



ROEDEAN

An independent 11 – 18 girls' day and boarding school in Brighton



Clerk to the Council and Company Secretary to the Corporation of Roedean School

The Role

The Clerk will report to the Chair of Council on Trustee related matters and provide company secretarial services to the President and Vice-Presidents of the Corporation on Governor related matters, with line management while operating in School provided by the Headmaster who will provide advice, guidance and oversight. . The Clerk will provide full administrative services to the Roedean Council, Governors and the RSEL Board to ensure corporate compliance and effective governance. The individual will also provide these administrative services to any schools within the Roedean Group of Schools (RGoS).

Main Duties

Council meetings and proceedings

- Service a programme of meetings for the Council and their Committees, including the setting of agendas, preparation and timely circulation of papers and minutes, and following up on action items.
- Attend all Council and Committee meetings.
- Record attendance at Council Meetings, taking notes and preparing minutes for signature, and recording all decisions.
- Maintain and update terms of reference for committees and working parties.
- Ensure that Council and all committees are properly constituted, and meetings are quorate.

Legislative updates and training

- Maintain a good working knowledge of all legislation, regulation or guidance as may be published pertaining to governance by the ISA, Charity Commission, Companies House or other bodies as necessary.
- Advise Council Members, the Headmaster and Senior Team on company law and corporate governance matters. Respond to queries on statutory and procedural matters.

- Ensure that the Governing Instruments meet the needs of the School and advise the Council of appropriate or necessary amendments.
- Conduct for all new Council Members, on behalf of the Chair of Council:
 - Formal identity checks
 - Right to work in UK checks
 - DBS disclosure check or equivalent
 - Registration with Companies House as a director (as necessary)
 - Completion of declaration of interests, code of conduct and trustee declaration.
- Facilitate induction and training programmes for Council Members and maintain records of training and development activities.
- Ensure that all Council Members are aware of their statutory responsibilities, especially their responsibility for the safeguarding of all pupils at the School.
- Facilitate safeguarding checks and training for Council Members.
- Liaise with legal advisors to ensure Council are fully informed of the legal implications of their decisions where relevant.

Council Membership and Relationships

- Be accountable to the Council working effectively with the Chair of Council, and with the Headmaster, other Council Members, Senior Team Members and other stakeholders.
- Be responsible for maintaining databases of Council Members and their terms of office.
- Maintain a record of the membership and skills matrix of the Council, notifying vacancies, making arrangements for elections and advising the Board on strategies for recruiting Members.
- Ensure an accurate register of Council Members is maintained and updated for any new members or retirements, and inform the Charity Commission as necessary.
- Maintain and update membership of committees and working parties.
- Organise the establishment of any panels of the Council that may be required to hear appeals or deal with complaints or grievances.
- Maintain and update the contents of the Council/Governors page on the website, ensuring information about the Council is accurate and complete, and meets all relevant legislation.
- Maintain and update the Council Portal providing information on Council Meetings, forthcoming events, latest legislative developments, training opportunities and Council meeting documentation.

Statutory documentation

- In conjunction with the Director of Finance & Administration (DFA), ensure that statutory annual returns, accounts and other filings are sent to Companies House and that the school's responsibilities to the Charity Commission are met.
- Liaise with the DFA to ensure coordination, preparation, publication, distribution and presentation of the annual Trustees' Report (including annual accounts).
- Maintain the Council related policy register and review schedule, and liaise with the appropriate Senior Team member when reviews are due.
- Oversee occasional audits of governance (either internal or external).

Governor related matters

- As Company Secretary, report to the President of the Corporation on Governor related matters and the Annual General Meeting, and promote good communications between the School, the Council and the Governors.
- Lead on the organisation of the Annual General Meeting, and any other General Meetings during the year, ensuring the timely delivery of the agenda and all associated papers, and preparation of minutes for circulation.
- Coordinate elections to Council by the Governors including candidate profiles, and voting procedures in person and by proxy.
- Coordinate Governor Forums, Working Parties and Governor Newsletters as a means of informing Governors of latest developments and promoting good relationships.
- Manage and respond to Governors' enquiries, including the Governor email address inbox, and ensure that questions are answered promptly.
- Ensure the Royal Charter, being the School's governing document, is adhered to at all times, and provide advice on this document to Council.

- Work with Council and the Governors on any proposals to update the Royal Charter in line with best practice.
- Ensure an accurate register of Governors is maintained and updated for any new members or retirements.
- Maintain and update the database of Governors, and strictly comply with data protection regulations surrounding this data.
- Work closely with the Alumnae Relations and Development Department, and assist with fundraising opportunities.

Roedean School Enterprises Limited (RSEL)

- Provide company secretarial services for RSEL, the School's trading company.
- Work closely with the DFA to ensure reports and accounts for RSEL are produced on a timely basis for the Board.
- Maintain an up-to-date list of RSEL Directorships internally and at Companies House.
- Oversee the process of retirement and recruitment of directors, and completion of appropriate background checks and induction paperwork.
- Ensure the activities of the company are in line with the Memorandum and Articles of Association, and that the Memorandum and Articles themselves are fit for purpose.
- Oversee the gift aiding of funds to the Charity on the conclusion of each financial year.
- Organise the Annual General Meeting, and any other General Meetings during the year, ensuring the timely delivery of the agenda and all associated papers, and preparation of minutes for circulation.

Person Specification

Qualifications

- Educated to degree level
either:
- Company Secretary or Corporate Secretariat professional qualification or good experience
or:
- Legal professional qualification or good experience

Experience and Knowledge

- A proven record in delivering targets
- A proven track record of supporting boards with non-executive members and committees
- Experience of minute-taking and ability to compile accurate, well-written and concise documents and letters
- Experience of change management to meet the demands of a highly competitive business
- Experience of working in the educational and charity sector, especially at a senior level
- Understanding of the educational sector, charity law and public benefit, and have a genuine interest in the sector

Skills and Abilities

- Highly motivated, energetic and personable individual
- IT literate with a good standard in Microsoft Excel and Word, databases and email
- Sound decision maker and analyst of complex data
- Ability to provide clear and impartial advice, and connect with staff, senior management and Board members
- Proficient in committee/board level meetings and support
- Ability to assess and interpret the latest changes in statutory legislation, and communicate in an effective manner and recommend actions to ensure compliance.
- Ability to plan, prioritise and organise projects to ensure deadlines are met
- Excellent written, presentation and communications skills, including good grammar and accurate minute taking.
- Strong organisational skills including managing a varied long term workload
- Understanding of, and belief in, the aims and ethos of independent education
- A person of principle, sincerity and integrity
- A good employment record with sound references and an impeccable career background
- A commitment to personal development and improvement

Package

Hours: 37 hours per week, full year. Part time (4-5 days per week) will be considered.

Holidays: 22 days rising to 27 days after 5 years' service (pro-rata for part-time staff). All holidays must be taken within School holiday periods.

Salary: Competitive Package Available.

Other benefits include:

- **Pension** - Contributory pension scheme
- **Remission of fees** for a daughter attending the school, in line with the current policy of the School Council, subject to the usual standards and procedures for admission (currently 40 %)
- **Death in service benefit**
- **Free dining and refreshment facilities** throughout the school day whilst on duty
- **Sports and Leisure** – free use of the swimming pool, fitness suite, squash and tennis courts (subject to availability). Weekly yoga classes are available after work at no cost.
- **Wellbeing** – Staff have access to a free and confidential advice and telephone support service. Subsidized staff bar and social events each half term.
- **Library** – all staff are able to borrow books and DVD's without charge
- **'Cycle to Work' scheme**
- **Free parking on site**

Safeguarding

The post holder's responsibility for promoting and safeguarding the welfare of children and young persons for whom s/he is responsible, or with whom s/he comes into contact will be to adhere to and ensure compliance with the School's Safeguarding and Child Protection Policy Statement at all times. If in the course of carrying out the duties of the post the post holder becomes aware of any actual or potential risks to the safety or welfare of children in the School s/he must report any concerns to the School's Designated Safeguarding Lead or, if he/she is the School's DSL, to the Head and relevant agencies.

Roedean is an equal opportunities employer and is committed to the safeguarding of children. In addition to normal pre-employment checks, this appointment will be subject to an enhanced DBS check and a safeguarding interview.

Appointment details and how to apply

Applicants must complete the application pack and return it to vacancies@roedean.co.uk or via post to Louisa Butler, Roedean School, Roedean Way, Brighton BN2 5RQ.

Closing date: 9am, 4 November 2019. Due to the need to appoint quickly we reserve the right to interview and appoint at any time.

This job description may be reviewed from time to time in light of changing circumstances and if it is necessary to amend/alter this, those concerned will be consulted.