



TERMS OF REFERENCE FOR CLERK TO TRUST BOARD

Approved

Signature of CEO	
Date:	
Signature of Chair of Board	
Date:	
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1 INTRODUCTION

1.1 The purpose of these terms of reference¹ is to provide a clear framework for the Clerk's role and how the Clerk interacts with the Trust Board.

The primary role of the Clerk to the Trust Board is to provide advice to the Trust Board on governance, constitutional and procedural matters. The Trust Board will have regard to advice from the Clerk in regards to:

- Providing effective administrative support to the Trust Board;
- Ensuring the Trust Board is properly constituted;
- Managing information effectively in accordance with legal requirements.

The Clerk's term of office will be for a 12 month period, normally starting in September. Should the appointment be made during the financial year; then the appointment will be reviewed at the end of that financial year.

2 PROVIDE ADVICE TO THE TRUST BOARD

The Clerk to the Trust Board will:

- Advise the Trust Board on governance legislation and procedural matters where necessary before, during and after meetings;
- Act as the first point of contact for Trustees with queries on procedural matters;
- Have access to appropriate legal advice, support and guidance, and where necessary seek advice and guidance from third parties on behalf of the Trust Board;
- Inform the Trust Board of any changes to its responsibilities, as a result of changes in the relevant legislation;
- Offer advice on best practice in governance, including on committee structures and self- evaluation;
- Ensure that statutory policies are in place, and are revised when necessary, with the assistance of the Chair, CEO / CFO;
- Advise on the annual calendar of Trust Board meetings and tasks;
- Send new Trustees induction materials and ensure they have access to appropriate documents, including any agreed Code of Practice;
- Contribute to the induction of Trustees taking on new roles, in particular chair or chair of a committee.

3 EFFECTIVE ADMINISTRATION OF MEETINGS

The Clerk to the Trust Board will:

- With the Chair and CEO prepare a focused agenda for the Trust Board meeting;
- Liaise with those preparing papers to make sure they are available on time, and distribute the agenda and papers as required by legislation or other regulations;
- Ensure meetings are quorate;

¹ Adapted from NGA Job Description for Clerk.

- Record the attendance of Trustees at meetings (and any apologies – whether they have been accepted or not), and take appropriate action in relation to absences, including advising absent Trustees of the date of the next meeting;
- Draft minutes of Trust Board meetings, indicating who is responsible for any agreed action with timescales, and send drafts to the Chair;
- Circulate the reviewed draft minutes to all Trustees within the timescale agreed with the Trust Board;
- Follow-up any agreed action points with those responsible and inform the Chair of progress.

4 MEMBERSHIP

The Clerk to the Trust Board will:

- Advise Trustees and appointing bodies in advance of the expiry of a Trustee's term of office, so appointments can be organised in a timely manner;
- Chair that part of the meeting at which the Chair is elected, giving procedural advice concerning conduct of this and other elections;
- Maintain Trust Board meeting attendance records and advise the Chair of potential disqualification through lack of attendance;
- Maintain a Register of Business Interests of Trustees and ensure these records are reviewed regularly and lodged within the Trust;
- Ensure Disclosure and Barring (DBS) has been carried out on all Trustees and that such DBS are no more than three years old;
- Maintain a record of training undertaken by Trustees;
- Advise the Trust Board on succession planning (of all roles, not just the Chair).

5 MANAGE INFORMATION

The Clerk to the Trust Board will:

- Maintain the Trust's Register of Members and Trustees / Directors with up to date records of the names, and addresses of Trustees and their term of office, and inform the Trust Board and any relevant authorities of any changes to its membership;
- Maintain copies of current terms of reference and membership of any committees and working parties and any nominated Trustees e.g. Child-protection, SEND;
- Maintain a record of signed minutes of meetings in the Minute Book at the Trust's registered office; and ensure copies are sent to relevant bodies on request and are published, as agreed at meetings;
- Maintain records of Trust Board correspondence;
- Ensure copies of statutory policies and other Trust documents approved by the Trust Board are kept in the Trust's electronic document storage and published as agreed, for example, on the website.

6 PERSONAL DEVELOPMENT

The Clerk to the Trust Board will:

- Undertake appropriate and regular training and development to maintain his/her knowledge and improve practice;
- Keep up-to-date with current educational developments and legislation affecting Trust governance.

7 ADDITIONAL SERVICES

The Clerk may be asked to undertake the following additional duties:

- Clerk any statutory appeal committees/panels the Trust Board is required to convene: if the clerk is not contracted to set up and clerk these panels, the Trust will have to make an alternative arrangement;
- Participate in, and contribute to the training of Trustees in areas appropriate to the clerking role;
- Maintain a file of relevant Department for Education (DfE), ESFA and Charities guidance documents in the Trust's electronic document storage;
- Maintain archive materials;
- Prepare briefing papers for the Trust Board, as necessary;
- Perform such other tasks as may be determined by the Trust Board from time to time.

10 APPRAISAL

10.1 The Clerk's performance is appraised annually by an Appraisal Panel comprising two Trustees, including the Chair. The Appraisal Panel shall ordinarily consult with the other Trustees in relation to the performance of the Clerk before the appraisal takes place.

11 CIRCULATION

11.1 These terms of reference shall be circulated to the Trust Board and others at the discretion of the Chair of the Trust Board.

12 REVIEW

12.1 These terms of reference will be reviewed by the Trust Board annually.