

## NORTHUMBERLAND ENTERPRISE HOLDINGS LIMITED (NEHL)

### PART A: JOB DESCRIPTION

<b>GROUP:</b>	Northumberland Enterprise Holdings Limited (NEHL)
<b>SERVICE:</b>	Group Company
<b>JOB TITLE:</b>	Group Company Secretary
<b>GRADE:</b>	Band 13/14 (dependent upon experience)
<b>RESPONSIBLE TO:</b>	Managing Director
<b>RESPONSIBLE FOR:</b>	Corporate Governance
<b>Service/ Functions:</b>	All aspects of corporate governance and statutory compliance
<b>Employees:</b>	A number of teams as delegated to achieve the required outcomes
<b>Budget:</b>	Accountable for service and/or company budgets
<b>Other Resources</b>	

#### JOB PURPOSE:

The Group Company Secretary will be responsible for the Group of Companies including its subsidiaries statutory compliance, and be the key individual who ensures the Group operates within legal requirements and is safe and effective in the delivery of its business. The role includes acting as professional advisor to the Board of Directors on governance matters ensuring the Group's corporate and constitutional affairs are delivered to the highest standards of probity, and according to statutory and regulatory requirements.

The Group Company Secretary is a key member of the senior management team and will work closely with other members of the team contributing to the overall management of the services it provides.

#### KEY FUNCTIONAL RESPONSIBILITIES:

- Provide strategic leadership, professional and technical advice to the Board on all Governance matters.
- Lead, develop and manage systems to ensure compliance with legal and statutory requirements and any relevant codes.
- Play a lead role in developing and ensuring good corporate governance at board level and within the organisational structure of the Group.
- Provide sound advice to the Board on matters of governance and other issues.
- Undertake other management responsibilities including the coordination of annual business plans and Group strategies.
- To be accountable for the effective running of the business.

## **PRINCIPAL ACCOUNTABILITIES**

### **Statutory Compliance:**

- Ensuring good corporate governance at board level and within the organisational structure of the Group, providing professional and sound advice to the Board on matters of governance and other issues.
- Leading, developing and managing systems to ensure compliance with legal and statutory requirements, and relevant codes.
- Ensuring that all statutory Group books and registers, including the register of Directors and people with significant control are kept up to date, safe and available for inspection.
- Ensuring that all statutory returns to Companies House, including changes to the registers, the annual confirmation statement, accounts and notifiable resolutions (such as changes to the Articles of Association) are complete, accurate and submitted on time.
- Making annual returns to Companies House, including Directors, auditors and financial reports, details of assets & liabilities.
- Ensuring compliance with the Articles of Association, monitoring changes in relevant legislation and the regulatory environment and taking appropriate action.
- Develop and maintain connections with external networks of governance professionals, ensuring learning from good practice governance.

### **Governance:**

- Developing and overseeing an easily understood and recorded governance framework.
- Supporting and advising the Chair of the Board in ensuring the Board functions efficiently and effectively.
- Ensuring the Board is kept abreast of all relevant laws, regulations and corporate governance developments and that statutory deadlines are complied with.
- Lead, develop and implement change management approaches to strengthen the governance and accountability culture across the Group.
- Co-ordinating the organisation of board meetings and committee meetings including the annual cycle of business, preparation of agendas and papers as required, review of terms of reference, ensuring that minutes of all board and committee meetings are recorded and that actions are followed up.
- Maintaining a calendar of prospective Board of Directors business to ensure such business is appropriately dealt with within an annual business cycle.
- Ensuring that Group policies are in place, they are kept up to date and appropriately approved by the Board or a Board Committee.
- Advising the Board on good practice in corporate governance, for example, giving guidance on the legal implications of the way it discharges its duties, runs meetings, and makes decisions.

- Advising the Chair and the Board of Directors on their duties, and ensuring that they comply with corporate legislation and the Articles of Association.
- Ensuring that legal and contractual documents are properly executed, and overseeing and facilitating access to appropriate legal advice.
- Developing and overseeing an assurance framework including risk management and control arrangements. Ensuring this complies with internal and external governance and best practice requirements, and which provides the Board with assurance (positively or negatively) regarding the delivery of strategic objectives.
- Ensuring that an induction process, training plan/requirements, and an appraisal process are in place and delivered for the Board and its members.

**Management/Other responsibilities:**

- Developing and maintaining excellent communication with the Managing Director, the Board and its committees, shareholders and other relevant stakeholders including legal advisers and auditors.
- Supporting the Managing Director in the development of reports, as required, including production of the Annual Report.
- Providing strong and visible value driven leadership to staff and the wider community, promoting openness, transparency and involvement of stakeholders.
- As a member of the senior management team, participate and contribute fully in the corporate management and strategic development, and to represent the Group as appropriate on behalf of the Chair and/or Managing Director.
- Manage staff and designated resources in line with company policies, ensuring resources are effectively and efficiently deployed.
- Take responsibility for the health and safety of employees and manage matters related to insurance and property.
- Undertake other functions and responsibilities as deemed necessary and as the role develops further.

**Other key requirements:**

As the Group Company Secretary is accountable to the Board of Directors and provides them with advice, there is therefore a need for the postholder to retain their position as a neutral, independent advisor. In order to provide such advice there is a key requirement to develop a sound working relationship with the Directors.

The Group Company Secretary will attend meetings of the Board, contributing to discussions as and when required, and in particular advising on legal and governance matters and any areas of responsibility that have been delegated to the postholder.

Report to the senior management team on all business relating to the Group, as requested.

## **PART B: GROUP COMPANY SECRETARY:**

### **PERSON SPECIFICATION**

<b>GROUP:</b>	Northumberland Enterprise Holdings Limited (NEHL)
<b>SERVICE:</b>	Group Company
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<b>GRADE:</b>	Band 13/14 (dependent upon experience)

#### **Qualifications**

##### Essential

- Degree level qualification or equivalent

##### Desirable

- Membership of the Institute of Chartered Secretaries and Administrators (ICSA) or nearing completion
- Masters Level qualification in a related subject
- Leadership/Management Level Qualification
- Experience of working as a Company Secretary or in a senior governance role

#### **Experience, Knowledge and Skills**

- Sound knowledge of governance principles and the legal duties, responsibilities and liabilities of being a Company Secretary.
- Knowledge of corporate governance legislation and best practice, and an understanding of corporate risk management systems and processes.
- Significant demonstrable experience at senior management level.
- Demonstrable track record of dealing effectively with business conduct issues.
- A successful track record of engaging effectively with others at a senior level and building productive partnerships with key stakeholders.
- Experience of policy development.
- Excellent interpersonal and communication skills to relate effectively to and command the respect, trust and confidence of the Directors, senior managers, employees and other stakeholders.
- Ability to influence colleagues at the highest levels in the organisation and to work with people at all levels.
- High level of political astuteness with awareness of the culture and context of the Group, and the environment within which it works.
- Ability to apply tact and diplomacy, with the confidence to provide support to high-profile Group Company staff and board members.

- High level of integrity, discretion, openness, honesty and reliability, eg in the discussion and handling of confidential information.
- Ability to communicate clearly and effectively, verbally and written at all levels of seniority.
- Excellent organisational skills with thorough attention to detail.
- Ability to multi-task, prioritise own workload and work under pressure in a fast and challenging environment.
- Able to make considered decisions that will have a positive impact on the Group.
- Good analytical and problem solving skills, including the use of numerical information.
- Have sound business acumen and commercial awareness.
- Be able to think and plan strategically.
- Proven leadership and management skills.

#### **Motivation**

- Fully committed to the values and principles underpinning NEHL.
- A strong corporate orientation and a commitment to tackling issues in a non-departmental manner.
- Maintain personal conduct and credibility that engages and commands the confidence of the Board of Directors, senior managers, staff, the public, external partners and other stakeholders.
- Commitment to the Board of Directors, demonstrating strong leadership with a responsive style.
- Holds high standards of honesty, integrity, openness, and respect for others.