

# Role Description for Trustee – Company Secretary

## **About Caspari Foundation:**

Caspari Foundation is the UK's only provider of educational psychotherapy in schools, and the UK's leading trainer in this field. It offers a safe way for children to explore and make sense of experiences that may be blocking their development. The aim is to help them to learn about themselves, improve their relationships with peers and staff, and gain confidence. Together, this enables them to experience the joy of learning. Caspari Foundation is forward thinking, progressive and fully committed to diversity, equity, and inclusion (DEI).

## **What will you be doing:**

We are looking for a new Trustee to act as Company Secretary. This role is for someone who is organised and methodical, with an eye for detail. They will take minutes at Subgroups and Board meetings and be responsible for the completion of the official returns to Companies House. This Trustee will also participate fully in Board meetings and play an important part in ensuring the effective governance of the organisation by supporting the Board of Trustees in fulfilling their legal, regulatory and fiduciary responsibilities.

## **What are we looking for:**

We need someone who has excellent written, communication, administrative and organisational skills and who can produce concise and relevant minutes of meetings, as well as dealing with official board correspondence. The role is also responsible for ensuring the Board of Trustees complies with the relevant charity and company regulations so must have an awareness of these, or the ability to learn. An understanding of the charitable and voluntary sector and its governance will be an advantage, as well as an empathy for the aims and objectives of Caspari Foundation.

## **What difference will you make:**

This position is vital for the Board of Trustees' effectiveness in guiding the organisation. Joining Caspari Foundation allows you to shape its future and uphold governance standards. Becoming a Trustee offers a rewarding opportunity in the charity sector, providing valuable personal and professional skills for work and life.

## **Responsibilities of a trustee:**

- Being responsible for directing the affairs of the charity
- Ensuring the charity is solvent and well-run
- Ensuring the charity delivers the charitable outcomes for the benefit of the public for which it has been set up
- Ensuring the charity complies with charity law, its own governing document, and other relevant legislation
- To consider the vision of the organisation as a whole and its beneficiaries ensuring that all the charity's activities come within its charitable objects
- To set overall strategy and policy objectives and be mindful of them at all times
- Be an active member of the Board of Trustees in exercising its responsibilities and functions

## **Additional duties as Company Secretary:**

### Compliance and Governance

- To work with the Chair to ensure the Board of Trustees complies with the relevant charity and company regulations
- To deal with official board correspondence

- Ensure that Company Law, Charity Law and regulatory requirements of reporting and public accountability are complied with
- Acting as custodian of the constitution (articles of association and the memorandum of association), in liaison with the Trustees, reviewing its appropriateness and monitoring that the Charity's activities reflect the objects set out in the governing document

#### Support to Trustees

- To oversee the induction of new Trustees into the charity, including the undertaking of the Disclosure and Barring check (DBS)
- To fulfil such other duties as may be required from time to time by the Board of Trustees

#### Meetings and Annual General Meeting (AGM)

- Liaise with the Chair to organise the AGM in accordance with the organisation's governing documents, including the preparation and distribution of necessary reports and documentation
- Ensure that proper notice is given, and all necessary legal requirements are fulfilled for the AGM
- To take concise and relevant minutes of meetings subgroup and board meetings, sending them to the board in a timely manner

#### **Person Specification - Essential**

- Proven experience in a company secretary, governance, or administrative role, ideally within a non-profit or charity setting
- Be a Director of the company (limited by guarantee) Please check that you fulfil the conditions <https://www.gov.uk/limited-company-formation/appoint-directors-and-company-secretaries>
- Be willing to provide data required to be added to the Charity Commission website, Companies House website and the Financial Conduct Authority Register – your name only will be visible to the public.
- Have a Disclosure and Barring Service check for Caspari Foundation (DBS check are not currently portable unless you have joined the update service)
- Regularly attend Full Board meetings (currently every 3 months)
- Be confident about our purpose and work and be an ambassador for Caspari Foundation
- Excellent organisation and communication skills
- Integrity, strategic vision and good/independent judgement
- A willingness to devote the necessary time and effort to their duties as Trustee – Company Secretary. Subgroups are held quarterly
- Ability to take decisions for the good of the organisation
- Willingness to speak one's mind and listen to the views of other
- Ability to work effectively as a member of a team
- Understanding of the legal responsibilities and liabilities of a Trustee

#### **Time Commitment:**

- Four meetings a year Four meetings a year (one per quarter, dates agreed with trustees)
- Further ad hoc (up to three) meetings a year to support the charity's running and decision-making process

**Term Length:** Successful applicants will sign up to a (renewable) three-year term

**How to apply:** To apply for the role, please send your CV and cover letter outlining your relevant skills and experience to [chair@caspari.org.uk](mailto:chair@caspari.org.uk). The vacancy will close once the position has been filled.