



Job Description

Job title:	Company Secretary and Head of Assurance
Reporting to:	Chief Executive Officer (on matters of governance and compliance) and Chair of the Board of Governors (as Company Secretary)
Overall purpose of the role:	To support the coordination of the Conservatoire's governance and committee operations; and to provide support to the Chair and members of the Board of Governors and its committees, to ensure that the Board meets statutory requirements and best practice as the governing body of a publicly-funded higher education provider and non-exempt charity.

Responsibilities

1. To act as Clerk to the Board of Governors, organising and minuting the meetings of the Board and its four committees, namely the Audit, Finance, Nominations, and Remuneration Committees.
2. To have an appropriate and effective role in the conduct of Board and board committee meetings, by ensuring that:
 - Board and committee members are fully informed on all matters of interest to them; Governors' deliberations are supported by clear and thorough briefing papers and reports relating to items on the meeting agenda;
 - The provision of information to the Board is timely and appropriate, and enables informed discussion; and
 - The Board's responsibilities are effectively and demonstrably discharged through deliberation at meetings and reflected in the record of those meetings.
3. To support the Conservatoire's governance operations and promote the effective communication of information relating to the Conservatoire's Board and its committee system, including: maintaining details of governors' terms of service; the terms of reference and membership of the Conservatoire's committees; overseeing the online storage of approved minutes and meeting papers; defining policy and good practice guidelines on the preparation and dissemination of approved minutes and other documents; etc.
4. To develop board level and corporate policies which comply with legal and other regulatory requirements and exemplify best practice.
5. To develop and maintain a code of practice, setting out, *inter alia*: a summary of the essential definitions, principles and procedures governing the Conservatoire's Board and committee operations.
6. To develop and/or advise on the preparation of standing orders for the Board.

7. To provide advice to the Board and its committees inside and outside of meetings as appropriate on statutory and constitutional matters, together with the Conservatoire's own procedures.
8. To take appropriate action if and when the Board of Governors, 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.
9. In exceptional circumstances, to inform the Board directly of any material concerns relating to the Conservatoire in areas in which the Board has a legitimate interest or for which it has formal responsibility.
10. To ensure that the membership of the Board and its committees is maintained as stipulated in the Articles of Association and to facilitate at every stage fair and equitable procedures relating to the recruitment, nomination, formal appointment, and induction of Board members.
11. To ensure that the membership of the Board is maintained as stipulated in the Articles of Association and to facilitate at every stage the identification, the formal appointment, induction and briefing of Board members.
12. To support and undertake ongoing monitoring of the effectiveness of the Board by ensuring periodic skills audits of and soliciting regular feedback from individual governors.
13. To provide advice to the Chair of the Board of Governors on the membership and structure of the Board its committees.
14. To advise on the Conservatoire's overall governance arrangements and to ensure that these comply with statutory requirements and sector best practice.
15. To liaise with Board members and colleagues as appropriate to ensure that appropriate and timely follow-up is taken on decisions or any actions arising from any meeting of the Board or committee.
16. To maintain the stipulated registers, codes and records with regard to Board members.
17. To agree, with the Chair, or designated representative, a Schedule of Tasks related to the Clerk's duties: this schedule to be confirmed or modified during each annual appraisal of the Clerk's performance (undertaken by the Chair of the Board), and, if necessary, modified by written agreement during the year.
18. To prepare and maintain the Conservatoire's annual calendar of Board and committee meetings and corresponding work plans.
19. To arrange, in liaison with the Director of Finance, for the annual filing of relevant returns to the Charity Commission and Companies House.
20. To act as the Conservatoire's Data Protection Officer and Freedom of Information Officer.

21. To monitor and ensure compliance with all contracts for buildings occupied by the Conservatoire's Head Office.
22. To have oversight of and to monitor all contracts entered into by the Conservatoire.
23. To have oversight of HR matters, including ensuring that all policies are up to date and relevant and that all new staff are issued with employment contracts and statements of terms and conditions.
24. To oversee the relationship with external lawyers.
25. To accept and discharge such other formal duties relating to the post of Clerk to the Board of Governors which are included in the Schedule of Tasks, or which may be added to the Schedule from time to time.
26. To report to the Chair of the Board of Governors.
27. To undertake any other duties commensurate with the post that might be required by the Chair of the Board of Governors or the Chief Executive Officer.

PERSON SPECIFICATION

Essential:

- Substantial experience of servicing a governing body in a higher education institution or similar organisation.
- Substantial experience of working with governing body and committee members and members of the executive or senior management in a higher education institution or similar organisation.
- Outstanding and demonstrable interpersonal skills.
- Ability to work effectively as part of small administrative team and also liaise effectively with a wide range of stakeholders as necessary.
- Excellent listening, oral and literacy skills.
- Excellent organisational skills, including a demonstrable ability to work in an environment which requires initiative, self-motivation, ability to prioritise and attention to detail.
- Have a flexible approach to working hours.
- Ability to work autonomously whilst demonstrating a high degree of responsiveness to stakeholders.
- Be a person of integrity, maintaining confidentiality.
- Ability to remain impartial.

Desirable:

- Legal knowledge as it affects higher education providers and charitable bodies.
- Interest in the performing arts
- An ICOSA or other appropriate qualification

Terms and conditions of employment:

Place of employment: London offices of the CDD. Travel to schools in London, Bristol and Leeds may be necessary on occasion

Hours of work:	28 (0.8 of full-time contract) with flexibility to meet the annual meeting cycle
Holiday entitlement:	Pro-rata of 30 days (including bank holidays) rising by two days after two years and a further day per year thereafter to a maximum of 35 days after 5 years
Probationary period:	Six months
Notice:	Three months on either side upon completion of the probationary period
Pension:	Eligibility to join the Stakeholder Pension scheme, after three months' service
Contract status:	Permanent