



THAMES LEARNING TRUST

Job Description

Job Title: Company Secretary/Clerk to The Thames Learning Trust

Reporting to: Chair of the Board of Trustees

Main purpose

The company secretary is The Thames Learning Trust's head of governance, supporting effective governance for the board of Trustees by coordinating work across the trust's levels of governance and advising on constitutional and procedural matters.

The company secretary manages compliance, ensuring the trust adheres to its governing documents and the regulations set out by its regulators.

The company secretary supports the effective operation of the trust and works to uphold and promote its vision and values.

The company secretary/clerk must observe confidentiality requirements at all times.

Duties and responsibilities

The duties and responsibilities listed below are indicative of the tasks the company secretary of The Thames Learning Trust will perform and are not intended to be an exhaustive list. The post holder will be expected to take on additional responsibilities appropriate to the role as they arise.

The Company Secretary/Clerk must observe confidentiality requirements and be the constitutional conscience of the governing body.

Company Secretary

The company secretary will be accountable for supporting high standards of governance at every level of the trust's operation.

The Company Secretary keeps under review legislative, regulatory and governance developments that may impact the company and ensures that the Members and board of Directors/Trustees are appropriately briefed on them. The main responsibilities of the Company Secretary are:-

- Maintain the statutory registers, which includes the register of Directors at Companies house
- Maintain a file of past and present Members and Directors/Trustees
- Ensuring that the company files statutory information promptly and within the timescales set by legislation

- Arranging Trust board meetings and taking formal minutes of the meetings. Once approved, the minutes should be signed by the chairman of the meeting and filed in secure storage together with agenda and accompanying papers
- Providing Directors/Trustees with proposed written resolutions
- Supplying a copy of the accounts to every Director/Trustee of the company and every person who is entitled to receive notice of general meetings
- Keeping or Arranging for the keeping of all members resolutions and minutes of all proceedings and general meetings as the official record
- Authenticating forms for submission to Companies House (except the company's annual accounts)
- Other administrative duties that ensure that Companies House has accurate information about the company
- Ensure the Articles of Association are complied with in every respect

Compliance

- The company secretary will be accountable for establishing and monitoring the trust's compliance procedures, and for ensuring that it adheres to the requirements and regulations placed upon it.
The company secretary will:
- Lead the processes of compliance with the trust's articles of association on all non-financial matters, including reporting requirements, working with other senior trust leaders as required
- Ensure that the trust complies with relevant legislation and company law
- Ensure that the trust complies with its regulators' requirements, including those set by the Department for Education (DfE), the Education and Skills Funding Agency (ESFA), the Charity Commission and Companies House

Clerking duties

- Ensure that boards, committees and meetings are properly constituted
- Work with the Chair, Chief Executive Officer (CEO) and Finance Director to draw up agendas for meetings
- Remind the Chair, Chairs of committees, CEO and staff about papers due to be sent out before meetings
- Produce, collate and distribute (via 'Teams', with an email to all advising them that the documents are available on 'Teams') agendas and papers to Members, Directors/Trustees and committee members, ensuring that statutory deadlines are met
- Attend all meetings of the Trust
- Record attendance at meetings and apologies for absence received, with an indication of whether or not the apologies are accepted by the Members, Board or committees
- Advise the meetings of the Trust on legal and procedural matters, when necessary, before, during and after meetings
- Chair that part of any meeting at which the Chair is elected

- Take notes of discussions during meetings and record all decisions accurately and follow up on these as required
- Prepare draft minutes which summarise discussion, record decisions, record challenge and indicate who is responsible for implementing any agreed action
- Send draft minutes, within one week of the meeting concerned, to the Chair (and CEO or Finance Director) for checking
- Circulate the draft minutes, agreed by the Chair, to all Members, Directors/Trustees or members of committees, as appropriate and post them on 'Teams'
- Keep a file of the agendas, minutes and papers of all meetings for reference

Membership

- Maintain an up-to-date file of the names and addresses of Members, Directors/Trustees and committee members, and their term of office
- Ensure that new Members, Directors/Trustees and committee members are appropriately inducted by using the form approved by the Trust
- Advise the governors of the expiry of their term of office
- Notify the Chair if a governor is absent from meetings for six months without sending apologies that are accepted by the Trust Board or appropriate committee
- Advise the Trustees of vacancies, inform the Chair of any resignations or appointments and check that action is taken to fill vacancies
- Keep a register of pecuniary interests which must be renewed annually at the beginning of the academic year
- Ensure that all governors sign a 'Code of Conduct'.
- Establish, implement, and monitor the appointment of processes for Members and Trustees
- Advise the HR Manager when new Trustees and committee members are appointed as they will be responsible for arranging DBS checks and their renewal as required.
- Maintain lists of attendance at meetings
- Maintain Get Information About Schools (GIS) records at the DfE

Other duties

- Maintain archive materials, including all past Members, Board and committee agendas, papers and minutes (to be kept, in secure storage on the school premises) as referred to under Company Secretary and Clerking duties
- Maintain records of correspondence and draft letters when required
- Know where to obtain appropriate legal advice and other guidance and information
- Ensure that that any information on the Trust web sites is kept up to date and accurate
- Undertake an annual skills audit of all Directors/Trustees

Professional Development

The clerk will:

- attend training sessions, appropriate to the post, provided by various organisations if requested, or agreed in advance by the Chair of Chair Trust, payment for attendance will be additional to contracted pay but attendance at Clerk's briefings are part of contracted pay.
- keep up to date with educational developments and legislation affecting Academy and school governance
- keep up to date with the issues associated with being a Secretary to the Academy Company.

This job description may be amended at any time in consultation with the postholder.

Chair of the Board signature:



Date:

Postholder's signature:

Date:

Person Specification - Clerk/Company Secretary to The Thames Learning Trust

Requirements
<ul style="list-style-type: none">• Excellent literacy, organisational and IT skills• A proven track record of working professionally to a high order• Experience of committee procedures, preferably in a school/academy context;• Good attention to detail in maintaining records;• A high level of communication and interpersonal skills.• Flexibility• An ability to maintain confidentiality• An aptitude to progress work without supervision, be positive, self-motivated and well organised• To be able to deal with challenging and conflicting deadlines• Impartiality

The Trust Board is committed to safeguarding and promoting the welfare of children and young people, and expects all staff and volunteers to share this commitment