

## Boards Secretary and Corporate Governance Advisor

### Governance and Company Secretarial

Overview	
<b>Role Purpose</b>	Provide assurance to the Deputy Company Secretary that Notting Hill Genesis (NHG) has a robust system of decision making and complies with internal, statutory and regulatory requirements.
<b>Responsible for</b>	Working with the Deputy Company Secretary to maintain the Corporate Governance function within the Group
<b>Reports to</b>	Deputy Company Secretary
<b>Line management</b>	None
<b>Date</b>	November 2020
Role relationships	
Internal	Members of Board, Committees and subsidiaries; Senior Management; project managers
External	External suppliers and consultants for the provision of services Regulatory bodies include the Social Housing Regulator Relevant staff in partnership agencies
Role accountabilities	
<b>Company Secretarial and Board and Committee servicing requirements</b> <ul style="list-style-type: none"> <li>Develop and maintain productive working relationships across the organisation including with the Chair and Board members, Committee Chairs and members and the Executive Board</li> <li>Organise the annual meeting schedules; assist in the production of agendas (including agenda forward planning) and papers for those Boards, Committees, Subsidiaries and Joint Venture Boards assigned to this role as required; attend the meetings and take minutes, ensuring that decisions are correctly recorded and all meeting documentation is filed as necessary</li> <li>Review Committee, joint venture and subsidiary board papers, and those of other meetings as required, to ensure that decisions required are clearly set out in the recommendations and that decisions are being made at an appropriate level within NHG's delegated authorities</li> <li>Attend Committee, joint venture and subsidiary board meetings providing advice and ensuring good governance practices are being followed, referring to the appropriate delegated authorities as required</li> <li>Undertake the preparation of meetings and awaydays</li> <li>Assist in induction, appraisal and retirement of Joint Venture and committee members and keep such processes under review</li> <li>Be responsible for the upkeep and recording of governance documents including constitutional records and Declarations of Interests for the Group's legal entities, excluding Group Board</li> <li>Administrator for the electronic meeting portal for those board and committee meetings for which this role has designated responsibility</li> </ul>	

## Governance

- Support the Deputy Company Secretary in maintaining the efficient delivery of the governance framework, including ensuring that the company structure chart is up to date
- Undertake reviews of governance policies and processes as required, recommending improvements in line with good practice
- Monitor the activities of group entities to ensure they act within their rules and regulations
- Support the organisation of the AGMs for all group entities, general meetings and special general meetings where appropriate
- Support the Deputy Company Secretary to ensure that all regulatory and statutory returns and associated documents for the entities for which this role is responsible are filed with Companies House, the Charities Commission, the FCA, and the Regulator of Social Housing (and any other bodies as required)
- Record and administer the seal to legal documents in accordance with the system of authorised signatories, ensuring correct procedures are followed, updating Blueprint as necessary in the absence of the Governance Assistant.

## Compliance

- Monitor and review that all parts of the Group the activities of all subsidiaries and ensure they operate within their constitutions, standing orders and other requirements
- Monitor compliance with company constitutions and regulatory codes

## Regulation

- Support all activities in relation to regulatory matters, ensuring that regulatory requirements, guidance notes, and information requests are met in an appropriate and timely manner
- Undertake Companies House Annual Returns and Statutory filing including of share issues and redemptions in an accurate and timely manner

## General

- Develop and maintain constructive working relationships with professional networks to identify and share good practice
- Ensure confidentiality at all times, only releasing confidential information obtained during the course of employment to those acting in an official capacity in accordance with the provisions of the General Data Protection Regulations
- Ensure you follow the financial regulations, policies and procedures at NHG
- Ensure that you follow relevant Health and Safety policies and related procedures, keeping up to date with changes and taking action to maintain personal health and safety and that of others
- Ensure that you undertake any corporate responsibilities as required, including leading investigations and hearings in formal processes across the business

The tasks and responsibilities outlined above are not exhaustive, the post holder may undertake other duties as is reasonably required.

## How do you meet the role requirements?

To do the job well, we have outlined the key behaviours we'll expect of you, and the knowledge, experience and skills you need to do the job. You'll be assessed on these criteria at various stages throughout the selection process.

Role behaviours	
Customer focus	<ul style="list-style-type: none"> <li>Commit to providing the best service to customers, set realistic expectations, keep your promises, and act with integrity always.</li> <li>Commercial awareness / VFM in everything people do</li> </ul>
Accountability and delivery	<ul style="list-style-type: none"> <li>Be accountable for the accuracy and completeness of your work, remaining calm under pressure, making informed and reasonable decisions.</li> </ul>
Service improvement	<ul style="list-style-type: none"> <li>Approach your work with rigour, challenging yourself to identify opportunities for service improvement, working in partnership with others to make NHG better for customers and colleagues.</li> </ul>
Communication and inclusion	<ul style="list-style-type: none"> <li>Communicate clearly and openly, including all and celebrating differences, listening and responding positively to others.</li> </ul>
As NHG develops a new competency framework, behaviours for individual roles will be aligned as appropriate.	

Essential knowledge, experience and skills	
Professional expertise (know how & experience)	<ul style="list-style-type: none"> <li>Experience of working with confidential and sensitive material in a professional manner</li> <li>Knowledge of governance good practice</li> <li>Proven ability to understand and act on relevant legislative requirements and governance procedures</li> <li>Proven experience of supporting decision making and improving processes</li> <li>Proven experience of working with a wide variety of people at all levels, up to, and including, Board members and Directors</li> <li>Experience of working as part of a team to ensure that team objectives are met</li> <li>Experience of recording of decisions and production of documents</li> <li>An understanding of, or ability to quickly understand, the statutory and regulatory context in which NHG operates and the principles of company law</li> </ul>
Skills	<ul style="list-style-type: none"> <li>Self motivated, performance driven with initiative to assess complex situations and make decisions quickly and effectively</li> <li>Excellent minute-taking and written communication skills with ability to produce concise and high quality minutes and reports</li> <li>Strong verbal communication skills with the ability to advise and influence people at all levels including Board members and Directors</li> <li>Ability to quality assure/proof read a wide range of documentation</li> <li>Exceptional time management, planning, prioritisation and organisational skills with ability to work to tight timescales and</li> </ul>

# Role profile

	<p>under pressure, delivering work of great accuracy and quality</p> <ul style="list-style-type: none"> <li>• Ability to secure the confidence of Board members, Directors and senior officers and provide authoritative advice on governance matters</li> <li>• Able to maintain confidentiality at all times</li> </ul>
Qualifications and/or professional membership	<ul style="list-style-type: none"> <li>• Chartered Governance Institute qualification or equivalent experience is desirable</li> <li>• Excellent organisational and IT skills including Excel and Word, along with good attention to detail</li> <li>• Knowledge of the Diligent system is desirable</li> <li>• Degree level ability or equivalent level of competence / experience.</li> </ul>

Role requirements	
DBS	<ul style="list-style-type: none"> <li>• None</li> </ul>
Data and information processing	<ul style="list-style-type: none"> <li>• Information/Data User (all staff)</li> </ul>
Data protection role	<ul style="list-style-type: none"> <li>• Information Asset Owner</li> <li>• Information Asset Administrator</li> <li>• Information Champion</li> <li>• Data Owner</li> <li>• Data Steward</li> <li>• None</li> </ul>