

ICSA Model Job Description for the Secretary of the Boards of a Foundation Trust

Introduction

Foundation Trusts are established under the provisions of the Health and Social Care (Community Health and Standards) Act 2003 (the Act). The Act imposes no particular requirement on Foundation Trusts to engage a Trust Secretary but the additional compliance and governance requirements attached to Foundation Trusts indicate that good practice may be best served by such an appointment. The following provides guidance as to the core duties and responsibilities a Trust Secretary could be expected to fulfil.

Overall Purpose

The Trust Secretary will be responsible for ensuring that the Foundation Trust complies with relevant legislation and the Terms of Authorisation issued by the Regulator. He or she will establish procedures for the sound governance of the Trust and will advise the boards on developments in governance issues. He or she will also ensure that meetings of the Executive Board, the Board of Governors and committees thereof run efficiently and effectively, that they are properly recorded and that directors and governors receive appropriate support.

Main Responsibilities

Compliance

- Establish and monitor procedures to ensure that the Trust complies with the requirements of the Health and Social Care (Community Health and Standards) Act 2003 and the Terms of Authorisation.
- Ensure that the Trust complies with its constitution and that amendments to which are drafted and incorporated in line with correct procedures.
- Ensure that general meetings of the Board of Governors are held in accordance with the Trust's constitution.
- Maintain the registers of:
 - Members, showing the constituency to which each member belongs
 - Members of the Board of Governors
 - Interests of members of the Board of Governors
 - Directors
 - Interests of the directors

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- Make available, where appropriate, for public inspection:
 - A copy of the current constitution
 - A copy of the current authorisation
 - A copy of the latest annual accounts and Auditor's Report
 - A copy of the latest annual report
 - A copy of the latest information as to the forward planning of the Trust
 - A copy of any notice given under section 23¹ of the Act.
- Co-ordinate the preparation, publication, distribution and presentation of the annual report.
- Ensure that arrangements are in place for the selection of the Chairman and non-executive directors and for their election by the Board of Governors.
- Ensure that arrangements are made for the election of public and staff governors including:
 - Establishing members entitlement to vote
 - Obtaining the necessary declarations from candidates
 - Arranging the distribution of candidates statements
 - Arranging the issue of voting papers
 - Arranging for the returning of ballot papers and the counting of votes
 - Declaring the results of the elections.
- Agree with the relevant local authorities and Primary Care Trusts the arrangements for the appointment of their representatives on the Board of Governors.
- Agree with partner organisations the arrangements for the appointment of partnership governors.
- Ensure that arrangements are in place for the safe custody and application of the common seal.

Governance

- Keep under review all corporate governance arrangements which might affect the Trust to ensure that the boards are fully briefed on these matters and have regard to them when taking decisions.
- Ensure that committees of the Executive Board and the Board of Governors are properly constituted with clear terms of reference.
- Devise and maintain Standing Orders and the Schedule of Matters Reserved for the Board.
- Establish effective arrangements for the proper induction of directors and governors and provide advice and support regarding the discharge of their duties.

¹ Failing NHS Foundation Trusts

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- In conjunction with the Chairman and the Chief Executive, establish arrangements for the evaluation for the effectiveness of the Executive Board and Board of Governors including the appraisal of individual directors and governors.

Board Support

- Develop and facilitate the delivery of a thorough induction programme for directors and governors.
- In conjunction with the Chairman and Chief Executive to plan, arrange and produce agendas, reports and the subsequent minutes for meetings of the Executive Board, the Board of Governors and committees thereof.
- Provide advice to the Chairman and board members on the conduct of meetings.
- Identify the ongoing development needs of directors and governors and agree development programmes where appropriate.
- Provide adequate administrative resources to facilitate the effective working of the boards.

Other Duties

- Act as the initial point of contact between the Executive Board/Board of Governors and the regulator.
- Ensure that effective arrangements are in place for the Executive Board and the Board of Governors to communicate with members.
- Arrange for the Trust to access a comprehensive legal service.

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