

## Board of Governors

### **INTRODUCTION**

The Board of Governors of St Pius X Preparatory School is responsible for the overall strategic management and development of the School. The Governors are selected from a wide range of backgrounds, and our aim is to achieve a balanced Board comprising a core of individuals with education, legal, finance, property and business backgrounds. A current list of Governors is attached to this Policy. There should be a minimum of 12 and a maximum of 16 Governors.

### **ROLES AND RESPONSIBILITIES**

Governors work collectively as a group and are accountable to the wider community for the delivery of the best possible educational, pastoral and support service. They are responsible for ensuring that the overall structure is fit for purpose and consistent with School's charitable objectives. The conduct of affairs is delegated to the Senior Management Team (the Head Teacher, the Chief Administration Officer and members of the Senior Management Team).

The Governors' detailed responsibilities include:

#### **Constitutional Responsibilities**

- § Acting in the best interests of the charity, its pupils, parents, staff and future beneficiaries.
- § Election of a Chair of the Board of Governors and Committee Chairs.
- § Ensuring that governance is managed in accordance with the governing instrument and provides public benefit.
- § Maintaining the ethos of the School and setting a clear, strategic direction.
- § Arrangements for voting and the Board Chair's casting vote.
- § Updating and amending the governing instruments as necessary.
- § Approval of the appointment of new Governors.
- § Retiring Governors, or removing them, in accordance with the provisions of the governing instrument.
- § Co-opting individuals with particular expertise or qualifications as additional members of Committees.
- § Reviewing periodically with the Head Teacher the schedule of matters reserved for the attention of the full Board.
- § Changes to the Board structure.
- § Approval of the terms of reference of the Committees.
- § Compliance with the law, ISI and OFSTED provisions.
- § Compliance with charity, company and financial regulations.
- § Avoidance of conflict of interest and the maintenance of the Register of Interests.
- § Regular review of the Board's performance in order to ensure that duties are undertaken in a way that adds to public confidence and trust.
- § Taking appropriate professional advice.
- § Appointing professional advisors.

#### **Meetings**

The following functions are delegated to the Chief Administration Officer:

- § Preparing an advance schedule of regular meetings of both the Board of Governors and the Committees.
- § Preparing agendas, meeting minutes and supporting documents for the Board of Governors and the Committees in conjunction with the Head Teacher, for approval by the Board Chair.
- § Ensuring that the agendas assist the Governors in fulfilling their responsibilities for the proper governance of the School throughout the academic year.
- § Collating papers prepared by the Head Teacher and other staff.
- § Ensuring that meetings are quorate as specified in the governing instrument.

#### **Senior Staff**

- § Appointment of the Head Teacher

- § Appointment of the Chief Administration Officer
- § Assisting with the appointment of teaching and administration staff.
- § Reviewing the pay and conditions of the Head Teacher and Chief Administration Officer.
- § Appraisal of the Head Teacher and Chief Administration Officer.

### **Financial Issues**

- § Manage, safeguard and use the resources to their maximum potential.
- § Exercise sound financial management and control of resources.
- § Approval of an annual budget, including fee and salary rises that are reasonable and prudent.
- § Agreeing a target operating surplus.
- § Communication of fee increases to parents.
- § Regular monitoring of in-year expenditure against budget.
- § Approving expenditure in excess of delegated levels.
- § Approving internal financial controls.
- § Reviewing financial models and sensitivity analysis.
- § Reviewing long-term financial projections.
- § Approving the annual Statutory Information Return (SIR).
- § Approving the annual Governors' report and the statutory accounts.
- § Insurance levels, including Governors' indemnity insurance.
- § Delegated levels of expenditure for capital projects, maintenance, IT and contracted out support services.
- § Approving bank loans and overdrafts.
- § Investment policy and performance.
- § Reserves policy.
- § Approval of the SORP Risk Register
- § Compliance with financial, company and charity regulations.

### **Development**

- § Development planning.
- § Establishing the framework and objectives for the future.
- § Review of performance in the light of development plan objectives.
- § Appeals and fund raising.
- § Marketing strategy.

### **Employment Responsibilities**

- § Employee terms and conditions of service, including pay, pensions and benefits.
- § Approving the structure for salaries and allowances.
- § Redundancy and dismissals.
- § Disciplinary and grievance procedures.
- § Any employment issues that could result in legal proceedings.
- § Establishing a staffing complement and agreeing changes to it.
- § Staff fee remission.

### **Property Development and Management**

- § Acquisitions and disposals of property and other assets.
- § Appointment of professional advisors.
- § Awarding of major contracts.
- § Capital development.
- § Maintenance projects.
- § Health and safety procedures and policies.
- § Any issue that could result in legal proceedings.
- § Insurance.

### **Interface with Parents**

- § Parent contract.
- § Policy on fee collection.
- § Approving bursary awards.
- § Bursary policy and public benefit.

- § Sibling and staff discounts.
- § Provision of information to parents.

### **Curriculum Oversight**

- § Setting the admissions policy
- § Setting academic targets and monitoring performance.
- § Endorsing the aims and objectives of the School.
- § Overview of changes to the curriculum.
- § Approving changes to the structure of the school day.
- § Approving term dates.
- § Approving the framework of reports.
- § Monitoring compliance with ISI and OFSTED standards.

### **Pastoral Oversight**

- § Arrangements for safeguarding and promoting the welfare of children.
- § Child protection policies, procedures and training.
- § Policy on pupil numbers and class sizes.
- § Policies on behaviour, sanctions and exclusions of pupils.
- § Appeals procedures.
- § Attendance policies.
- § Complaints procedures.
- § Anti-bullying policy.
- § School uniform policy.
- § Safety and security of school premises.
- § Provision of first aid.
- § Any issues affecting pupils that could result in legal proceedings.
- § Standard of catering.
- § Standard of classroom accommodation.
- § Accessibility policy and Special Educational Needs (SEN).

Reports on the above are produced by the Head Teacher and Chief Administration Officer on a regular basis for the meetings of the Board of Governors and Committees.

## **CODE OF CONDUCT**

### **General Conduct**

Governors should act at all times with honesty and integrity. Each Governor has an important role in supporting and encouraging the Head Teacher, although prime responsibility for developing the partnership rests with the Chair of Governors. As the employers of all the staff, it is important for the Governors to meet staff wherever possible, and groups of pupils, when the opportunities are offered. Regular attendance at meetings and major functions is important, and Governors need to be prepared to devote the time and energy that is necessary to carry out their role and develop their understanding of the School.

### **Collective Decision Making**

Individual Governors should express their personal views within meetings; but once a decision has been reached they are bound by collective decision making. They need to take care to avoid breaches of confidentiality and to avoid undermining the Head Teacher, since their relationship can only flourish if it is based upon mutual respect and collaboration. They should only speak on behalf of the Governing Body if they have been specifically authorised to do so – a function that normally falls to the Chair of Governors. Conflicts of interest must be declared in advance.

### **Training**

Governors are encouraged to attend training courses and seminars in order to reinforce their awareness of their varied duties and responsibilities. The Chief Administration Officer circulates lists of courses and seminars on a regular basis.

## **LEGAL LIABILITIES OF GOVERNORS**

The Governors' legal responsibilities are those of a trustee and governed by the relevant legislation.

## St Pius X Preparatory School

### Members of the Board of Governors

Name	Committee
Mr GO Barton	Property & Grounds
Mr RE Barton	Business Operations
Mr M Belderbos	Finance
Mr P Clegg (Chairman of the Governing Body)	Finance
Mrs A Fingleton	Education & Staff
Mr J Goodier	Finance
Mr M Hothersall	Finance
Mrs E Howard	Education & Staff
Mr M Hurst	Property & Grounds
Mr M Lavelle	Property & Grounds
Mr J Lea	Business Operations
Mrs A Morris	Education & Staff
Mrs U Walton	Business Operations

### The Appointment, Induction and Retirement of Governors

#### INTRODUCTION

As trustees of a registered charity, the Governors of St Pius X Preparatory School are responsible for the selection and appointment of new Governors. This is a legal responsibility that cannot be delegated, although we encourage the Head Teacher, Chief Administration Officer, other senior staff and parents to suggest the names of potential candidates. As charity trustees we are aware of the importance of identifying the appropriate mix of experience and skills that we and our successors need to manage the affairs of a modern school that is also a Company Limited by Guarantee, a medium sized business and an important local employer with over 70 staff.

We devote a great deal of thought to successor planning and keep a register of the mixture of skills and professional backgrounds that we require for our Governing Body. Our aim is to achieve a balanced Board with a core of individuals with educational, legal, accountancy, finance, property management and business backgrounds. We review this background regularly and try to achieve a wide range of professions and backgrounds.

We have one Life Governor, Mr GO Barton, so appointed due to his being a Founder Governor of the School and having served on the Governing Body since the establishment of the School in 1955.

#### SELECTION

##### **Chief Administration Officer**

In addition to his/her other duties, the Chief Administration Officer is required to advise and assist the Governors in the exercise of their functions. The Chief Administration Officer plays an important role in

assisting with the appointment of new Governors, in arranging briefing and induction programmes and in ensuring that the correct documentation is sent.

## **The Initial Stage**

When a potential Governor has been identified, and has expressed interest, he/she will be invited to visit the School, meet the Head Teacher informally and tour the campus. If the Chair of the Governing Board not present at that stage, he/she will probably arrange a separate informal meeting and usually in the company of another Governor. At that meeting, we will briefly describe our strategic vision for the next few years and the direction in which the Governors see the School moving. Our aim at the informal meeting is to ensure that every prospective Governor has a clear understanding of the commitment expected of him/her, in terms of time and attendance and is given sufficient material about the School, that is in the public domain, to allow a well-informed judgement to be made before committing themselves to the appointment process. At this meeting, we will also brief all potential candidates about the range of statutory checks that are required as part of the appointment process.

## **APPOINTMENT PROCESS**

The second step is to invite the prospective Governor to submit a copy of his/her CV under a covering letter to the Chair of the Governing Board and the Business Operations Committee. Prospective Governors are interviewed by the Business Operations Committee which recommends all appointments to the full Governing Body. Care is taken to select Governors who are prepared to serve for a minimum of three and preferably five years (which is the normal length of a term of appointment).and be prepared to commit the time necessary to get to know the School.

All new appointments are formally recorded in the minutes of the Board. A formal letter of appointment is sent which specifies the term of the appointment, the total tenure for a Governor and, if appropriate, the Committee to which the new Governor has been appointed.

The Chief Administration Officer obtains enhanced CRB disclosures on all new Governors and asks for evidence of their entitlement to work in the UK, and that they are not disqualified from acting as a Charity Trustee or Company Director before their appointment is confirmed. From November 2010, all new Governors will additionally need to be registered with the ISA by the Chief Administration Officer before starting at the School. Existing Governors will need to be registered with the ISA from 2011. If the new Governor is also appointed as a Company Director, a completed 288(a) will be sent to Companies House to register the appointment. All the paperwork is handled by the Chief Administration Officer.

## **INDUCTION PROCESS**

### **Information Pack**

Once a Governor has been appointed, the Chief Administration Officer will send him/her an information pack on the School that supplements the information that was provided at the selection stage. This includes:

- § The Governing Instrument
- § List of fellow Governors and their contact details
- § Terms of reference and membership of the Committees
- § Dates of meetings for the ensuing year
- § Minutes of the most recent meetings
- § AGBIS/ISC "Guidelines for Governors"
- § The Charity Commission's CC3 – "The Essential Trustee: What You Need To Know"
- § School staff list
- § The School Development Plan
- § The School's Disaster Recovery Plan
- § The School's Conflict of Interest Policy
- § The School's Register of Interests
- § The latest annual accounts
- § The School Calendar and list of functions

§ A list of School policies

The new Governor is asked to complete and return a Declaration of Interests form.

### **Safeguarding**

All new Governors attend a formal two hour session at the School on safeguarding as an important part of their induction. The session, which is lead by the School's Designated Senior Person, covers the legal position on safeguarding, the Governors' responsibilities, handling allegations of abuse, including allegations involving a member of staff, dealing with bullying (including cyber-bullying), and the School's arrangements for checking staff, temporary staff and volunteers.

### **Familiarisation Visits**

New Governors are invited to spend time at the School to meet key staff, attend lessons in order to gain an insight in to the curriculum and meet groups of pupils.

### **RETIREMENT**

To help ensure continuity and succession planning, it is anticipated that Governors will commit to a five year term, with a re-commitment at each five year anniversary, subject to a maximum of four terms in normal circumstances.

However in order to help maintain the ethos of the School, Governors with more than 20 years' service may continue in post subject to there being a maximum of one such Governor on each Committee.

## **Governors' Committees**

### **THE BOARD OF GOVERNORS**

As the Board of Governors of St Pius X Preparatory School, our objectives are to focus on improving the School and monitoring its performance against agreed objectives. We meet each term in order to conduct our regular business, after the meetings of the Committees have taken place.

### **Reserved Powers**

We have elected to designate the following functions as items of reserved business, although preparatory consideration is usually delegated to an existing or ad hoc Committee:

- § Appointment of the Head Teacher and Chief Administration Officer
- § Appraisal of the Head Teacher and Chief Administration Officer
- § Approval of Committee terms of reference, membership and appointment of Committee Chairs
- § Review of organisational and trustee structures
- § Pay and remuneration
- § Appointments to the School's senior management team
- § Appointment and removal of Governors

### **GOVERNORS' COMMITTEES**

#### **Introduction**

Recent years have seen a considerable increase in the volume of business that the main Board has delegated to the Committees, as well as the establishment of new Committees, as we have adapted to

handle the increasing volume and complexity of governance. Each Committee's membership and terms of reference are approved annually at the first meeting of the full Board at the start of the academic year, reflecting the fact that ultimate responsibility for all the activities handled by the Committees remains legally with the Governing Body. Like all Boards we rely heavily on the professional leadership and expertise provided by the Head Teacher and her senior management team.

### **Membership of Committees**

The Chairs of each Committee and at least one further member of each Committee are Governors. The Committee Chairs may, with the consent of the Chair of the Governing Board, invite suitably qualified individuals who are neither Governors nor members of staff, to join a Committee where it is felt his/her expertise would be of value. The Head Teacher and Chief Administration Officer attend Committee meetings.

### **Operation**

Each Committee Chair is selected by the Chair of the Governing Board and Governors with care and with a view to making the best use of his/her skills and attributes. Each Committee Chair is responsible for reporting on the activities of his/her Committee to the next meeting of the full Board. The Chief Administration Officer is responsible for servicing the Committees, circulating minutes, agendas and papers, and arranging meeting dates. He/she includes each Committee's minutes and reports in the pack of papers circulated to the meetings of the full Board, and ensures that each Committee Chair is allocated an agenda item at Board meetings in order to present his/her report.

This formal structure is needed for the Board to effectively:

- § Monitor policies
- § Monitor standards
- § Ensure decisions are properly communicated

All Governors are encouraged to attend meetings of Committees of which they are not members, although they may not vote at such Committees.

### **Quorum**

Issues are discussed fully at Committee meetings and all in attendance are encouraged to contribute to the debate. Any member who is not a School employee may propose or second a motion and vote. A quorum is achieved if the motion is supported by one more than one third of the members. The Committee Chair has a casting vote.

### **Professional Advisors**

Professional advisors are used by the School in the following circumstances:

- § Where a potential material risk to the School, or to its reputation, has been identified or could become an issue.
- § Where there is the possibility that the Governors or Senior Management Team could be in breach of their duties towards the Charity
- § Where a need for professional advice has been identified.

The School is governed prudently and systematically. Our priority is the best interests of the pupils, their parents and staff.

### **STRUCTURE**

We currently have the following Committees which meet at least once a term:

- § Finance Committee
- § Education & Staff Committee
- § Property & Grounds Committee
- § Business Operations Committee

Ad hoc Committees are set up from time to time to deal with specific issues.

## **Finance Committee**

The Committee is central to the discharge of Governors' fiduciary responsibilities for the Charity. The Committee is responsible for considering the following topics and reporting on such to the Board:

### ***General responsibilities***

- § Strategic development and long term financial planning
- § Approving a draft annual budget
- § Monitoring sensitivity analysis
- § Salary and fee reviews
- § Financial oversight – monitoring in-year spending against budgets and the proper application of resources
- § Termly management accounts
- § Variance analysis, revised forecasts
- § Cash flow forecasting on a rolling 12 month basis
- § Public benefit
- § Fee collection and credit control
- § Policy on fee payment
- § Target surplus
- § Benchmarking
- § Banking
- § Loans and borrowing policy
- § Funding capital development and major project expenditure
- § Reserves policy
- § Register of fixed assets
- § Insurance
- § Maintenance of solvency
  
- § Financial risks e.g. accuracy and timeliness of financial information, adequacy of reserves and cash flow, diversity of income sources, investment management;

### ***Audit and compliance***

- § Reviewing and approving Annual Statutory Accounts, subject to approval by the Board
- § Approval of the Summary Information Return (SIR)
- § Approval of the Annual Accounts
- § Selection and re-appointment of Auditors
- § Monitoring the integrity of key internal controls
- § Compliance issues relating to the Governing Instrument, bye-laws, memorandum and articles
- § Compliance with charitable objectives
- § Compliance with SORP and accounting policies
- § Clarity of disclosures
- § Internal audit arrangements
- § Policy on financial delegation to the School: setting clear financial authorisation and approval levels for both capital and operating expenditure
- § Financial regulations, internal financial controls and procedures
- § Compliance with legislation and best practice regulations for charities and companies limited by guarantee
- § Avoidance of conflicts of interest, misuse of funds or assets
- § Arrangements for whistle blowing and prevention of fraud

### ***Other***

- § Policy on bursaries
- § Policy on fee remission
- § Investment strategy and performance

## Education & Staff Committee

The Education & Staff Committee has responsibility for the curriculum, pupil development and staff. The Committee is responsible for considering the following topics and reporting on such to the Board:

- § Ensuring a broad, high quality curriculum is offered that develops all children to the best of their academic, sporting, musical and artistic abilities.
- § Reviewing changes to the curriculum and examination structure.
- § Pupil development and achievement; monitoring achievement against targets.
- § High quality, consistent approaches to continual improvement of teaching and learning.
- § Recruitment, retention, appraisal and development policies for teaching staff and teaching support staff.
- § Occupational health
- § Teaching and support staff numbers.
- § Provision of learning support and provision for pupils with Special Education Needs and disabilities.
- § ICT in the classroom.
- § Monitoring professional development policy.
- § Links with destination schools.
- § Safeguarding
- § Sex and relationships education
- § Effectiveness of welfare and disciplinary policies and sanctions
- § Compliance with ISI and OFSTED policies
- § Preparation for Inspection
- § Implementation of Inspection reports
- § Pupil and staff appeals
- § Links with local schools and community

## Property & Grounds Committee

The Property & Grounds Committee is responsible for the School estate and buildings, health and safety. The Committee is responsible for considering the following topics and reporting on such to the Board:

- § Health and safety of pupils, staff and visitors, including
  - Ø Health & Safety policy
  - Ø Promotion of policy
  - Ø Monitoring and review of procedures
  - Ø School Health & Safety Committee
  - Ø Staff responsibilities
  - Ø Use and maintenance of equipment, plant and machinery.
- § Planned capital developments
- § Planned acquisitions and disposals of property
- § Monitoring progress of building projects against time and budget
- § Site security
- § New buildings
- § Buildings and estate maintenance
- § Grounds
- § Compliance with Building and Planning Regulations
- § Improving accessibility, compliance with Disability Discrimination Act
- § Tendering for professional advisors and building contractors
- § Planned maintenance and upgrade programmes
- § Replacement of major equipment
- § Easements and rights of way
- § Provision of academic facilities

## Business Operations Committee

The Business Operations Committee is responsible for reviewing the composition of the Governing Body, marketing, internal management systems (including IT) and risk management. The Committee is responsible for considering the following topics and reporting on such to the Board:

- § Composition of the Governing Body, including:
  - Ø Ensuring the right balance of skills and experience
  - Ø Leading the process for Board appointments
- § Admissions policy
- § Catering
- § Advertising and publicity policy, including:
  - Ø Marketing materials including school brochures
  - Ø School web site
- § Risk management, including
  - Ø Governance risks e.g. inappropriate organisational structure, difficulties recruiting trustees with relevant skills, conflict of interest;
  
  - Ø Operational risks e.g. service quality and development, contract pricing, employment issues; health and safety issues; fraud and misappropriation;
  
  - Ø External risks e.g. public perception and adverse publicity, demographic changes, government policy;
  
  - Ø Compliance with law and regulation- e.g. breach of trust law, employment law, and regulatory requirements of particular activities such as fund-raising or the running of care facilities.
- § IT, including infrastructure, management and teaching use
- § Management systems
- § Business continuity
- § Use of School facilities
- § School development plan