



JOB DESCRIPTION

POST: Company Secretary

RESPONSIBLE TO: The Trust Board, New College Durham Academies Trust

GRADE/LEVEL: Grade 6

CORE PURPOSE: To steward effective corporate governance of New College Durham Academies Trust, (NCDAT). To provide support and advice to the Board of NCDAT and its committees, including the Local Governing Bodies, (collectively called the Governing Body), on governance, constitutional, legal and procedural matters: The content will be reviewed regularly to reflect, or anticipate changes to, the job commensurate with the salary and areas of responsibility.

Working within the Academies Trust, the post holder will:

- Provide effective administrative support to the Academies Trust board and its committees.
- Ensure the Governing Body is properly constituted.
- Manage information effectively in accordance with legal requirements
- Perform the company secretarial duties for the company.
- Support the implementation of the Trust's vision and values
- Ensure that the Trust policies are promoted and adhered to
- Contribute in the promotion and advancement of the Trust as an educational and corporate establishment and develop a culture of excellence across its centres and partners.
- Foster effective relationships with stakeholders in the Trust

SPECIFIC RESPONSIBILITIES

This role requires the Company Secretary to work closely with the Corporation Secretary of New College Durham (the Lead Sponsor), the Chair of the Academies Trust Board, Committee Chairs and the Executive Principal of the Academies Trust on a daily basis, whilst ensuring at all times a professional balance between maintaining his/her independence and developing/maintaining the trust and confidence of the Academies Trust Board, Local Governing Body Members, Executive Principal and Senior Managers.

Key Result Areas

1. Provision of governance advice to the governing body

The Company Secretary should:

- ensure that the Governing Body operates at all times within its legal framework and specifically complies with the Memorandum and Articles of Association;
- advise the Governing Body on the proper exercise of its powers with reference to relevant legislation, rules and regulations and obligations and on the application of the education acts, charity law, company law and other laws and guidance affecting its work;
- monitor changes to the legislative framework and advise on action as appropriate;

- 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;
- liaise with the Chair, Committee Chairs and Executive Principal as required to ensure the effective conduct of Governing Body business;
- 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;
- advise on the annual calendar of meetings and schedule of business
- facilitate the induction of new Directors and Local Governing Body Members

The Company Secretary should be familiar with the provisions of the following documents in particular:

- Memorandum and Articles of Association;
- Code of Conduct for Directors and Local Governing Body Members;
- Committee Terms of Reference;
- Standing Orders;
- Register of Interests and Conflicts of Interest Policy;
- Governor Induction programme;
- Master and Supplemental Funding Agreements;
- Financial Regulations and Financial Procedures;
- Finance and Governance Handbooks published by the funding body.

2. Meetings of the Academies Trust Board and Committees

- The Company Secretary is required to attend all meetings of the Academies Trust Board and its committees, including Local Governing Bodies, give advice on procedure and prepare draft minutes of proceedings. The Company Secretary should ensure that all meetings are quorate.
- The Company Secretary should take appropriate action if and when the Academies Trust Board, the Chair or one of its committees appears to be at risk of acting outside their powers or if actions are being proposed that may be unlawful.

3. Agendas and Reports

- The Company Secretary should plan the forward programme of meetings of the Academies Trust Board and its committees, identifying the main items to be taken at those meetings.
- In conjunction with the Chair, Committee Chairs and Executive Principal, the Company Secretary should prepare draft agendas for the Governing Body and meetings of Committees based upon the previous minutes and the agreed work plan, at least six to eight weeks in advance of meeting dates. Approval by the Chair is required before circulation.
- The Company Secretary will liaise with those members of staff preparing reports and will administratively manage the collation, printing and despatch of written reports to meet the requirements of meeting agendas, with appropriate administrative support.

4. Minutes

The Company Secretary is responsible for preparing draft minutes of meetings and will administer the approval of draft minutes by the appropriate Chair of the meeting. The Company Secretary will ensure the safe custody of the official record of the Governing Body business and maintain a record of outstanding business.

5. Membership of the Governing Body

The Company Secretary is responsible for all matters in relation to the administration of Governing Body membership. The Company Secretary will ensure that all statutory registers are maintained, including the following:

- Register of Directors and Local Governing Body Members
- Register of Members (Guarantors)
- Register of Interests
- Register of Persons with Significant Control

In addition, the Company Secretary will maintain the following records to enable effective administration of the Governing Body:

- Attendance at meetings
 - Training & development events (internal and external)
 - Governing Body member expenses
 - Governing Body Skills audit
 - Governance self-assessment, including meeting evaluation.
- The Company Secretary will ensure that the governance pages of the Academies' websites are up to date and accurate.
 - The Company Secretary will prepare material for the appointment of new Directors and Local Governing Body Members and will liaise with the Sponsor and Co-Sponsor about nominations for current or forthcoming vacancies.
 - The Company Secretary will make arrangements for staff and parent elections as appropriate.
 - The Company Secretary will facilitate the induction and ongoing training of Directors and Local Governing Body Members.
 - The Company Secretary will ensure that Disclosure and Barring (DBS) clearance has been carried out as appropriate.
 - The Company Secretary will advise the Governing Body on succession planning of all roles, not just the Chair.

6. Standing Orders

The Company Secretary will maintain and regularly review the Standing Orders.

7. Terms of Reference of Committees

The Company Secretary will maintain and regularly review the Committee Terms of Reference.

8. Code of Conduct of the Governing Body

The Company Secretary will maintain and regularly review the Code of Conduct for Directors and Local Governing Body Members.

9. Register of Interests and Hospitality – Governors and Senior Staff

- The Company Secretary will maintain and regularly review the Conflicts of Interest Policy and advise the Governing Body on declaring interests.
- The Company Secretary will formally request Directors and Local Governing Body Members to review their entries in the Register of Interests each year and to confirm their continued eligibility to serve on the Governing Body.
- The Company Secretary will formally request senior Academy staff to review their entries in the Register of Interests each year.
- The Company Secretary will keep the Governing Body hospitality register up to date.

10. Correspondence, Contact

The Company Secretary will provide administrative support for the Chair and Committee Chairs outside meetings as required, including acting as correspondent for the Governing Body.

11. Governing Body Seal

The Company Secretary will hold the company seal and ensure proper procedures are taken in the execution of any document under seal.

12. Public Interest Disclosure

The Company Secretary will act as Designated Officer under the Public Interest Disclosure Procedure.

13. General

- The Company Secretary is expected to demonstrate the highest standards of integrity, attention to detail, time management and communication.
- The Company Secretary should have the ability to support the conduct of a meeting, take and produce minutes to the standard expected by the governing body, follow and advise upon agreed policies and procedures, and be motivated to achieve the highest standard of governance for New College Durham Academies Trust.
- The Company Secretary is expected to undertake continuous and relevant professional development in support of the role.
- The Company Secretary must demonstrate independent thinking and advice.

14. Other Duties

- Manage the evaluation of the performance of the Governing Body including annual governance self-assessment, appraisal of the Chair, Committee Chairs and meeting evaluations. Advise the Governing Body on best practice in this area.

- Provide support for Local Governing Body members in the governance inspection process (eg Ofsted)
- 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.
- Manage the allocated budget for Governing Body business and review monthly budget reports on expenditure.
- To maintain the records of the Governing Body and make appropriate use of any electronic records management system.
- Clerk any statutory appeal committees / panels the Governing Body is required to convene and ensure that appropriate advice is given to Governing Body members who are involved in these appeal procedures.
- Develop and maintain the Governing Body members' area on the website with access to key governance material, including meeting papers and minutes of meetings.
- Comply with all Academies Trust policies and statutory provisions relating to Health and Safety at work, Freedom of Information, Data Protection and Equal Opportunities.
- The duties of the post may vary from time to time without changing the general character of the duties and level of responsibility entailed.
- Undertake any other duties commensurate with Grade.

This job description may be reviewed in light of experience, changes and developments during the on-going appraisal and performance review process.

VARIATION IN THE ROLE

Given the dynamic nature of the role and structure of the Trust, it must be accepted that as the Trust's work develops and changes, there will be a need for adjustments to the role and responsibilities of the post. The duties specified above are therefore not to be regarded as either exclusive or exhaustive. They may change from time to time commensurate with the grading level of the post and following consultation with the post holder.

EQUALITY AND DIVERSITY

The Trust is committed to equality and diversity for all members of society and will take action to discharge this responsibility, but many of the actions will rely on individual staff members to embrace responsibilities with commitment, to ensure a positive and collaborative approach to Equality and Diversity. This will require staff to support the Trust's initiatives on Equality and Diversity that will include development and training designed to enhance practices and the experiences of staff, students and visitors to the Academies, with an all- inclusive approach that celebrates differences. Failure to embrace these commitments may lead to formal action.

Name of Post holder:	
Signature of Post holder:	Date:

PERSON SPECIFICATION – COMPANY SECRETARY, NEW COLLEGE DURHAM ACADEMIES TRUST

Knowledge & Experience	Essential	Desirable
Relevant Degree or equivalent (Education / Business Administration / HR / Law) or extensive relevant experience.	✓	
Possess, or be willing to work towards a relevant professional qualification, e.g. Academy Clerks / Company Secretarial qualification.	✓	
Experience of working with Committees or similar groups as Clerk/ Secretary.	✓	
Recent experience of working with a School or similar organisation in a Governance role.		✓
Knowledge of formal conduct of committee business, including legal and financial framework.	✓	
Availability to work flexibly, including evenings when required.	✓	
Recent experience of note/minute taking.	✓	
Skills	Essential	Desirable
A proven track record of being able to prioritise and organise own work.	✓	
Ability to deal professionally with staff and students in person, by phone or by correspondence.	✓	
Recent experience in effectively organising and scheduling tasks to meet deadlines.	✓	
Demonstrate the ability to work effectively with others.	✓	
A commitment to resolving problems and to improving own performance.	✓	
Possess drive, enthusiasm and a commitment to provide an excellent service to both internal and external customers.	✓	
Demonstrate the ability to work with accuracy and attention to detail in a constantly changing environment.	✓	
Suitable to work with young people and vulnerable groups.	✓	
Willingness and commitment to continuous professional development/ further training as required, e.g. role of Company Secretary.	✓	
Ability to drive and have clean licence or have access to mobility support.	✓	