

Foundation Trust Network

FTN – GUIDANCE NOTE

Job Profile for the Secretary of the Boards of a Foundation Trust

Introduction

NHS Foundation Trusts (FTs) are established under the provisions of the National Health Service Act 2006 (the Act). The legislation constituted NHS FTs with a new governance regime that is fundamentally different from NHS trusts. FT boards of directors now have more autonomy and responsibility to make financial and strategic decisions. They also have a framework of local accountability through members and a board of governors, which has replaced central control from the Department of Health and ultimately the Secretary of State for Health.

The Act does not impose a legal requirement on FTs to engage a Trust Secretary but due to the additional compliance and governance requirements attached to FTs it may be good practice to appoint one and many FTs have made such appointments.

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 its legal, constitutional and regulatory requirements. He or she will establish procedures for 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 Boards of Governors and committees 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 National Health Service Act 2006 and the Terms of Authorisation.
- Ensure that the Trust complies with its constitution and that any amendments 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
(and where there are classes within it, the classes to which it belongs)
 - Members of the Board of Governors
 - Interests of members of the Board of Governors
 - Members of the Board of Directors
 - Interests of the Board of Directors

- 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 52 of the Act.

- To ensure (as a matter of best practice) that the standards and disclosures required by the NHS Foundation Trust Code of Governance are observed and, where required, reflected in the annual report.

- 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, staff and patient 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 organisations 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 partner governors.

Trust seal

- Ensure that arrangements are in place for the safe custody and application of the common seal.
- Maintain a register on the use of the Trust Seal and report its use at regular intervals as laid down in the Trust's Standing Orders.

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

Board Support

- Develop and facilitate the delivery of a thorough induction programme for directors and governors.

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

Other Duties

- Act as the initial point of contact between the Board of Directors/Board of Governors and the regulator ("Monitor")
- Act as a channel of communication and information for non-executive directors.
- Ensure that effective arrangements are in place for the Board of Directors and the Board of Governors to communicate with members.
- Arrange for the trust to access a comprehensive legal service.

Further Guidance Notes

- Induction of FT Directors
- Induction of FT Governors
- FT Election Process for public and staff governors
- Roles of the Chairman and Chief Executive in a FT
- Conflicts of Interest policy (to be included in the FT Constitution)