

Governance professional: role and responsibilities

September
2024



Confederation
of School Trusts

The voice of school trusts

Governance professional: role and responsibilities

Introduction

The trust's members, trustees, and senior executives lead on the strategic and operational direction of the trust, but in doing so must navigate increased and ever-changing legal, regulatory, and financial requirements. It is crucial, therefore, that they are well supported by a skilled and knowledgeable governance professional, who acts as in-house counsel on governance matters and is able to provide accurate and timely advice on legislative and regulatory requirements.

Crucially, however, good governance does not end with compliance. Governance professionals play a central role in designing and implementing a governance model that adds value and serves the needs of the trust, allowing for well-informed and effective decision making, accountability to all stakeholders and ethical practice. This requires emotional intelligence, integrity and strong ethics, as well as the skill to apply their knowledge and understanding in the specific context of the organisation and its wider environment.

Is the governance professional the same as the traditional 'clerk'?

No. The role of the 'clerk to the governing body' in a local authority-maintained school is not comparable in scope or function to the role of the governance professional in a trust. The clerk is a technical expert and governance administrator. The governance professional is a strategic governance enabler in a complex governance environment which may have multiple tiers of governance. These roles can be combined but are often separate in trusts: in particular the administration of meetings and minute taking might be delegated to a separate clerk role.

Is the governance professional the same as the company secretary?

The governance professional may, but need not be, the appointed company secretary of the trust. Many aspects of the company secretary role align that of the governance professional, namely high-level responsibilities for governance structures and mechanisms, corporate conduct within the regulatory environment, board meetings, compliance with legal and regulatory requirements, training and induction of trustees, and contact with regulatory and external bodies. However, the company secretary is also the chief administrative officer of the trust and a high-ranking professional. They have responsibilities under company law including legal filings and listings, accounting, financial reports and the preparation of financial accounts, risk management, property administration and sometimes the development of strategy. Importantly, they can be found personally liable as an officer of the trust company. While there is no legal requirement to appoint a company secretary as the requirements are otherwise fulfilled by the trust, it is considered good practice to do so.

About this guidance

This role description was originally published in March 2019, and reviewed and updated in September 2024. It draws on the following sources: [Academy Trust Governance Guide](#) (March 2024), [Annex A – Trust](#)

[Quality Descriptions](#) (July 2023), [Academy Trust Handbook](#) (September 2024) and the [Academy Trust Governance Code](#) (October 2023).

Trusts with a religious character may use 'trustee' to refer to those on the board of a connected charity and 'director' for people on the trust board. For brevity, we use 'trustee' to refer to those on a trust board.

Role description

The *Academy Trust Handbook* makes clear that trusts must appoint a governance professional to support the board of trustees – someone other than a trustee, principal or chief executive of the trust. The governance professional supports the executive team and trust board to design, implement and support the highest quality governance.

Each trust will have different requirements and the role of the governance professional must adapt to fit, often incorporating a much wider remit than was expected of a traditional 'clerk'. They may hold additional responsibilities in areas such as local governance, admissions, complaints, data protection, exclusions, aspects of HR, health & safety and strategic trust projects. Given the wide-ranging professional skills, knowledge and experience required to fulfil the role, it merits a commensurate level of remuneration.

Knowledge and understanding

1. Education, charity and company law, the regulatory framework for trusts and the range of compliance activities required in an academy trust.
2. The characteristics of effective governance, including the latest thinking on effective methodologies for board evaluation, growth and development and succession planning.
3. Methodologies of risk assessment, management and mitigation.
4. The principles of delegation, and the roles and responsibilities of members, trustees, and senior executive staff within a school trust.
5. The basics (at a minimum) of trust funding and financial planning.
6. The importance of good governance design that facilitates the flow of information between stakeholders, stays true to the concept of subsidiarity and provides accountability at all levels.

Skills and practice

1. Highly effective influencing and enabling skills.
2. The ability to problem-solve and anticipate issues.
3. The confidence to advise the chief executive, trust chair, and trust board, even in difficult, contentious or challenging circumstances.
4. The ability to take minutes and maintain accurate records.
5. Excellent planning and organising skills, making effective use of technology where appropriate.
6. The ability to communicate clearly and effectively with a wide range of internal and external stakeholders.
7. Ability to quality assure the work of clerks and lead a team.

Values and behaviours

1. Understanding of the importance of maintaining independence and the demonstrable ability to do so
2. A commitment to doing the right thing – even in the most challenging of circumstances.
3. The ability to be flexible and open-minded and provide accurate, honest and constructive advice and guidance.
4. Willingness to learn and develop professional knowledge and promote learning in others.
5. Ability to recognise when external support and advice is required and where to obtain it.

Responsibilities

Professional advisory role

- Serve as the first point of contact for any business relating to the board, committees and members.
- Advise the board on the legal and regulatory framework for governance, including charity and company law, the *Academy Trust Handbook* and the trust's articles of association and funding agreements.
- Advise trustees, members and committee chairs on terms of reference, policy and procedural matters, statutory guidance, and best practice in governance, before, during and after meetings.
- Promote awareness amongst trustees and senior executive leadership of assurance frameworks and other integrated processes of organisational control and risk management.
- Identify governance priorities and related risks, anticipate and drawing the chair's attention to matters that may arise and propose recommended actions.
- Know where and when to access appropriate external legal advice and support.
- Providing timely, accurate and judicious advice to schools and the trust on areas such as admissions, complaints, exclusions, data protection and policies.

Board composition, appointments and effectiveness

- Ensure that the board and committees are properly constituted with appropriate terms of reference
- Work closely with the board chair and members to ensure an appropriate mix of skills on the board
- Lead on board recruitment with the board chair, with an emphasis on attracting high calibre candidates who bring diversity of thought and perspective and are as reflective of the trust's communities as possible.
- Managing new appointments and oversight of the re-appointment and retirement of board members in accordance with the articles of association.
- Take primary responsibility for a detailed and thorough induction programme for new trustees, including arranging sessions with senior executive leaders, providing quality induction materials, ensuring they have access to appropriate documents, including the Academy Trust Governance Code and any internal codes of conduct, and identifying and providing training where required.

- Support the board chair with succession planning, developing and implementing regular collective and individual trustee evaluation activities to assess board effectiveness and inform next steps.

Compliance and good governance

- Leads on identifying, recording, managing and disclosing conflicts of interests and potential related party transactions.
- Advise the board on best practice in relation to its scheme of delegation for governance.
- Manage and maintain the trust's board assurance framework and ensure its use as a vehicle to drive assurance, especially in key regulatory areas.
- Manage and maintain the trust's strategic risk register and risk management arrangements in conjunction with senior executive leaders and the chair of the audit and risk committee.
- Lead on regular communication with members to ensure they have effective oversight of the board's decisions, activities and impact.
- Ensure that trust-wide policies and other statutory information are in place and published on the website where necessary and subject to an appropriate board review process.
- Holding executive policy owners and editors to account for good practice in policy drafting and administration.

Clerking and administrative support

- Advise on the annual programme of work for the board, supporting the efficient flow of information and decisions, including preparation of agendas and distribution of board reports.
- Take minutes of board meetings and ensure follow through on action points and matters arising from previous meetings.
- Maintain up to date records for the board and committees and ensure that papers and minutes are well organised and readily accessible.
- Ensure that trustee and member information published on the Get Information About Schools, Companies House, and the trust's own websites is accurate and up to date.
- Maintain meeting attendance records and ensure these are published on the website(s) on an annual basis.
- Facilitate coordinated trustee visits to schools and tracking and documenting post-visit feedback.

Company secretarial responsibilities

- Ensure that the trust's company secretarial responsibilities are undertaken in accordance with Companies House statutory guidance, including statutory filings within prescribed deadlines, maintaining company and trustee documentation and records management.
- As required for projects, lead on significant change applications and liaison with the DfE on deeds of variation and changes to funding agreements.
- Assist on transfers of academies into the trust and their dissolution or mergers with other trusts
- Serve as main point of contact for legal counsel and the trust's insurers.

Local governance

The governance professional must ensure each school has an effective and representative local committee, constituted in a manner that is consistent with the articles of association. They must also ensure that the remit of the local committee reflects the trust context and fits the needs of the trust, rather than simply replicating traditional models of school governance. The aim is to provide local accountability and harness the power of localism to serve the school, while avoiding duplication and blurring of lines of accountability.

Responsibilities include monitoring and continually improving:

- relationships with local committee chairs to facilitate engagement
- the effectiveness of local committees to provide intervention where necessary
- the design and implementation of annual agenda cycles and supporting documentation
- the design and delivery of induction and training for local committee members
- the flow of information between the layers of governance, including the effective implementation of a two-way communication loop to ensure local understanding of trust strategy and trust understanding of local issues
- processes for escalating matters requiring investigation and/or panel review (complaints, suspensions, exclusions and HR matters) to ensure they are efficiently and effectively arranged and clerked, in line with statutory guidance.

Appendix 1: Seven principles of public life

The seven principles of public life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies, and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources.

The principles also apply to all those in other sectors delivering public services, including the trustees and executive leaders of school trusts.

1. **Selflessness.** Holders of public office should act solely in terms of the public interest.
2. **Integrity.** Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. **Objectivity.** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. **Accountability.** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness.** Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
6. **Honesty.** Holders of public office should be truthful.
7. **Leadership.** Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

Appendix 2: Academy Trust Governance Code

The [Academy Trust Governance Code](#) is a voluntary code developed by the sector that draws upon the Seven Principles of Public Life, the Charity Governance Code and relevant Department for Education guidance. It sets out the principles, desired outcomes, and recommended practice for effective governance.

- **Fundamental Principle.** The Academy Trust's Directors are aware of and meet 'The Seven Principles of Public Life', understand the legal, regulatory and contractual obligations they must meet, and have regard to the statutory guidance issued by the Secretary of State.
- **Principle 1: Delivering the Academy Trust Charitable Objects.** The Academy Trust's Articles of Association set out the Academy Trust's charitable Objects and how those must be fulfilled. The Board is clear about its aims and ensures that they are being delivered effectively and sustainably.
- **Principle 2: Leadership.** The Academy Trust is led by an effective Board that provides strategic governance in line with the aims and values of the Academy Trust and engages effectively with its Members.
- **Principle 3: Integrity.** The Board acts with integrity, adopting values and creating a culture which helps achieve the Academy Trust's charitable Objects. The Board is aware of the importance of public confidence and trust in Academy Trusts and their Schools, and the Board undertakes its duties accordingly.
- **Principle 4: Decision making, risk and control.** The Board ensures that its decision-making processes are evidence informed, rigorous and timely and that effective delegation, control, risk assessment and management systems are set up and monitored. There is effective reporting at all levels of Academy Trust governance to ensure decisions are taken at the correct level in accordance with the Articles of Association and Scheme of Delegation.
- **Principle 5: Board effectiveness.** The Board works as an effective team, using the appropriate balance of knowledge, skills, experiences and backgrounds to make informed decisions.
- **Principle 6: Equality, diversity and inclusion.** In ensuring the effective achievement of the Academy Trust's charitable Objects, the Board has a clear, agreed and effective approach to advancing equality, diversity and inclusion throughout the Academy Trust.
- **Principle 7: Openness and accountability.** The Board leads the Academy Trust in being transparent and accountable. The Academy Trust is open in its work, unless there is good reason for it not to be.



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