

## **Governance Professional (Clerk to the Governors & Company Secretary)**

### **Job Description**

#### **1. Clerk to Governors**

##### **Main purpose of role is to:**

- Provide advice to the governing body on governance, constitutional and procedural matters. The new regulations require governing bodies to have regard to advice from the clerk in regards to exercising the governing body functions:
- Provide effective administrative support to the governing body and its committees;
- Ensure the governing body is properly constituted;
- Manage information effectively in accordance with legal requirements.

##### **Main responsibilities and tasks**

The clerk to the governing body will:

##### **1. Provide advice to the governing body**

- Advise the governing body on governance legislation and procedural matters where necessary before, during and after meetings;
- Act as the first point of contact for governors with queries on procedural matters;
- Have access to appropriate legal advice, support and guidance, and where necessary seek advice and guidance from third parties on behalf of the governing body;
- Inform the governing body of any changes to its responsibilities as a result of a change in school status or changes in the relevant legislation;
- Offer advice on best practice in governance, including on committee structures and self-evaluation;
- Ensure that statutory policies are in place, and are revised when necessary, with the assistance of staff;
- Advises on the annual calendar of governing body meetings and tasks;
- Send new governors induction materials and ensure they have access to appropriate documents, including any agreed Code of Practice;
- Contribute to the induction of governors taking on new roles, in particular chair or chair of a committee.

##### **2. Effective administration of meetings**

- With the chair and Head teacher prepare a focused agenda for the governing body meeting and committee meeting;
- Liaise with those preparing papers to make sure they are available on time, and distribute the agenda and papers as required by legislation or other regulations;
- Ensure meetings are quorate;
- Record the attendance of governors at meetings (and any apologies – whether they have been accepted or not), and take appropriate action in relation to absences, including advising absent governors of the date of the next meeting;
- Draft minutes of governing body meetings, indicating who is responsible for any agreed action with timescales, and send drafts to the chair and (if agreed by the governing body), the Head teacher;

- Circulate the reviewed draft to all governors (members of the committee), the Head teacher (if not a governor) and other relevant body, such as the local authority/diocese/foundation/trust as agreed by the governing body and within the timescale agreed with the governing body;
- Follow-up any agreed action points with those responsible and inform the chair of progress.

### 3. Membership

- Advise governors and appointing bodies in advance of the expiry of a governor's term of office, so elections or appointments can be organised in a timely manner;
- Chair that part of the meeting at which the chair is elected, giving procedural advice concerning conduct of this and other elections;
- Maintain a register of governor pecuniary interests and ensure the record of governors' business interests is reviewed regularly and lodged within the school;
- Ensure Disclosure and Barring (DBS) has been carried out on any governor when it is appropriate to do so;
- Maintain a record of training undertaken by members of the governing body;
- Maintain governor meeting attendance records and advise the chair of potential disqualification through lack of attendance;
- Advise the governing body on succession planning (of all roles, not just the chair).

### 4. Manage Information

- Maintain up to date records of the names, addresses and category of governing body members and their term of office, and inform the governing body and any relevant authorities of any changes to its membership;
- Maintain copies of current terms of reference and membership of any committees and working parties and any nominated governors e.g. Child-protection, SEND;
- Maintain a record of signed minutes of meetings in school, and ensure copies are sent to relevant bodies on request and are published as agreed at meetings;
- Maintain records of governing body correspondence;
- Ensure copies of statutory policies and other school documents approved by the governing body are kept in the school and published as agreed, for example, on the website.

### 5. Personal Development

- Undertake appropriate and regular training and development to maintain his/her knowledge and improve practice;
- Keep up-to-date with current educational developments and legislation affecting school governance;
- Participate in regular performance management.

### 6. Additional Services

- Clerk any statutory appeal committees/panels the governing body is required to convene: if the clerk is not contracted to set up and clerk these panels, the governing body will have to make an alternative arrangement;
- Assist with the elections of parent and staff governors;
- Participate in, and contribute to the training of governors in areas appropriate to the clerking role;

- Maintain a file of relevant Department for Education(DfE), local authority and church authorities (if appropriate) guidance documents;
- Maintain archive materials;
- Prepare briefing papers for the governing body, as necessary;
- Conduct skills audits and advise on training requirements and the criteria for appointing new governors relevant to vacancies;
- Perform such other tasks as may be determined by the governing body from time to time.

## **2. Company Secretary**

Main purpose is to ensure that Charlton Kings Infants' School is compliant with all statutory requirements under the Companies Act, along with all other related legislation and mandatory requirements. To ensure that Board procedures are followed and that applicable rules and regulations are complied with.

Key responsibilities:

### **Company Records**

The Academy Trust is required to keep company books that contain details of its members and its officers (i.e. directors, known also as "governors", and the company secretary).

The company books include the following registers and the company secretary should ensure that these registers are kept up to date:

- Register of members;
- Register of directors;
- Register of directors' interests - lists each director's personal interests (and the interests of that director's immediate family or some other close personal connection) that are relevant to the Academy Trust's affairs and business and is used to manage conflicts of interest;
- Register of directors' residential addresses;
- Register of secretaries, if appropriate; and
- Other registers if appropriate (including register of mortgages, register of debentures).

The company books usually also contain copies of minutes of each meeting of the directors. The company secretary should ensure that a minute of meetings is kept.

### **Membership changes**

Advise Companies House of any changes, including the appointment and removal of directors. The company secretary, on behalf of the Academy Trust, must then file the appropriate form at Companies House within 15 days of the change so that the Companies House register can be updated.

### **Mandatory returns**

Arrange the completion of mandatory returns with statutory timelines and the completion and filing of annual returns.

### **New Members, General and Restricted changes to governing document**

Ensure that the regulations regarding the above topics are fully adhered to