



## JOB DESCRIPTION

<b>Job Title:</b>	Company Secretary	<b>Service Area:</b>	Central Services
<b>Responsible To:</b>	CEO/Chair	<b>Salary:</b>	£40-50k

### JOB PURPOSE

The purpose of the post is to support work to improve the standard of Corporate Governance practice across the Foundation ensuring Regulations and Quality Standards are met. Holding the statutory position of Company Secretary and reporting to the Chief Executive, (officer of the Foundation), you will be working with the Chairman, Board of Trustees, Committee Chairs, CEO and Executive Board to lead the Foundation's governance processes. The post holder will be central in supporting the Board of Trustees in the discharging of their duties. The role will work closely with Legal Advisors to ensure the Foundation complies with its legal, constitutional, and regulatory requirements governing charity behaviour and performance.

You will work proactively to ensure the organisation has fully compliant governance policies and procedures, co-ordinate and streamline the work of the Board of Trustees to support them to discharge their duties, as well as managing the interface between corporate governance and management. This includes the development of high standard reporting and governance assurance for the organisation and the development of high standard reporting, decision-making, risk management and assurance. You will also be line-managing one member of staff in this role.

A key element of the role is to support the board in being fully conversant in all the legislation affecting the charity and the provisions of the governing document. The ideal person for this role will have a strong background in Governance, as well as previous experience working closely with senior members of staff and Trustees, and line management experience. As well as being extremely organised with strong planning skills, you will have excellent communication skills, and be a strong team player.

Working closely with the Executive, the post holder will manage the interface between management and corporate governance arrangements of the organisation

The Foundation is looking for candidates who have a solid track record at a senior governance level ideally with a relevant professional qualification and/or experience in corporate governance.

## **MAIN DUTIES**

As a Company Secretary, you'll need to:

- report to the Chief Executive, with a dotted line to the Chair and liaise with board members
- understand requirements and obligations detailed in the Memorandum and Articles and guide the Board on these and act as the custodian of the governing document and be responsible for ensuring that board meetings, annual general meetings and extraordinary general meetings are run effectively and in accordance with the provisions of the governing document.
- update and file required records, annual returns, and maintain statutory registers with Companies House, the UK's registrar of companies as well as equivalent requirements under Charity Commission regulations
- ensure required governance policies are kept up to date and approved by the committee
- maintain statutory books, including all registers of members, directors and secretaries and their interests, and ensure associated recruitment, induction, training and performance management is completed correctly and thoroughly
- convene, minute and contribute to Board meetings, AGM, EGM and other meeting discussions, and when required to advise members of the legal, governance implications and requirements, including tracking any resolutions and actions
- monitor changes in relevant legislation and the regulatory environment and take appropriate action
- liaise with external regulators and advisers and have a good understanding of charity law and company law, such as English charity, commercial, employment, health and safety etc.,
- Ensure trustees have the right information to enable them to make informed decisions and fulfil their responsibilities, supporting individuals to access and manage shared reports.
- serve as the conscience of the charity, acting with integrity in following the law and the governing document, being the confidante as needed to Chair, CEO, trustees and Exec.
- Other administrative matters including but not limited to managing Exec employment contracts, monitoring use of company name and consistency of company details, company deeds and amendments.

The post holder will support work to drive forward the Foundation's service improvement journey supporting delivery of Foundation wide quality and business improvement projects which link directly to improving Governance, management oversight and compliance. The post holder will work directly with managers, ensuring they are supported and challenged to deliver excellence. They will also work collaboratively with partners and colleagues to ensure everyone's contributions helps drive us forward.

## ORGANISATIONAL STANDARDS

### **Professional duties**

The Percy Hedley Foundation operates in a demanding and often changing environment. Members of staff must be flexible, adaptable, willing to face up to changing circumstances and new opportunities. The following list of duties and responsibilities must therefore be taken as a guide and is not to be comprehensive:

- Participate in the review of the Foundations Policies, Procedures and Processes
- Participate in arrangements for the performance development review process
- Participate in arrangements for further training and professional development
- Keep up to date with changes or developments within your professional area
- Fully participate in the induction and training programme provided by the Percy Hedley Foundation
- Contribute to the professional development of other staff, including the induction of new staff.

### **Discipline, Health and Safety:**

- Adhere to and promote Percy Hedley Foundation Health, Safety and Welfare policy at all times
- Purchase equipment from a recognised source
- Report all incidents and accidents to Health and Safety Officer
- Maintain a high standard of record keeping in line with Percy Hedley Foundation policies and procedures.

### **Equality and Diversity:**

- Promote equality of access to education, training and employment opportunities for disabled people, and advocate a positive attitude
- Recognise that disabled people are individuals who have specific needs
- Employ support strategies that will empower disabled people
- Show awareness of knowledge and display non-discriminatory behaviours at all times in relation to culture, race, ethnicity, disability, gender, sexuality and age
- Recognise the importance of inclusion by using appropriate means of communication at all times
- Be flexible, trying to meet the changing needs of both disabled people and environment.
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### **Safeguarding:**

- Percy Hedley Foundation have adopted recruitment and selection procedures, and other Human Resource Management processes, that help deter, reject or identify people who might abuse vulnerable children/adults, or are otherwise unsuited to work with them.

- The Trustees/Governing Body are committed to promoting the welfare of children and young people/adults and staff are expected to ensure that the highest priority is given to following guidance and regulations to safeguard those in our care.

**Confidentiality:**

- Respect confidentiality. All personal information about people using the foundations services to which you have access should be treated as confidential. Information about the people's needs, progress and assessment should only be shared with the team to aid support
- Remain objective and do not favour any gender, language or culture and comply with the Percy Hedley Foundation policy.

## SUMMARY OF KNOWLEDGE, SKILLS & EXPERIENCE

	<b>Essential</b>	<b>Desirable</b>	<b>Means of Assessment</b>
<b>Education and Qualifications</b>	<p>Experience working as a Company Secretary, equivalent or significant supporting role If not held already, working towards or committing to obtaining the ICOSA qualification</p> <p>Understanding of company and charity law for legal compliance within an organisation</p>	<p>ICOSA qualification</p> <p>Other professional business, legal or governance qualifications</p>	<p>Application Form Interview References</p>
<b>Experience</b>	<p>Working as a Company Secretary (or equivalent) including organising and leading on governance, corporate organisation, legal matters. Organisational experience to support and liaise with complex and demanding a governance structure to ensure the Foundation operates within requirements. Charity and Company law in a related industry of sector Convening and supporting Board meetings and other appropriate committees</p>	<p>Working as a chief administration officer to ensure organisation has sufficient and appropriate information for decision-making and compliance</p> <p>Experience working with IT systems and strong organisational abilities to ensure prompt, appropriate and complete records are maintained and distributed to key audiences.</p>	<p>Application Form Interview References</p>

	Demonstrable evidence of strong influence in governance and leading legal support in an organisation.		
<b>Knowledge</b>	<p>A secure, deep and broad knowledge and understanding of corporate workings, governance, legal frameworks appropriate to a charity and legal entity.</p> <p>Understanding and awareness of regulatory requirements within the fields of operations and corporate.</p> <p>Legal administration and ability to oversee Board activities</p>	-	Application Form Interview References
<b>Skills and Abilities</b>	<ul style="list-style-type: none"> <li>- Possessing a consistent and authoritative management style, with ability to hold others to account for priorities.</li> <li>- Track record in delivering improved regulatory compliance in a timely manner.</li> <li>- Experience of designing improvement programmes to deliver better regulatory compliance in company and charity environment</li> <li>- Ability to hold discussions around challenging topics sensitively but without room for ambiguity, being</li> </ul>	Ability to use IT to make efficiencies and drive improvement.	Application Form Interview References

	<p>the confidante leaders of an organisation.</p> <ul style="list-style-type: none"> <li>- Ability to prepare effectively and meet deadlines.</li> <li>- Professional initiative, independence and self-reliance, anticipating developments and environmental changes, thinking strategically.</li> </ul>		
<b>Other</b>	<ul style="list-style-type: none"> <li>- Embrace the values of the charity and promote the vision and mission to internal and external stakeholders.</li> <li>- Ability to actively build constructive and open relationships with networks of colleagues and partners.</li> <li>- Ability to produce clear written reports expressing judgements cogently in writing.</li> </ul> <p>Willingness to devote the necessary time and effort, including Board meeting schedule with occasional late meetings</p>	Ability to present to a wide range of audiences, integrating the issue of statutory and governance issues	Application Form Interview References