

## Role Outline and Job Description: Company Secretary

The role of the company secretary in a Multi Academy Trust concerns four main areas:

- Members
- MAT board of directors
- Local governing bodies of academies
- Other stakeholders, which include pupils, parents, staff, local community.

Within each, the company secretary's role can be very diverse.

In brief, the company secretary will be responsible for ensuring that the Multi-Academy Trust complies with relevant legislation and regulations. The company secretary will establish procedures for the sound governance of the Multi-Academy Trust and will advise the board of directors on developments in governance issues. The company secretary will also ensure that meetings of the board of directors and its committees (including local school committees, which are known as local governing bodies) run efficiently and effectively, are properly recorded and that members, directors, and local governing bodies receive appropriate support to fulfil their legal duties.

### **The Board of Directors**

The company secretary must ensure that the procedure for the election and appointment of directors is properly carried out and they should assist in the proper induction of directors, including assessing the specific training needs of each board member. They need also to be available to provide comprehensive practical support and guidance to the board as individuals and as a collective. The company secretary should facilitate the acquisition of information by all board and committee members so that they can maximise their ability to contribute to board meetings and discussions. Further to these tasks, the company secretary will need to assist in the compilation of trust papers and to ensure they comply with the required standards of good governance. It may be part of the company secretary's role to raise matters which may warrant the attention of the board of directors.

### **The Local Governing Body (LGB) of each Academy**

The company secretary should assist the LGB in overseeing compliance with all relevant statutory and regulatory requirements within their academy. He/she should ensure that due regard is paid to the specific business interests of the academy, for example ensuring the ongoing quality and improvement in education standards, pupil, parent and stakeholder engagement and feedback, staffing and resources. The company secretary will need to assist in the implementation of corporate strategies by ensuring that the board of director's

decisions and instructions are properly communicated to each academy and carried out. Further to this, they should be available to provide a central source of guidance and advice within each academy on matters of business ethics and good governance. It is expected that the company secretary will discharge these duties in relation to each individual academy within the Multi-Academy Trust through the appointment of a LGB clerk.

## **The Stakeholders**

The company secretary needs to communicate with all stakeholders, which will include pupils, parents, staff, members and the wider public as appropriate and to ensure that due regard is paid to their interests. They may need to act as a primary point of contact for interested parties, especially with regard to matters of governance. It is expected that the company secretary will discharge these duties in relation to each individual academy within the Multi-Academy Trust through the appointment of a LGB clerk.

## **The Independence of the Company Secretary**

There is a strong argument for the role of the company secretary being a separate and discreet function within the Multi-Academy Trust structure, not combined with any other senior leadership position.

The company secretary is a key member of the senior management team appointed by the board of directors as an officer of the Multi-Academy Trust, with specific responsibility to the organisation as a whole, for its sound governance and for the guidance of the board in its responsible and effective execution of duties.

The directors and local governing bodies have a right to expect the company secretary to give impartial advice and to act in the best interests of the Multi-Academy Trust. However, it is incumbent upon the board of directors to ensure that the company secretary is in a position to do so, for example by ensuring that they are not subject to the undue influence of one or more of the senior leadership team. If the board of directors fails to protect the integrity of the company secretary's position, one of the most effective in-built internal controls available to the Multi-Academy Trust is likely to be seriously undermined. The establishment of appropriate reporting lines for the company secretary will normally be a crucial factor in securing that protection. It is important for individual directors to have access to the advice and services of the company secretary, and for them to support the company secretary in their role.

It is neither practical nor desirable, in terms of line management, for the company secretary to report on a day-to-day basis to all of the directors. However, it is important not to lose sight of the ultimate line of authority when establishing appropriate reporting lines. The company secretary is responsible to the board of directors collectively rather than to any

individual director. Any decision to remove the company secretary should be a matter for the board of directors as a whole.

## **Reporting guidelines**

The following guidelines on reporting lines for the company secretary are considered to be the most conducive to the proper performance of the company secretary's role. They are based on established practice in most large organisations and will therefore require due consideration in order to develop appropriate mechanisms for their particular circumstances.

Departures from these guidelines will reduce the ability of company secretaries to perform their core duties in accordance with the standards which the board of directors should expect.

- 1. The company secretary is responsible to the board of directors as a whole and should be accountable to the board through the Chair on all matters relating to their duties as an officer of the academy (core duties).**

The Chair of the board of directors is the person to whom the company secretary should report with respect to responsibilities which concern the board.

- 2. If, in addition to the core duties mentioned above, the company secretary has other executive or administrative duties, they should, as regards those duties, report to the Chief Executive Officer or such other member of the senior leadership team to whom responsibility for that matter has been delegated by the board of directors.**

The company secretary should not report to an individual director (except the Chair) on any matter unless responsibility for that matter has been delegated to that individual by the board of directors.

- 3. The company secretary's salary, benefits and any other element of their remuneration should be settled (or at least noted) by the board of directors or the remuneration committee on the recommendation of the Chair or the Chief Executive Officer.**

A member of the senior leadership team who is authorised unilaterally to fix the company secretary's remuneration could gain undue influence. It is therefore recommended (particularly where the company secretary reports to the Chair on all matters) that decisions on their remuneration should be taken (or at least noted) by the board of directors as a whole.

## **Job description for a Company Secretary in a Multi-Academy Trust**

The company secretary is primarily responsible for the smooth and efficient running of meetings of the board of directors and any committees, including the local governing body in each academy. The company secretary will work closely with the Chair of the board to provide assistance and support.

The company secretary may be closely involved in monitoring the compliance with various legislative and regulatory requirements affecting the Multi-Academy Trust and its activities. The company secretary will also assist the Chair of the board in ensuring that the board's decisions are acted upon, and that all decisions made by the board are in accordance with the Articles of Association, reflect the objects of the Multi-Academy Trust, and continue to provide public benefit.

The company secretary should be responsible for keeping the 'conscience' of the Multi-Academy Trust, by way of ensuring that the directors continue to take decisions and act in line with the Articles of Association, and comply with the relevant legislative and regulatory requirements the Multi-Academy Trust is subject to.

### **Core duties of a Company Secretary**

The following list includes both those duties which are legal obligations as well as those which result from best practice. This is not a comprehensive list and the company secretary will need to refer to other pertinent legislation and regulation.

#### **I. Board of Directors' Meetings**

- facilitating the smooth operation of the Multi-Academy Trust's formal decision making and reporting machinery;
- organising board meetings along with those of its committees, ensuring that there is proper and appropriate co-ordination of board and committee meetings and an effective flow of information;
- formulating meeting agendas with the Chair (and Chief Executive) and advising management on content and organisation of memoranda or presentations for the meeting;
- collecting, organising and distributing such information, documents or other papers for meetings;
- ensuring that all meetings are minuted and that the minute books are maintained with certified copies of the minutes, and that action is taken on matters arising;

- communicating board decisions to those required to implement them and ensuring that actions and tasks assigned are managed appropriately and to the required timetable, reporting back as required;
- ensuring that board meetings and all board committees are properly constituted and provided with clear terms of reference;
- managing the secretariat, where appropriate, ensuring the effective running of the board's support system including the production of board and committee papers;
- advising and guiding the board on any legal and regulatory implications of the Multi-Academy Trust's strategic plan;
- leading a team of clerks for each of the academies in the Multi-Academy Trust, determining their role, objectives, reviewing performance regularly and managing their on-going professional development.

## **2. Annual Members' Meetings**

Ensuring that an annual Members' meeting is held in accordance with the requirements of the Multi-Academy Trust's Articles of Association and in collaboration with the Nottingham Roman Catholic Diocesan Education Service. Preparing and issuing notices of meetings; obtaining internal agreement to all documentation for circulation to members; preparing directors for any members' questions and helping them create briefing materials; and formally minuting those aspects of the meeting that are required to be recorded.

## **3. Governing Document**

Ensuring the Multi-Academy Trust complies with its Articles of Association,<sup>1</sup> and where appropriate, drafting and incorporating amendments in accordance with correct procedures:

- to lead the process of non-financial compliance with the Multi-Academy Trust's Articles of Association, including management of any membership and governance reporting requirements;
- review, propose and implement approved changes to the Multi-Academy Trust's Articles of Association.

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<sup>1</sup> Any changes will require the approval of the Bishop of Nottingham and the Secretary of State for Education

#### **4. Regulatory Requirements**

Establishing and monitoring procedures to ensure that the Multi-Academy Trust complies with the requirements of the Department of Education's Academy Funding Agreement, education legislation and regulation, Charities Act 2011, and other relevant legislation such as company law and Companies House requirements, for example:

- ensuring that the requirements of any compliance frameworks are fulfilled appropriately and in a timely manner;
- acting as initial point of contact between the company and the Department for Education as the principal regulator, and Companies House.

#### **5. Registers**

Maintaining the following registers and responding to appropriate requests concerning the information they contain:

- Members
- The board of directors
- Board member interests
- Gifts and hospitality accepted and refused
- Local governing bodies, their interests and gifts/hospitality

#### **6. Statutory Returns**

Ensuring that formal documentation is filed with appropriate bodies, as required, and to report certain changes regarding the Multi-Academy Trust:

- annual return and accounts
- changes to members, directors, and local governing bodies.

#### **7. Annual Report and Accounts**

The company secretary should be closely involved in the co-ordination of the preparation, publication, distribution and presentation of the annual report (including annual accounts). This may be done in consultation with the Multi-Academy Trust's internal and external advisers.

## **8. Stakeholder Communications**

Communicating with pupils, parents, other stakeholders, and the Multi-Academy Trust's members where applicable, (e.g. through circulars, newsletters); maintaining good general relations with relevant stakeholders on matters relating to the governance of the Multi-Academy Trust:

- in liaison with appropriate Multi-Academy Trust staff, co-ordinating communications with relevant stakeholders;
- establishing and monitoring the election and appointment processes for members, directors and local governing bodies;
- supporting the board in reviewing and suggesting proposals for the stakeholder engagement strategy;
- where applicable, ensuring that arrangements are made for the election, appointment and co-option of members, directors and members of the local governing body including:
  - establishing who is entitled to vote
  - obtaining the necessary declarations from candidates
  - arranging the distribution of candidates' statements, where applicable
  - arranging the issue of voting papers
  - arranging for the returning of ballot papers and the counting of votes
  - declaring the results of the elections.

These tasks within each academy will be managed by the clerk to the local governing body with advice.

## **9. Governance**

Continually reviewing developments in governance:

- facilitating the proper induction of members and directors into their role;
- advising and assisting the members, directors and local governing bodies with respect to their duties and responsibilities;
- advising and facilitating board performance evaluations and any ongoing development matters resulting from that exercise;
- counselling members and directors when preparing presentations and memoranda;

- ensuring the Multi-Academy Trust has a robust framework for compliance with appropriate governance standards in accordance with *Good Governance: A Code for the Voluntary and Community Sector* and recommended good practice;
- maintaining and reviewing procedures for the sound governance of the Multi-Academy Trust and advising on developments in governance issues;
- ensuring the Multi-Academy Trust has adequate insurance arrangements;
- ensuring standing orders, including a Scheme of Delegation, and schedule of matters reserved for the board and associated procedures are reviewed, updated and properly discharged.

## **10. Board Development**

- acting as a channel of communication and information for members, directors, local governing bodies and stakeholders, where appropriate;
- advising the board on an appropriate approach to reviewing board performance and facilitating an annual board evaluation, in line with Ofsted's requirements, and facilitating any ongoing training highlighted;
- management and development of the members, directors and local governing bodies and their appropriate integration and interaction with the Multi-Academy Trust, including appropriate organisational development.

## **11. Multi-Academy Trust Seal**

- ensuring the safe custody and proper use of any corporate seal(s).

## **12. Multi-Academy Trust Identity**

- ensuring the Multi-Academy Trust's stationery, including electronic communications (emails, websites, etc), orders, invoices, cheques and other relevant documents include all the details required under company and charity law.

## **13. General Compliance**

Monitoring and implementing procedures which allow for compliance with relevant regulatory and legal requirements:

- arranging for the Multi-Academy Trust to access a comprehensive legal service, where appropriate;

- ensuring any restricted funds or funds held in trust are used and managed appropriately;
- reporting to the board of directors on any matters of non-compliance.

#### **14. Subsidiary Undertakings**

- ensuring that procedures are in place for the correct administration of any subsidiary undertakings and that correct information is given to the holding company; maintaining a record of the group's structure.

#### **15. Disposals and Mergers**

Participating as a key member of the Multi-Academy Trust's management team established to implement disposals and mergers. Protecting the academy's interests by:

- ensuring the effectiveness of all documentation;
- ensuring that due diligence disclosures enable proper commercial evaluation prior to completion of a transaction;
- ensuring that the correct authority is in place to allow timely execution of documentation.

#### **16. Miscellaneous**

- acting as a counter-signatory on Multi-Academy Trust cheques (including any electronic transactions) and any applications for funds;
- managing various other functions of the Multi-Academy Trust, including estates, personnel, finance, pensions, money-laundering and data protection, as delegated.