

## **Options for Board Secretary**

Western Sussex Hospitals NHS Foundation Trust  
Brighton and Sussex University Hospitals NHS Trust

**Good Governance Institute**

**April 2018**





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# Western Sussex Hospitals NHS Foundation Trust Brighton and Sussex University Hospitals NHS Trust

## Options for Board Secretary

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## Background

Western Sussex Hospitals NHS Foundation Trust holds the management contract for Brighton and Sussex University Hospitals NHS Trust and the two trusts work closely together. The two trusts are currently undergoing major transformational change, with a significant capital development in Brighton. There are two boards, but with almost congruent membership and a growing alignment in terms of many governance and management processes.

The Director of Corporate Governance at Western Hospital NHS Foundation Trust occupies an integral role that oversees a small team, which delivers the board and strategic governance across both trusts. The outgoing Director also informally assumed the role of 'Chief of Staff' on behalf of the executive team. In this capacity, he was supported by an Assistant Director of Corporate Governance, a temporary post created when the Brighton Board Secretary post became vacant. Both roles are now vacant and are being covered on an interim basis.

There is a significant workload for the corporate governance team, with two boards and X supporting committees to oversee. In addition, two trust executive committees (each meeting bi-monthly) are supported. Other administrative responsibilities include Freedom of Information Act arrangements; the Council of Governors at Western; the BSUH charitable funds committee, and various other special projects, such as the external review of governance at Western.

As the two trusts build a consensus on closer working, the Board Secretary role will play a significant part in facilitating the successful functioning (and enhancement) of the joint relationship, resulting in the development of a robust quality management approach, and ultimately, service and patient experience improvement. The Good Governance Institute (GGI) is currently working with the trusts to establish and implement an effective quality management structure and we see the on-going success of this work being dependent on a successful appointment to this role.

Against that background, both the Director and Assistant Director of Corporate Governance are scheduled to depart by the beginning of April 2018. The corporate governance function has developed over time, and the trusts have commissioned GGI to carry out a short review to make recommendations about the options for the Board Secretary function going forward.

## Methodology

The recent departure of the current board secretary (Director of Governance) and their deputy provides an opportunity to reflect and consider future options, based on the experience and aspirations at the two trusts and the wider sector. GGI were asked to evaluate the current opportunities for the trust to produce this report for consideration and in doing so, we have undertaken the following activities:

Carried out internal interviews of key executives to help scope out the current role, and likely needs on the ongoing role of the board secretary (Director of Governance). This has included:

- Undertaking benchmarking against a number of NHS trusts with similar or markedly different structures and sizes;
- Undertaking a review of the current literature on the board secretary role across health and other sectors;
- Production of a final report with recommendations, which sets out the current thinking on best practice the options for the trust.

## Executive summary

Although the role of the Company/Board Secretary is now well established across sectors, there appears to be a significant gap in the literature, and where comment exists there is variance. Furthermore, like the role itself in varied organisations and sectors, the literature greatly varies.

The context for Western Sussex NHS Hospitals Trust and Brighton and Sussex University Hospitals is that there is vision and appetite for a broad role to be considered, although the trusts wish to consider different options.

In producing this report for Western Sussex NHS Hospitals Trust and Brighton and Sussex University Hospitals, GGI has incorporated comparison across sectors and particularly within the NHS with specific emphasis on four key areas to determine the best outcome for the Trust and these are:

- Roles and responsibilities
- Reporting
- Committees and board process
- Qualifications and prior profession

## 2. Analysis of the current Board Secretary function

Through our interviews with the outgoing Director of Corporate Governance and the trust's executive team, GGI has gained a thorough understanding of the scope of the work currently overseen by the board secretary and their small team. The range of duties and responsibilities has developed over time and has increased in size and complexity through the initial stages of the merger between Western Sussex Hospitals NHS Trust and Brighton and Sussex University Hospital Trust. In summary, the current governance team is now delivering the secretariat function across both trusts.

### **Overall responsibilities covering Board Secretary function**

The post, officially the Director of Corporate Governance, is a non-voting member on the boards of both trusts and undertakes the board secretary function across both boards, two sets of sub-committees and the trust executive committees. The current role also includes responsibility for all regulatory committees and oversight across both trusts working with NHS Improvement (NHSI) and managing regulatory work arising out of committees, specifically around performance, finance and quality. The role also has responsibility for the management of all Freedom of Information activity and requests.

### **The role has specific responsibility for year-end activities:**

- AGM preparation at both trusts
- Co-ordination of year-end processes at both trusts
- Content for the annual report and co-ordination of this content across both trusts
- Annual Statements of Governance at both trusts

*GGI understands that these critical activities have been completed by those fulfilling interim position. However, they will form a significant part of the new board secretary's role*

### **The role and responsibility across special projects**

There are a number of specific projects that the role of Director of Corporate Governance has responsibility for and each are in different stages of progress:

- Charitable funds development at Brighton.
- Providing support to the Director of Organisational Development across the eight KLOES in the CQC well-led preparation
- Management of the external review at Western being undertaken by Deloitte
- Input into the special measures funding bid
- Review of risk management at Brighton
- Health Assure programme implementation at Western

Arising out of our interviews, it is evident that a key responsibility of the post-holder will be to undertake a review of annual business cycle of all committees and groups reporting to the board(s). This should entail a thorough review of the board committee structure and the related standardisation of administrative functions, contributing to the overall quality and assurance framework.

The post-holder will also be required to undertake a comprehensive review of the administrative responsibilities and duties performed by the Assistant Director and Executive PAs across both organisations. The executive PAs each currently support two Directors and provide administrative support across various groups. We understand that issues here are concerned mainly with capacity, rather than capability, but priorities need to be clarified.

#### **Competencies and qualities for the role:**

Arising out of our interviews and observations, it is clear that as a result of the merger of the two organisations, the Company Secretary role performed by the Director of Corporate Governance has been integral to success to date, acting as the 'glue' between parts of the executive team and the board. This essential function is not to be underestimated and must be incorporated into the new post-holder's role.

The current Chair and executive team have commented that the element of 'invisibility' in relation to the management of the board has been achieved well and this high standard must be maintained moving forward.

The capability and willingness to take ownership of issues and actions, rather than acting as a simple 'conduit' has also been expressed. It is also envisaged that the post-holder could take a more proactive role in participating in meetings, thereby reducing the burden on executive colleagues. A streamlining of meetings in common between both trusts has been implemented in parts. However, much remains to be addressed in addition to reducing the duplication of workloads and tasks, given the differences between the two organisations.

In summary, arising out of our discussions, the key competencies and qualities for this post are:

- an 'all-round' member of the executive team performing a broad range of duties;
- a depth of skills and experience;
- an ability to operate at a peer-based level, offering challenge and ensuring quality is dealt with at the right level rather than being passed between different senior executives;
- an ability to manage Non-Executive Directors in addition to governors of the organisations (although it is acknowledged that this is currently well managed with the Chair and executive team);
- a knowledge and or experience around legal and compliance matters relevant to both organisations



### 3. Analysis of roles and responsibilities

The Company Secretary is fundamentally expected to act as the interface between the board and executive, ensuring the flow of information and providing advice and support, and also ensuring due board and legal process is followed.

Given that the trust has options regarding the level of responsibilities for this role in moving forward, in order to undertake a deep analysis, GGI felt it was important to examine differences between sectors. The literature that we reviewed varies in terms of the responsibilities of the Company Secretary from sector to sector. Research carried out by Kakabadse et al.<sup>i</sup> for ICSA, which featured respondents from a variety of sectors, found that the core responsibilities of the role fell within three broad areas:

- reporting
- governance
- board process

The size of the organisation influenced where emphasis was placed. For example, respondents in smaller organisations were most concerned with reporting; those in medium-sized organisations with governance; while those in large organisations prioritised board process. This is particularly relevant to the trust at a time moving through a merger, in considering joint board arrangements and increasing size, it would appear important to ensure that the role is commensurate and atypical of similar organisations.

The literature we reviewed also indicates that there must be a degree of variation in the responsibilities attached to the company secretary position and responsibilities, in accordance with the varying needs, size cultures and contexts of different organisations. Nevertheless, the Department of Health<sup>ii</sup> in the Integrated Governance Handbook has identified a core set of responsibilities that the position should always encompass:

1. ensuring the board and all committees are fully serviced
2. managing information flows between committees, board members and senior management
3. taking a leading role in governance: advising the board on all governance matters, and periodically reviewing the board and its committees to ensure that they are fit for purpose
4. conducting a monthly appraisal of where the board lies in relation to the strategic cycle
5. co-ordinating the publication of the annual report and annual governance statement
6. managing the induction and development of NEDs and governors, and advising them on their duties and responsibilities.



At a more junior level, the Company Secretary performs a purely administrative function, managing the information flow between committees and the board. More senior, professional grade post-holders have executive or quasi-executive responsibilities for matters relating to governance. This includes advising the board and governors on legal and constitutional matters; managing the induction and development of NEDs and governors; managing stakeholder relations and playing a central role in the development of policy and strategy.

The difference in the seniority of the roles between organisations depend upon how they build upon the Department of Health's essential responsibilities and combine with other professional roles within an organisation. Fig 1 below demonstrates this from a review undertaken by NHS Providers<sup>iii</sup>.

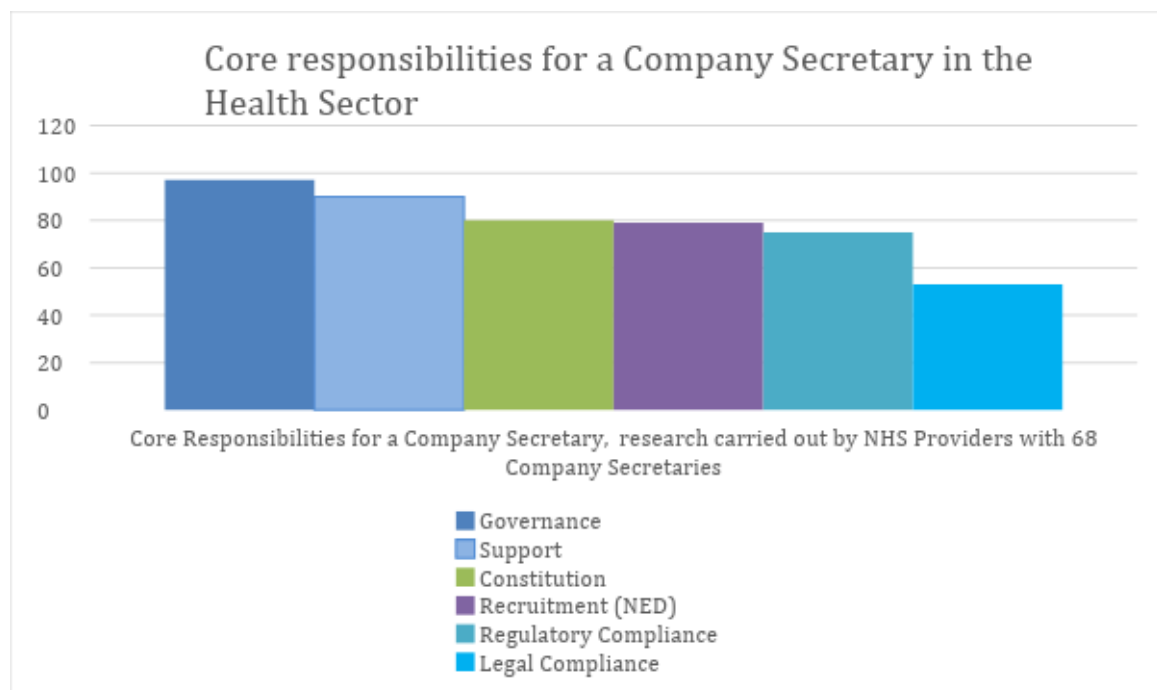


Fig 1

53% of NHS Providers respondents also cited 'legal compliance' as a top area of responsibility. The Trust will need to consider the extent to which the new role supports the governing body on its legal duties, either taking on the legal executive portfolio or providing general guidance. Views from internal interviews on this aspect was mixed.

It is, however, important to consider the perceived a conflict of interest between the two roles and whether in order for the effective fulfilment of their responsibilities, it is important that the Company Secretary is as independent as possible. Allowing them to continue to be viewed as the board's trusted advisor (sometimes described as the 'conscience of governance') with specific responsibility for corporate governance. If the

Company Secretary role is combined with that of another executive portfolio, such independence may be difficult to achieve. Also, during this period of significant change, and with the potential to procure, or continue to procure these services externally, it may be advisable not to combine these two functions at this time.

A common message from our benchmarking was that the value added by the Company Secretary role was maximised when other actors understood, and were therefore able to utilise, the Company Secretary's unique position as an independent advisor to the board and a leading figure in corporate governance<sup>iv</sup>, a recommendation echoed in the ICSA Health Service Governance Handbook, by Lea. The majority reported playing a leading role in governance. This included advising the board on current governance matters and developments, reviewing terms of reference and the annual business cycle, and reviewing the governance structure of the board and its committees. This shows consistency with the governance responsibilities reported by Company Secretaries in the NHS Providers research.

### 3. Analysis of reporting

The Department of Health's *Integrated Governance Handbook* states that the Company Secretary should be appointed by the remuneration committee and should be answerable to the board collectively, rather than the CEO or Chair<sup>v</sup>. Lea corresponds with this while emphasising that the Company Secretary should not be answerable to any individual board director<sup>vi</sup>. This works to ensure the neutrality of the role: independence from the undue influence of any senior board member is essential to functioning as an impartial advisor and a trusted interface between board members, senior managers and governors.

Similarly, the King IV Report states that although the Company Secretary should be a trusted advisor to the governing body, they should 'maintain an arms-length relationship with the governing body and its members, and therefore should be a non-voting member of the governing body.'

The King IV Report for the Institute of Directors in Southern Africa also states that the Company Secretary should report 'functionally to the chair of the governing body and administratively to the CEO,' while having their performance evaluated by the governing body at least annually<sup>vii</sup>.

In order to ensure personal development and accountability, the *Integrated Governance Handbook* does, however, recommend that there is a reporting line between the Company Secretary and the CEO. However, since they are accountable to the board, they should report to the Chair (who is elected by the board as their leader, representing the board) on all matters relating to the board<sup>viii</sup>.

GGI determines that despite the slight variation in accountability, it is clear across all the literature that independence and neutrality is a vital aspect of the role and that this bears relevance for the trust in considering the way forward.

With a focus on the NHS for comparison, conversely to the opinion outlined above, we found that 51% of Company Secretaries reported to the Chief Executive, 26% to the Chair and Chief Executive, and only 1% to the Chair only. [REDACTED]

There is also a broad variation in the scale of the teams that Company Secretaries themselves have supporting them. In the NHS, the majority of Company Secretaries (66%), had one to five members in their team; 9% had none; 12% six to ten, and 13% more than ten.

From our benchmarking, all individuals emphasised that in order to properly perform the full range of functions recommended by the Department of Health, the position should be well-resourced in terms of support staff.

#### **4. Analysis of committees and board process**

Through GGI's benchmarking, all except one of our interviewees sat in attendance at board meetings as a non-voting member. This allowed them to provide independent, informed input into strategy, as well as enhancing their ability to manage information flows between the board and senior management. 50% of company secretary respondents in the research by Lintstock and the All Party Parliamentary Corporate Governance Group research stated that they sat on the Executive Committee, with a suggestion that such standing is necessary to carry out the role successfully<sup>ix</sup>.

We found that nearly all of the Company Secretaries that we spoke to confirmed that they (or one of their team) served all committees that sat beneath the board. The King IV Report argues that it is a key duty of the Company Secretary to support and co-ordinate the committees of the governing body<sup>x</sup>. Lea recommends that, to carry out the responsibilities of their role successfully, Company Secretaries attend board and committee meetings<sup>xi</sup>. However, the majority we spoke to did not administer any further sub-committees. Most explained that serving these committees involved working closely with the chairs of committees in planning agenda and setting the annual business cycle; reviewing terms of reference and carrying out effectiveness reviews. This issue is particularly relevant to the quality management programme currently underway, which GGI is working closely with the trust to enhance and implement.

This programme has identified an important objective to set standards of quality management from the top and several of our interviewees described the running of the

main committees to set quality standards for the administration of sub committees by colleagues in other roles. Where not all of the board's committees were serviced by the Company Secretary or one of their team directly, the Company Secretary tended to attend such meetings every quarter or half yearly for the purposes of quality monitoring.

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## 5. Analysis of qualifications and prior professional experience

All of the literature that GGI reviewed suggests that those going into the role of Company Secretary appear to consist both of those qualified through the Chartered Governance Institute (formerly and still known as with regards to qualification the Institute of Chartered Secretaries and Administrators (ICSA)) and those coming from other professions such as accountancy or law. NHS Providers found that 35% of its respondents were ICSA qualified, with a further 9% currently undertaking the course<sup>xiii</sup>. The *Integrated Governance Handbook* states that the Company Secretary should 'ideally be accredited by a professional body' such as the ICSA<sup>xiv</sup>. In wider industry, the Companies Act 2006 states that the Company Secretary of a public company must be 'appropriately qualified'.

However, the literature is divided on the benefits that such backgrounds bring to the role. Kakabadse et al. found that ICSA route of entry was preferable to that of an experience in accountancy or law, due to the rounded understanding of governance and board member service gained and particularly useful in the context of complex organisations and 'joined-up' healthcare<sup>xv</sup>. In contrast, in the research carried out by Lintstock and the All Party Parliamentary Corporate Governance Group the consensus was that a legal background is the most beneficial, stated by 63% of Company Secretaries and 69% of board members. The value of ICSA qualification was recognised, but a greater emphasis was placed on legal and commercial experience<sup>xvi</sup>.

The King IV Report sums up well the requirement for a balance between qualifications and experience: 'The governing body should apply its mind to appointing as Company Secretary... a person with the necessary experience, expertise and qualifications, as well as at the appropriate level of seniority to discharge the role effectively and with the necessary gravitas.'<sup>xvii</sup>

Through our benchmarking, our interviewees were split between those who were and were not ICSA qualified. Other forms of appropriate qualifications came predominantly from accountancy and law. On the other hand, consistent with the value placed on actual experience and 'people' skills in the literature, interviewees stressed that in addition to formal qualifications, personal attributes such as a willingness to challenge when necessary, being diplomatic and attuned to political sensitivities, together with the ability to command a level of authority, were essential to gaining the trust and confidence of the board, and thereby to perform the function of 'conscience of the organisation'.

Views from internal interviews were unanimous in that high importance will be placed on recruiting an individual with the appropriate level of personal qualities, skills and experience to undertake the role with the appropriate level of seniority and gravitas. It is clear that certain aspects requiring certain qualification that could be incorporated into the role could be procured or continue to be procured externally.

## 6. Conclusion and recommendations

Arising out of our review, GGI concludes that first and foremost the role the Company Secretary is integral to the trusts' success to date and moving forward, in order to maximise the opportunities available for effective and efficient joint working. Any route forward must consolidate the requirement for the role to be the 'glue' between parts of the executive team and the board.

We believe that two primary options are available to the trusts:

- 1 To recruit a professional Company Secretary that will provide high-level support to the board and achieve the effective management and alignment of all board committees, operating with an element of 'invisibility' in providing secretariat support and facilitating effective working between the Executive Team, CEO and Chair. The post-holder will assume responsibility for all complex legal, governance and compliance issues with an element of outsourcing, as appropriate and necessary.
2. To recruit into a more senior role, with social and political skills and responsibility, potentially legal and corporate affairs background, that is commonly more consistent with that of larger more complex trusts. The post-holder will be sufficiently senior and experienced to take a greater, more active part in meetings, relieving some of the burden on other executive members.

From the four specific areas that we have analysed, GGI makes the following conclusions and recommendations in relation to the trusts' position in considering further recruitment to this role:

1. **Roles and Responsibilities:** The trusts are currently occupied with developing the most effective approach to a strong working relationship, the core function of ensuring effective governance is so important to this continued success. As a minimum, focus on delivering the Department of Health identified core set of responsibilities should be incorporated within the role.

Consideration to which elements of a more senior role can be outsourced or added to another Director's portfolio to ensure a role that is lean, but of relevant seniority. That said, we would not recommend combining the legal portfolio with the role of company secretary, although the post-holder should be able to offer specific guidance on the legal duties of the members of the board.

The Company Secretary should be the interface between different elements of the board, the first point of contact for NEDs and governors, and a trusted advisor to the Chair and other board members, governors and the executive. They could continue to organise and attend the Council of Governors meetings (including the annual general meeting), or at least have oversight of these activities.

Specifically, GGI believes that the role should continue to play a central role in governance, advising the board on all current governance matters, reviewing committee terms of reference and the annual cycle of business. There are several core functions that we believe the role should encompass to add maximum value:

- Manage the induction and development of board members and along with governors and enhancing board and committee structures (including co-ordinating effectiveness reviews).
- Provide an interface between different elements of the board and management, managing information flows between committees, and providing independent advice.
- Ensure that all committees are properly serviced (including working with chairs to formulate agendas and business cycles), and managing information flows between the board, its committees, and senior management.
- Integrate governors with the rest of the organisation in support of core values and goals.
- Fulfil responsibility for all regulatory committees and oversight across both trusts, managing regulatory work arising out of committees, specifically around performance, finance and quality.



- Manage procedures to ensure compliance with any relevant regulatory activity and they should take a stronger role advising the board on their legal requirements.
2. **Reporting:** In considering either option we would recommend the same reporting structure to ensure independence, whilst ensure a consistent and effective flow of information between board and executive.

The role should be answerable to the Board collectively; functionally to the Chair, administratively to the CEO. Our review supports an independent, impartial advisory role.

Consideration, therefore, must be given to the wider secretariat team and to whom they in turn report to ensuring cohesion with overall objectives. For example, this could be devolved across the team of Executive PAs with oversight from a senior Executive Manager, with secretariat support provided to the Board Secretary. Alternatively, the Assistant Director of Corporate Governance could report into the Board Secretary, assume responsibilities for some areas of governance, assume line management responsibility for the wider team of Executive PAs and all administrative functions to the Board and its sub-committees.

3. **Committee and board processes** GGI concludes that the role should assume membership of the Board as a non-voting member, allowing the post-holder to provide independent, informed input into the trusts' strategic direction and enabling the effective information flows between the board and senior management. All other sub-committees should be administered and serviced by other secretariat team members, with the Board Secretary occupying a more senior role working with Chairs in defining agendas, reviewing business and ensuring consistency and quality across the committee system.

Consideration must be given to where this role fits with the overall quality management structure being implemented across the two trusts.

4. **Qualifications and prior professional experience:** In looking at either option for this role, it is suggested that a core requirement will be for an individual to hold a formal qualification, and to have a strong understanding of governance, strategy and risk. They should also have a keen awareness of the culture and context of both trusts and have a high degree of political (and diplomatic) awareness. The post-holder should also have professional skills, knowledge and personal attributes necessary in order to command a sufficient level of respect amongst their colleagues, and to be able to perform as a trusted advisor and the conscience of the organisation.



**Market analysis:**

GGI recommends that you look for someone who is qualified with either a professional with a legal or corporate governance background with a track record in a senior role as a company secretary. We have been advised that the current market shows little or no movement, so there should be a good number of people looking for opportunities. We would expect companies such as Odgers & Berndtson would have senior individuals on their books looking for opportunities like this. The only caveat would be geography and your close proximity and the pull factor of Greater London hospitals, the bonus of London weighting and the perception of a their more prestigious nature. However, GGI concludes that a well specified role at a senior level, for example NHS band 9, should attract the right candidates with experience.

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