

Head of Governance

Governance

Overview	
Role Purpose	<p>Working closely with the Director of Governance you will be responsible for a team providing an excellent quality company secretarial service to the business including compliance with our listed company obligations.</p> <p>You will be key to delivering the Governance Framework across the organisation, ensuring compliance to the National Federation of Housing Code of Governance and the RSH Standards.</p> <p>The role is high profile and carries a high degree of responsibility and independence.</p>
Responsible for	<ul style="list-style-type: none"> Facilitating the proper functioning of the Board, Committee and Subsidiaries Ensuring statutory returns are filed accurately and on time Carry out the role of Company Secretary for the Group in the absence of the Group Company Secretary, providing expert advice and guidance to ensure efficient and effective administration of the Group. Organise the Annual General Meeting (AGM) and any Special General Meetings (SGMs) of the Trust and its subsidiaries. Facilitate good working relations between members of the Group and EB to ensure that different elements work together to maintain integrity and delivery of Group strategy. Support Board Members and Company Directors throughout the Group discharge their Duties against the Companies Act, the Charities' Act and other regulatory requirements. AS contract manager, monitor the effectiveness and costs of the legal services framework.
Reports to	Director of Governance
Line management	<ul style="list-style-type: none"> Boards Secretary and Corporate Governance Advisor Governance Minute Taker Governance Assistant Members Services Officer
Tier	Tier 4
Expectation Level	Head of Service
Role relationships	
Internal	The Board, Committees, Executives and Senior Managers
External	<ul style="list-style-type: none"> The Social Housing Regulator, Financial Conduct Authority, Companies House, Charities Commission External suppliers and consultants for the provision of services Regulatory bodies include the Social Housing Regulator

- Relevant staff in partnership agencies

Manager / leadership criteria

Functions	Manage and maintain the compliance with our listed company obligations and the deliver on the company secretarial function for the governance team
Staff reports	Total: 4 Direct: 4 Indirect: 0
Budget size	N/A
Specific designated, regulatory compliance requirements	Responsible for managing organisation compliance including working with Companies House, Financial Conduct Authority, Charities Commission and Regulator of Social Housing.
Other key data (i.e. size of operation, units managed, size of programme etc)	N/A

Role accountabilities

Governance functions

- Oversee and periodically review the overall governance framework for the organisation; ensure it is fit for purpose and provides clearly accountable decision making and oversight
- Review the Scheme of Delegations at least annually and ensure that amendments are drafted and incorporated in line with suitable procedures
- Ensure that governance practices across the Group are maintained to a standard that would bear regulatory scrutiny
- As contract manager, monitor the cost and effectiveness of the legal services framework
- Have regard to probity and good practice in all aspects of the governance framework

Board and Committee functions

- Ensure that Committees are properly constituted and operate in accordance with their Terms of Reference
- Ensure that the Board and Committees conduct their business in compliance with applicable legal and regulatory frameworks and associated codes of governance and practice
- Arrange secretariat attendance at all Board, Committee and Subsidiary meetings, ensuring provision of advice to the Chair and the members on governance and regulatory matters; taking excellent minutes, drafting resolutions and following up on actions as required, ensuring decisions are communicated to the relevant stakeholders
- Personally, take excellent minutes, ensuring complex debate is accurately summarised and decisions are accurately captured
- Oversee the compilation and circulation of Board and Committee meeting packs, ensuring all papers are of a high standard
- Ensure that a Board and Committee Forward Plan is maintained and adhered to
- Support the Chair on the annual Board evaluation process
- Establish effective arrangements for the induction of new Board members and provide advice and support regarding the discharge of their duties
- Co-ordinate Board and Committee succession planning
- Manage colleagues to provide excellent support to Board and Committee members
- Deliver Board training and development activities

Role accountabilities

Shareholder functions

- Management of the AGM, including preparation of the Notice and ancillary documentation
- Draft AGM related documentation and manage the AGM process, including shareholder voting analysis and feedback
- Maintain the register of shareholders, issue shares and amend Rules

Statutory and Regulatory requirements

- Deal with all enquiries on company secretarial and compliance issues
- Provide advice and information on regulatory, statutory and corporate governance matters, ensuring the business remains compliant and proactively managing new requirements on an ongoing basis.
- Ensure all filing arrangements / annual returns with relevant statutory registrations, regulators and government bodies are done promptly and accurately including maintenance of the group's FCA registration, and submission of filings to, Companies House, and the Charity Commission as required
- Maintain the share registers for all entities and ensure correct filings are undertaken for all issuance, redemptions and returns of such to Companies House
- Maintain company records to a standard that would bear inspection at any time, including those maintained via the digital systems and internal records
- Ensure the correct process is followed for the signing and sealing of documents in line with the Governance Framework
- Ensure that entities follow all relevant legislation, in particular the Companies Act 2006
- Monitor changes in relevant legislation and the regulatory environment and take appropriate action
- Undertake ad hoc projects

People Management and Performance

- Provide good and effective leadership of the function, supporting and motivating direct reports and fostering positive relationships with key staff across NHG
- Ensure staff are recruited, trained, managed, appraised and developed effectively to meet the needs of the business and in accordance with NHG policies and procedures
- Communicate and role model the standards, values, behaviours and culture of NHG through robust and effective personal and team performance management
- Promote skills development through coaching and training to ensure the team develop specialist knowledge and skills and remain engaged, competent, motivated and delivering on their objectives to the highest possible standards.

General

- 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.
- Maintain the highest standards of personal and professional integrity and conduct
- 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

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

To do the job well, we have outlined the knowledge, experience, and skills you need to do the job.

Personal Specification	
Professional expertise (know how & experience)	
Essential	Desirable
<ul style="list-style-type: none"> • Experience of working with shares issuance, redemptions, and filings • Experience of working within a highly regulated environment • Experience of dealing with FCA, Companies House and other relevant authorities and professional advisors in company secretarial matters • Experience of leading and developing a governance team • Experience of working with confidential and sensitive material in a professional manner • Extensive working knowledge of charity and company law 	<ul style="list-style-type: none"> • Use of Diligent or equivalent digital board management system. • Previous work in UK Housing Associations • Experience of working with the Charities Act and Charities Commission.
Skills	
Essential	Desirable
<ul style="list-style-type: none"> • Great communication skills with the ability to advise, influence, hold to account, and create effective working relationships at all levels including external parties, CEO and Board • Fluent and articulate verbal skills, to convey complex and / or key information to Board and Executives and facilitates training and workshops to the Board and Executives • Proven ability to challenge, influence and persuade others whilst maintaining relationships and working in partnership • Achievement oriented – a demonstrable track record of setting and achieving measurable goals • Excellent minuting skills • Excellent report writing skills in order to produce concise and high quality analyses. • Ability to work to tight timescales and under pressure. • Effective IT skills including MS Office skills 	
Qualifications and/or professional membership	
Essential	Desirable
<ul style="list-style-type: none"> • Chartered Governance Institute qualified • Degree level ability or equivalent level of competence / experience. 	

NHG Expectations

NHG expectations framework outlines what we expect from our staff at the five different expectation levels we have across the organisation.

This role is a **Head of Service** expectation level and therefore you should refer to the **Head of Service** expectation profile in addition to this role profile.

The full NHG expectations framework is available on our external job site page and intranet, Milo.

You'll be assessed on the knowledge, experience, skills, and expectations criteria at various stages throughout the selection process.