



## Job Description

<b>Job Title:</b>	<b>Clerk to Governors</b>
<b>Department:</b>	<b>Bursary</b>
<b>Responsible to:</b>	<b>Chair of Governors</b>
<b>Last reviewed:</b>	<b>January 2025</b>

### Job Outline

The role of Clerk to Governors is an important one. The Clerk is directly responsible to the Chair of Governors, and works with them and all other members of the School's governing body (known as the "Council") who are also the School's trustees, to ensure the effective and efficient governance of the School. The Clerk is supported in this role by administrative assistance from the Deputy Clerk to Governors and/or other administrative personnel.

### Purpose

The purpose of this job description is to set out the current principal duties of the post. It does not detail every individual task, and employees are required to undertake such tasks and duties as are allocated to them from time to time in accordance with the role. This job description will be reviewed annually as part of the School's annual performance review process.

### Key Responsibilities

- 1. Governance generally:**
  - a. Ensure that governance is carried out effectively and efficiently, in accordance with the School's Royal Charter (its constitutional document) and the requirements of statutory compliance and in line with good governance best practice, as set out further below.
  - b. Liaise closely with the Chair of Governors, Committee Chairs, the Master, the CFOO and the Executive team to ensure that the governance of the School runs smoothly and supports the School's strategic aims. This will include meeting regularly with the Chair of Governors, Committee Chairs, the Master, the CFOO and others respectively to discuss and plan agendas for meetings and the School's annual Strategy Day.
  - c. Ensure that the Charter continues to meet the needs of the School and advise the Council of appropriate or necessary amendments.
  - d. Provide timely advice and guidance to the Council on matters relating to governance and ensure that Governors are aware of their legal duties.
  - e. Assist with the identification and establishment of Committees and Working Groups and ensure that appropriate terms of reference exist for each, which are reviewed and updated annually.
  - f. Ensure that clear rules exist to determine the decision-making authority for Committees and Working Groups.
  - g. Oversee audits of governance (either internal or external), implement any actions, and oversee any benchmarking or related research, as instructed by the Chair of Governors.

- h. Facilitate a regular process of governing board self-appraisal as agreed by the Nominations and Governance Committee.
- i. Monitor and review the Conflict of Interests Policy and maintain the register of interests, advising the Chair of Governors and Committee Chairs as appropriate.
- j. In addition to matters of statutory compliance, ensure compliance with instructions and requirements of the Charity Commission and Companies House.

**2. Recruitment of Governors and Committee members:**

- a. Ensure that the size, membership, skills and experience of the Council and its Committees are appropriate in terms of skills, diversity and experience.
- b. Maintain a register of Governors and Committee members, monitor membership and arrange re-elections.
- c. Work with the Nominations and Governance Committee to support the recruitment and appointment of new Governors and co-opted Committee members, the identification of new candidates, and arrange the induction and onboarding of new members.
- d. Support the Nominations and Governance Committee with succession planning, including maintaining a skills, experience and diversity matrix and conducting regular skills audit reviews.
- e. Manage the appointment and re-election of office-holders (including the Chairman of Governors, Deputy Chairman and Treasurer).
- f. Ensure the completion of necessary vetting checks and registrations for new Governors, including:
  - i. formal identity checks;
  - ii. right to work in UK checks;
  - iii. DBS disclosure and barred list checks;
  - iv. registration with Companies House as a Director (if required) and a Trustee with the Charity Commission;
  - v. and any other vetting requirements or formalities necessary on appointment.

**3. Agendas, meetings and minutes:**

- a. Plan, arrange and attend (either in person or remotely) all meetings of Council and the following Committees:
  - i. Nominations and Governance Committee
  - ii. Education and Safeguarding Committee
  - iii. Finance and Commercial Committee
  - iv. Estates and General Purposes Committee
  - v. Audit Committee
  - vi. International Committee
- b. Liaise closely with the Chair of Governors, the Chairs of the various Committees, and work in partnership with the Master, the CFOO and other members of the Senior Leadership Team as required, to agree suitable meeting agendas, to manage the preparation of meeting papers and ensure their timely circulation in advance of meetings.
- c. Ensure that accurate and concise minutes are taken of the above meetings and distributed in a timely way and ensure that decisions or resolutions are made and recorded in accordance with the Charter and Charity Law, with reference to advisers when required.
- d. Support colleagues with the organisation and administration of meetings of Working Groups or Advisory Boards from time to time established, including the current Development, Investment and Remuneration Advisory Boards including liaising with the Chairs, arranging meetings, and ensuring accurate minutes are taken.

- e. Arrange board meetings of Haileybury Enterprises Ltd, the School's trading subsidiary and carrying out company secretarial duties in respect of this entity as required.
- f. Co-ordinate the arrangements, presentations and papers for the Governors' annual Strategy Day and other update or training sessions.

**4. Communication and information management:**

- a. Liaise and support the Chair of Governors and other Governors as appropriate in any communications with staff, parents or other third parties, taking advice as necessary.
- b. Communicate regularly with Governors and Committee members between meetings and be available for any queries.
- c. Maintain and update the Governors' Portal and relevant pages of the school website, regularly reviewing their effectiveness as governance tools
- d. Review the effectiveness of remote attendance arrangements for meetings.
- e. Prepare and circulate timetables of meetings of Council and its Committees.
- f. Circulate information about training opportunities and make arrangements for Governors to attend the same.
- g. Circulate information about school events and other news or briefings.
- h. Facilitate Governor visits including lesson observations.
- i. Act as the main point of contact between the School and AGBIS (Association of Governing Bodies of Independent Schools) and disseminate guidance, briefings or other updates as appropriate.
- j. Act as the main point of contact for the Charity Commission.

**5. Training and induction:**

- a. Design and deliver appropriate induction for all Governors and co-opted Committee members as part of the onboarding process.
- b. Assess Governor training needs, and organise regular and appropriate training opportunities, both in-house and via external seminars and webinars etc.

**6. Compliance:**

- a. Oversee the maintenance of Governor safeguarding records.
- b. Support the Safeguarding Lead Governor in their work and facilitate opportunities for them to carry out audits and meet with staff.
- c. Oversee the School's policies register and liaise with the Executive team to ensure that policies are regularly updated and presented to Governors for review as appropriate, via meeting agendas.
- d. Oversee maintenance of the School's Risk Register; liaise with the Executive team to ensure it is up to date and that risks are reported to the various Committees and Council appropriately.
- e. Oversee maintenance of the School's Audit Register which tracks all internal and external compliance audits and checks, and ensure this is presented to Governors for regular review.

**7. Appeals and Complaints Panels:**

- a. Support the Chair of Governors in convening panels to hear any appeals or deal with any complaints or grievances (including the identification of independent members to join these panels where appropriate).
- b. Organise meetings and/or hearings of these panels and ensure that the relevant policy or procedure (e.g. the School's Complaints Procedure) is followed, that papers are circulated in a timely manner, and that minutes are taken of any hearing.
- c. Oversee the maintenance of the School's complaints register and records of any formal complaints.
- d. Liaise with legal advisers or other professionals as necessary over the conduct of panel hearings.

## **8. Vice Presidents:**

- a. Oversee the election and appointment of Vice Presidents, maintain communications with them and assist the Chair of Governors with the production of regular updates.
- b. Attend the annual Vice Presidents' Day and support the organisation of this annual event.

## **Other Requirements**

### *Safeguarding and Child Protection*

All employees must be aware of their responsibilities for promoting and safeguarding the welfare of children and young persons with whom they may come into contact whilst at Haileybury. Employees must comply with the School's Safeguarding and Child Protection Policy and must be familiar with how to raise any safeguarding or child protection concerns.

### *Health and Safety*

In accordance with the Health and Safety at Work etc. Act 1974 and associated legislation, all employees must comply with relevant health and safety procedures and guidance at all times. They must be familiar with, and assist the School in the implementation of, its Health and Safety Policy which is available on the School Portal.

Employees must also adhere to any requirements arising from, or relating to, any relevant risk assessments, Control of Substances Hazardous to Health (COSHH), PPE, and manual handling. Specifically, employees must carry out all duties in a manner which does not endanger themselves or others.

### *Equality, Diversity and Inclusion*

Employees must comply with the School's equality, diversity and inclusion policies and practices in force from time to time and must carry out their duties in a manner which does not discriminate against any person on the grounds of any protected characteristic.

### *Code of Conduct*

Employees at Haileybury are expected to work together cooperatively showing respect, courtesy and helpfulness to others at all times. Employees should work to actively support and promote the School's positive ethos and culture, and must act in accordance with the School's Staff Code of Conduct.

### *Data Protection*

All employees must comply with the School's Data Protection Policy, and must carry out their duties in a manner which is consistent with this policy and data protection legislation generally.

## Clerk to Governors

### Person Specification

	Essential	Desirable
<b>Qualifications</b>		
Legal professional, Company Secretary or Corporate Secretariat professional qualification or commensurate legal or corporate governance experience	Y	
Degree or equivalent higher education qualification	Y	
Attendance at the National Training Programme for Clerks or equivalent		Y
<b>Knowledge, Skills and Experience</b>		
Experience of governance in schools or similar establishment(s)	Y	
Independent schools experience		Y
Understanding and experience of working in compliance with Child Protection and Safeguarding legislation and policy ( <i>training will be provided</i> )		Y
Good listening, oral and literacy skills; excellent standards of written communication	Y	
Diplomacy and ability to involve all key stakeholders as relevant	Y	
Proficient IT skills	Y	
Familiarity with using Google Suite		Y
Excellent organisational and administration skills with meticulous attention to detail	Y	
An understanding of the distinction between executive management and governance	Y	
Knowledge of procedures and practices for a school governing body		Y
Knowledge of relevant charity and educational law and guidance		Y
Knowledge of equal opportunities and human rights legislation		Y

Knowledge of data protection legislation		Y
<b>Personal Attributes</b>		
Integrity		
Able to maintain and understand the importance of strict confidentiality	Y	
Sympathetic to the needs of various stakeholders, including Governors and the Senior Leadership Team	Y	
An openness to learning and change	Y	
A positive attitude to personal development and training	Y	
Excellent interpersonal skills	Y	
A highly developed awareness of the responsibilities of working in an environment with young people	Y	
Be responsive and enthusiastic when responding to enquires	Y	