

JOB DESCRIPTION

JOB TITLE : Company Secretary/General Counsel

**RESPONSIBLE TO : Chair/Chief Executive**

**ACCOUNTABLE TO: Board of Trustees**

**ORGANISATION**

St Elizabeth's is a national charity offering a range of services to all age groups with learning difficulties. We provide holistic care, support, health and education services in a safe environment for very vulnerable people, recognising them to be unique individuals who should be valued, supported and enabled to maximise their personal potential in all areas of life.

Established in 1903, St Elizabeth’s is a charity forming part of the Roman Catholic Diocese of Westminster and looks after approximately 100 adults and approximately 75 children and young people with epilepsy and other complex medical conditions based on a 68 acre site in Much Hadham, Hertfordshire. It also comprises a school, a further educational college, an adult care home and associated supported living services. There are approximately 620 staff. Annual income is approximately £21 million and net assets approximately £19 million. It is regulated by CQC and Ofsted.

With a relatively new Board and at a time of significant organisational change, St Elizabeth’s is looking for a Company Secretary/General Counsel to ensure the proper functioning of the governance structures of the organisation and provide technical and legal advice to the executive.

The position, which will be based in Much Hadham, is being offered on an initially part-time (2-3 day per week) basis which could extend to a full-time role in due course.

**SCOPE OF ROLE**

The role combines two separate, but complementary, functions. As Company Secretary, the post-holder will report direct to the Chair and Board of Trustees and play a crucial role in ensuring that St Elizabeth’s achieves the highest standards in terms of corporate governance, ensuring legal compliance with Company and Charity law and limiting risk exposure. The post-holder also takes direct responsibility for servicing the Board and its meetings, acting as Board Secretary and, with the Chair and CEO, ensuring the timely and effective transaction of Board business and providing advice, support and training to Board members as appropriate as well as the taking of minutes of the various meetings and matters arising therefrom.

As General Counsel, reporting to the CEO but interacting with senior executives and non-executives at St Elizabeth’s, the post-holder will provide legal and corporate advice and guidance at the highest level to the organisation. The General Counsel will ensure the organisation has access to legal advice on general aspects of law – including charity and public law, regulatory issues and other legal matters such as contract and employment law - as well as briefings and preparation of key papers and documents, as required.

While much of this advice will be provided in-house, specialist legal advice will continue to be obtained from external advisers and the post-holder will be required to instruct specialist legal providers as appropriate to meet St Elizabeth’s needs. The post-holder will therefore assume responsibility for creating an outsourcing strategy, maintaining a panel of external legal providers to offer specialist advice and ensuring quality and value for money.

**MAIN DUTIES AND RESPONSIBILITIES**

**Company Secretary**

The Company Secretary will:

* Provide advice and assistance to ensure the Board meets its legal requirements in terms of Company and Charity Law
* Act as St Elizabeth’s lead in all matters of good governance, supporting the Board of Trustees, Trustee Sub-committees (including School and College Governors) and key senior leadership to meet the highest standards in managing and monitoring the work of St Elizabeth’s and its resources
* Oversee the secretariat services that are provided to the Board of Trustees and Sub-committees, arranging and managing Board and Governor meetings as agreed and, with the Chair and CEO, ensuring the timely distribution of papers and the efficient conduct of business.
* To act as a point of support, advice and resource to non-executives in relation to the discharge of their responsibilities, leading on Board and Governor training and refreshment.

**General Counsel**

As legal adviser to St Elizabeth’s, reporting directly to the CEO, to be the principal adviser to the organisation on all legal matters, which will include:

* To provide formal and informal advice on a wide range of issues and opportunities relating to St Elizabeth’s.
* To advise on the management of potential legal, regulatory and compliance issues which arise during the course of the organisation’s work.
* To procure external legal advice as necessary and to act as relationship manager of external legal advisers where required, ensuring that the outsourcing of legal advice is undertaken in a cost-effective and high quality manager according to an agreed framework for such matters.

**Person Specification**

**Essential:**

* Qualified solicitor, barrister or ICSA qualified company secretary with significant experience of advising senior internal stakeholders.
* Well-developed ability to analyse information and present solutions/options clearly and concisely.
* Good working knowledge of charity law and company law and a sufficient knowledge of the company secretarial role to manage compliance.
* Experience and understanding of commercial considerations and drive to obtain best outcome for St Elizabeth’s.
* Ability to build and maintain positive relationships with senior external stakeholders, including Government and representative bodies.
* Excellent organisational, presentational, written, influencing and interpersonal skills.
* Experience of the management of the provision of outsourced legal advice.
* Detailed knowledge of governance, especially where it relates to governance in charities.

**Desirable:**

* Prior experience of operating as in-house legal Counsel, including within bodies in the not-for-profit or public sectors.
* Experience of working within care, health and/or education or comparable regulatory frameworks.
* Knowledge of the relevant public law legislation.
* Detailed knowledge of employment or commercial law, or any similar area of law directly related to the work of the charity.