

ROLE **PROFILE**

JOB TITLE: Head of Governance
REPORTING TO: Director of Governance
TEAM: Governance

JOB OVERVIEW

Provide strategic corporate governance advice and operational company secretarial support to both the Boards, Committees, and the Executive, establishing and maintaining the highest standards of governance at all times.

Management of a Governance Team which provides excellent support services to Boards, Committees, involved customers and the Executive Team.

ABOUT THE ROLE



**FUTURE
FOCUSED**



**WORK
TOGETHER**



**ACT
WITH CARE**



**MAKE A
DIFFERENCE**

We have big plans driven by our priorities and underpinned by our values and principles. We don't focus simply on what we do – how we do it is equally important. It's the way we work.

Your main responsibilities will include:

Governance

- 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.

- Ensure compliance with constitutional and regulatory requirements for the Group.
- As the Deputy Company Secretary, provide governance advice and guidance to the Boards, Committees, and the Executive, ensuring that the ForViva Group heeds governance legislation and best practice at all times. Guide on legal and constitutional matters, including the application of standing orders, and correct and proper conduct of business and meetings. Arrange and brief external legal advice where necessary to ensure the efficient and effective resolution of issues.
- Assist the Chairs of the Boards and the Chief Executive in fostering a collegiate way of working between the Boards, its Committees, and the Executive.
- Provide advice on Board / Committee design and schemes of delegation.
- Support the Executive Directors of Governance and Assurance in fulfilling their corporate responsibility with respect to good governance and in maintaining the highest standards of prudence and propriety.
- Lead the authoring and updating of a suite of corporate governance tools (e.g. internal governance codes and frameworks) that assist ForViva Group with embedding and driving forward good governance at all times.
- Provide advice to the Boards, Committees and Executive on skills criteria for membership, identifying any gaps and supporting the recruitment, selection, induction, and appraisal of Board members. Advise on the retention and refreshment of skills.
- Manage the electronic meeting system used to publish papers and information resources to Board Members, and be responsible for ensuring appropriate electronic and paper records are kept of Board and Committee minutes, agenda papers and resolutions.
- Maintain Board Member records including attendance registers, declarations of interest register, DBS checks and learning and development records.
- Be responsible for the maintenance of statutory registers, including sealing, contracts, hospitality and gifts, shareholders, whistleblowing, fraud, and other registers as allocated from time to time.
- Develop performance information and KPIs on governance and compliance for the Board and Executive Team.
- Ensure that the Board and its Committees are properly constituted, operated, and supported, according to standing orders and the regulatory framework.
- Ensure that Committees operate in accordance with their Terms of Reference.
- Ensure that the Boards 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 and Committee meetings, ensuring the provision of advice to the Chair and the members on governance and regulatory matters, taking excellent minutes, drafting resolutions, and following up of 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.
- Assist the Executives, Board and Committee Chairs with agenda planning and ensure that the Board and Committee Forward Plans are maintained and adhered to.
- Assist the Chief Executive and Board Chairs in the planning and management of Board Away Days.

Statutory and Regulatory

- 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.
- Maintain oversight of the frequency and content of regulatory returns required by key funders, regulators, and other stakeholders, ensuring timely accurate submission.
- Be responsible for all filing arrangements and the completion of annual returns to the FCA.
- Be responsible for custody of the company seal and ensure the correct process is followed for the signing and sealing of documents in line with the governance framework.
- Scrutinise and report to the Board all regulatory developments and assess the governance implications of papers put to the Board.
- Assist with the Statistical Data Returns.
 - Develop, monitor, and support the achievement of customer co-regulation through work plans of the Customer Committee and the Scrutiny Panel.

General

- Support the Data Protection Officer in meeting the requirements of GDPR / Data Protection Act 2018.
- Keep up to date with changes in legislation, regulation, good practice within the sector, alerting changes required to ForVivas strategies plans, policies etc.
- Carry out all other duties as may be reasonably assigned from time to time, with the level of this job description.
- Communicate and role model the values, behaviours, and culture of ForViva.
- 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.

WHAT WE ALL NEED TO DO

- To help us achieve our purpose of improving lives, we all live by our four main values: passion, openness, respect and trust.
- We support the organisation to make sure we continue to maintain and even exceed expectations, work to high performance and compliance standards and demonstrate value for money.
- Everyone adheres to data protection regulations ensuring that confidentiality is maintained around access to commercially sensitive or personal information in line with our policies and procedures.
- We thrive in an inclusive environment, where everyone is valued.
- Compliance on all aspects of health, safety and welfare for all staff and customers is paramount to how we work together.
- Everyone undertakes personal development activities which will support you in your job and help you continually innovate and reach your full potential.
- From time to time you may need to undertake other tasks commensurate with your role.

PERSON SPECIFICATION

Person Specification:

Assessment Key: AF = Application Form I = Interview T = Test/Assessment QC = Qualification Certificate

AREA	REQUIREMENT (All criteria are essential unless defined as desirable)	ASSESSED BY:
Qualifications and Training	<ul style="list-style-type: none"> • A corporate governance expert and professional company secretary. ICSA qualified, part qualified, or equivalent, or substantial experience as a company secretary. • Experience of working within a highly regulated environment. • Experience of working with commercial companies 	
Experience, knowledge, skills and qualities	<ul style="list-style-type: none"> • First class interpersonal skills, including discretion. Used to building credibility with senior figures and managing the relationships between Executives and Boards. Has the confidence to make impactful interventions at Board meetings. 	AF/I

	<ul style="list-style-type: none"> • Experience of working with confidential and sensitive material in a professional manner. • Significant experience of operating at a senior management level, dispensing accurate and respected governance advice. Able to evidence experience of running a service function highly regarded by its stakeholders. • Experience of representing an organisation in front of regulators and external stakeholders. • Highly literate with first class written business English. A competent minute-taker of Board meetings with meticulous organisational skills and attention to detail. Intermediate IT literacy. 	<p>AF/I</p> <p>AF/I</p> <p>AF/I</p> <p>AF/I</p>
Skills and abilities	<p>Personally committed to diversity, treating others with dignity and respect, and with a passion for our customers and a commitment to our values.</p> <ul style="list-style-type: none"> • Proven ability to challenge, influence and persuade others whilst maintaining relationships and working in partnership (internally and externally). • Analyse and interpret complex data and provide clear concise reports. • Takes a pro-active, performance focused approach. • Ability to work to tight timescales and under pressure. 	<p>AF/I</p> <p>AF/I</p> <p>AF/I</p> <p>AF/I</p> <p>AF/I</p>
Personal qualities	<ul style="list-style-type: none"> • Resilient and confident • Able to make decisions and deliver results to tight deadlines under pressure. • Ability to use initiative and forge relationships with a wide range of stakeholders. 	<p>AF/I</p> <p>AF/I</p> <p>AF/I</p>
Other	<ul style="list-style-type: none"> • Ability to be flexible with working hours as required 	<p>AF/I</p>

Prepared March 2021