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|  | <b>Job Description</b>   |   |
|   | <b>Role: Clerk to the Governing and Foundation Company Boards</b>  |   |
|   | <b>Grade: H6</b>   | <b>Reports to: Chair of Governors and Chair of Foundation Company Board</b> |
|   | <b>Role specifics: 10 hours per week, term time plus 1 week.<br/>Plus, additional meeting time allowance (hourly rate claim)</b> |   |

### Purpose of the role

The Clerk to the Governors and Foundation Company provides essential advice and guidance that allows the Board and Directors to function with confidence. Crucially, your guidance will not exist in a vacuum. It must be delivered through the lens of St George's history, culture, and values.

To contribute towards the efficient functioning of the governing body, Foundation Company and its committees by providing:

- administrative and organisational support;
- guidance to ensure that both the governing body of the Academy Trust and the Board of Directors of the Foundation Company meet their respective core functions, work in compliance with the appropriate legal and regulatory frameworks applicable to each — including charity law, company law and education legislation — understand the potential consequences of non-compliance, and receive appropriate legal advice when required; and
- advice on procedural matters relating to the operation of the governing body.

### Main areas of responsibility

#### 1. Provide advice to the Boards

- Advise the governing body on governance legislation and procedural matters where necessary before, during and after meetings.
- Know where to access appropriate legal advice, support and guidance, and where necessary seek advice and guidance from third parties on behalf of the governing body.
- Inform both Boards of any changes to their respective responsibilities as a result of a change in school status or changes in the relevant legislation, including any changes affecting the Foundation Company's status as a company and charity.
- Advise the governing body on the regulatory frameworks for governance (Company Law, Charity Law, Articles of Association & Funding Agreement and Academies Handbook)
- Advise the Foundation Company Board on its obligations under the Companies Act 2006 and charity law, including filing obligations with Companies House and the Charity Commission, compliance with the Foundation's Articles of Association, and the legal relationship between the Foundation Company and the Academy Trust.
- Offer advice on best practice in governance, including on committee structures and the governing body's scheme of delegation.
- Advise on the annual calendar of governors' meetings and tasks.
- Provide new governors with induction materials and ensure they have access to appropriate documents, including any agreed code of conduct.
- Contribute to the induction of governors taking on new roles, in particular Chair of the Board or chair of a committee.
- Identify priorities, anticipate issues which may arise, draw these matters to the Chair's attention and propose recommendations.

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

- Prepare a focused agenda for meetings (in line with the Boards' Schedules of Business), liaising with the Chair of Governors/committee chairs/Foundation Chair.
- Liaise with those preparing papers to make sure they are available on time, and distribute the agenda and papers as required by legislation or the articles of association.
- Ensure meetings are quorate.
- Record the attendance of governors/directors at meetings (and any apologies – whether they have been accepted or not), and take appropriate action in relation to absences.
- Take clear minutes of governance and Foundation meetings, indicating who is responsible for any agreed action with timescales, and send draft minutes to the Chair/committee chairs for amendment
- Circulate the reviewed draft minutes to all governors/members of the committee/directors and the Headteacher (if not a governor) prior to the next meeting.
- Follow-up any agreed action points with those responsible and inform the Chair of progress.

## **3. Governing board membership and Foundation Company membership**

- Advise governors and appointing bodies in advance of the expiry of a governor's term of office and the impact of this on the Board's capacity and skills mix.
- Advise the Board on the DfE's recommendations and guidance in relation to members and trustees.
- Give procedural advice concerning conduct of governor elections; Establish, in discussion with the Board, open and transparent vacancy-filling processes and procedures for election and appointment, so elections or appointments can be organised in a timely manner.
- Chair the part of the meeting at which the Chair is elected, giving procedural advice concerning conduct of this and other elections.
- Collate and maintain information about governors/trustees, such as any pecuniary interests and, where required, publish this information on the school's website.
- Ensure new governors complete and submit pre-appointment check forms; Ensure Disclosure and Barring (DBS) and other relevant checks have been carried out on any members of the board/trustee when it is appropriate to do so.
- Maintain a record of training undertaken by members of the Board.
- Maintain governor meeting attendance records and advise the Chair of potential disqualification through lack of attendance.
- Advise the Board on succession planning for all board roles.
- Advise the Foundation Company Board on the appointment, resignation and removal of directors in accordance with the Companies Act 2006 and the Foundation's Articles of Association, and ensure that Companies House is notified of any changes to the register of directors using the appropriate statutory forms.

## **4. Maintain and manage records**

- Maintain up-to-date records of the names, addresses and category of governing Board members and their term of office, and inform the Board 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/link governors, e.g., 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 Board correspondence.
- Ensure copies of statutory policies and other school documents approved by the Board/committees are kept in the school and published as agreed, for example, on the website.
- Ensure that the Foundation Company meets its statutory filing obligations, including submission of confirmation statements and annual accounts to Companies House, and annual returns to the Charity Commission; or, where such filing is handled by others, advise the Directors on those obligations and maintain a record of compliance.

**5. Maintain relationships and communication**

- Develop and maintain effective professional working relationships with the Chairs of both boards and school leaders.
- Communicate on board matters outside of meetings
- Contribute to the co-ordination of effective learning and development opportunities for those involved in governance, including induction and continuing professional development.

**6. Personal development**

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

**7. Additional services**

The clerk may be asked to undertake the following additional duties:

- Clerk any statutory appeal committees/panels the governing board is required to convene.
- Maintain archive materials.
- Prepare briefing papers for the Boards, as necessary.
- Conduct skills audits and advise on training requirements.
- Perform such other tasks as may be determined by the Boards from time-to-time.

**Equalities**

Be aware of and support differences, and ensure that the school's equalities and diversity policies are followed.

**Health & safety**

Be aware of, and comply with, policies and procedures relating to child protection, health and safety, food safety, confidentiality and data protection, and report all concerns to an appropriate person.

There will be times when the postholder works alone and they must be prepared to take all appropriate health and safety precautions, taking responsibility for themselves and the site whilst on duty.

**Disclosure and Barring Service**

This post is classed as having a high degree of contact with children or vulnerable adults and is exempt from the Rehabilitation of Offenders Act 1974. An enhanced disclosure will be sought through the Disclosure & Barring Service as part of the school's pre-employment checks.

All those required to have a DBS check are required to inform the school at the earliest opportunity of any conviction, caution or bind-over that they have received or any police investigation which may lead to one of these. Failure to do so, without legitimate cause, would be a serious breach of school discipline.

**Additional information**

The postholder is required to contribute to, and support the overall aims and ethos of the school, maintaining its high standards and expectations. All staff are required to participate in training and other learning activities, and in performance management and development, as required by the school's policies and practices.

## St George's School

All new recruits to the school within this grade are subject to a six-month probationary period, which should provide you with the opportunity to discuss your progress within the role, identify any training needs and address any concerns.

The duties and responsibilities listed above describe the post as it is at present. The postholder is expected to accept any reasonable alterations that may from time to time be necessary.

### Person specification

|                             | <b>Essential</b>  | <b>Desirable</b>   |
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| <b>Experience</b>           | <ul style="list-style-type: none"> <li>● Demonstrable experience in minute-taking and working with committee structures.</li> </ul>   | <ul style="list-style-type: none"> <li>● Experience as Clerk to governing bodies.</li> <li>● Experience of working within schools or the education sector.</li> <li>● Experience of working within compliance/legal frameworks.</li> </ul>   |
| <b>Knowledge and skills</b> | <ul style="list-style-type: none"> <li>● Strong knowledge of governance legislation, procedures and regulations relevant to the organisation.</li> <li>● Working knowledge of compliance procedures and requirements.</li> <li>● Knowledge of the core functions and elements of effective governance and board practice as they apply to the organisation.</li> <li>● Excellent written communication skills and a high level of literacy.</li> <li>● Excellent verbal communication and listening skills.</li> <li>● Excellent interpersonal skills and ability to build effective working relationships with governors, directors and other stakeholders.</li> <li>● Excellent advisory skills.</li> <li>● Ability to understand and follow detailed procedures.</li> <li>● Ability to maintain discretion and strict confidentiality of information received.</li> <li>● Confident user of a variety of IT packages, including Microsoft, Google Drive and AI support.</li> </ul> | <ul style="list-style-type: none"> <li>● Recognised accreditation/qualification as a Clerk.</li> <li>● Knowledge of the school's system: structures, accountability and funding.</li> <li>● Knowledge of company law and charity law as applicable to companies limited by guarantee and charitable bodies, including statutory filing obligations with Companies House and the Charity Commission.</li> </ul> |
| <b>Personal Attributes</b>  | <ul style="list-style-type: none"> <li>● Self-organised, with demonstrable skills in planning, prioritising and completing deadlines.</li> <li>● Proactive and self-motivated.</li> <li>● Attention to detail.</li> <li>● Demonstrates reliability, integrity and impartiality.</li> <li>● Flexible approach to working hours, e.g., able to work at times convenient to the governing body, be available to be contacted</li> </ul>  |  |

## St George's School

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|  | <p>at mutually agreed times, and attend meetings outside of school hours.</p> <ul style="list-style-type: none"><li>● Commitment to safeguarding and promoting the welfare of children and young people</li><li>● Willingness to undertake relevant training and a commitment to personal CPD to maintain knowledge and improve practice.</li><li>● Willingness to support and uphold St George's ethos and values.</li></ul> |  |
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