



Sample Governance Professional / Clerk Job Description

1. The Post

Post: Clerk to the Governing Body/ Governance Director/College Secretary

Salary: To be determined by the Governing Body

Location:

Hours of work:

Reports to: The Chair

Responsible to: The Chair and the Corporation / Governing Body

The location, hours of work and duties could be varied according to the needs of the service.

2. Main Purpose of the Job

1. To provide advisory, strategic and administrative support to the governing body/Corporation and to ensure the proper and efficient conduct of Corporation business and to promote excellence in College governance
2. To advise the Members of the Corporation Board ("the Governors") on the proper exercise of their powers within Statutory Instruments issued under the Further and Higher Education Act 1992 and subsequent revisions.
3. To advise on and be responsible for the constitution of the Corporation (Instrument and Articles and any bye-laws).
4. To monitor, advise and support compliance with the Governance Code adopted by the Corporation and reported to the funding bodies including an annual self-assessment on board performance.
5. To give guidance to the Corporation Board, a Committee, or the Chair if the Board or a Committee appears to be at risk of acting outside its powers or in a way which may be unlawful.
6. To be independent of the senior management team and to provide advice which is unbiased and impartial.



2.1 The Clerk to the Governing Body ('the Clerk')

1. Is an officer who has a central role to perform when promoting the effective governance of the Corporation;
2. Is responsible to the Governing Body ('the Board') for ensuring that their proceedings are conducted in accordance with the Companies Acts, the Corporation's Memorandum and Articles of Association and rules and regulations made under the Articles, the Education Acts (as modified or replaced from time to time), the law relating to charities (including the requirements of the Charity Commissioners) and the general law;
3. Is accountable to the Board, through the Chair, on all matters relating to his or her duties as an officer of the Corporation;
4. To oversee governance legal matters of the Corporation and to instruct solicitors and other professional advisers as necessary;
5. To maintain statutory registers;
6. To conduct elections for staff and student governors;
7. To be responsible for the Corporation's seal and preparing documentation to be executed under the seal;
8. In particular, is responsible for performing the duties set out below.

2.2 Company Secretary, if appropriate.

1. To act as an officer of the Company;
2. To act as Lead Designated Assessor under the Company's Public Interest Disclosure Procedure and arrange the training for other Designated Assessors;
3. To submit claims on behalf of the Corporation to the Insurance Company and/or its Brokers;
4. To ensure the Corporation's compliance with the Companies Act and to ensure the registration of appropriate documents with the Registrar of Companies;

2.3 To undertake the role of College Ombudsman in relation to student complaints, if appropriate.



3. Job Description

The job description set out below provides information about the role and responsibilities associated with the post of a Clerk to the Governing Body and the post of a Company Secretary, if appropriate. Some of the duties listed are of a continuing nature, others cyclical or periodic, yet others will take the form of particular projects to be undertaken as and when the needs of the Corporation develop. It is recognised that job descriptions cannot always adequately describe roles in what needs to be a responsive and flexibly delivered service. Therefore, in the first instance, you will be expected to carry out the tasks listed below:

3.1 Main Activities and Responsibilities

3.1.1 Guidance

To be responsible for providing advice and guidance to the Board and its committees on corporate governance issues, including:-

1. Giving independent guidance on statutory and constitutional matters to the Board, through the Chair;
2. Making available professional advice to the Board and to individual members of the Board;
3. Taking appropriate action if and when the Board, the Chair or one of the committees appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful;
4. Advising on the balance of membership, including members' experience and skills required by the governing body and how vacancies might be filled;
5. Ensuring that Governors are aware of the system for the reimbursement of Governors' expenses.

3.1.2 The Conduct of Board Meetings

To organise the proper conduct of meetings of the Board and the Board's committees, and ensure that correct procedures are followed, including:-



1. To advise the Chair on matters relating to the conduct and activities of the Board;
2. Formulating, with the Chair and the Principal / Chief Executive as applicable the agendas and organising the supporting reports and briefing papers and liaising with those members of staff or governors who may be required to prepare papers for forthcoming meetings;
3. Ensuring the safe custody of the official record of the governing body's business;
4. Time-tabling all meetings of the Corporation, the Board and committees, calling meetings on proper written notice and distributing agendas and supporting papers;
5. Attending and minuting the meetings and ensuring with the Chair and the Principal / Chief Executive that appropriate arrangements are made for continuity in the absence of the appointed clerk;
6. Checking the quoracy of meetings;
7. Ensuring the timely publication of agendas, draft minutes (when approved by the Chair), signed minutes and supporting papers. Maintaining the Minute Book and issuing certified copies of minutes;
8. Formulating, with the Chair and the Principal / Chief Executive as appropriate, follow-up instructions that arise from the minutes, and reporting on what action has been taken in response to such instructions. This will include direct support for the Chair;
9. Maintaining a separate confidential file (if any) relating to sensitive matters or sensitive staff or student matters;
10. Preparing for approval by the Board, committee terms of reference and rules relating to composition, quoracy, chairing and frequency of committee meetings in accordance with the Articles of Association;
11. Preparing, for approval by the Board, a written statement of policy regarding attendance at committee meetings by persons who are not committee members and publications of minutes of committee meetings;
12. Preparing corresponding on behalf of the Chair of Governors, the Governing Body and its Committees.

3.1.3 Appointments

To ensure that all appointments to the Board and committees have been validly made, including:-

1. Checking the eligibility of current and prospective members;



2. Ensuring that all appointments to the Board and committees have been properly made in accordance with the provisions of the Articles of Association and minuted;
3. Preparing and issuing, in the name of the Chair, letters of appointment;
4. Giving advance notification to the Board of expected vacancies;
5. Notifying the Board of all actual vacancies;
6. Issuing and receiving on behalf of the Board, notices relating to Governors;
7. Arranging appropriate induction and training programmes for Governors;
8. Advising the Board on recruitment and succession planning for the senior management team.

3.1.4 Registers

To be responsible for administering those procedures which have been approved by the Board for making certain information available to the public in accordance with the principle of transparent and open accountability, including:-

1. Maintaining:-
 - 1.1. a Register of Members' interests
 - 1.2. a Register of all rules of procedures made or authorised by the Board
 - 1.3. Members' / Governors' Code of Conduct
 - 1.4. Members' Record of Attendance at meetings of the Corporation
2. Ensuring that the Registers and copies of the statutory Memorandum and Articles of Association are made available for public inspection.

3.1.5 Common Seal

To be responsible for the proper use of the Common Seal, including:-

- a. Keeping the Common Seal in safe custody;
- b. Ensuring that all deeds and documents to which the Common Seal has been affixed have been properly authenticated.

3.1.6 Work in regular contact with the Principal and Chief Executive, Chair of the Board and individual Governors, and members of the Executive Group.



3.1.7 The Clerk has access to confidential information and will need to preserve confidentiality.

3.1.8 The Clerk shall undertake such duties as may reasonably be required by the Board.

4. Person Specification and Selection Criteria

1. An understanding of the legal framework within which the Board functions and an appreciation of the need to work within that framework;
2. Ability to provide authoritative advice and assistance, in an accurate and concise manner, at a senior level;
3. Appreciation of the ethical issues relating to the conduct of those in public life and college governors in particular;
4. Experience in committee work and administration of the meetings of corporate bodies in either the public or private sector;
5. Administration and organisational skills, particularly the effective management of meetings;
6. Good interpersonal skills and the ability to communicate effectively with Governors, individually and collectively, and with a wide range of other individuals, professional bodies and organisations;
7. Ability to take clear, concise and accurate minutes and prepare agendas;
8. Ability to draft accurately and succinctly;
9. Ability to organise and prioritise time and tasks within the demands of the organisation, and to meet agreed deadlines;
10. Ability to work as a member of a team and to perform effectively with a minimum of supervision;
11. Flexibility;
12. Information Technology skills relevant to the post;
13. Knowledge and understanding of equality and diversity.

5. Terms and Conditions

The Clerk will be employed under the terms and conditions approved by the Governing Body and which may include an annualised hours arrangement to enable flexibility and the efficient and effective deployment of the postholder's services.