



GOVERNANCE MANUAL

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GOVERNANCE MANUAL

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GOVERNANCE MANUAL INTRODUCTION

1 ABOUT THE SCHOOL

- 1.1 St Chris is an independent school based in Letchworth Garden City for boys and girls aged 3-18.
- 1.2 Founded in 1915, there are around 520 pupils – a mix of both day and boarding students. St Chris is set on a 25 acre campus in Letchworth Garden City. The ethos of the school is based on a strong emphasis of promoting democracy at all levels of the school and is underpinned by the belief that all voices are listened to and treated respectfully.
- 1.3 St Chris was established as a charity in 1954 and is registered at both the Charity Commission and Companies House. The charity registration number is 311062 and the company registration number is 535836. There is a trading arm, which is currently dormant.
- 1.4 The object of the company, in accordance with its Memorandum of Association, is the education of girls, boys or adults of either sex as an interdenominational school with religious and ethical teaching based on the broadest principles of national and international fellowship and goodwill.

2 SUMMARY OF THE ROLE OF THE GOVERNING BODY AND GOVERNORS

- 2.1 The Directors, who are also required under the Articles to serve as members of the Company, are elected at a full Directors' Meeting on the basis of the Board's specifications concerning eligibility, personal competence, specialist skills and local availability. Under the Company's Articles of Association, the number of Governors may not be less than three or greater than twelve, at least two of whom must be actively engaged in educational work.
- 2.2 The Governing Body is responsible and liable for the governance and functioning of the School as described in this Governance Manual.
- 2.3 The formal line of contact from individual Governors to the Head is normally via the Chair. The Clerk to the Governors is the Governors' first point of contact for all matters relating to the governance of the School and for any queries about Governor business.

3 PURPOSE OF THIS GOVERNANCE MANUAL

- 3.1 This Governance Manual sets out the framework policies and procedures by which the School will be governed and managed.
- 3.2 It will demonstrate how the Governors will work effectively together in the best interests of the School's pupils, with a view to achieving its public benefit.
- 3.3 It also details the relationship between the Governors, Head and Bursar, as well as setting out how the Governors will look to comply with the legal and regulatory requirements of running the School.



4 REVIEW OF THIS GOVERNANCE MANUAL AND THE SCHOOL'S CONSTITUTION

The Governing Body will review this Governance Manual annually, together with the School's articles of association, its charitable objects and scheduled policies to ensure all remain fit for purpose and appropriate for the work and strategic aspirations of the School.

5 DEFINITIONS USED IN THIS GOVERNANCE MANUAL

Governing Body	the collective term for the Governors of the School;
Governors	means the persons defined in the School's articles of association as those responsible for the oversight of the School, who are the trustees of the School for the purposes of charity law along with being the directors of the School and also the company members for the purposes of company law.
School	means the School that adopts this Governance Manual;
School's Constitution	means the School's governing instrument - articles of association.

6 REFERENCES

The Governance Manual should be reviewed and used in conjunction with:

- the School's Constitution and existing governance policies and procedures;
- Association of Governing Bodies of Independent Schools (AGBIS's) Guidelines for Governors – A Manual of Good Practice for Governors of Independent Schools;
- other AGBIS model policies, available on the AGBIS website (<https://www.agbis.org.uk/>), that do not form part of the Governance Manual;
- relevant company law;
- relevant Charity Commission guidance; and the Charity Governance Code.



ROLE OF THE CLERK TO THE GOVERNORS

1 INTRODUCTION

- 1.1 The role of Clerk to Governors is extremely important. Performed with thoroughness and professionalism, it significantly improves the quality and the efficiency of governance. It is combined with the job of Bursar, who is also the Company Secretary. The Bursars should try hard to keep the three roles separate.
- 1.2 The Clerk is directly responsible to the Chair of Governors, and the two will communicate regularly regarding the operation of the governing body. If the Bursar is also Clerk, he/she should be sensitive to the Head's position, and try to ensure that such communication with the Chair is restricted to matters of governance and does not stray into areas of School management, planning or finance, without the Head's knowledge.

2 APPRAISAL

- 2.1 The Chair of Governors should recognise a responsibility for periodic appraisal of the Clerk, conducted alongside a more thorough review of governance and/or as an element of the Bursar's appraisal.

3 ROLE RESPONSIBILITIES

- 3.1 Ensuring that governance is carried out in accordance with the Articles of Association for the School with particular reference to:
- Size & membership of the governing body
 - Retirement of existing governors & appointment of new governors
 - Regularity of meetings
 - Maintaining a record of attendance at meetings
 - Maintaining relations with nominating bodies
 - Ensuring the appointment of office-holders
 - Ensuring that decisions are made, and recorded, in accordance with governing protocols
 - Ensuring that the Governing Instrument still meets the needs of the School and advising the Governing Body of appropriate or necessary amendments
- 3.2 Preparing, reviewing and updating additional governance protocols:
- Identification of Committees and Working Groups
 - Ensuring that appropriate Terms of Reference exist for Committees and Working Groups (normally prepared by their Chairs and ratified by the full Governing Body)
 - Recording membership & Chairmanship of Committees & Working Groups



- Ensuring appropriate reporting structures from such Committees to the full Governing Body
 - Ensuring that clear rules exist to determine the decision-making authority for Committees etc.
- 3.3 Conducting for all new governors, on behalf of the Chairman of Governors:
- Formal identity checks
 - Right to work in UK checks
 - Disclosure and Barring Service (DBS) disclosure check or equivalent
 - Registration with Companies House as a director (for incorporated schools)
 - Completion of deed of covenant, declaration of responsibilities, or similar document
- 3.4 Induction and training of new governors
- 3.5 Organising agreed and appropriate training for all governors, as agreed by the full Governing Body, and recording such training
- 3.6 Ensuring that all governors are aware of their statutory responsibilities, especially their responsibility for the safeguarding of all pupils at the school:
- Arranging regular training and updating for governors in these areas
 - Ensuring that the systems through which School staff report to governors are fully robust, transparent and effective in helping governors to fulfil their statutory responsibilities
- 3.7 In addition to matters of statutory compliance, ensuring compliance with instructions of the Charity regulator & Companies House
- 3.8 Ensuring the efficient functioning of governance:
- Communication with governors between meetings
 - Maintaining & updating the governors' area of the School web-site (establishing it if it does not already exist)
 - Preparing & circulating timetables of meetings of the full Governing Body & its Committees
 - Preparing & circulating agendas for meetings of the full Governing Body & its Committees
 - Ensuring satisfactory circulation of pre-meeting papers
 - Ensuring appropriate minuting of these meetings & the prompt circulation of these minutes
 - Overseeing occasional audits of governance (either internal or external), as instructed by the Chair



- 3.9 Working with the Chair and with any Committee that might have been established for this purpose, ensuring that an appropriate process exists for succession-planning for the Governing Body, maintaining a skills matrix (if appropriate) and advising the Chair accordingly.
- 3.10 Following instructions from the Governing Body regarding routine appraisal of the Head and the Bursar.
- 3.11 Following instructions from the Governing Body regarding processes for the appointment of the Head or Bursar when the need arises.
- 3.12 Organising and making appropriate arrangements for the establishment of any panels of the Governing Body that may from time to time be required to hear appeals or to deal with complaints or grievances (including the identification of independent members to join these panels where appropriate).
- 3.13 Maintaining full and appropriate records of all governance activity.



GOVERNOR RECRUITMENT AND INDUCTION POLICY

1 INTRODUCTION

- 1.1 This policy has been developed to determine the methodology by which new Governors shall be selected, and the procedure for inducting new Governors onto the Governing Body.
- 1.2 This policy sets out how best to populate the Governing Body in a manner that meets the School's objectives and facilitates its overall and effective administration [Annex - guidance note].

2 THE POLICY

- 2.1 In determining this policy, the Governors have had particular regard to the following:
 - 2.1.1 The charitable objects of the School;
 - 2.1.2 The requirements in the School's Constitution as to the composition of the Governing Body and the appointment of Governors, including the requirement that there shall be a minimum of 3 and a maximum of 12 Governors [Annex - guidance note].
 - 2.1.3 The recruitment of Governors who are able and willing to contribute positively both to the overall discharge of the School's charitable objects and to the practical administration of the School's business including its short, medium and long term plans and strategy, whilst having due regard to the school's ethos and values.
 - 2.1.4 The standard term of office for each Governor will be 5 years. In accordance with the articles of association Governors may be re-elected for subsequent terms of office.
 - 2.1.5 Governor recruitment and appointment processes must be transparent and fair to all potential candidates. It is the role of the Clerk to the Governors to ensure the process is fair and transparent.

3 RECRUITMENT

- 3.1 New Governors should possess adequate skills and experience to enable the School to be administered correctly in accordance with the School's Constitution. To ensure an adequate mix of skills within the Governing Body, the Governors will conduct an annual skills audit [see AGBIS document – Governors' Skill Audit] to identify areas of strength and weakness then apply the following criteria to the recruitment process:
 - 3.1.1 all Governors should possess appropriate and adequate experience to enable them to add value to the overall effective administration of the School on a strategic level;-
 - 3.1.2 a number of the Governors should ideally possess experience of the independent schools' sector;



- 3.1.3 a number of Governors should possess adequate professional or commercial experience (e.g. business, accounting, banking, legal etc.) to enable them to contribute to the overall effective administration of the School; and
 - 3.1.4 recruitment to the Governing Body should reflect the School's aim to encourage diversity.
- 3.2 In discharging this policy, the Governors shall identify individuals who possess the necessary qualifications and experience against the criteria outlined above. Whilst seeking to appoint new Governors consideration will be given to the overall diversity of the Governing Body. The preliminary selection will occur on the basis of the prevailing Governors' assessment of the candidates attributes and may be coupled with an interview to assess whether any new Governor candidate possesses the required attributes and relevant skills in the relevant areas identified.
- 3.3 The Governors will consider whether the post should be advertised in a suitable publication or via the School's website.
- 3.4 Potential new Governors will normally be invited to observe a meeting of the Governing Body prior to accepting the role and will have an opportunity to meet their fellow Governors and staff as appropriate.

4 ELIGIBILITY

- 4.1 Prior to the appointment of a Governor, the Governing Body shall ensure that the individual is eligible to act as a Governor, including by:
- 4.1.1 undertaking and receiving satisfactory results of relevant disclosure and barring checks (DBS checks); and
 - 4.1.2 obtaining from the prospective Governor a letter in the form annexed to this policy, including a declaration that they are willing to act as a Governor, that they are not disqualified from acting as a charity trustee and company director, that they are willing to abide by the Governors' Code of Conduct and that they have read and understood the School's charitable objects, Constitution and Governance Manual.

5 GOVERNOR INDUCTION

- 5.1 The School recognises the importance of induction and in order to understand the workings of the School and their role within it, new Governors will be given an Induction, including the following documentation, on taking up office:
- 5.1.1 AGBIS' publication 'Guidelines for Governors';
 - 5.1.2 the School's up-to-date Constitution;
 - 5.1.3 a list of current Governors



- 5.1.4 The St Chris organisational chart,
 - 5.1.5 the most recent accounts of the School;
 - 5.1.6 the most recent inspection report;
 - 5.1.7 the School's strategic and business plans;
 - 5.1.8 the School's budget for the relevant financial period;
 - 5.1.9 the School's Governance Manual and a full list of all the School's policies;
 - 5.1.10 the Charity Governance Code;
 - 5.1.11 the Charity Commission publication CC3 'The Essential Trustee';
 - 5.1.12 the School's key risk assessment documentation;
 - 5.1.13 the minutes of the last three meetings of the Governors
 - 5.1.14 dates of forthcoming meetings of the Governing Body and its committees;
- 5.2 This preliminary information should enable new Governors to understand the overall administration and governance structure of the School and help them to play an active role in its administration.
- 5.3 As part of their induction, each Governor shall undertake a site visit to the School, including meeting with the Head and the Bursar.



**ANNEX 1 –
TEMPLATE GOVERNOR LETTER**

The Governors

FAO: *[insert name of the Chair]*

St Christopher School

Letchworth Garden City

SG3 6JZ

Dear *[insert name of the Chair]*,

My appointment as a Governor

I, *[insert name]* of *[insert address]*, confirm my willingness to act as a governor of St Chris (the **School**) for a term of 4 years.

I confirm that:

- I understand the School's charitable objects and rules set out in the School's Constitution.
- I am not prevented from acting as a charity trustee because I:
 - have an unspent conviction for offences relating to dishonesty, deception, terrorism, money laundering, bribery, misconduct in public office, perjury, preventing the course of justice, or for aiding, attempting or abetting any such offence;
 - have an individual voluntary arrangement, debt relief order and/or a bankruptcy order;
 - have been removed as a trustee in England, Scotland or Wales (by the Charity Commission or Office of the Scottish Charity Regulator);
 - have been removed from being in the management or control of any body in Scotland (under relevant legislation);
 - am disqualified by the Charity Commission;
 - am disqualified from being a company director;
 - am a designated person for the purposes of anti-terrorism legislation;
 - am on the sex offenders register;
 - have been found in contempt of court for making (or causing to be made) a false statement;
or
 - have been found guilty of disobedience to an order or direction of the Charity Commission.
- I am not prevented from acting as a trustee under the School's Constitution.
- I have consented to a DBS check.



- I have signed the attached HMRC model 'fit and proper persons declaration'.
- I have read and will comply with my responsibilities as set out in:
 - the School's Constitution;
 - the School's Governance Manual [and in particular the Governors' Code of Conduct;
 - the Charity Governance Code;
 - the Charity Commission's publication CC3 'The Essential Trustee' and the Charity Commission's safeguarding guidance; and
 - the AGBIS publication 'Guidelines for Governors'.

Yours sincerely

[insert name]



**ANNEX 2 –
HMRC ‘FIT AND PROPER PERSON’ MODEL DECLARATION**

Name of organisation in full St Christopher School, Letchworth

Name of individual _____

Role in the organisation Governor (i.e. charity trustee)

I, the undersigned, declare that:

- I am not disqualified from acting as a charity trustee.
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent).
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft.
- I have not used arrangements notified under the Disclosure of Tax Avoidance Schemes ("**DOTAS**") rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, where the arrangements featured charitable reliefs or which used a charity, and where my tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.
- I have not used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final.
- I have not been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity, and I am not:
 - a promoter named by HMRC under the Promoters of Tax Avoidance Schemes (POTAS) legislation in Part 5 of Finance Act 2014, or
 - a promoter of any tax arrangements designed or intended to obtain for any person a tax advantage and such tax advantage has successfully counteracted by HMRC under the general anti-abuse rule (see Part 5 of Finance Act 2013 and section 10 National Insurance Contributions Act 2014 as enacted or as amended from time to time) and such counteraction has become final, or
 - a promoter of arrangements notified under DOTAS, in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the tax position of all or any of the users of the arrangements has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.
- I am not an undischarged bankrupt.
- I have not made compositions or arrangements with my creditors from which I have not been discharged.



- I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity.
- I have not been disqualified from serving as a company director.
- I will at all times seek to ensure the School's funds, and charity tax reliefs received by this organisation, are used only for charitable purposes.

Signed _____

Date _____

Home address _____

Previous address _____
if moved in past
12 months _____

Date of birth _____

National Insurance _____
number

National Identity _____
Card Number
(If you have one)

If you have signed this declaration but want to make any information known or clarify any points please add them in the space below.



GOVERNORS' ROLE AND RESPONSIBILITIES

1 INTRODUCTION

This policy outlines the key roles and responsibilities of the Governors, and annexed to this policy is a Code of Conduct.

2 GOVERNORS' ROLE

- 2.1 The role of the Governors is to hold ultimate control of and responsibility for the strategic direction of the school, including: ensuring the School acts in accordance with the School's Constitution; educating, safeguarding and promoting the wellbeing of pupils; ensuring compliance with the inspection regime; and managing the School's activities in furtherance of its charitable objects in the context of its dual regulation by the Charity Commission and Companies House.
- 2.2 The Governors are defined in the School's Constitution and are trustees of the School for the purposes of charity law and directors of the School for the purposes of company law. The Governors are also the members of the School for the purposes of company law and the powers and rights associated with their separate role as members are set out in the School's Constitution.
- 2.3 In addition to the duties and responsibilities set out in this policy, the Governors must also abide individually and collectively by the policies included in this Governance Manual.
- 2.4 The additional roles and responsibilities of the Chair and Vice-Chair of the Governing Body are set out in a separate policy document titled 'Chair and Vice-Chair Roles and Responsibilities'.

3 KEY RESPONSIBILITIES

The Governors' key responsibilities are to:

- set a clear vision, mission and strategic plan for the School and ensure that the necessary structures are in place to deliver those as part of the strategic management of the School (**Strategic Responsibility**);
- ensure the performance of the School (**Performance Responsibility**);
- ensure that the School complies with all legal and regulatory requirements (**Compliance Responsibility**);
- ensure strong procedures, training and proper oversight are in place to ensure that everyone who comes into contact with the School is safe, in particular pupils, employees and volunteers (**Safeguarding Responsibility**);
- act as guardians of the School's assets, both tangible and intangible, taking all due care over their security, deployment and proper application (**Responsibility to Protect the Assets**); and



- ensure that the School's governance is of the highest possible standard (**Governance Responsibility**).

4 STRATEGIC RESPONSIBILITY

This is a key responsibility of the Governing Body and the Governors' duties are to work in partnership with each other, the Head and other members of the senior leadership team to ensure that:

- 4.1 the School has a clear vision, mission and strategic plan that have been agreed by the Governing Body and communicated effectively to staff and the wider St Chris community;
- 4.2 the School's strategic, business and other plans support the School's vision, mission and strategic plan;
- 4.3 the Head's annual and longer term objectives and targets support the School's vision, mission and strategic priorities; and
- 4.4 there are effective mechanisms in place for the Governing Body to:
 - consider the views of parents and other key stakeholders on the performance of the School;
 - review the external environment for changes that might affect the School; and
 - regularly review the School's strategic plan and priorities.

5 PERFORMANCE RESPONSIBILITY

The Governors' duties are to:

- 5.1 ensure that the fundamental values and guiding principles of the School are articulated, reflected and understood throughout the School;
- 5.2 agree the overall annual income forecast and expenditure budget for the School, including setting the School fees;
- 5.3 agree the method for measuring objectively the progress of the School in relation to its vision, mission, strategic plan, business plans and annual targets, and to receive regular (and in most instances termly) reports on the performance of the School;
- 5.4 receive regular (and in most instances termly) reports from the Head on progress towards agreed strategic priorities and hold the Head to account for the management and administration of the School;
- 5.5 appoint the Head, set their terms and conditions and ensure that the Head and the School invest in the Head's ongoing professional development;
- 5.6 ensure that, as with all staff, the Head receives regular, constructive feedback on their performance in managing the School and in meeting their annual and longer term targets and objectives;
- 5.7 ensure that the responsibilities delegated to the Head are clearly expressed and understood in



their job description, and that directions given to the Head between Governor meetings come not from individual Governors but from the full Governing Body, usually via the Chair; and

- 5.8 ensure that there are mechanisms for pupils, parents, staff, volunteers, wider stakeholders and other individuals, groups or organisations to bring to the attention of the Governors any activity that threatens the probity of the School.

6 COMPLIANCE RESPONSIBILITY

The Governors' duties are to:

- 6.1 be aware of, and ensure that the School complies with, all legal, regulatory and statutory requirements, and supporting guidance (e.g. inspection documentation that describes how compliance with the Independent Schools' Standards Regulations will be assessed) and that the School submits all associated mandatory returns and reports;
- 6.2 comply with the School's duties in relation the safeguarding of School pupils and the wider School community;
- 6.3 report serious incidents to the Charity Commission;
- 6.4 maintain familiarity with the School's Constitution, ensure that the School complies with the School's Constitution and review the School's Constitution regularly to ensure it is fit for purpose; and
- 6.5 in accordance with the School's delegation policies (see Governors' Principles of Delegation policy) agree the appropriate levels of delegated authority, ensure that these are recorded in writing by means of minutes, terms of reference for committees of the Governing Body, job descriptions etc. and ensure that clear written reporting procedures are established and complied with.

7 SAFEGUARDING RESPONSIBILITIES

The Governors' duties are to:

- 7.1 appoint a Governor with appropriate skills and experience or training to fulfil the statutory role of Safeguarding Governor
- 7.2 take reasonable steps to protect from harm people who come into contact with the School;
- 7.3 ensure that suitable policies and procedures together with appropriate training and delegations are in place to make sure there is sufficient oversight of the welfare and care of the School's pupils, beneficiaries, employees and volunteers;
- 7.4 make sure there are suitable channels available to those who wish to raise safeguarding concerns;
- 7.5 review inspection reports of the School's facilities; and
- 7.6 ensure compliance with all statutory requirements regarding safeguarding matters including



reporting to the appropriate authorities and regulators where problems do arise, including reporting Serious Incidents to the Charity Commission and ensure that necessary steps are taken to ensure that such problems are managed correctly, remedied and that any lessons are learnt.

8 RESPONSIBILITY TO PROTECT THE ASSETS

The Governors' duties are to:

- 8.1 protect and manage the property of the School;
- 8.2 establish a risk policy which identifies and manages risks and ensure that any major risks to the School are reviewed annually and that systems have been established to mitigate or minimise these risks;
- 8.3 ensure that the School applies its resources exclusively in pursuance of its charitable objects;
- 8.4 exercise effective overall control of the School's financial affairs, ensure that the systems of control are rigorous and constantly maintained through regular evaluation and improvement in the light of experience;
- 8.5 be accountable for the solvency and continuing effectiveness of the School and the management of any endowments in perpetuity;
- 8.6 ensure the proper investment of the School's funds within the constraints of the law;
- 8.7 establish a reserves policy which is reviewed annually and monitor the level of the School's reserves against that policy;
- 8.8 act reasonably, prudently and collectively in all matters relating to the School and always to act in the best interests of the School; and
- 8.9 ensure that the School's good name, reputation, ethos and other intangible assets are properly valued, utilised and safeguarded.

9 GOVERNANCE RESPONSIBILITY

The Governors' duties are to:

- 9.1 ensure that the School has an appropriate governance structure in place;
- 9.2 ensure that the Governing Body has the skills required to govern the School well, and has access to relevant external professional advice and expertise, and participate in individual and collective development and training of Governors;
- 9.3 ensure that the Governing Body regularly reflects on and discusses its effectiveness;
- 9.4 ensure that there is a systematic, open and fair procedure for the recruitment or co-optation of Governors (see Governor Recruitment and Induction Policy)
- 9.5 reflect periodically, as appropriate, on the Governing Body's performance and individual Governors' performance (see Performance Review Policy);



- 9.6 ensure that there are succession plans for the Chair and the Head; and
- 9.7 establish, review, amend and approve such key Governing Body and organisational policies as may from time to time be required.



ANNEX 1 – GOVERNORS' CODE OF CONDUCT

1 INTRODUCTION

- 1.1 This code of conduct (the **Code**) sets out the School's expectations of its Governors.
- 1.2 It is essential for the good governance and reputation of the School that the Governors maintain high standards in their role and when representing the School.
- 1.3 The Governors should bear in mind the public nature and responsibilities of their role and that even when they consider themselves to be working in their private capacity they may still be viewed as a representative or ambassador of the School.

2 GENERAL OBLIGATIONS

- 2.1 Each Governor should at all times:
 - 2.1.1 act solely in the best interests of the School, acting within the law and the School's Constitution and having a working knowledge of and abiding by the policies and procedures of the School, including this Code;
 - 2.1.2 support the charitable objects and the mission of the School;
 - 2.1.3 be an active Governor, making their skills, experience, knowledge and time available to the School and, when requested, contributing additional time outside Governor meetings to the business of the School including sitting on committees, attending School events, and attending the School for a site visit and lesson observation as part of the induction process;
 - 2.1.4 respect their duties as to confidentiality;
 - 2.1.5 respect the collective authority of the Governing Body and not act unilaterally;
 - 2.1.6 support the Head and the senior leadership team of the School; and
 - 2.1.7 regularly and collectively reflect on how the Governing Body fulfils its responsibilities and governs the School.
- 2.2 Each Governor should respect that there are limits on their authority and should not:
 - 2.2.1 speak officially on behalf of the Governing Body without authority;
 - 2.2.2 enter into any legal or financial agreement on behalf of the School without authority;
 - 2.2.3 give directions to the Head or staff of the School without authority; or
 - 2.2.4 disclose any confidential information about the School without authority.



3 CONFIDENTIALITY

- 3.1 The Governors must at all times respect individual, Governing Body and organisational confidentiality.
- 3.2 The Governors must not disclose any confidential information which they have been given in their capacity as Governor, other than for a proper authorised purpose or if required to do so by law.
- 3.3 Governors must take appropriate steps to ensure that confidential information is stored securely. If in doubt about the confidential nature of any information, the Governors should contact the Chair in the first instance.
- 3.4 If a Governor becomes aware of a breach of confidentiality they must immediately notify the Chair.

4 RELATIONSHIPS WITH OTHERS

- 4.1 The Governors are responsible for pursuing the charitable objects of the School and developing the overall strategy for the School. Whilst the Governors cannot abdicate their overall responsibility, they should work in partnership with the senior leadership team to achieve the mission of the School, understanding and respecting the different but complementary roles of Governors and staff.
- 4.2 Each Governor should recognise that their role on the Governing Body is to direct the management of the School but not to be involved with its day to day management, which is delegated to the Head and the senior leadership team. However, the Governors must accept personal responsibility for ensuring that the School is well run and should therefore raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
- 4.3 Governors should not generally liaise directly with staff unless specifically authorised to do so by the Governing Body and should usually channel communications to staff through the Chair, who will keep the Head informed of the Governing Body's activities as necessary. Due to potential conflicts of interest, a Governor may be asked to resign should they be involved with inappropriate communications with staff.
- 4.4 If a Governor has any concerns about the behaviour or performance of any member of School staff they should raise the issue with the Chair who will discuss the matter with the Head so that it can be dealt with as appropriate.

5 MANAGING INTERESTS

- 5.1 An individual Governor should not benefit, whether financially or otherwise, from their position beyond what is allowed by the School's Constitution, by express approval of the Charity Commission or otherwise by law [and the Gifts and Hospitality Policy] and what is in the best interests of the School.



- 5.2 Each Governor should consider whether they have any private or business interests relating to their duties as a Governor and must declare all actual or potential conflicts of interest and/or loyalty in accordance with the School's Conflicts of Interests Policy.
- 5.3 Each Governor must, on appointment, complete the declaration of interests form and thereafter take responsibility for ensuring it is up to date.
- 5.4 The Governors must not accept gifts, hospitality, or benefits which might be seen to compromise their role, or influence the decisions they take.
- 5.5 Each Governor must comply with the School's Expenses Policy.
- 5.6 Any Governor who is responsible for the payment of school fees at St Chris are expected to maintain payments as agreed within the Terms and Conditions or separately agreed with the Bursar. Due to potential conflicts of interest, a Governor may be asked to resign should they not fulfil their financial commitments to St Chris.

6 ATTENDING MEETINGS AND EVENTS

- 6.1 Governors should endeavour to attend and take an active part in all Governing Body meetings, and any meetings of committees of which they are a member, having fully prepared for each meeting and taking responsibility for ensuring they have received and have read all relevant papers.
- 6.2 In circumstances where a Governor is unable to attend a meeting, they should send their apologies as soon as possible to the Chair of the Governing Body or the Chair of the relevant committee; copied to the Clerk.
- 6.3 Governors' attendance records will form part of the Governors' periodic performance review and particular consideration will be given to meetings where a Governor has not attended and has not given notice of their absence.
- 6.4 In addition, Governors should seek to attend a suitable range of School events.

7 TRAINING AND PERFORMANCE REVIEW

- 7.1 Each Governor must actively participate in the School's induction process for Governors as outlined in the Governor Recruitment and Induction Policy.
- 7.2 Each Governor must actively participate in the performance review and follow the agreed procedures that seek to measure the collective performance of the Governing Body as well as each Governor individually [as outlined in the Performance Review Policy].
- 7.3 Each Governor should endeavour to attend and take an active part in any Governor training or other training which they may be requested to attend.



8 LEAVING OFFICE

8.1 Any substantial breach of this Code may result in procedures being put in motion which may result in a Governor being asked to resign from the Governing Body, in accordance with any provisions set out in the School's Constitution. In such a case the Governor will have an opportunity to be heard. However, in the event that a Governor is asked to resign, they should accept the majority decision and resign at the earliest opportunity.

8.2 If a Governor wishes to resign before the end of their current term of office, they must inform the Chair in advance in writing, stating their reasons for leaving.

[Name of Governor -----

Signed -----

Date -----



ANNEX 2 – KEY ONGOING REPORTING AND COMPLIANCE REQUIREMENTS

1 INTRODUCTION

- 1.1 This document is intended to assist the Governing Body in understanding the key reporting, legal and regulatory obligations that the Governors must comply with in relation to the Charity Commission, Companies House, HMRC and the Information Commissioner’s Office. It does not provide a comprehensive list of all of the reporting and compliance requirements to which the School is subject; for example, it does not cover inspection or safeguarding matters and it does not cover requirements as to investments and reserves.
- 1.2 This document is written in general terms only and is not meant as a substitute for advice on particular issues.

2 CHARITY COMMISSION REPORTING AND FILING REQUIREMENTS

Charity Commission’s Register of Charities

- 2.1 Governors are required to ensure the Charity Commission (the **Commission**) is informed of any changes to the details the Commission holds about the School. The details that must be updated are:
- 2.1.1 the School’s contact details;
 - 2.1.2 the email address(es) for the Commission’s use and for public display;
 - 2.1.3 the Governor’s details;
 - 2.1.4 the School’s financial year end;
 - 2.1.5 where the School operates;
 - 2.1.6 charity classifications relevant to the School;
 - 2.1.7 the description of the School’s activities; and
 - 2.1.8 the School’s bank or building society account details.

Amendments to the School’s Constitution

- 2.2 The Governors are required to update the Commission in respect of any amendments to the School’s Constitution.
- 2.3 Certain amendments to the School’s Constitution require prior consent from the Commission, including:
- 2.3.1 amendments which give potential benefits to the Governors; and
 - 2.3.2 proposed changes to the School’s charitable objects (which, depending on the changes, may also require the consent of other third parties, for example the Commission and the Department for Education).



Serious Incidents

- 2.4 Governors are required to submit to the Commission what is known as a ‘Serious Incident Report’, if the School is subject to an incident or an allegation that falls within one of the reportable categories set out in the Commission’s guidance.
- 2.5 The Commission, as at the date of the publication of this Governance Manual, requires charities to report to it any adverse incident, whether actual or alleged, which “*results in, or risks, harm to people who come into contact with your charity, loss of your charity’s money or assets, damage to your charity’s property or harm to your charity’s work or reputation*”.
- 2.6 The main categories of reportable incident are:
- 2.6.1 protecting people and safeguarding incidents – incidents that have resulted in or risk significant harm to people who come into contact with the School, such as staff and pupils;
 - 2.6.2 financial crimes – fraud, theft, cyber-crime and money laundering;
 - 2.6.3 large donations from an unknown or unverifiable source, or suspicious financial activity using the School’s funds;
 - 2.6.4 other significant financial loss;
 - 2.6.5 links to terrorism or extremism, including ‘proscribed’ (or banned) organisations, or individuals subject to an asset freeze; and
 - 2.6.6 other significant incidents, such as something which threatens the School’s reputation, or if the School is facing insolvency, forced withdrawal of banking services without an alternative, significant data breaches/losses or incidents involving partners that materially affect the School.

Annual Return and Accounts

- 2.7 Governors must submit an online Annual Return to the Commission within 10 months of the end of the School’s financial year. This requirement applies to all schools that are charities with over £10,000 income in the reporting period and all schools constituted as charitable incorporated organisations (**CIOs**).
- 2.8 Governors of schools with a gross income of over £25,000 per year or schools constituted as CIOs must also submit accounts to the Commission on an annual basis. The accounts must be submitted within 10 months of the end of the School’s financial year. The accounts must be accompanied by the Governors’ Annual Report, setting out a concise but comprehensive review of the activities of the School in the previous accounting period.
- 2.9 The Annual Return, accounts and Governors’ Annual Report can be submitted online using the Commission’s online service. The Governors’ Annual Report and accounts will be in the same form as those filed with Companies House.
- 2.10 The Governors must have regard to the Statement of Recommended Practice – Accounting and Reporting by Charities (**SORP**) when preparing the accounts and the Governors’ Annual Report.



- 2.11 **Penalties:** There are currently no financial penalties for late filing of accounts with the Commission. However, it should be noted that the public Register of Charities contains a “compliance” report which shows a charity’s filing history and whether it has filed late.

3 **COMPANY RECORDS AND FILING REQUIREMENTS**

Annual Accounts

- 3.1 Where a School is established as a company, its statutory accounts must be filed with Companies House within 9 months of the end of its financial period.
- 3.2 There are thresholds for turnover, balance sheet total and the average number of staff, which determine the level of content required in accounts.
- 3.3 **Penalties:** Failure to deliver accounts on time is a criminal offence leaving the Governors (and Company Secretary if appointed) liable to prosecution. On conviction, the penalties include a criminal record and a fine of up to £5,000. There are also statutory penalties for late filing of accounts, charged against the School, the amount of which depends on how late the accounts are filed.
- 3.4 If accounts are not delivered on time and the Registrar of Companies believes the School is no longer carrying on business or in operation, the School may be struck off the Register of Companies and dissolved by the Registrar. If this happens all the assets of the School, including its bank account and property, generally become the property of the Crown.

Companies House Confirmation Statement

- 3.5 This is an online confirmation of the information held by Companies House about the School and must be filed with Companies House at least once every 12 months. The Governors (and Company Secretary if appointed) are responsible for submitting the Confirmation Statement to Companies House within 28 days of the anniversary of the “made-up” date of the last Confirmation Statement.
- 3.6 **Penalties:** If the School’s Confirmation Statement is not delivered in time, the Registrar of Companies may assume that the School is no longer carrying on business or in operation and take steps to strike it from the Register. It is a criminal offence not to deliver the School’s Confirmation Statement within 28 days of the “made-up” date, for which, ultimately, the Registrar may prosecute the School and its officers.

People with Significant Control (PSC) Register

- 3.7 Schools established as companies must declare any PSCs when filing their annual confirmation statement with Companies House. A PSC includes someone that holds more than 25% of shares or voting rights in the School, who has the right to appoint or remove the majority of the Governors or otherwise exercises significant influence or control, as defined in the relevant legislation [see guidance note]. The central public register of PSCs is free to access.
- 3.8 The School must also keep at its registered office a register of any PSCs.



- 3.9 If a PSC changes, the School must notify Companies House within 14 days of this change.

Event driven filings

- 3.10 Company law requires schools established as companies to file certain changes in respect of the School with Companies House. For example, where Governors are appointed or retire, or where a resolution of the School's company members is passed to amend the School's Constitution, documentation should be filed at Companies House.

4 COMPANY BOOKS

- 4.1 The Governors of schools established as companies must maintain statutory records including (but not limited to):

- 4.1.1 materials filed with Companies House under paragraph 3.10;
- 4.1.2 minutes of Governors' meetings;
- 4.1.3 minutes of company member meetings or resolutions;
- 4.1.4 register of Governors (as the company directors);
- 4.1.5 register of company members; and
- 1.1.6 register of 'People with Significant Control'.

- 4.2 These statutory books need to be kept at the School's registered office.]

5 HMRC REQUIREMENTS

- 5.1 If the School has been recognised by HMRC as a charity for tax purposes, it will be able to claim gift aid on any eligible donations it receives. Claims must be made no later than four years after the end of the tax year in which the donation was received. Valid gift aid declaration forms must be obtained from each donor in respect of whom gift aid is to be claimed.

- 5.2 Charitable schools in the UK are exempt from tax on most income and gains, as long as they use the money for charitable expenditure only. "Charitable expenditure" means money that the School uses specifically for its charitable purposes and includes, for example, money put towards the cost of running and managing the School. The exemptions apply to income from donations, rental income, interest and other investment income, capital gains and trading that is carried out as part of the School's charitable purposes.

- 5.3 The School is only required to complete a tax return if it:

- 5.3.1 has received income, gains or profits that are not covered by a tax exemption or relief in the previous tax year;
- 5.3.2 has used income or gains for non-charitable purposes (known as non-charitable expenditure) in the previous tax year; or



- 5.3.3 has been sent a tax return by HMRC in any given tax year.
- 5.4 The School must inform HMRC if it:
- 5.4.1 receives – or thinks it may receive – income or gains that are not exempt from tax;
 - 5.4.2 uses any of its income for purposes that are not charitable to make non-charitable expenditure, as the usual tax relief or exemptions may be subject to restrictions and this may result in a tax bill; or
 - 5.4.3 makes any non-qualifying investments or loans.
- 5.5 If any of the circumstances above apply, HMRC will send the School a tax return so it can make a formal declaration of taxable income or non-charitable expenditure.
- 5.6 If the School does not tell HMRC about non-exempt income or expenditure on time, or fails to complete a tax return on time, it may have to pay penalties and/or interest.
- 5.7 If there is any doubt as to whether a tax liability has arisen, or will arise, the School should obtain professional advice from an accountant.

6 LETTERHEAD AND STATIONERY

- 6.1 The Companies Act 2006 requires the School to state:
- 6.1.1 its name;
 - 6.1.2 that it is a limited company (despite the fact that charitable schools are exempt from the obligation to use the word “limited” as part of their names);
 - 6.1.3 its place of registration and the number with which it is registered; and
 - 6.1.4 its registered office address
- on its websites and all its business letters and order forms, whether they are in hard copy, electronic or any other form.
- 6.2 Charity law requires all charitable schools to state that they are registered charities on letterheads and financial documents such as cheques, invoices and receipts. Many charitable schools also state their charity registration number on other documents, although this is not a requirement.

7 RECORD KEEPING

- 7.1 All meetings should be properly recorded in minutes and kept with a copy of any documents produced to that meeting. Agendas should be prepared for each meeting including any standing items, such as checking at the beginning of the meeting whether there are any conflicts of interests.
- 7.2 All operational documents and policies should be reviewed, maintained and updated to ensure they remain relevant and are communicated as necessary.



8 **DATA PROTECTION REQUIREMENTS**

- 8.1 The Information Commissioner's Office is the UK's independent authority set up to uphold information rights in the public interest, promoting openness by public bodies and data privacy for individuals. If the School is processing personal data then it will need to pay an annual fee to the Information Commissioner's Office.
- 8.2 The School must comply with the Data Protection Act 2018 and the Guide to Privacy and the Privacy and Electronic Communications Regulations.



CONFLICT OF INTERESTS POLICY

1 INTRODUCTION

- 1.1 This policy provides guidance on identifying conflicts of interests and sets out the policy of the School on managing conflicts throughout the organisation.
- 1.2 Please also refer to the individual declaration of interests form and central register of interests, annexed to this policy and to the School's other policies, [in particular, the Gifts and Hospitality Policy, the Governors' Role and Responsibilities and Code of Conduct.
- 1.3 Conflicts of interests may arise where an individual's personal, family or business interests and/or loyalties conflict with those of the School. Such conflicts can create problems by inhibiting free discussion; resulting in decisions or actions which are not in the best interests of the School and risking the impression that the School has acted improperly. The aim of this policy is therefore to protect both the School and the individuals involved with the School from any appearance of impropriety.

2 SCOPE OF THIS POLICY

Although the policy will be of primary interest to Governors, who have a legal obligation to act in the best interests of the School and to avoid situations where there may be an actual or potential conflict of interests, the senior leadership team, staff and any volunteers may also find themselves subject to conflicts of interests. Staff have obligations of loyalty and mutual trust and confidence to the School and since conflicts may arise throughout the School this policy is relevant to all individuals involved with the organisation.

3 IDENTIFYING A CONFLICT

- 3.1 Examples of common types of conflict include:
 - 3.1.1 conflicts between a Governor's personal financial interests and those of the School;
 - 3.1.2 conflicts between the financial interests of someone connected to a Governor and those of the School, for example, payments to a Governor's relative;
 - 3.1.3 conflicts to which 'parent Governors' are subject in relation to decisions by the Governing Body to review the School's fees;
 - 3.1.4 non-financial conflicts, for example, the interests of two organisations with which a Governor or staff member is involved conflicting with each other (i.e. a conflict of loyalties).
- 3.2 For the Governors, a useful test is to regard an "interest" as a very broad term, which includes anything or any connection that could potentially divert a Governor's mind from giving sole consideration to fulfilling the charitable objects of the School.



- 3.3 An individual Governor should not benefit, whether financially or otherwise, from their position beyond what is permitted by law and what is in the best interests of the School.
- 3.4 If a Governor has any doubt as to whether a particular circumstance represents a potential or actual conflict of interests, they should speak to the Chair in the first instance, who will confirm whether a declaration should be made in accordance with paragraph 4.1 below.
- 3.5 Any other individual involved with the School who is uncertain as to whether they should notify the School about a particular circumstance should discuss the matter with the Head and/or Bursar, who will then decide whether the matter should be entered in the School's register of interests in accordance with paragraph 5.

4 DECLARING AN INTEREST

- 4.1 All Governors shall, on appointment complete a declaration of interests form (in the form attached at Annex 1 to this policy) in respect of themselves, their spouses, partners, close relatives and business associates, as appropriate. Governors must thereafter take responsibility for ensuring the declaration is up-to-date, including reviewing the declaration on an annual basis.
- 4.2 If a Governor, member of the senior leadership team or other staff member or volunteer has a conflict of interest in relation to a particular contract, the conflicted individual must declare their interest (in accordance with this policy) and not be involved in managing or monitoring the relevant contract.
- 4.3 Whenever a Governor or a person with whom the Governor is closely connected has a personal or financial interest directly or indirectly, or any interest which could be perceived to lead to a conflict of interest in a matter to be discussed at a Governing Body meeting, the Governor concerned shall:
 - 4.3.1 declare that interest before discussion begins on that item;
 - 4.3.2 withdraw from the meeting for any discussion of that item unless expressly invited to remain in order to give information;
 - 4.3.3 not be counted in the quorum for the part of the meeting devoted to that item; and
 - 4.3.4 withdraw during the vote and have no vote on that item.
- 4.4 All actions taken under paragraph 4.3 will be recorded in the minutes of the meeting.
- 4.5 A declaration of interests is the responsibility of each individual Governor. However, the Clerk to the Governing Body, or the Chair shall draw to a Governor's attention any undeclared potential conflict of interest which may be apparent from the Governor's entry in the register of interests and the agenda or any associated papers for the relevant meeting.



5 REGISTER OF INTERESTS

- 5.1 The School shall maintain a central register of interests (in the form attached at Annex 2 to this policy) which shall be reviewed by the Governing Body annually.
- 5.2 The register of interests shall include the Governors' interests as per their individual declarations of interests.
- 5.3 The register shall also contain any material conflicts as notified by members of the senior leadership team or other staff members and volunteers throughout the School which the Head considers should be included.

6 PERSISTENT MATERIAL CONFLICTS

In the event that there is a persistent material conflict of interest which affects the ability of a particular Governor to carry out their duties then the Governor concerned should consider whether it is in the best interests of the School that they continue as a Governor of the School. In the event of a conflict considered by the unconflicted Governors to be so fundamental or pervasive that it would be inappropriate for the individual to remain a Governor, procedures may be put in motion which may result in the individual being asked to resign from the Governing Body in accordance with any procedures set out in the School's Constitution. In such a case the Governor will have an opportunity to be heard. However, in the event that a Governor is asked to resign, they should respect the majority decision and resign at the earliest opportunity.

]



**ANNEX 1 –
DECLARATION OF INTERESTS**

I [] set out below my interests in accordance with the School's Conflict of Interests Policy.

Position within the School:		
Date last updated:		
Category	Details of Interest - Please insert brief details of the interest and whether it applies to you, or where appropriate, a member of your immediate family, a connected person or some other close personal or business connection.	Date interest first arose
Employment	<i>Details of all relevant employers in the last 24 months, including self-employed consultancy or commission-based work.</i>	
Business	<i>Details of all relevant businesses in which you are a partner or sole proprietor or have a position of general control or management.</i>	
Company Directorships/ Charity Trusteeships	<i>Details of all relevant companies or charities of which you are a director/trustee.</i>	
Any other relevant appointments (voluntary, honorary or otherwise)	<i>Details of relevant appointments e.g. directorships, local authority membership, tribunals etc. If the position is pecuniary please indicate the level of benefit accruing.</i>	
Memberships	<i>Details of any relevant professional bodies, special interest groups or mutual support organisations.</i>	



Investments	<i>Details of relevant investments in unlisted companies, partnerships and other forms of business, major shareholdings (more than 5% of issued capital) and beneficial interests.</i>	
Gifts or hospitality	<i>Details of any gifts or hospitality [above the de minimis amount set out in the Gifts and Hospitality Policy offered to you by external bodies in direct/indirect connection with the School and whether they were declined or accepted in the last twelve months.</i>	
The School	<i>Details of any contractual relationship with the School</i>	
Have any of the positions you (or a connected person) currently hold (as above) caused any actual conflicts of interest with the School in the past?		
Any other conflicts that are not covered by the above		



Declaration:

I confirm that I have disclosed all of my relevant financial and non-financial interests. I understand that it is my responsibility to disclose to the Chair or Head any additional relevant interests as they arise. I give my consent for this information to be used for the purposes described in the Conflicts of Interests Policy and for no other purpose.

Signed:

Date:



**ANNEX 2 -
REGISTER OF INTERESTS**

Name and position	Description of interest	Does the interest relate to the Governor or a person closely connected to the Governor (if so, describe the relationship)?	Date interest disclosed	Is the interest current?	Any action to be taken (i.e. follow conflict procedures when related matters discussed at a Governors' meeting)



CHAIR (AND VICE CHAIR) ROLE AND RESPONSIBILITIES

1 INTRODUCTION

This policy outlines the key roles and responsibilities of the Chair and in their absence the Vice Chair.

2 CHAIR'S ROLE AND APPOINTMENT

- 2.1 The Chair's role is to provide leadership to the Governing Body and the School to ensure that the Governors fulfil their duties and responsibilities for the proper governance of the School.
- 2.2 Subject to the School's Constitution, Governors must elect one of their number to be a Chair of their meetings. Normally, the chair shall hold the office of Chair for an initial period of 12 months and is required to be elected on an annual basis.

3 DELEGATED CHAIR RESPONSIBILITIES

- 3.1 The Chair shall lead the Governing Body in its responsibilities to:
- 3.1.1 secure the long-term future of the School (**Viability Responsibilities**);
 - 3.1.2 ensure the highest possible standards of governance (**Governance Responsibilities**);
 - 3.1.3 ensure the proper and efficient conduct of Governor meetings (**Governing Body Conduct Responsibilities**); and
 - 3.1.4 support, and where appropriate, challenge the Head on behalf of and as agreed by the full Governing Body (**Head Responsibilities**).

4 CHAIR'S AUTHORITY

- 4.1 Where an urgent Governing Body decision is required between scheduled Governing Body meetings, the Chair shall contact as many of the Governors as possible in the circumstances and, subject to the agreement of a majority of those Governors who can be contacted, shall take the necessary action provided that it is not contrary to the School's Constitution.
- 4.2 Any action taken shall be included on the agenda for the next Governing Body meeting for reporting and recording in the minutes.

5 LIMITATIONS ON AUTHORITY

- 5.1 The Chair must:
- 5.1.1 act within any guidelines set down by the Governing Body;
 - 5.1.2 work constructively with the Head and avoid becoming involved in day-to-day



management unless specifically directed by the Governing Body; and

- 5.1.3 not prevent any proposal by a Governor, Committee or Head from being considered by the Governing Body, or direct the Governing Body's decision-making process towards any one outcome.

6 VIABILITY RESPONSIBILITIES

6.1 The Chair shall ensure that:

- 6.1.1 the Governing Body sets the mission, vision, strategy and high-level (i.e. Governing Body) policies for the School within the powers and restrictions of the School's Constitution;
- 6.1.2 the Governing Body takes steps to monitor the School's performance and risks and that the School satisfies all regulatory and legal compliance requirements;
- 6.1.3 the School has satisfactory internal systems and controls for all financial and non-financial matters, which are audited and reviewed regularly; and
- 6.1.4 the key relationship of the Chair, Head and Bursar works effectively.

7 GOVERNANCE RESPONSIBILITIES

7.1 The Chair shall ensure that:

- 7.1.1 the School has an appropriate governance structure and that this structure, the School's Constitution and the Governing Body's performance are reviewed regularly;
- 7.1.2 each Governor is appraised annually in respect of their contribution to the Governing Body [and their compliance with the Governors' Code of Conduct]
- 7.1.3 the Governing Body delegates sufficient authority in writing to its committees, the Chair, the Head and others to enable the School to carry on its business effectively between Governing Body meetings;
- 7.1.4 the Governing Body has the necessary skills to govern the School effectively and has access to relevant external professional advice and expertise;
- 7.1.5 there is a systematic, open and fair procedure for the recruitment of Governors, committee members, future Chairs and Heads and that all such appointees receive appropriate induction, advice, information and training (both individual and collective);
- 7.1.6 the Governing Body pro-actively considers succession planning to ensure that at all times the necessary skills, experience, diversity and expertise are available to it; and
- 7.1.7 the Governors act reasonably, in line with best practices as prescribed by Charity Commission guidance and the Charity Governance Code (as updated), and in the interests of the School and in accordance with the Governors' Code of Conduct.



8 GOVERNING BODY CONDUCT RESPONSIBILITIES

- 8.1 The Chair shall advance the proper and efficient conduct of Governing Body meetings by ensuring that:
- 8.1.1 Governing Body meetings are chaired effectively to include seeking consensus, balancing the need for full debate on key questions with the expeditious despatch of business so as to reach clear and agreed decisions as swiftly as possible;
 - 8.1.2 there is an annual programme of Governing Body and Committee meetings and that agendas and supporting papers are well structured, meaningful and contain relevant, timely and accurate information in order to allow the Governing Body to discharge its responsibilities
 - 8.1.3 Governing Body decisions are made and implemented in the best, long-term interests of the School and that the Governing Body takes collective ownership of these decisions; and
 - 8.1.4 The Governing Body sets aside time each year to reflect on its effectiveness in the delivery of the School's charitable objects.

9 HEAD RESPONSIBILITIES

- 9.1 The Chair shall support the Head by:
- 9.1.1 ensuring that the Governing Body focuses on its governance role and does not slip incrementally, or otherwise, into a management role;
 - 9.1.2 ensuring the Head is appropriately performance appraised, has the opportunity for professional development and has access to appropriate external professional support;
 - 9.1.3 arranging regular, but not over frequent, meetings with the Head and developing a professional relationship within which each can speak openly about concerns and challenges;
 - 9.1.4 monitoring their performance; always remembering that the Head is responsible to the Governing Body as a whole and not to any one individual Governor or sub-group of Governors; and
 - 9.1.5 agreeing respective roles to represent the School and act as spokesperson.
- 9.2 The Chair shall hold the Head accountable by:
- 9.2.1 challenging the Head constructively, only in the best interests of the School and as a 'critical friend' as agreed by the full Governing Body;
 - 9.2.2 ensuring that the Head understands the key performance indicators by which they will be held accountable; and



- 9.2.3 ensuring that there are appropriate mechanisms, both internal and external, to verify that the Governing Body receives a balanced and honest picture of the School's performance.

10 OTHER RESPONSIBILITIES

The Chair should be prepared to represent the School as appropriate including speaking at Morning Talks and conducting media interviews when required.



GOVERNORS' PRINCIPLES OF DELEGATION

1 DELEGATION OVERVIEW

- 1.1 The Governors bear the overall legal responsibility for the general control and management of the School. Their role is to provide strategic management of the School, to control its affairs, funds and property, to ensure it pursues its charitable objectives and to give overall direction to the School.
- 1.2 The relationships between the Governing Body, its committees, the Head and the senior leadership team are critical to the effective performance of the School and this policy clarifies the key principles of delegation from the Governing Body to avoid common traps such as “micro-management” and to enable all parties to contribute effectively to the success of the School.
- 1.3 Whilst certain responsibilities can and should be delegated to staff (with appropriate arrangements for reporting back), the Governing Body recognises that it cannot abdicate overall responsibility and that it remains responsible for all decisions, including delegated decisions, made on behalf of the School.
- 1.4 Refer to the policy titled ‘Governors’ Role and Responsibilities’ for a more detailed overview of the individual and collective role and responsibilities of the Governing Body.

2 EFFECTIVE DELEGATION

- 2.1 Subject to the School’s Constitution and relevant legislation, the Governing Body may delegate such matters as it considers appropriate to individual Governors, committees, the Head (see below), other staff, volunteers or agents and consultants.
- 2.2 For more information on the role of committees refer to the policy titled ‘Delegation to Committees’ (annexed to this policy) and the specific terms of reference for each committee as established from time to time by the Governing Body.
- 2.3 Before delegating, the Governing Body shall:
 - 2.3.1 establish that it has constitutional and legal capacity to delegate the task in question;
 - 2.3.2 ensure it is appropriate and in the best interests of the School to delegate the proposed function;
 - 2.3.3 ensure all parties are clear about their respective roles; and
 - 2.3.4 provide the person or committee to whom authority has been delegated with written terms of reference (if, in the case of staff, the delegation is not recorded in the staff member’s job description).
- 2.4 The Governing Body should ensure that staff, volunteers and agents have sufficient delegated authority to discharge their duties.



- 2.5 Delegation should always be in writing, which should set clear limits on matters such as expenditure, authority and decisions that can be made and include appropriate reporting and monitoring criteria. Delegations may be written in Governing Body minutes, terms of reference for sub-committees, staff job descriptions, or in a separate list as appropriate.

3 THE HEAD

- 3.1 The Head is appointed by the Governing Body and is responsible for the management of the day to day activities of the School and is charged with providing context, input and information to the Governing Body in its deliberations to develop the School's strategy, objectives, activities and programmes of work. The Head has delegated authority to implement these activities with a view to delivering the objectives set by the Governing Body. This includes responsibility for meeting financial and non-financial budgets and reporting back to the Governing Body accordingly. The working relationship between the Head, Bursar and the Governing Body should be mutually supportive with each understanding the role and responsibilities of the other.
- 3.2 The Head may delegate responsibility for different aspects of their role to individual members of staff.

4 THE BURSAR

- 4.1 The Bursar is appointed by the Governing Body, in consultation with the Head, and has specific responsibility for the School's financial performance and reporting. The Bursar has delegated financial authority as laid down in the St Chris Financial Policy.
- 4.2 The Bursar is obliged to report any concerns about the financial performance of the School or of any suspected financial propriety to the Governing Body via the Chair of the Finance Committee.

5 REPORTING AND MONITORING ARRANGEMENTS

- 5.1 The Governing Body must remain in ultimate control of all its delegations and should receive and review such reports as the Governing Body requires from:
- 5.1.1 committees and individuals with regard to the use of delegated powers;
 - 5.1.2 the Head pertaining to meeting the School's objectives as agreed in its strategic and business plans; and
 - 5.1.3 through the Head, members of the School's staff pertaining to the activities of the School in furtherance of its charitable objects.



5.2 All delegated authorities should be subject to regular monitoring by the Governing Body including a review of which tasks have been delegated, who is responsible for doing them and the progress of the delegated work.

6 MANAGEMENT, NOT MANAGEMENT CONTROL

6.1 Where the Governing Body or an individual Governor has any concerns about the behaviour or performance of members of staff they should always raise the concern first with the Chair, who will inform the Head and agree the appropriate way to deal with the concern.

6.2 If a Governor has concerns about the Head these should be raised with the Chair.

6.3 Individual Governors should not give directions to the Head or staff of the School without authority from the Governing Body. Directions given to the Head between Governor meetings should usually come via the Chair.



ANNEX – DELEGATION TO COMMITTEES

1 INTRODUCTION

This policy deals specifically with the Governing Body's power to delegate to committees. The policy titled 'Governors' Principles of Delegation', to which this policy is annexed, expands on the general principles of Governing Body delegation and the relationship between the Governing Body and the senior leadership team.

2 OVERVIEW OF DELEGATION TO COMMITTEES

2.1 In accordance with the School's Constitution, the Governing Body may delegate the performance or discharge of any function to any person or persons (including [one] or more of the Governors) whom the Governing Body reasonably believe to be qualified by their expertise to perform or discharge such function.

2.2 The purpose of any such committee should be to allow time for more detailed consideration of matters than the main Governing Body may have. No committee should be allowed to usurp the Governing Body's overall decision-making authority by taking decisions without proper authority. As well as Governors, members of such committees can include staff and co-opted individuals with particular knowledge or expertise relating to the subject matter. Where appropriate, committees can establish a 'working group' to oversee a specific project, but only within the committee's delegated powers.

3 TERMS OF REFERENCE

3.1 The Governing Body's delegation to committees, advisory groups, panels, or other bodies to assist its work should be recorded in clear written terms of reference.

3.2 Terms of reference should include:

- 3.2.1 a description of the work;
- 3.2.2 any conditions on the exercise of the delegated functions;
- 3.2.3 authority to make decisions within agreed parameters;
- 3.2.4 timelines and schedules;
- 3.2.5 reporting requirements;
- 3.2.6 monitoring criteria;
- 3.2.7 details of committee membership; and
- 3.2.8 budget and spending authority, if any.



- 3.3 Where the role of a committee is not to make any decisions within the limits of its delegated authority but rather to act as a communications channel or to offer special or expert advice and comment to the Governing Body (to inform their deliberations or decision making) then a term other than 'committee' should be used, for example 'advisory group'.

4 COMMITTEE TERMS OF REFERENCE

- 4.1 In particular, the Governing Body shall establish the following committees to carry out specific Governing Body activities:

4.1.1 Finance & Resources Committee

4.1.2 Education Committee

4.1.3 Remuneration Committee

- 4.2 The Governing Body shall set out the terms of reference of any delegation to the committees (see Terms of Reference above) which shall reflect the delegation principles set out in this policy and the School's policy on Governors' Principles of Delegation and may impose conditions, including that:

4.2.1 the relevant powers are to be exercised exclusively by the committee to which the Governing Body delegates; and

4.2.2 no expenditure may be incurred on behalf of the School except in accordance with a budget which has been approved in advance by the Governing Body.

- 4.3 Membership of each committee shall include at least 2 Governors.

- 4.4 The Governing Body may revoke or alter any delegation to its committees.

- 4.5 All committees should meet formally and record their meetings in minutes.

- 4.6 All acts and proceedings of committees shall be reported to the Governing Body fully and promptly within the current Governing Body cycle of the relevant meeting.

5 MONITORING

- 5.1 All delegated authorities must be subject to regular monitoring by the Governing Body. Written terms of reference for committees and role descriptions for individuals should contain monitoring criteria.

- 5.2 The Governing Body shall regularly review the role of committees to ensure that they are operating effectively within the agreed governance framework.

- 5.3 Refer to the policy titled 'Governors' Principles of Delegation' and the specific terms of reference for each committee as established from time to time by the Governing Body.



- 5.4 The Governing Body should monitor:
- 5.4.1 which tasks have been delegated;
 - 5.4.2 who is responsible for doing them; and
 - 5.4.3 the progress of delegated work.



GOVERNORS' EXPENSES POLICY

1 GENERAL PRINCIPLES

- 1.1 The School shall reimburse expenses properly incurred by members of the Governing Body wholly and exclusively in the course of carrying out their duties as Governors of the School.
- 1.2 Governors should obtain the prior approval of the Chair regarding any proposed expenditure if they are not certain as to whether such expenditure would be categorised as a Governor expense under this policy.
- 1.3 Prior approval of the Bursar should always be obtained in respect of any single expense in excess of £50.
- 1.4 As a general rule an expense will only be reimbursed upon the production of a valid receipt, ticket or bill to the Bursar.
- 1.5 Payment of expenses not yet incurred may be agreed by the [Bursar] where the amount of the expense is known in advance.
- 1.6 Decisions on any unusual expenses shall be minuted at the next Governing Body meeting.

2 TYPES OF EXPENSES THAT MAY BE CLAIMED

Travel expenses incurred on School business

- 2.1 Costs incurred by Governors in relation to travel by private vehicle shall be reimbursed according to the mileage rates set by HMRC for the time being.
- 2.2 Costs incurred by Governors in relation to travel by public transport shall be reimbursed upon production of the appropriate standard class receipt(s) or ticket(s).
- 2.3 If Governors are obliged to travel on a journey where the total round-trip mileage will exceed 100 miles, or for any overseas travel, the travel expenses must be approved in advance by the Bursar.
- 2.4 The cost of special transport for a Governor with a disability shall be reimbursed.

Food

- 2.5 The reasonable cost of meals taken while on School business shall be reimbursed up to a maximum of £10 per meal.

Communications

- 2.6 The cost of making any telephone calls on behalf of the School from a home land-line or from a mobile telephone shall be reimbursed on production of a logged record or telephone bill.



Training materials

- 2.7 The cost of buying training materials and publications relevant to Governorship shall be reimbursed provided such expenditure has been approved in advance by the Bursar.

Overnight accommodation

- 2.8 The cost of overnight accommodation incurred while on School business shall be reimbursed up to a maximum of £120 per night excluding meals.
- 2.9 Where accommodation is required the prior approval of the Bursar must be obtained.
- 2.10 The cost of overnight accommodation for spouses or partners of Governors who are not themselves travelling on School business shall not be reimbursed.

3 PAYMENTS WHICH SHALL NOT CONSTITUTE EXPENSES

- 3.1 Governors are not entitled to be paid:

- 3.1.1 compensation for loss of earnings whilst carrying out School business;
- 3.1.2 allowances; or
- 3.1.3 honoraria,

unless specific authority has been received from the Charity Commission.

4 PROCEDURE FOR CLAIMING EXPENSES

- 4.1 Governors are encouraged to file their expenses claims within one month of the expenses being incurred.
- 4.2 Expenses claims shall be made using an expenses claim form provided by the Bursar, accompanied by the appropriate receipts.
- 4.3 All expenses claim forms must be correctly filled out, signed by the claimant Governor and submitted to the School's Finance Department.
- 4.4 Approved expense claims will be paid from the School's funds to the bank account of the claimant Governor.
- 4.5 If an advance payment has been made, an expenses claim form and receipts should be submitted in the usual way.
- 4.6 If an expense exceeds the amount of any advance payment, the Governor who has incurred the additional expense shall be reimbursed for the balance on production of an appropriate receipt.
- 4.7 If an expense is lower than the amount of any advance payment, the Governor who has incurred the expense shall reimburse the School the excess balance.



5 WAIVER OF RIGHT TO REIMBURSEMENT

Governors are entitled to waive their right to reimbursement to all or part of an expense.

6 BURSAR – EXPENSES DUTIES

6.1 The Bursar's general duties in relation to expenses shall be as follows:

- 6.1.1 only to authorise the reimbursement of expenses which have been properly incurred in the course of School business;
- 6.1.2 where there is any doubt as to whether an expense claim is appropriate, to reach a decision in consultation with the Chair;
- 6.1.3 to reach decisions regarding the appropriateness of expense claims or proposed expense claims in a fair and transparent manner and to communicate that decision to the relevant Governor within a reasonable period of time;
- 6.1.4 to produce an appropriate expenses claim form to be used by Governors;
- 6.1.5 to process expense claims in a fair and efficient manner;
- 6.1.6 to keep accurate and up-to-date records of expense claims;
- 6.1.7 to provide the Finance and Resources Committee with expense claims records, receipts and any other details of expense claims as may be required;
- 6.1.8 to ensure that Governors are reimbursed for their expenses within a reasonable period of time, and where an advance payment has been authorised to ensure that this payment is made within a reasonable period of time;
- 6.1.9 to report any unusual expense claims expeditiously to the Finance and Resources Committee; and
- 6.1.10 to disclose to the School's accountants the total amount of Governor expenses, the nature of the various expenses and the number of Governors claiming expenses, or alternatively that the Governors have received no expenses.



FINANCE AND RESOURCES COMMITTEE - TERMS OF REFERENCE

1 OVERALL RESPONSIBILITY

To take delegated responsibility on behalf of the Governing Body for overseeing all financial and supporting functions of the School, working alongside the Bursar so as to ensure the School's short and long-term viability.

2 COMPOSITION, ATTENDEES AND QUORUM

2.1 Subject to the School's Constitution:

2.1.1 The Finance and Resources Committee (the **Committee**) will consist of not less than 3 members appointed by the Governing Body, all of whom must be Governors. Other members with appropriate skills and expertise (who need not be Governors) may be appointed to the Committee by the Governing Body.

2.1.2 The Committee Chair (the **Chair**) will be nominated by [the Chair of] the Governing Body. If no such Chair is elected, or, if at any meeting the Chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

2.1.3 The quorum is 2 Governors.

2.1.4 Any Governor not being a member of the Committee may attend a meeting of the Committee with the prior agreement of the Chair.

2.1.5 The Head, the Bursar and such other members of the senior leadership team as the Chair may require shall attend Committee meetings unless otherwise specified by the Committee.

2.1.6 The external auditors may be invited to attend one or more Committee meetings each year.

2.1.7 Questions arising at any meeting of the Committee shall be determined by a majority of votes of the Committee members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

2.1.8 The Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Governing Body.

2.2 Refer to the policy titled 'Governors' Principles of Delegation' for further details of the Governors' delegation to committees.

3 MAIN DUTIES: FINANCIAL

3.1 To work closely with the Bursar in discharging its financial duties.

3.2 To ensure that the School operates within the financial guidelines set out in current legislation, the School's Constitution] and by the Governing Body.



- 3.3 To ensure that the School's financial obligations are met, on behalf of the Governing Body.
- 3.4 To review regularly and advise the Governing Body on the appropriate regulatory framework within which the School must function, including ensuring adequate financial control and the application of accounting procedures required under charity [and company law]
- 3.5 To monitor and advise the Governing Body on the financial implications and operational risks arising from its decisions, especially its strategic and policy decisions.
- 3.6 To review longer term forecasts of capital resources and of income and expenditure, and to review and monitor financial trends within the education sector.
- 3.7 To formulate, for the Governing Body to approve and agree, and regularly to review and monitor a financial strategy that will help to achieve the School's objectives, as set out in the Governing Body's current strategic and business plans.
- 3.8 To advise on, scrutinise and evaluate a draft annual budget (to include any proposed fee increases and the annual staff pay award), leading to the recommendation for approval by the Governing Body, ensuring that it is compatible with and supports the School's objects and its strategic and business plans.
- 3.9 To consider and draft for the approval of the Governing Body strategic financial targets (e.g. an appropriate reserves policy, level of surplus, and percentage of staff costs to gross fees) and to monitor the School's adherence to those targets.
- 3.10 To work with the Head, the Bursar and other members of the senior leadership team to ensure that financial information is both accurate and presented in such a way that it facilitates good governance and management.
- 3.11 To consider regularly the School's management accounts and monitor performance against the approved budget and review schedules of expenditure
- 3.12 To scrutinise and evaluate regularly the School's current and forecast cash flow, covering the next 5 years, and to inform the Governing Body of any concerns and to work with the senior leadership team to respond accordingly.
- 3.13 To approve, within the delegated limits laid down by the Governing Body, emergency and unbudgeted expenditure.
- 3.14 To consider requests for emergency and unbudgeted expenditure above delegated limits and recommend these, as applicable, to the Governing Body.
- 3.15 To explore, within the criteria specified by the Governing Body, expenditure of a significant nature on new initiatives.
- 3.16 To review the School's level of borrowing and its borrowing facility arrangements.
- 3.17 To monitor fundraising activities and compliance with current fundraising regulations.
- 3.18 To advise the Governing Body on the School's policies on additional charges, fee concessions, discounts, scholarships and bursaries, and to advise on the level of tuition fees and additional charges for the next financial year.



- 3.19 To review the status of fee debtors and to advise the Governing Body on the application of the School's related recovery policy.
- 3.20 To advise the Governing Body on the performance of the School's investments portfolio (if any); and the overall rate of return-
- 3.21 To ensure that the Governors' Annual Report meets all legal and regulatory requirements and reflects good governance principles.
- 3.22 With regard to staff, to review and make recommendations to the Governing Body as to:
 - 3.22.1 whether it is appropriate, from a financial perspective, to create new posts or to reduce the number of staff;
 - 3.22.2 levels of remuneration and their periodic review;
 - 3.22.3 the financial status of the School's pension schemes; and
 - 3.22.4 the procedures for complying with existing employment legislation, and the implications (financial or otherwise) of proposed employment legislation.

4 MAIN DUTIES: RISK

- 4.1 To conduct a rolling risk management assessment.
- 4.2 To establish ad hoc working groups to carry out investigations and projects and make recommendations as required.

5 MAIN DUTIES: COMPLIANCE

- 5.1 To review and have regard to the relevant compliance regulations relating to standards in independent schools in consultation with the Education Committee where appropriate.
- 5.2 To review the adequacy and security of the School's arrangements for its Governors and staff to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
- 5.3 To review the School's procedures for detecting fraud.
- 5.4 To review the School's systems and controls in relation to data protection matters and to receive reports on non-compliance and any data breaches.
- 5.5 To review the School's systems and controls for the prevention of bribery and to receive reports on non-compliance.
- 5.6 To review the adequacy and effectiveness of the School's anti-money laundering systems and controls.
- 5.7 To review the adequacy of the School's compliance function.
- 5.8 To review and monitor School policies to the extent this function is not delegated to another Committee.



6 MAIN DUTIES: COMPLIANCE WITH INDEPENDENT SCHOOL STANDARDS

- 6.1 To review and have regard to the relevant regulations relating to standards in independent schools, [to be considered in consultation with the School's Curriculum Committee.
- 6.2 To review, monitor compliance with, and make recommendations to the Governing Body about the School's health and safety policies and arrangements, including but not limited to:
 - 6.2.1 the School's Health and Safety Statement;
 - 6.2.2 the fire risk policy and assessment, and fire procedures and arrangements;
 - 6.2.3 first aid policy;
 - 6.2.4 health and safety provisions for pupils, including arrangements for School trips;
 - 6.2.5 arrangements for disabled pupils; and
 - 6.2.6 administration of medication policy.

7 MAIN DUTIES: HEALTH AND SAFETY

- 7.1 To conduct reviews and scrutiny of the school's Health and Safety policies and procedures to ensure they are compliant with current regulations

8 MAIN DUTIES: CAPITAL BUILDING PROJECTS

To make recommendations to the Governing Body on capital building projects, including their scope, size, design, impact, energy efficiency and cost; the appointment of professional advisers and contractors; the monitoring of the project pre-completion; and the arrangements for bringing the building into use.

9 OTHER DUTIES

- 9.1 To review and advise the Governing Body on:
 - 9.1.1 the School's master estates plan which acts as the basis for recommending new capital projects that support the School's strategic plan;
 - 9.1.2 the School's planned maintenance programme;
 - 9.1.3 revenue and capital budgets to maintain the buildings and estate to the required standard;
 - 9.1.4 security measures within the School's buildings and estate;
 - 9.1.5 cost effective supply and consumption of utility services;
 - 9.1.6 the School's lettings policy and the marketing of School assets for hire;
 - 9.1.7 the School's relationships with local planning authorities and related agencies; and



REPORTING AND REVIEW

- 9.2 The Committee shall ensure that all acts and proceedings of the Committee, including minutes of all Committee meetings, are reported to the Governing Body promptly and as a minimum on a termly basis or as required by the Governing Body. Where appropriate, acts and proceedings of the Committee should be reported to the Governing Body as soon as immediately practical.
- 9.3 The Committee shall review annually its terms of reference and its own effectiveness and recommend any changes to the Governing Body.



REMUNERATION COMMITTEE TERMS OF REFERENCE

9.4 OVERALL RESPONSIBILITY

- 9.4.1 To be responsible for overseeing the remuneration of the Head and senior leadership team.
- 9.4.2 This shall include oversight of such of the following as may be relevant:
- (a) salary;
 - (b) performance related salary;
 - (c) bonus scheme;
 - (d) pension;
 - (e) holiday entitlement;
 - (f) private medical cover;
 - (g) accommodation;
 - (h) car/transport allowances; and
 - (i) all other taxable and non-taxable allowances.
- 9.4.3 Oversight and annual review of staff remuneration including "cost of living" and spinal point progression

9.5 COMPOSITION, ATTENDEES AND QUORUM

- 9.5.1 Subject to the School's Constitution:
- (a) The Remuneration Committee (the **Committee**) will consist of not less than 3 members appointed by the Governing Body, all of whom must be Governors. The Chair of the Finance Committee will be an ex-officio member. Other members with appropriate skills and expertise (who need not be Governors) may be appointed to the Committee by the Governing Body.
 - (b) The Committee Chair (the **Chair**) will be nominated by [the Chair of] the Governing Body. If no such Chair is elected, or, if at any meeting the Chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
 - (c) The quorum is 3 Governors.
 - (d) Any Governor not being a member of the Committee may attend a meeting of the Committee with the prior agreement of the Chair.
 - (e) The Head, Bursar and such other members of the senior leadership team as the Chair may require shall attend Committee meetings unless otherwise specified by the Committee.
 - (f) Questions arising at any meeting of the Committee shall be determined by a majority of votes of the Committee members present, and in the case of an equality of votes the Chair shall have a second or casting vote.



- (g) The Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Governing Body.

9.5.2 Please refer to the policy titled ‘Governors’ Principles of Delegation’ for further details of the Governors’ delegation to committees.]

9.6 MAIN DUTIES

9.6.1 To regularly review the School’s remuneration policy and ensure compliance with any relevant directions.

9.6.2 To ensure that staff remuneration is within the overall annual budget agreed by the Governing Body.

9.6.3 To advise on and oversee appropriate contractual arrangements for the Head and Bursar/Clerk to the Governors including arrangements for termination of employment and the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.

9.6.4 To take note of such of the following as are relevant in deciding on their recommendations:

- (a) the staff member’s latest performance review report;
- (b) the achievement of agreed targets;
- (c) where the Chair of the Governing Body has not conducted the latest review of the Head or Bursar, their oral views on their performance in the last year;
- (d) the views of the Head on the performance of the Bursar; and
- (e) other evidence or reports that may inform Committee members, for example:
 - (i) significant professional development that enhances that individual’s career profile and benefits the School;
 - (ii) letters of congratulation or complaint from external sources;
 - (iii) press and media reports;
 - (iv) ambassadorial work such as committee membership of an Independent Schools Council association, or acting as a reporting inspector for the Independent Schools Inspectorate;
 - (v) active participation in and promotion of the School’s commitment to the delivery of public benefit through partnership activities or similar; or
 - (vi) the management of a one-off event that required a time and skill commitment well in excess of the extant job specification.

9.7 REPORTING AND REVIEW

9.7.1 The Committee shall meet annually and ensure that all acts and proceedings of the Committee, including minutes of all Committee meetings, are reported to the



Governing Body promptly. Where appropriate, acts and proceedings of the Committee should be reported to the Governing Body as soon as immediately practical.

- 9.7.2 The Committee shall review annually its terms of reference and its own effectiveness and recommend any changes to the Governing Body.
- 9.7.3 Given the confidential nature of the Committee's business, all reports shall be made to the Governing Body only and not also to the senior leadership team. Reports may be made orally.



EDUCATION COMMITTEE TERMS OF REFERENCE

1 OVERALL RESPONSIBILITY

To take delegated responsibility on behalf of the Governing Body to monitor and review the agreed academic, curricular and pastoral provision of the School and make recommendations as appropriate to the Governors.

2 COMPOSITION, ATTENDEES AND QUORUM

2.1 Subject to the School's Constitution:

2.1.1 The Education Committee (the **Committee**) will consist of not less than 3 members appointed by the Governing Body, all of whom must be Governors. Other members with appropriate skills and expertise (who need not be Governors) may be appointed to the Committee by the Governing Body.

2.1.2 The Committee Chair (the Chair) will be nominated by the Chair of the Governing Body. If no such Chair is elected, or, if at any meeting the Chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

2.1.3 The quorum is 2 Governors.

2.1.4 Any Governor not being a member of the Committee may attend a meeting of the Committee with the prior agreement of the Chair.

2.1.5 The Head and such other members of the senior leadership team as the Chair may require shall attend Committee meetings unless otherwise specified by the Committee.

2.1.6 Questions arising at any meeting of the Committee shall be determined by a majority of votes of the Committee members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

2.1.7 The Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Governing Body.

2.2 Please refer to the policy titled 'Governors' Principles of Delegation' for further details of the Governors' delegation to committees.

3 MAIN DUTIES

3.1 To monitor and oversee the School's compliance with the educational and pastoral aspects of the regulations relating to standards in independent schools.

3.2 To consider the plans drawn up by the Head to deliver the agreed educational provision and to ensure that all strategic issues are properly addressed and capable of resourcing, having particular regard to:



- the School's ethos and aims;
- the School's educational character;
- the size of the School and the staffing required to deliver the curriculum effectively;
- the School's admissions policy;
- the School's policies in relation to bursaries and scholarships;
- the overall level of resources made available for the teaching and learning process;
- the School's co-curricular, extra-curricular and pastoral provision;
- the School's scheme of work for PSHE;
- the introduction and removal of subjects from the School's existing provision;
- the quality of teaching and learning at the School, including academic performance and public examination results;
- the School's staff performance, appraisal and development processes designed to improve the quality of teaching and learning;
- pupil progression and achievement;
- the School's provision for pupils with special educational needs, disabilities, or for whom English is a second language, and for the gifted and talented;
- the School's child protection policies and procedures, including the statutory review of such processes and the School's safeguarding culture;
- the School's policies on the use of IT and social media;
- the School's policies on behaviour, bullying, discipline, sanctions and exclusion; and
- the School's complaints procedure, including the number of formal complaints in the past year.

3.3 To take such steps as may be necessary to implement such of its recommendations as are approved by the Governing Body.

4 REPORTING AND REVIEW

4.1 The Committee shall ensure that all acts and proceedings of the Committee, including minutes of all Committee meetings, are reported to the Governing Body promptly and as a minimum on a termly basis, or as required by the Governing Body. Where appropriate, acts and proceedings of the Committee should be reported to the Governing Body as soon as immediately practical.

4.2 The Committee shall review annually its terms of reference and its own effectiveness and recommend any changes to the Governing Body.



NOMINATED SAFEGUARDING GOVERNOR TERMS OF REFERENCE

1 OVERALL RESPONSIBILITY

- 1.1 Section 157 of the Education Act 2002 places a duty on governing bodies to ensure that suitable provision is made to safeguard and promote the welfare, health and safety of pupils. Statutory guidance sets out that a school should have a governor who understands the requirements of the safeguarding guidance and legislation and who advises the board accordingly. The Governors have therefore nominated the Safeguarding Governor to this role, as well as to ensure there are appropriate safeguarding procedures at the School and to champion best practice.
- 1.2 The Safeguarding Governor will work with the School's Designated Safeguarding Lead (**DSL**) and will also act as a point of contact for School staff in the first instance should there be need to escalate a safeguarding concern to Governor level.
- 1.3 The Governing Body recognises that it maintains overall responsibility for the safety of everyone that comes into contact with the School, as well as ensuring that all School staff and volunteers are provided with adequate safeguarding training. The Safeguarding Governor should therefore ensure that alongside the duties set out in this policy, safeguarding remains a priority with sufficient Governing Body time being applied to this area.

2 THE SAFEGUARDING GOVERNOR

- 2.1 The Governors recognise that appointing a Deputy Safeguarding Governor is best practice. This ensures that there is always a Governor available to address safeguarding concerns and that there is a clear succession plan.

3 DUTIES

- 3.1 To produce and undertake appropriate Governor training so that the Governing Body may fully understand its role.
- 3.2 To regularly monitor and evaluate the School's safeguarding procedures [and policy] to ensure they remain fit for purpose and in line with current legislation, guidance and best practice and to report to the Board on any necessary amendments.
- 3.3 To ensure that the School has met its statutory duties (under Section 157 the Education Act 2002) by overseeing annual safeguarding audits and by ensuring that any weaknesses identified are rectified by the School without delay through the execution of an action plan.
- 3.4 To monitor and evaluate the School's safer recruitment procedures and staff behaviour policy/code of conduct.
- 3.5 To monitor and evaluate the Single Central Register (SCR) annually and sign it, or more frequently on occasions where staff turnover is high.



- 3.6 To ensure that the School appoints a DSL for child protection who is a member of the senior leadership team and who has undertaken appropriate training.
- 3.7 To ensure that the DSL role is clearly defined in the role holder's job description and that the DSL receives refresher training at prescribed intervals.
- 3.8 To monitor and ensure that all School staff, including temporary staff and volunteers, are provided with the School's safeguarding policy/child protection policy/staff behaviour policy/code of conduct
- 3.9 To monitor and ensure training is implemented for all School staff and volunteers to ensure they meet statutory requirements.
- 3.10 To ensure that all staff receive information on induction about the School's safeguarding arrangements, staff behaviour policy / code of conduct and the role of the DSL.
- 3.11 To ensure there are appropriate measures and procedures in place including the whistleblowing policy to ensure staff feel able to escalate and report safeguarding concerns to the DSL, senior leadership team, or to the Safeguarding Governor or Deputy.
- 3.12 To monitor and evaluate the School's procedures for dealing with allegations of abuse and ensure these are in line with statutory requirements and are effective.
- 3.13 To ensure that the Governors' make appropriate disclosures of actual or alleged safeguarding incidents to the relevant bodies including the Local Authority Designated Officer (LADO), the police and the Charity Commission, as necessary.
- 3.14 In conjunction with the DSL and Education Committee monitor and evaluate the School's online safeguarding procedures and the provision of relevant training.

4 ACTING IN AN EMERGENCY

- 4.1 Should there be an occasion when there is an urgent safeguarding issue which requires a Governor to become involved, the Safeguarding Governor shall have the authority to manage the situation internally with the DSL and senior leadership team but shall report all such action [weekly] to the Governing Body and on each occasion seek continued authority to proceed.
- 4.2 However, the Safeguarding Governor does not have the authority to bind the Governing Body externally and therefore should there be a need to report matters to external bodies, regulators or agencies, the Safeguarding Governor will make recommendations to the Governing Body for its collective approval.

5 REPORTING AND REVIEW

The Safeguarding Governor will keep the Governing Board up to date with their work through regular termly written reports. However, in the event of a safeguarding incident, whether alleged or actual, the Safeguarding Governor shall provide more regular updates, as necessary for the Governing Body.

NOMINATED SPECIAL EDUCATIONAL NEEDS (SEN) GOVERNOR TERMS OF REFERENCE

6 OVERALL RESPONSIBILITY

- 6.1 The SEN Governor will work with the School's Special Educational Needs Co-ordinator (SENCo) and will also act as a point of contact for School staff in the first instance should there be need to escalate a SEN/IN concern to Governor level.
- 6.2 The Governing Body recognises that it maintains overall responsibility for the safety of everyone that comes into contact with the School, as well as ensuring that all School staff and volunteers are provided with adequate training.

7 THE SAFEGUARDING GOVERNOR

- 7.1 The Governors recognise the importance of the SEN Governor and therefore, should they not be available the Chair will temporarily take any issues or concerns directly.

8 DUTIES

- 8.1 To produce and undertake appropriate Governor training so that the Governing Body may fully understand its role.
- 8.2 To regularly monitor and evaluate the School's SEN/IN delivery, offer and procedures [and policy] to ensure they remain fit for purpose and in line with current legislation, guidance and best practice and to report to the Board on any necessary amendments.
- 8.3 To ensure that the School appoints a SENCo who has direct access to a member of the senior leadership team and who has undertaken appropriate training.
- 8.4 To ensure that the SENCo role is clearly defined in the role holder's job description and that the SENCo receives refresher training at prescribed intervals.
- 8.5 To monitor and ensure training is implemented for all School staff and volunteers to ensure they meet statutory requirements.

9 REPORTING AND REVIEW

The SEN Governor will keep the Governing Board up to date with their work through annual written reports. However, in the event of a specific requirement, the SEN Governor shall provide more regular updates, as necessary for the Governing Body.



PERFORMANCE REVIEW POLICY

1 INTRODUCTION

- 1.1 This policy outlines the basis of the School's annual review of the performance of the Governing Body and of each committee, as well as the review of the performance of individual Governors.
- 1.2 The purpose of performance reviews is to provide an opportunity for the Governing Body, each committee and individual Governors to reflect on their overall performance.
- 1.3 It is essential for the good governance and reputation of the School that the Governing Body, committees and individual Governors review their performance regularly to ensure they are fulfilling their respective roles and are not distracted either by poor practices and/or processes or by matters which have been or should be delegated to management.

2 GOVERNING BODY ANNUAL REVIEWS

The Governing Body will conduct an annual review of its performance through self assessment and a individual skills audit.

3 COMMITTEE ANNUAL REVIEWS

- 3.1 The Chair of each committee will include an agenda item in one meeting each financial year which will provide time to assess the committee's annual performance.
- 3.2 The matters to be discussed at each of the designated committee meetings will cover the following areas:
 - 3.2.1 the general running of the committee and current committee composition (including current range of skills and whether any skills gap is identified);
 - 3.2.2 the relationship between the Governing Body and the committee, including a review of the levels of delegated authority and the relevant terms of reference;
 - 3.2.3 the relationship between the committee and the senior leadership team, including a review of the levels of delegated authority;
 - 3.2.4 how the workings of the committee can be made more efficient and effective in furtherance of the School's objects and strategy;
 - 3.2.5 the suitability of agenda items and supporting papers;
 - 3.2.6 the use of committee members' time and preparation for meetings;
 - 3.2.7 the ability of committee members to focus on strategic matters;
 - 3.2.8 conflicts of interests and procedures for managing conflicts; and
 - 3.2.9 the length of meetings.



4 INDIVIDUAL GOVERNOR REVIEWS

- 4.1 The purpose of the individual Governor performance reviews is to enable each Governor to reflect on their own role and performance and to provide an opportunity for each Governor individually to reflect on the performance of the Governing Body as a whole as well as any committees on which they sit. The review, which will take the form of an informal discussion with the Chair, is also an opportunity for each Governor to have an opportunity to voice any concerns or suggestions for improvement in any particular area.
- 4.2 Individual Governor reviews are to be arranged by the Chair regularly in such manner as the Chair considers appropriate, and in any case before a Governor is due to be considered for re-election.

5 OUTCOME OF REVIEWS

- 5.1 All Governors/committee members should actively participate in reviews.
- 5.2 In the event that a review highlights areas in which performance can be improved, each Governor/committee member shall endeavour to take such action as appropriate as may be directed by the Chair of the Governing Body or relevant committee.
- 5.3 Each Governor should endeavour to attend and take an active part in any Governor training or other training which they may be requested to attend.
- 5.4 If a Governor/committee member refuses to participate in a review procedure or to take such steps as may reasonably be requested by the Chair as a result of the review, this may result in procedures being put in motion which may lead to a Governor or committee member being asked to resign from the Governing Body or relevant committee. In such a case the Governor/committee member will have an opportunity to be heard. However, in the event that a Governor/committee member is asked to resign, they should accept the majority decision and resign at the earliest opportunity.



RISK ASSESSMENT POLICY

1 INTRODUCTION

- 1.1 The purpose of this high level document is to record the Governing Body's key obligations with regard to risk, to outline its approach to reviewing and assessing the risks faced by the School in all areas of its work, and to plan for the management of those risks.
- 1.2 The Governing Body acknowledges that the senior leadership team will have in place detailed procedures relating to risk management in the context of the School's day-to-day operations. In contrast, this policy sets out the parameters for the School's overarching risk management procedures, and the Governors' oversight of these.

2 THE GOVERNING BODY'S KEY OBLIGATIONS WITH REGARDS TO RISK

- 2.1 The Governing Body acknowledges that the responsibility for the management and control of the School rests with them, and as such their involvement in key aspects of the risk management process is essential, particularly in setting the parameters of the process and reviewing its results.
- 2.2 Where the School is legally required to produce audited accounts, the Governors are required to make a statement in the accompanying Governors' Annual Report confirming that they have 'given consideration to the major risks to which the School is exposed and satisfied themselves that systems or procedures are established in order to manage those risks'.

3 ANALYSING KEY RISKS

- 3.1 With regards to each key risk, the Governing Body should identify:
 - 3.1.1 the likelihood of its occurrence (low, medium or high);
 - 3.1.2 the severity of its impact (low, medium or high);
 - 3.1.3 steps that can be taken to mitigate those risks;
 - 3.1.4 whose responsibility it is to monitor the risk (for example, the Bursar, the Head, a relevant committee or the Governing Body), and appropriate monitoring procedures; and
 - 3.1.5 how often the risk should be reviewed (for example, it may be an ongoing agenda item at committee meetings, or could be reviewed annually by a committee or the Governing Body).



4 IDENTIFYING AND MANAGING RISKS

Governance Risks

4.1 The Governing Body has identified that the key risks for the School in this area include:

- 4.1.1 Lack of direction, strategy and forward planning within the School.
- 4.1.2 Lack of a relevant skills mix amongst the Governing Body, leading to poor decision-making and a failure to identify all relevant potential risks (e.g. financial or legal risks) faced by the School.
- 4.1.3 Lack of independence amongst the Governing Body.
- 4.1.4 Unexpected loss of key Governor(s) or the Chair, which could affect the skills mix amongst Governors and hinder the Governing Body's ability to operate effectively.
- 4.1.5 Poor reporting from staff members and committees to the Governors (in relation to accuracy, timeliness and relevance), which could result in poor decision-making as a result of inadequate information.

4.2 Key risk management measures include:

- 4.2.1 Ongoing review of a strategic plan which sets out the School's key aims, objectives and policies.
- 4.2.2 Ensuring mechanisms are in place to deal with potential conflicts of interest.
- 4.2.3 Implementation of a succession plan, notice periods and handover measures, and suitable recruitment processes for Governors.
- 4.2.4 Adoption of a Governor skills matrix, recruitment against that matrix, and the provision of training to Governors where a lack of expertise has been identified.

Compliance risks

4.3 The Governing Body has identified that the key risks for the School in this area include:

- 4.3.1 Failing/poor performance in a School inspection.
- 4.3.2 Failure to comply with legislation and regulations, including safeguarding and Health and Safety requirements.
- 4.3.3 Acting in breach of the School's Constitution, leading to possible regulatory action.
- 4.3.4 Failure to satisfy regulatory reporting requirements.
- 4.3.5 Taxation issues, including unexpected and unbudgeted changes to tax legislation, requiring unexpected expenditure by the School.



4.4 Key risk management measures include:

- 4.4.1 Seeking professional advice where appropriate.
- 4.4.2 Ensuring that all Governors have an up-to-date version of the School's Constitution and governance policies.
- 4.4.3 Identifying and agreeing compliance procedures and the allocation of responsibilities.

Financial risks

4.5 The Governing Body has identified that the key risks for the School in this area include:

- 4.5.1 Income source dependency, i.e. a dependency entirely on income from fees, which may lead to the School's operations being compromised by an unforeseen drop in pupil numbers.
- 4.5.2 Determining and implementing an appropriate reserves policy, in order to ensure liquidity (to cover any unplanned expenditure) and that the School is able to meet commitments and planned objectives.
- 4.5.3 Cash flow sensitivity, which may impact on the School's ability to meet its commitments, its liquidity, and its operational activities.
- 4.5.4 Fundraising in compliance with legal and regulatory requirements.
- 4.5.5 Fraud or error.

4.6 Key risk management measures include:

- 4.6.1 Diversifying the Schools' revenue e.g. by letting the School's facilities.
- 4.6.2 Maintaining a reserves policy, taking into account financial and operating risks.
- 4.6.3 Producing cash flow projections.
- 4.6.4 Ensuring regular financial reporting, including reporting on trends in pupil numbers.
- 4.6.5 Reviewing and developing financial control procedures.

Management and operational risks

4.7 The Governing Body has identified that the key risks for the School in this area include:

- 4.7.1 Failure to document the adoption of proper procedures and decision-making processes, leading to actions being taken without proper authority or without adherence to School policies and procedures.
- 4.7.2 IT and data protection risks, such as loss/corruption of data, breach of data protection law, and lack of appropriate systems management, leading to reputational harm and regulatory fines by the Information Commissioner's Office.



- 4.7.3 Incurring non-charitable expenditure, leading to reputational harm, loss of the School's tax-exempt status, and a potential breach of trust.
 - 4.7.4 Loss of key staff, and subsequent operational impact on the School.
 - 4.7.5 Staff members bringing legal claims against the School, leading to poor publicity and litigation expenses and damaging the School's relationship with its remaining staff.
 - 4.7.6 The School is unable to ensure the proper safety and protection of pupils, staff and volunteers.
- 4.8 Key risk management measures include:
- 4.8.1 Auditing and reviewing systems (for example, data systems).
 - 4.8.2 Ensuring proper documentation of policies and procedures.
 - 4.8.3 Obtaining specialist investment advice.
 - 4.8.4 With regard to staff, implementing succession planning, notice periods and handover measures, and a suitable recruitment process.
 - 4.8.5 Ensuring a complaints procedure is in place to handle staff grievances.
 - 4.8.6 Educating the School's senior leadership team about key HR issues.
 - 4.8.7 Implementing and regularly reviewing safer recruitment, safeguarding, complaints and whistleblowing policies and procedures to ensure they are effective and applied in practice.

Environmental and external risks

- 4.9 The Governing Body has identified that the key risks for the School in this area include:
- 4.9.1 Public perception or adverse publicity, and the subsequent impact on the pupil base and the School's relationships with partners.
 - 4.9.2 Political risks, such as a significant change in the legislation governing English charities in general, or independent schools specifically.
 - 4.9.3 Financial risks, for example a change in legislation in relation to business rates reliefs, the Teachers' Pension Scheme or VAT.
- 4.10 Key risk management measures include:
- 4.10.1 Scenario planning to deal with alternative regulatory and/or political scenarios.
 - 4.10.2 Reviewing the School's literature and website, and ensuring high quality and transparent recording of the School's activities and finances (for example, in the publicly available Governors' Annual Report).
 - 4.10.3 Developing a media strategy, e.g. a strategy as to who is authorised to speak to the media on the School's behalf.
 - 4.10.4 Ensuring an appropriate complaints procedure is in place.



GUIDANCE NOTES FOR THE ST CHRIS GOVERNANCE MANUAL

Policy No.	Policy/Guidance document title	Policy/ Guidance document paragraph	Page No.	Guidance Note
3	Governor Recruitment and Induction Policy	1.2	8	This policy should be read in conjunction with the information in the New Governors section of the AGBIS website.
		2.1.2	8	The School's Constitution may include provisions as to the composition of the Governing Body (for example, it may require a set number of Governors to be nominated by the parent body). The appointment of Governors and the School's Governor induction practices will need to adhere to any such constitutional requirements. It should be noted that it is only possible for a member of the School's staff to be appointed as a Governor if there is an express requirement in the School's Constitution for a 'staff Governor' or if the School has obtained the prior consent of the Charity Commission.
3	Governor Recruitment and Induction Policy Annex 1: Template Governor Letter	N/A	11	This list is taken from the Charity Commission's trustee eligibility declaration, and is up-to-date as of the September 2020 version of the Governance Manual. Please ensure that it is still up-to-date before issuing to prospective Governors.
		N/A	11	The attached declaration is taken from HMRC's website and is up-to-date as at the date of the Governance Manual. Please ensure that it is still up-to-date



				<p>before issuing to prospective Governors.</p> <p>HMRC has indicated that, by requiring charity trustees to declare that they are a 'fit and proper person', HMRC is less likely to disapply a charity's entitlement to tax relief in the event that HMRC determines that one (or more) of the charity's managers is not a fit and proper person.</p> <p>Completion of the form is not an HMRC requirement (and nor do they expect charities to submit the form) but it is recommended good practice.</p>
4	<p>Governors' Role and Responsibilities</p> <p>Annex 2: Key Ongoing Reporting and Compliance Requirements</p>	3.7	24	<p>Where the School has a wholly owned subsidiary, the School will be a Person with Significant Control of the subsidiary and should ensure it is recorded as such.</p>
6	<p>Chair's Role and Responsibilities</p>	2.2	37	<p>The School's Constitution is likely to include provisions as to the appointment of a Chair and their term in office and the suggested provision at this paragraph will need to be reviewed in light of the School's Constitution and amended as necessary to ensure that it does not conflict with the School's Constitution. If your School's constitution provides for a Vice-Chair this policy should be adapted to include any specific responsibilities which may be delegated to the Vice-Chair.</p>
7	<p>Governors' Principles of Delegation</p> <p>Annex: Delegation to Committees</p>	4.3	44	<p>The School's Constitution may state a minimum number of members of each committee and may also specify the minimum number of Governors (as opposed to non-Governors) on the committee. The figures in these paragraphs will need to comply with any such constitutional requirements.</p>



9 - 13	All Committee Terms of Reference (save for Safeguarding Governor Terms of Reference)	2.1	50-64	It will be necessary to refer to the School's Constitution, which may include detailed provisions as to the composition etc. of committees.
		2.1.1	50-64	Some schools may determine it appropriate, if permitted under the School's Constitution, to appoint a non-Governor to a committee in order to fill a particular skill/ experience gap. That member, like all other members, must work within the committee's terms of reference and not exceed the limits of their delegated authority, bearing in mind that if they took on the full responsibilities of a Governor they would risk being deemed to be a trustee under charity law, and (if the School is a company) a shadow company director.
		2.1.3	50-64	We would expect the requisite quorum for a committee meeting to be consistent with the quorum required for the Governing Body under the School's Constitution.
9	Finance & Resources Committee Terms of Reference	N/A	50	<p>If the School does not have a separate Audit, Risk and Compliance Committee, the School may determine it appropriate for these template Terms of Reference to be updated to include some of the matters dealt with under the template Audit, Risk and Compliance Committee Terms of Reference.</p> <p>The Remuneration Committee Terms of Reference are annexed to these template Terms of Reference to acknowledge that the Remuneration Committee is often a sub-committee of the Finance Committee.</p>



9	Finance & Resources Committee Terms of Reference	2.1.6	50	If the School does not have an Audit, Risk and Compliance Committee then it would be advisable to replace the reference to 'may' with 'shall'.
9	Finance & Resources Committee Terms of Reference	4	52	There are a range of other duties (for example, in relation to risk, health and safety and capital expenditure) which, if not dealt with by any other committee (for example by an Audit, Risk and Compliance Committee, an Estates Committee or an Education Committee) would be dealt with by this committee. In those instances, the relevant duties should be extracted from the relevant model terms of reference and included at this paragraph.
9	Finance & Resources Committee Terms of Reference Annex 1	N/A	52	If the School does not have a separate Finance Committee then it is possible to adapt the Investment Policy Statement so that it is directly applicable to the Governing Body.
9	Finance Committee Terms of Reference Annex 1	5.1.1	52	Governors must consult the School's Constitution to determine it has the power to appoint investment managers before adopting the Investment Policy Statement.
9	Finance & Resource Committee Terms of Reference Annex 1	6.2	53	The level of detail included in this paragraph may not be appropriate to all schools and Governors should discuss placement of investments with the School's investment managers.



14	Nominated Safeguarding Governor Terms of Reference	N/A	60	These terms of reference should be considered carefully alongside the School's wider safeguarding policies and procedures which it should have in place to comply with education and charity regulatory requirements.
15	Performance Review Policy	2 & 4.2	63 & 64	The Charity Governance Code (as at the date of the publication of the Governance Manual) recommends that larger charities conduct an annual review of the performance of individual trustees and an external evaluation of the Governing Body every three years (and that external review could be carried out either by AGBIS or another provider). Schools may wish to update the model policy to take account of this guidance.
18	Risk Assessment Policy	2.2	65	Only schools whose income is above the threshold for mandatory audit or independent examination of their accounts are obliged to publish the Governors' Annual Report.