

Guidance Note:

This is a generic template rather than a one size fits all.

It is not intended to be prescriptive but adaptable according to the specific needs of each institution. For instance, there will be a range of titles for the Governance Professional role including Clerk, Board Secretary, Head of Governance, Director of Governance and Company Secretary. Other variances may be around the qualifications and competencies required. Ideally this should be a designated Senior post holder role although not all institutions currently do this.

It is however important to note there are statutory aspects of the role which are identified in **BOLD**. In addition, there are elements beyond the statutory aspects of the role, which are critical to the delivery of the governance professional role, which are identified in *italics*. The specifications are not exhaustive and so based on their requirements, boards are able to add to or amend any other duties as they see fit.

Title:	Director of Governance/Other Governance Professional title
Reports to:	Chair on behalf of the Corporation / Board of Governors
Appointed by:	The Board of Governors
	The postholder should be treated as a senior post holder (if not formally designated as such)
	The role is a statutory requirement

Purpose

- *Responsible for ensuring corporate governance arrangements contribute meaningfully to the strategic development of the College, and that the College becomes an exemplar of best practice in its corporate governance arrangements.*
- *Ability to manage senior relationships at Board of Governors (Board), Committees and executive level, adding more value to the wider corporate picture, and experience of working closely with a range of stakeholders.*
- **Responsible for providing independent, high quality guidance on statutory, constitutional, operational procedural and ethical issues as they affect the Board, its committees and its subsidiaries**
- *Responsible for ensuring the Board is accountable to its internal and external stakeholders*
- **Accountable to the Board, through the Chair, on all matters relating to their duties as an officer of the Corporation**
- **Provide leadership, advice and support in all governance activities, statutory and regulatory compliance and external governance relations**
- *Oversee internal audit arrangements for the Board and its committees from a governance perspective*
- **Support the Board and its members in evaluating their effectiveness and training and development**
- **Inform and advise the Board on developments within the sector and relevant news from outside the sector**

- *Be proactive in keeping abreast of current and emerging guidance and legislation and advising governors accordingly*
- **Take appropriate action if and when the Board, its Chair or one of its Committees appears to be at risk of acting (or to have acted) outside their powers or to be proposing (or have taken) actions that may be unlawful.**

Responsibilities

- **Manage the governance arrangements in line with best sector and external practice.**
- *Give a strategic focus to the work of the Board, the Senior Leadership Team and the associated committee structures.*
- **Ensure the Board and its committees are capable of executing on its remit as outlined in the constitutional documents.**
- **Promote sound standards of governance and act as a guardian of integrity**
- **Review legislative and regulatory developments and advise the Board and Committees accordingly**
- **Independently brief the Chair and Governors on current issues and support liaison between the Chair, the Principal and Governor**
- **Giving advice and support to the Chair, Vice Chair, Committee Chairs and Senior Leadership Team in their respective roles**
- **Work closely with the Chair, the Principal, the Senior Leadership Team and other members of staff to support the Board in fulfilling its remit and to ensure support for and implementation of the Board's decisions.**
- *Facilitate Governors engagement with the business of the College so as to maximise their contribution to the work of the Board.*
- *Manage and support authors to produce good quality, timely papers which meet the requirements of the Board and Senior Leadership Team.*
- **Manage the administrative aspects of Board meetings (including preparation of agendas and minutes and circulation of papers), and ensure meetings proceed in accordance with the requirements of the relevant constitutional documents.**
- **Leading on and facilitating the recruitment of Governors to ensure the membership of the Board comprises the appropriate balance of skills, knowledge and experience**
- **Facilitate the Board's decision making processes and public sharing of its decisions.**
- **Provide support for Governors in their role.**
- **Leading on the training and development of the Board**
- **Serve as a liaison to and a representative of the Board to internal and external stakeholders.**
- **Draft all governance statutory documentation on behalf of the Board**
- **Support the production of key corporate publications, including the Annual Report and Accounts**

PERSON SPECIFICATION

Essential Qualifications

- Relevant degree and/or professional qualification, e.g. The Chartered Governance Institute (formerly ICSA), law, accountancy, audit, business management or QBE

Desirable Qualifications

- Post qualification experience.

Required Competencies

- *A strong understanding and significant experience of corporate governance.*
- *Chartered Secretary status or holder of a similar, relevant qualification.*

- *Ability to contribute strategically to the development of the College in its intention to become 'outstanding'.*
- *Strong written and oral communication skills and the confidence to challenge others, at whatever level, when sound corporate governance would be undermined.*
- *Excellent people skills to support engagement with staff at all levels across the College and beyond.*
- *Proven ability in planning and organisation, with good attention to detail.*
- *The ability to act with detachment and impartiality in order to serve the best interests of the Board and the Senior Leadership Team.*
- *Confidence in interpreting and applying legislation.*
- *Integrity and a respect for confidentiality.*
- *Analytical and problem-solving experience*
- *Communications experience, particularly in the areas of consensus-building and public presentation*
- *High-calibre, confident individual with proven ability to manage complicated projects, high levels of autonomy and a proactive approach*
- *Good interpersonal skills*
- *A methodical and meticulous approach*
- *Ability to prioritise and to keep to deadlines within a challenging environment*
- *Ability to rapidly develop confidence and trust with people throughout the organisation*
- *Ability to grasp complex issues and to show sound judgement*
- *Strong organisational skills and personal resilience*
- *A team player who is self-motivated and able to work autonomously*
- *Ability to develop strong working relationships and partnerships.*

Values and Personal Competencies

- *Committed to the values and vision of the organisation*
- *Committed to Equality and Inclusion*
- *Achieving goals through influence*
- *Committed to the Nolan principles*
- *Committed to excellent governance*

In addition to the role described the Board may allocate other responsibilities suitable for the independent advisor to the board such as:

Risk Management

Public Interest /whistleblowing

Freedom of Information

Data protection

Legal services