JOB DESCRIPTION

Post Title: Director of Corporate Governance

Accountable to:

i) the UHB, through the Chair on all matters in relation to his/her responsibilities in respect of the Board, its Committees and Advisory Groups; and

ii) the UHB Chief Executive in relation to his/her responsibilities as a member of the UHB Senior Management team

iii) day to day reporting accountability to the Chair and Chief Executive

Key relationships

Chair
Chief Executive Officer
Deputy Chief Executive
UHB UHB Board
Senior Management Team
Committee/Sub-Committee/Joint Committee members
Staff representatives and trade unions
Members of the Stakeholder Reference Group
Members of the Professional Forum
Members of the Local Partnership Forum
Auditors, Inspectors and Regulators
Local and community partnerships, including Local Service Boards
Local citizens
Community Health Councils
Other NHS organisations
Board Secretaries

Remuneration and Terms & Conditions Of Service:

As determined by the UHB UHB Remuneration and Terms of Service Committee within the policy framework set by the Welsh Government.

Location:

Cardiff and Vale UHB Headquarters
Our Values: ‘CARING FOR PEOPLE; KEEPING PEOPLE WELL’

Cardiff and Vale University Health Board has an important job to do. What we do matters because it’s our job to care for people and keep them well. We all want to do this to the best of our abilities – but we know that good intentions are not always enough.

At Cardiff and Vale University Health Board our values and expected behaviours are:

<table>
<thead>
<tr>
<th>We care about the people we serve and the people we work with</th>
<th>Treat people as you would like to be treated and always with compassion</th>
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<tbody>
<tr>
<td>We trust and respect one another</td>
<td>Look for feedback from others on how you are doing and strive for better ways of doing things</td>
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<td>We take personal responsibility</td>
<td>Be enthusiastic and take responsibility for what you do.</td>
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<td>We treat people with kindness</td>
<td>Thank people, celebrate success and when things go wrong ask ‘what can I learn’?</td>
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<td>We act with integrity</td>
<td>Never let structures get in the way of doing the right thing.</td>
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Our values guide the way we work and the way we behave with others. Post holders will be expected at all times to behave in accordance with our values demonstrating commitment to the delivery of high quality services to patients.

JOB PURPOSE

The role of Director of Corporate Governance is a pivotal one within the Cardiff and Vale University Local Health Board. He/she will be principal advisor to the Board and the organisation as a whole on all aspects of governance. The Director of Corporate Governance will – on behalf of the Chair and Chief Executive - lead the design and ongoing development of a governance and assurance framework for the new organisation and ensure that it meets the standards of good governance set for the NHS in Wales. The Director of Corporate Governance will promote and help sustain these standards by:

⇒ Keeping under review legislative, regulatory and governance developments that impact on the UHB’s activities and ensuring that the Board is appropriately briefed on them;
⇒ Winning the confidence of the Board – acting as ‘wise counsel’ providing a confidential sounding board to the Chair and individual Board members on all aspects of board business including issues of concern;
⇒ Guiding the Board in the responsible and effective conduct of its role, providing, where appropriate, a discreet, independent and challenging voice in relation to Board deliberations and decision making;
⇒ Ensuring that in all its dealings, the Board acts fairly, with integrity, and without prejudice or discrimination; and
⇒ Contributing to the development of an organisational culture that embodies NHS values and standards of behaviour.

In doing so, the Director of Corporate Governance will play a key role in protecting and enhancing the reputation of the UHB and NHS Wales.

The Director of Corporate Governance will work as a member of the UHB Senior Management Team, supporting the Chief Executive in fulfilling his/her Accountable Officer role and contributing to the formulation of strategy, policy and the delivery of statutory and corporate responsibilities, as appropriate. The Director of Corporate Governance will report on a day to day basis to the UHB’s Chair and Chief Executive.

ROLE DESCRIPTION:
KEY RESPONSIBILITIES

Governance Framework

⇒ Design and develop the UHB and committee framework - including any Advisory Groups, such as the Stakeholder Reference Group and Professional Forum – ensuring all are properly constituted, operated and supported, according to the relevant statutory framework and in accordance with directions set by the Assembly Government

⇒ Ensure Standing Orders and Standing Financial Instructions are adopted, acted upon, reviewed and amended/updated as necessary

⇒ Establish a schedule of matters reserved for decision by the Board

⇒ Ensure that effective arrangements are in place for the delegation of UHB functions within the organisation and to others, as appropriate

⇒ Ensure synergy with the UHB performance management framework through the design and development of a clear system to action Board decisions utilising strong programme management discipline

⇒ Ensure that appropriate arrangements are in place to uphold the values and standards of behaviour adopted within the UHB and its supporting committees, including those relating to:

⇒ reporting and recording of interests;
⇒ gifts and hospitality;
⇒ fraud;
⇒ whistleblowing; and
ensuring that a robust system is in place to investigate and deal with complaints relating to alleged breaches of these values and standards.

- Undertake specific, sensitive investigations on behalf of the Deputy Chief Executive, Chair/Chief Executive.
- Continually review developing best practice in public sector governance taking account of developments in other parts of the NHS, the wider public sector and the private sector and applying this to the UHB’s governance framework, as appropriate

**Equipping the Board, its Committees and its Advisory Groups to deliver**

- Develop a proactive relationship with Board/Committee/Advisory Group members, acting as the first point of contact with members and providing ongoing advice and support regarding the discharge of their duties
- Contribute to the design and development of induction programmes for new Board/Committee/Advisory Group members and ensure delivery of agreed induction which ensures a full, formal and tailored introduction to the work of the UHB
- Contribute to the design and ensure delivery of a comprehensive, ongoing development programme for Board/Committee/Advisory Group members
- Ensure the membership of the Board’s committees is regularly reviewed and refreshed, as appropriate
- Support Board succession planning and overseeing Independent Members’ rotation on committees as appropriate
- Facilitate good information flows between Board/Committee/Advisory Group members, fostering effective working between Directors and Independent Members within and between the Board, its Committees and Advisory Groups

**Handling Board, Committee and Advisory Group Business**

- Ensure that Board, Committee and Advisory Group business is properly planned and effectively co-ordinated through the production of Annual Plans of Board, Committee and Advisory Group business
- Following a programme management approach (where applicable), ensure the smooth conduct of individual Board, Committee and Advisory Group meetings by:
✓ providing advice and assistance to the Chair on the preparation of agendas and the quality and content of papers;
✓ ensuring timely delivery of papers;
✓ providing advice to the Chair and Board/Committee/Advisory Group members on the conduct of meetings; and
✓ providing independent, expert advice and support to the Chair and Board/Committee/Advisory Group members on all matters relating to statutory and legislative compliance and interpretation of Standing Orders, Standing Financial Instructions and other directions and guidance

➤ Ensure that Board, Committee and Advisory Group decisions are recorded clearly and accurately within minutes and reports
➤ Pursue follow up actions and reporting on matters arising
➤ Ensure the safe custody and proper use of the UHB Seal

Working with and taking account of the views of others

➤ Act as a key point of contact, ensuring effective communication between the Board and its stakeholders
➤ Ensure that robust governance arrangements are established and operating effectively in relation to functions carried out in partnership with or on behalf of the Board by others. This includes, for example, joint committees established with UHBs, Trusts, Local Authorities, Universities or the Third Sector
➤ Ensure that the Board takes full account of community and stakeholder views in its decision making
➤ Facilitate the development and maintenance of strong relationships with UHB partners and stakeholders across the UHB’s area, including Community Health Councils

Assurance on the Conduct of UHB Business

➤ Design and develop the UHB Assurance Framework
➤ Ensure the appropriate co-ordination of internal and external assurance activities carried out by UHB staff and NHS auditors, inspectors and regulators
➤ Co-ordinate and support the development and delivery of key sources of internal assurance, including Internal Audit, Clinical Audit, etc
Oversee a programme of regular review and evaluation of Board and committee performance incorporating a range of methods including self-assessment, independent facilitation, etc.

In conjunction with the Chair and the Chief Executive, establish arrangements for the individual performance appraisal of Board members.

Demonstrating Organisational Accountability

Ensure:

visibility, openness and transparency in all aspects of Board and committee business

that governance related information is available to the public and others in accordance with the UHB’s communication strategy

the necessary disclosures on governance and the workings of the Board through the preparation, publication and distribution of the Annual Report

OTHER RESPONSIBILITIES

As well as the key accountabilities described above, the post holder may also be required to undertake other relevant duties as required by the Board. Any such duties will not conflict with or inhibit the conduct of the Director of Corporate Governance’s primary role.

In addition, the post holder will:

undertake the role of Senior Information Risk Owner (SIRO)

be accountable for a team of staff who will assist him/her in the day to day conduct of business

as a member of the UHB Senior Management Team, contribute to the development and review of the UHB corporate/business plans to ensure they are consistent with the UHB strategy and direction, NHS Wales’s priorities and stakeholder requirements

be a member of, and actively participate in the NHS Wales Community of Practice on Governance alongside an appropriate programme of continuing professional development

Optional:

where the Institute of Chartered Secretaries & Administrators (ICSA) qualification is not already held, work towards obtaining ICSA qualification within 3 years of appointment
PERFORMANCE APPRAISAL

Performance will be appraised and objectives agreed on an annual basis with the UHB Chair, in consultation with the UHB Chief Executive.

GENERAL

- **Job Limitations:** At no time should the post holder work outside their defined level of competence. If the post holder has concerns regarding this, they should immediately discuss them with the Chief Operating Officer. All staff have a responsibility to inform those supervising their duties if they are not competent to perform a duty.

- **Confidentiality:** In line with the Data Protection Act 1998 and the Caldicott Principles of Confidentiality, the post holder will be expected to maintain confidentiality in relation to personal and patient information including clinical and non-clinical records, as outlined in the contract of employment. This legal duty of confidentiality continues to apply after an employee has left the UHB. The post holder may access information only on a need to know basis in the direct discharge of duties and divulge information only in the proper course of duties.

- **Health & Safety:** The post holder is required to co-operate to ensure health and safety duties and requirements are complied with. It is the post holder’s personal responsibility to conform to procedures, rules and codes of practice; and to use properly and conscientiously all safety equipment, devices, protective clothing and equipment which is fitted or made available, and to attend training courses as required. All staff have a responsibility to access Occupational Health and other support in times of need and advice.

- **Risk Management:** The UHB is committed to protecting its staff, patients, assets and reputation through an effective risk management process. The post holder will be required to comply with the UHB Health and Safety Policy and actively participate in this process, having responsibility for managing risks and reporting exceptions.

- **Safeguarding Children and Adults:** The UHB is committed to safeguarding children and adults therefore all staff must attend the required level of safeguarding children and adults training.

- **Infection Control:** The UHB is committed to meet its obligations to minimise infection. The post holder is required to comply with current procedures/policies for the control of infection, not to tolerate non-compliance by colleagues, and to attend training in infection control provided by the UHB.

- **Records Management:** The post holder has a legal responsibility to create, maintain, store and destroy records and other UHB information.
handled as part of their work within the UHB in line with operating procedures and training. This includes all records relating to patient health, financial, personal and administrative, whether paper based or on computer. The post holder has a duty to maintain the highest levels of data quality for all records through accurate and comprehensive recording across the entire range of media they might use. All staff have a responsibility to consult their manager if they have any doubts about the correct management of records with which they work.

- **For Clinical Staff Only:** All clinical staff are required to comply, at all times, with the relevant codes of practice and other requirements of the appropriate professional organisations e.g. GMC, NMC, HCPC etc. It is the post holder’s responsibility to ensure that they are both familiar with and adhere to these requirements.

- **Health Improvement:** All staff have a responsibility to promote health and act as an advocate for health promotion and prevention.

- **No Smoking:** To give all patients, visitors and staff the best chance to be healthy, all UHB sites including buildings and grounds are smoke-free. Staff are encouraged to promote and actively support our No Smoking Policy. Advice and support on quitting smoking is available for all staff and patients. A hospital based service can be accessed by telephoning 02920 743582 or for a community based service, Stop Smoking Wales can be contacted on 0800 0852219.

- **Equality and Diversity:** All staff have a personal responsibility under the Equality Act 2010 to ensure they do not discriminate, harass, or bully or contribute to the discrimination, harassment or bullying of any colleague(s) or visitors or condone discrimination or bullying by others. The post holder will be responsible for promoting diversity and equity of opportunity across all areas of your work. This applies to service delivery as an employee and for anyone who you may be working with. You will be made aware of your responsibilities to uphold organisational policies and principles on the promotion of equality valuing diversity and respecting people’s human rights as part of your everyday practice.

- **Job Description:** This job description is not inflexible but is an outline and account of the main duties. Any changes will be discussed fully with the post holder in advance. The job description will be reviewed periodically to take into account changes and developments in service requirements.
Person Specification

Educational/ Academic qualifications
- Academic training and qualifications to Master’s level or equivalent
- Further managerial education and/or development
- Significant additional training in relevant technical and professional matters, e.g., Data Protection, Freedom of Information, European Human Rights Law, etc.
- Project management knowledge (such as PRINCE II) or equivalent

Work Experience
- Demonstrates competence and success in corporate policy-making
- Demonstrates experience and competence in interpretation of complex legislation and regulations
- Demonstrates experience advising a Board of Directors on matters of governance, compliance and best practice
- Demonstrates experience of working at a suitably senior corporate level in the NHS
- Has experience of leading Health Board/Trust-wide policy formulation in line with legislation, regulation and national policy

Personal Qualities
- Sufficient resilience to cope with difficult interpersonal situations, competing demands and tight timescales
- Mobile, with the facility to travel quickly between facilities across a geographically dispersed area

Communication Skills
- Exceptional communication skills, able to express complicated, multi-stranded concepts in an accessible way, both verbally and in writing
- Ability, sensitivity and political judgement to be able to represent the UHB and Board in a diversity of settings, including with front line staff, service user and care groups
- High level influencing, negotiation and presentation skills -confident in ability to present information publicly using a variety of media in different settings including emotionally charged atmospheres
- Can demonstrate skills in developing communication strategy for internal and external communication with staff, users/carers/partner agencies and local communities
- Able to organise, write and present formal reports to the Board on highly complex legal and regulatory matters
- Able to present and explain highly complex and occasionally conflicting policy matters the Board and Senior Managers through a variety of means including oral presentation, written briefing, intranet guides, etc.
- Demonstrates the ability to persuade Directors and very senior managers to follow appropriate policies, procedures, protocols and guidance
- Demonstrates the ability to advise Directors and very senior managers on the interpretation of sometimes highly contentious regulatory and policy matters
IT Skills and Computer Literacy
- Highly proficient in the use of Microsoft Office systems, including SharePoint, MS Word, MS Outlook, MS PowerPoint and MS Excel
- Thorough knowledge and understanding of how technology can be used to support the objectives of the Board
- Thorough knowledge of how information resources, including the internet can be used to research and present complex policy matters

Knowledge of NHS Governance and Applicable Legislation, Policy and Regulations
- Demonstrates advanced specialist insight into the codes of governance applicable to Health Boards/Trusts in NHS Wales
- Demonstrates advanced specialist insight into the key legislation, Policy and Regulations applicable to Health Boards/Trusts in NHS Wales

Managerial and Administrative Skills
- Strong people management skills, and ability to deliver personally, and ensure cascading of appraisal, supervision, staff support and attendance management
- Change management skills related to planning and delivery of work with front line staff, users/carers, and the general public
- Extremely well-organised and able to produce forward plans and consistently meet timetables
- Able to plan work for self and others to ensure that deadlines are met and accuracy is ensured
- Able to manage, motivate and lead staff to ensure the delivery of objectives

Further Desirable knowledge, skills and experience

Educational/ Academic qualifications (e.g. diploma, degree) or equivalent
- Member of the Institute of Chartered Secretaries and Administrators or similar professional body