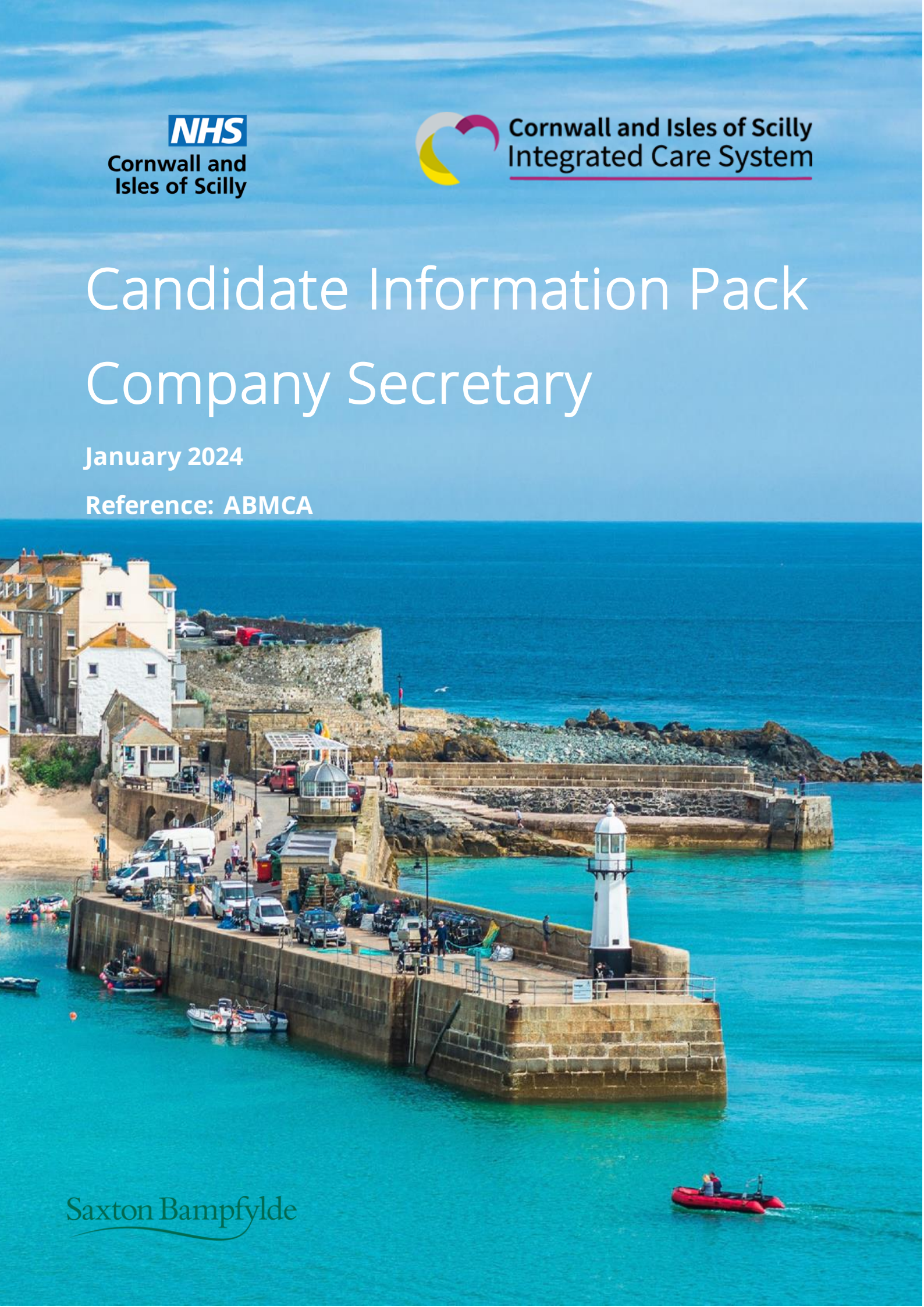


Candidate Information Pack Company Secretary

January 2024

Reference: ABMCA



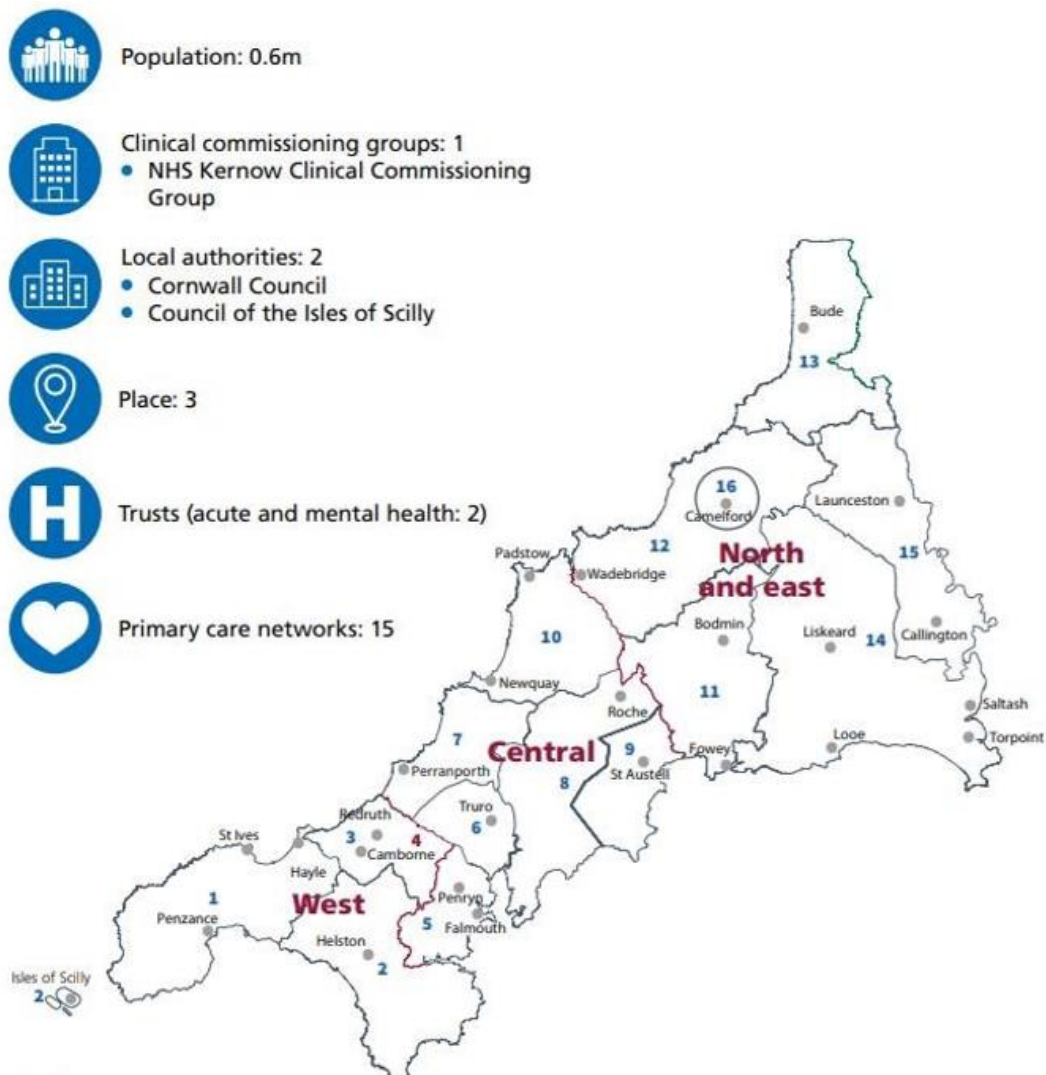
Introduction

People living in Cornwall and the Isles of Scilly should be able to live happy and healthy lives, to be in control of their future, free from harm and have the same opportunities as everyone else, regardless of where they live. Our integrated care board (ICB) provides the foundation to achieve this by bringing together the NHS, local authorities, primary care, the ambulance service, the voluntary sector (to name a few) and other independent providers of care and services we all rely upon.

At its heart is our NHS integrated care board (ICB), which provides leadership to our integrated care system (ICS) and our integrated care partnership (ICP).

The ICB is responsible for setting our NHS priorities and making the best use of the £1.2 billion budget we are given to manage on behalf of the 555,000 people who rely on us. Our ICB leaders include doctors, nurses, GP's, social workers, community workers and people with a wealth of experience and passion who are committed to working in partnership with our communities to create a better place for us all to live.

Our new ICB organisation and statutory powers were launched on 1 July 2022 (as 1 of 42 Integrated Care Boards across England, in the Health and Care Act 2022) to enable partners to work even better together to provide the seamless care that people deserve and have told us they want to receive



Company Secretary

All director-level roles in the ICB share the common purpose and responsibility for planning and allocating resources to meet the four core purposes of ICS's; to improve outcomes in population health and healthcare; to tackle inequalities in outcomes, experience and access; to enhance productivity and value for money and to help the National Health Service (NHS) support broader social and economic development.

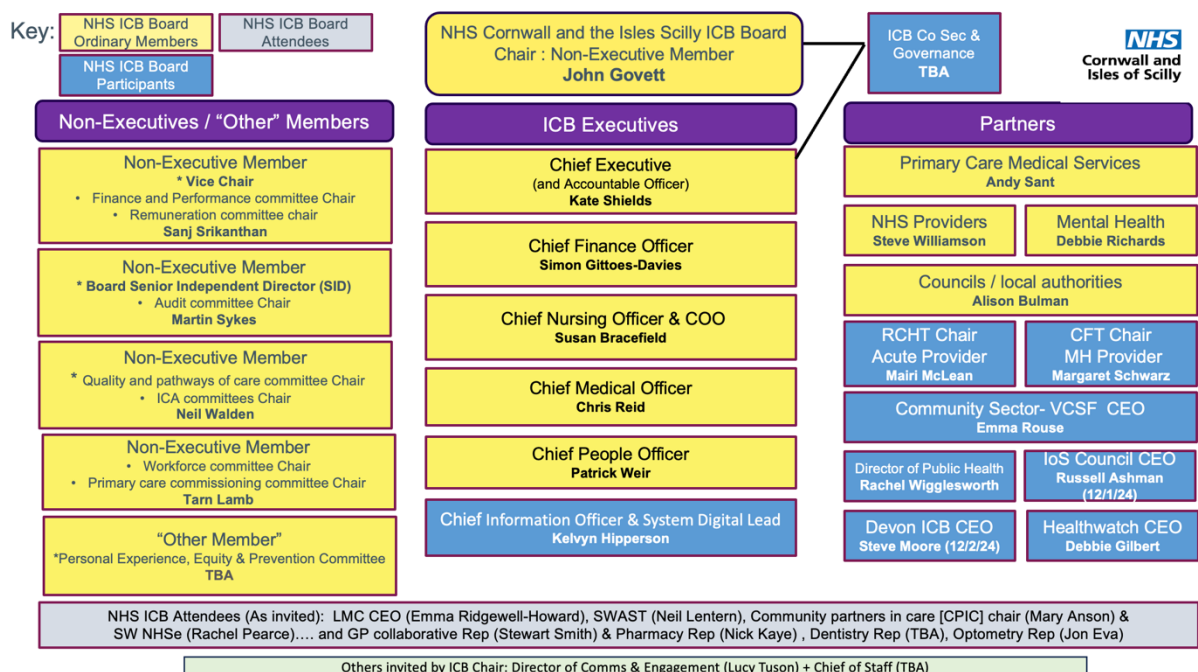
Our vision for its citizens is that Cornwall and Isles of Scilly (CioS) is “a great place to be born, to live and to age”.

We want to ensure that our citizens experience excellent health and care at all stages of their lives and that we are giving them the tools to also look after themselves. As a senior leader in the ICB and ICP you contribute to the development of CioS’s strategic direction and will have a key leadership role in collectively:

- Setting strategy and delivering long term transformation
- Creating a compassionate and inclusive culture
- Building trusted relationships with partners and communities
- Leading for social justice and health equality
- Driving high quality sustainable outcomes
- Providing robust governance and assurance

The Company Secretary (answerable to the board collectively) is a really exciting role, which acts as the interface between the ICB Board and Integrated Care Partnership (ICP) providing leadership, advice and assurance on ICB governance and risk management to ensure good governance of the ICB overall, and that Board and Committee processes are followed across the governance of the organisation at both ICB Board, ICP and ICB Executive level. The Company Secretary is a non-voting member of the ICB Board and ICP, sharing corporate responsibility for strategic planning, corporate policy-making and the delivery of Board objectives, through providing leadership, advice and assurance of the formal administrative Board duties for the Chairman, Board and CEO.

Role Context (Organisational Chart)



The role covers the following core functions

- **Conscience of the organisation:** The Company Secretary will be the interface between different elements of the board, and the first point of contact for NEMs (Non-Exec Members) and a trusted, independent advisor to board Members and senior management.
- **Governance:** The Company Secretary should play a central role in governance – advising the board on all current governance matters: reviewing terms of reference and the annual cycle of business; managing the induction and development of board members and ICB partners, and enhancing board and committee structures (including co-ordinating effectiveness reviews).
- **Compliance/Risk:** The Company Secretary should manage procedures to ensure compliance with all relevant regulatory and legal requirements within the scope of the role and where possible help align risks appetites across Partners.
- **Administration:** The Company Secretary will ensure that the meetings of ICB Board and all committees (and ICP) are properly serviced - including working with chairs to formulate agendas and business cycles, and should manage information flows between the board, its committees, and senior management.
- **Independence:** The Company Secretary is accountable to the collective ICB board (and ICP) in order to retain their position as a neutral, independent advisor. The management of the Company Secretary, as opposed to the accountability, is to the CEO.



Principal Duties & Responsibilities

- Work with the ICB CEO and Chair in the advancement of legal frameworks and governance arrangements that drive closer integration of the NHS and health and care partners, where mutual agreement can be arrived at. This will require close liaison with other NHS Trusts, ICBs, Regulators, Partners and the ICB's external legal advice team/s.
- Ensure the Board is focused on its statutory duties and that the Board is fully sighted on the Board risks and agreed mitigations and that the Chair/Board and CEO are advised on the strategic governance/risk priorities of the ICB Board (and ICP) and that of NHS England (NHSE) and other regulators e.g. Care Quality Commission/OFSTED
- Ensure the smooth operation of the Board administrative duties for the Chairman, Board and CEO (for both the Main Boards, Committee's).
- Support and be part of the CEO's management executive group.
- Work with the Chair, Committee Chairs and as part of the CEO's executive team, ensuring good governance arrangements are in place at all times.
- Act as the conflict-of-interest lead for the ICB
- Provide advice and support to Board committees and the Chairman, CEO and Board of Director.
- Support the CEO and CFO in all matters legal, office administration and practical office working for staff, security, insurance, policy administration etc.
- Lead the ICB Governance team and oversee their accountabilities.
- Service Main Board & Committee meetings (producing agendas, ensuring appropriate minutes are developed, supporting the CEO in preparation of "follow up" actions to report back to the Chair and Board of Non-Executive directors and Committees, as minuted).
- Oversee the complaints procedures across the organisation to ensure they are effective, in place, working and up to date.
- Support the Chair and CEO as directed, for day to day support.
- Support the CEO and Executive team in ensuring that effective and efficient risk, regulatory and governance processes are in place and functioning as agreed.
- Produce/update forward plans for the smooth function of the Boards & its Committees .
- Ensure the Executive team and Boards/Committee's keep all policies current, are approved by all necessary bodies, and that staff are made aware of their implications by working through the Executive team.
- Writing reports and liaising with key stakeholders as needed, to support the Boards workings.
- Collate information, data etc into manageable formats for the Board to easily consume/decide.
- Maintain a register of interests and report on a regular basis as required by national guidance.
- Maintain and keep under review the ICB constitution, standing orders and terms of reference of the committees and groups and ensure all meetings are compliant. This will include consideration of forward planning, the use of standardised and consistent approach to meetings.
- Managing sensitive and complex correspondence relating to the CloS ICB and ICPB meetings
- Responsible for the board assurance and system assurance frameworks liaising with senior colleagues to ensure the Board is sighted and assured on the risks.
- Manage the recruitment process for the appointment of the Board members ensuring an effective induction process in place
- Interpret changes in relevant government policy and assess the impact of these changes on the ICB and wider system
- Be able to translate and enable local adaptation of legal wording within national guidance.
- Be able to engage and work collaboratively with lawyers and auditors on matters that fall within the scope of the role.

Leadership

- Key to any ICS integration will be the leadership, drive, initiative, trust and close working relationship between the ICB Co. Secretary and their opposite roles in matching organisations.
- Build a rapport with key leaders such as Trust Chairs, Directors etc outside of the ICB Board, within the CIOS system.
- Provide clear direction to all staff that is consistent with the Boards vision, core values and strategic plans of the ICB & ICP.
- Strong cross-divisional working and support for each service/division in the organisation for your areas of responsibility.
- Act as an outstanding ambassador for the organisation, build strong Risk, Governance, Finance (and other key areas of responsibility) relationships with staff, stakeholders and strategic partners and embedding the core values.
- Work through others, to ensure all staff understand their budgets, objectives, KPI's, processes and priorities of the team.
- Act as the conflict-of-interest lead for the ICB

Risk, Audit and Compliance

- Support the ICB Board and ICP and leadership teams regularly reviewing risks and mitigate their impacts, to the satisfaction of the Chairman, CEO and Board/ICP.
- Support the compliance processes ensuring early sight of issues and concerns that impact on the reputation of the organisation, to ensure they are spotted early and dealt with in the most expedient and professional manner.
- Ensure all Committee's and Boards have the necessary Board papers and processes in a timely and accurate fashion and follow up actions from the Executive teams are done in a timely manner.
- Ensure there is robust risk management, systems and processes which support regular review and active management by the ICB board and ICP.
- Ensure committees' terms of reference include appropriate review mechanisms of their remit and effectiveness. Including an annual assessment of the committee's effectiveness.

Political and wider sensitivities and awareness

- Establish and maintain an acute awareness of differing local, regional and national related interests and issues that impact on our operation, sectors or ICB / ICP governance arrangements and consider any potential or current impacts of Govt. agencies/laws, including our partners in our sector.

Corporate and system responsibilities

- Support the establishment of a positive, compassionate and inclusive and culture, operating with high expectations about what good people management looks and feels like, actively supporting and challenging ourselves and each other to meet the people promise.
- Act with integrity, intelligence, empathy, openness and in the spirit of learning to work together to ensure that the NHS is the best place to work for all. This will include taking an active leadership role to ensure that equality, diversity and inclusion is embedded in our culture, behaviours and plans and taking responsibility for addressing your own learning needs and personal development in equality and diversity and inclusion (EDI) and all aspects of people management.
- Ensure familiarity with to and role model adherence to all aspects of ICB governance including policies, procedures and any contractual requirements.
- Ensure that system governance relevant to your area of work is in place, is effective and understood by all those working within that scope. To seek support from ICB governance team where required
- Take appropriate responsibility to ensure that your objectives are aligned with team, organisational and systems objectives; including those of your team (where there is line management responsibility).
- Be proactive in maintaining your learning and development to respond to the changing demands of the role. To positively participate in regular performance and development conversations and ensure mandatory training remains up to date.

- Ensure that our actions and decisions seek to close the gap on health inequality and remain focused on our communities needs so that service improvement improves the health of our population
- Demonstrate flexibility by adapting to the changing needs of the system and community. This may involve working on other projects or in other teams, organisations or locations as required.

On call

You may be required to participate in the on-call rota in line with the ICB's on-call policy to support ICB responsibilities as part of Emergency preparedness, Resilience and Response (EPRR) and for system out of hours requirements.

Freedom to Act

The job holder will be accountable to the CEO and expected to interpret national strategy, guidelines and policy relevant to their area of work. They will be expected to use their initiative to understand and apply national policy but also be able to recognise where this may not be appropriate for CIOs and ensure that alternative approaches are evidenced based and developed with appropriate stakeholder engagement.

Working Conditions and effort required

- Extended periods of screen use requiring concentration to understand complex information from multiple sources.
- Required to distil complex and contentious information into balanced and clear reports to deadlines for boards and committees to review where stakeholders with a range of views and organisational interest.
- May experience occasional interruptions.
- On occasion may have to present contentious or distressing information to the public or colleagues in relation to changes in services and the impacts on services users or staff who provide existing services.



Diversity, inclusion and belonging

NHS Cornwall and Isles of Scilly ICB is committed to promoting equality in access to services, health outcomes and in employment. We aim to ensure that equality and diversity is at the centre of our work. It is also integral to all our functions and policies.

Our people

Cornwall and the Isles of Scilly has a diverse population. Recognising and embracing our diversity helps us to better understand our population's needs. Data helps us with this.

The 2021 Census data tells us the following.

- We have a growing population and an ageing population. Between the last 2 censuses, the average, or median, age of Cornwall increased by 2 years. It increased from 45 to 47 years of age. We have a higher average age than the south west region and England.
- We have a higher-than-average number of people who identify as lesbian, gay, bisexual, or other, when compared to other rural areas.
- In 2021, 8.1% of Cornwall residents identified as disabled and limited a lot in their daily lives. This is higher than the averages for the south west region and for England.

By recognising the needs of the diverse communities we serve, we continue to promote equality in access to services, health outcomes, and in employment.

Equal opportunities employer

We believe in a workplace which is truly equal. It is our belief that people perform better when they can be themselves. We strive to make this a fair and equal workplace for all. A more diverse workforce makes better decisions. Happier employees mean better outcomes for patients.

Through monitoring data, we strive to know whether NHS Cornwall and Isles of Scilly is:

- recruiting employees who may be disadvantaged or under-represented
- broadly representative of our local population
- promoting people fairly
- paying men and women equally
- making progress towards our equality aims

Staff networks and staff groups

NHS Cornwall and Isles of Scilly ICB is committed to inclusion. Together with our partners at Cornwall Partnership NHS Foundation Trust and the Royal Cornwall Hospitals NHS Trust, we offer a number of staff networks and staff support groups. The networks and groups include the following and more.

- Allies network
- Armed forces network
- Autism support group
- Carers network
- Diabetes support group
- Ethnic minorities network
- Gender equality network
- LGBTQ+ employee network
- Long term conditions and disabilities network
- Menopause support group

We continue to work on inclusive approaches to support our colleagues.

Person Specification

Experience

- Substantial experience of working at senior leadership level (likely to be at board, or deputy/senior leadership team with organisational wide responsibilities and / or senior leadership role with system wide responsibilities) in health care or local government or other relevant / transferable sector experience
- Substantial experience of working in a complex system with multiple partners and stakeholders
- Experience of leading highly complex and contentious quality improvement or service improvement at significant scale
- Experienced commissioner, securing results through relationships and outcomes
- Experience of achieving results through others, convening multiple and diverse stakeholders in support of common goals
- Track record of leading at a high level and delivering tangible results
- Understanding and experience of implementing joint committee's ideally across multiple organisations.
- Previous experience of managing and implementing a board including understanding of constitutions/articles of association and other legal requirements to constitute a board.
- Demonstrate experience within a trusted and responsible role where discretion has been key to the ways of working.
- Experience of complex relationship management with system stakeholders including political and cultural awareness, establishing trust and respect at Board level and demonstrating tact and diplomacy in order to resolve issues and maintain momentum

Skills and knowledge

- Understanding and experience of systems working, systems leadership as well as more traditional organisational leadership models and the behaviours required to apply these in collaboration with others.
- Ability to influence other leaders to shift the collective focus to the shared vision and priorities of the CIOS system
- Can ensure positive changes towards shared goals are sustained through monitoring and evaluating progress. Ability to actively review where progress hasn't been made because these 'failures' are recognised as valuable sources of information and learning.
- Ability to explore possible impact of particular actions on the wider system.
- Ability to use systems principles and tools for complex problems and actively promote collaboration across traditional siloes and sovereign organisations to achieve system aims.
- Extensive knowledge of the health, care and local government landscape and an understanding of the social determinants of public health.
- Have a good understanding of practices which reduce health inequality, improve patient access, safety and well led organisations.
- Excellent communication skills which engender community and stakeholder confidence, strong collaborations, and partnership.
- Strong critical thinking and strategic problem solving; the ability to contribute to joint strategic plans and undertake problem resolution and action
- Demonstrate the ability to accurately take minutes when required and running senior level administrative and legal processes. Minute taking will be required in sensitive meetings
- Strong problem solving and creative skills and the ability to exercise sound judgment and make decisions based on accurate and timely analyses.
- To have the personal confidence, industry respect and industry contacts to "hit the ground" running and maintain the financial stability and controls for our organisation now and into the future.
- Possess a strong track record of successfully interfacing with staff and stakeholders, consistently delivering above expectations.
- Establish and maintain an acute awareness of differing local, regional, and national related interests and that of Government agencies, including our partners in our sector
- Financial acumen including effective budget management
- Leadership skills with the ability to enthuse, motivate and involve individuals and teams, to create a compelling vision for the future, communicating this with internal and external stakeholders and across organisational boundaries

- Able to manage multiple competing priorities, often with externally driven deadlines with the ability to manage and deliver to deadlines and within resources available
- Ability to analyse, prepare and produce concise and insightful written communications for dissemination to senior stakeholders and a broad range of stakeholders as required.

Qualifications, training and professional membership

- Formal Company Secretary qualification, with at least five years post qualification experience
- Member of relevant professional body. Chartered Governance Institute, starting at Associate or having Fellowship status
- Experience of implementing joint committees across multiple organisations
- Active research background with academic publications.

Personal Values

- Personal commitment to the NHS values, delivery of the NHS Long Term Plan, the NHS People Plan, Nolan principles.
- Demonstrates a compassionate leadership style with a track record of active challenge to ensure improvements in equality, diversity, inclusion, and social justice.
- Lives by the values of openness and integrity and has created cultures where this thrives.
- Committed to continuing professional development and actively develops and supports a continuous learning culture and behaviours within the ICB and ICS, to support innovation and transformation as well as individual development.

Freedom to Act

The job holder will be accountable to the CEO and expected to interpret national strategy, guidelines and policy relevant to their area of work. They will be expected to use their initiative to understand and apply national policy but also be able to recognise where this may not be appropriate for CIOs and ensure that alternative approaches are evidenced based and developed with appropriate stakeholder engagement.

Working Conditions and effort required

- Extended periods of screen use requiring concentration to understand complex information from multiple sources.
- Required to distil complex and contentious information into balanced and clear reports to deadlines for boards and committees to review where stakeholders with a range of views and organisational interest.
- May experience occasional interruptions.
- On occasion may have to present contentious or sensitive information to the public or colleagues in relation to changes in services and the impacts on services users or staff who provide existing services.

Terms of appointment

Salary: NHS Band 9 (£99,891k - £114,949)

Job title: Company Secretary

Contract: Permanent

Reports to: ICB Chief Executive Officer (CEO) supporting the ICB Chair and Board

Location: To be agreed with the ICB CEO and Chair



How to apply

Saxton Bampfylde Ltd is acting as an employment agency advisor to NHS Cornwall and Isles of Scilly Integrated Care Board on this appointment.

Candidates should apply for this role through our website at www.saxbam.com/appointments using code **ABMCA**.

Click on the 'apply' button and follow the instructions to upload a CV and 2 page maximum cover letter, and complete the online equal opportunities monitoring* form.

The closing date for applications is **midday on 12 February 2024**.

** The equal opportunities monitoring online form will not be shared with anyone involved in assessing your application. Please complete as part of the application process.*

GDPR personal data notice

According to GDPR guidelines, we are only able to process your Sensitive Personal Data (racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership, genetic data, biometric data, health, sex life, or sexual orientation) with your express consent. You will be asked to complete a consent form when you apply and please do not include any Sensitive Personal Data within your CV (although this can be included in your covering letter if you wish to do so), remembering also not to include contact details for referees without their prior agreement.

