

# Governance Secretary (Clerk to the Boards)

## Job Description

<b>Reports to:</b>	Chief Executive
<b>Liaises with:</b>	Trustees Governors Deputy Chief Executive Senior Management Team Executive Assistant & Administrators
<b>Contract:</b>	Permanent (52-week contract)
<b>Hours:</b>	30 hrs per week (negotiable)
<b>Location:</b>	Primarily at Ullenwood, Cheltenham, Gloucestershire with potential attendance at other National Star locations and hybrid remote working by agreement.

### **Background**

National Star provides specialist further education, training, personal development and residential services for people with physical and learning disabilities and acquired brain injuries.

As a charitable provider, the organisation has continued to grow and diversify with operations now delivered across eight locations, employing c.1250 employees and with a total annual income of c.£40m.

Having undergone a period of review of the charity's governance, with a strengthening of the committee structure and membership of Trustees and Governors, National Star is now looking to appoint a Governance Secretary to further support and coordinate the administration of its governance activities.

### **Summary of Role**

The Governance Secretary's primary responsibility will be to provide high-level administrative and secretarial support to the organisation's governing bodies and committees. You will play a crucial role in ensuring effective governance and the smooth operation of board and committee meetings.

Working closely with the Board of Trustees, the Board of Governors, and the established Sub-Committees (Finance & Investment, Risk & Assurance, Nominations & Remuneration, Advisory Group), the Governance Secretary is responsible for implementing annual work plans, drafting agendas, organising meetings, keeping accurate records and monitoring agreed actions.

As the first point of contact regarding all issues relating to corporate governance support, the Governance Secretary will act as the Clerk to the Boards and Committees and will ensure

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that the governance activities of the organisation reflect the agreed Articles of Association and Terms of Reference.

The Governance Secretary will develop necessary reporting processes to ensure that information flows effectively and efficiently between the Boards, Sub-Committees and senior management.

The postholder will also work closely with the CEO and wider Leadership team, ensuring compliance with legal and regulatory requirements, liaising with key regulators as required and assisting with the timely provision of relevant information and compliance reports.

### **Main Duties and Responsibilities:**

#### *Boards and Committees Support:*

- Organise and coordinate meetings of the Boards of Trustees and Governors, and Committees, including scheduling the annual meeting plan, ensuring venue arrangements are confirmed, and overseeing the distribution of meeting materials.
- Formulate meeting agendas for all governance meetings in conjunction with the CEO, Deputy CEO and Chair of the relevant meeting.
- Ensure meeting agendas, minutes, and supporting documents are prepared and circulated in a timely manner.
- Attend board and committee meetings, record accurate minutes, and maintain a comprehensive record of decisions and actions taken.
- Provide support to board and committee members on matters of governance and best practice.
- Facilitate board and committee self-assessment review processes to enhance effectiveness and identify areas for improvement.

#### *Legal and Regularity Compliance*

- In conjunction with the CEO, Deputy CEO and Leadership team, proactively maintain knowledge of up-to-date statutory, regulatory and governance requirements.
- Support a full understanding of the guidelines on corporate and charity governance and ensure that all relevant codes and regulatory requirements are adhered to at all times.
- Provide support to the Chair of Trustees, Chief Executive, and Sub-Committee Chairs regarding all matters relating to statutory and legislative compliance.

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- Work with the CEO and Deputy CEO to ensure that requirements for ordinary, extraordinary and annual meetings are met for the charity and its subsidiary companies.

### Structure & Processes

- Establish and maintain systems and processes to ensure that there are comprehensive and effective governance arrangements in place across National Star.
- Support the Chair, CEO and Deputy CEO in developing, reviewing and maintaining governance documents, such as articles of association, delegation framework, terms of reference, role descriptions and code of conduct.
- Provide administrative support to the Chair, Nominations and Remuneration Committee and CEO, to monitor and oversee the appropriate membership of the governance structure. Support the recruitment and appointment of members.
- Support the induction and training of board members, ensuring they have the necessary information and understanding of their roles and responsibilities.
- Maintain records of Trustee, Board and Sub-Committee members' training, (mandatory & discretionary), ensuring ongoing compliance.

### Communication & record keeping

- Maintain accurate and up-to-date records of board members, including terms of office, conflicts of interest, and other relevant information.
- Communicate all Board and Committee decisions to those who are required to implement them, ensuring that actions and tasks assigned are monitored appropriately and reported back within the required timescale.
- Maintain any necessary statutory governance registers and respond to requests for information held within those registers.
- Serve as a central point of contact and communication for board members, providing them with relevant information, responding to queries, and facilitating effective communication.
- Liaise with internal stakeholders, senior leadership team, managers and administrators to ensure information is gathered and coordinated for governance reporting.
- Collaborate with external stakeholders, regulatory bodies, and legal advisors as required. Participate in relevant sector and specialist networks to develop knowledge and best practice.

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### Regulators

- Act as an initial point of contact between the Boards of Trustees and Governors and any relevant regulator and/or external agency.
- Prepare and present governance reports for regulators as required.
- Assist with the preparation and submission of statutory documents, such as annual reports and returns. Ensuring that formal documentation is filed with appropriate bodies, including Companies House and the Charity Commission.

### Other

- To undertake any other duties as appropriate to this role

### Safeguarding

The organisation takes seriously its responsibility for safeguarding and is committed to upholding and promoting the welfare of vulnerable adults and children and requires that all staff share this and act accordingly by applying organisational policies and procedures and attending annual safeguarding training.

### Equality & Diversity

All employees and volunteers are expected to demonstrate commitment to equality and diversity through personal example, ensuring the equality of access and treatment in employment and service delivery to all.

### Health & Safety

All employees and volunteers are expected to promote the Health and Safety at Work Policy and Procedures and to ensure that these are implemented effectively within their departments.

### Qualifications and Skills / Person Specification:

- Proven knowledge and experience in a similar governance or company secretarial role, ideally within the non-profit, education or charity sector.
- Excellent organisational and administrative skills, with a keen eye for detail and the ability to handle multiple tasks and deadlines.
- Strong interpersonal skills, with the ability to build positive relationships and work collaboratively with volunteer board and committee members, and other stakeholders.



**National Star**

Realising the aspirations  
of people with disabilities

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- Sound knowledge of governance principles, legal requirements, and best practices relevant to the charity and non-profit sector.
- Proficiency in minute-taking and record-keeping.
- Excellent written and verbal communication skills.
- High level of integrity, professionalism, and discretion in handling confidential information.