaningful slide deck presentations; and skilfully selects the correct format for the occasion (E)
- Able to develop credibility and good rapport quickly with senior managers and Governors. Skilled in establishing and maintaining trusting relationships with key people, developing alliances and partnerships (E)
- Able to express subject matter expertise confidently and authoritatively and translate it for others so that is it not jargon laden or intimidating (E)
- Excellent organisational and time management skills with the ability to multi-task and prioritise own workload (E)
- Project management skills (E)
- Proven interpersonal skills including the ability to apply tact and diplomacy (E)
- Ability to analyse and interpret information, pre-empt and evaluate issues, and recommend and appropriate course of action to address the issues (E)
- Problem solving skills and ability to respond to sudden unexpected demand (E)

### Qualifications and Training

- Educated to degree level or with a comparable work experience (E)
- Evidence of continuous professional development (E)
- Membership of Institute of Chartered Secretaries and Administrators (ICSA), or equivalent (D)
- Currently undertaking ICSA qualification (D)



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### Transforming Care

Delivering sustainable healthcare services to our patients, which are effective, efficient and driven by excellence, is at the heart of our organisation. Transforming Care is the Trust's overarching programme of transformational change. It enables staff to use a structured approach to continuously improve and innovates their services, strengthen our capability, and deliver our Trust's mission to improve the health of the people we serve by delivering exceptional care, teaching and research, every day.

Our Quality Improvement Academy is open to all staff and leaders across the Trust, and provides training to lead or take part in improvement and transformation activities in their departments and across the Trust. We will support staff to develop the skills and tools to improve services to deliver the best care to our patients and public.

### Information Governance

It is the responsibility of all staff to respect the confidentiality of patients and staff, as specified in the Caldicott Principles, Data Protection Act 2018 and the Human Rights Act. It is the duty of every employee to:

- Only access person identifiable information as required in the execution of their duties.
- Disclose information appropriately, in line with the Data Protection Act 2018.
- To ensure good quality data by recording, promptly and accurately, clinical and non-clinical information within agreed timescales to PAS, the health record or the appropriate clinical or non-clinical information system
- Always trace patient notes on the Patient Administration System

Maintain the confidentiality of their passwords / usernames and if in possession of a 'Smartcard' abiding by the terms and conditions of its use.

### Workplace Wellbeing

The Trust Workplace Wellbeing Framework encourages all colleagues to look after their own wellbeing as well as supporting the wellbeing of colleagues. Line managers will oversee the wellbeing of their team, making wellbeing a priority when considering ways of working and will undertake regular health and wellbeing conversations that are supportive, coaching-style one-to-one discussions focused on building team resilience. To assist this, the Trust offers comprehensive wellbeing provision for employees, students, volunteers and managers.

### Safeguarding Children and Vulnerable Adults

The Trust is committed to safeguarding and promoting the welfare of all children, young people and vulnerable adults, and as such expects all staff and volunteers to share this commitment.

### Quality and Clinical Governance

Quality in the NHS has three core dimensions: Patient Safety, Patient Experience and Clinical Effectiveness. Clinical Governance is about the systems, processes and behaviours to ensure that high quality services are provided to patients. Every member of staff has a role to play in striving for excellence: it is important that everyone is aware of and follows policies and procedures that govern their work; and if something goes wrong, everyone has an obligation to report it so lessons can be learned from mistakes, incidents and complaints. If any member of staff has concerns on any clinical governance matters, they should raise them with their line manager, professional adviser, or a more senior member of management. Reference should be made to the Trust's guidance on Raising Concerns about provision of patient care.

### Health and Safety

Under the provisions contained in the Health and Safety at Work Act 1974, it is the duty of every employee to:

- Take reasonable care of themselves and for others at work
- To co-operate with the Trust as far as is necessary to enable them to carry out their legal duty
- Not to intentionally or recklessly interfere with anything provided including personal protective equipment for Health and Safety or welfare at work.

Everyone has a responsibility for contributing to the reduction of infections.

Senior Management is responsible for the implementation throughout the Trust of suitable arrangements to ensure the health, safety and welfare of all employees at work and the health and safety of other persons who may be affected by their activities. Where health and safety matters cannot be resolved at Senior Management level the appropriate Executive Director must be notified.

Line Managers are responsible for the health and safety management of all activities, areas and staff under their control. This includes responsibility for ensuring risk assessments are completed and implementation of suitable and sufficient control measures put in place. Health and safety issues are dealt with at the lowest level of management practicable. Where health and safety matters cannot be resolved at a particular management level the appropriate Senior Manager must be notified.