

## Gildredge House Governance Structure and Terms of reference

### Governance Structure

It was decided at the Full Governing Board meeting on the 29 January 2020 to return to the two committee structure in practise before May 2017.

The decision was made by the Board in order to ensure that items were scrutinised in greater depth at the committee stage and then brought to the Full Governing Board for ratification (where necessary).

The TOR of the Admissions committee remains separate and as stated in this document below. The work of the governing board may include the use of working groups to explore certain areas and these groups report directly to the Full Governing Board.

This structure to be reviewed annually at the first meeting of the academic year.

Strategic governance requires Governors who demonstrate shared responsibility for support and challenge for the school leadership team and who also recognise that they themselves are part of that leadership team. Governance and leadership needs to blend into a powerful force for school improvement and high student outcomes.

The Board of Governors and its committees are responsible for the strategic leadership of the school in partnership with the Head Teacher and Senior Leadership Team (SLT). The Board of Governors and its committees should also focus specifically on the progress the school is making on each of its priorities and those identified by Ofsted. The Board of Governors sets the strategic direction and objectives of the school. It also monitors performance against agreed targets and performance indicators, ensuring that the school provides a “high quality and effective learning experience for all learners”.

We aspire to be governors who will be passionate about teaching and learning, knowledgeable about schools and national standards and dedicated to raising the educational achievement of children and young people. Successful governance requires a balanced mix of skills, knowledge and experience that is directed effectively to ensure the work of the Board of Governors is equally shared by all governors. To ensure individual governors are empowered to actively participate in governance they must have up to date knowledge, the right skills and remain motivated to gain the experience that can only be gained with the passage of time.

Through our Governance Structure and Terms of Reference we are aiming for an effective Board of Governors that:

- has appropriate skills and is able to set up operational structures and put procedures in place to ensure the school is being run effectively
- has a corporate responsibility and at all times acts in good faith
- takes advantage of greater autonomy to make decisions and act independently, holding the academy trust to account to ensure that educational standards are raised as a feature of continuous school improvement
- is accountable to the EFA, the Secretary of State, and Ofsted and is registered with Companies House.

The Board of Governors at Gildredge House will consist of a minimum of 7 and maximum of 10 governors appointed by the Members. In addition 2 parent governors elected by the parents/carers, a maximum of 2 staff governors elected by the staff, and ex officio the Head Teacher. The Board may also appoint additional

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co-opted governors and associates to support the work of the Committees and Board as and when required. The Board currently has other committees and their terms of references are outlined in this document.

We aim to ensure that there is an appropriate level of knowledge, experience, skills and abilities within the Board of Governors with the emphasis being on an effective and strategic Board.

This document has been compiled with reference to the statutory requirements outlined in the Governors' Handbook together with the Articles of Association of Gildredge House Free School. The Articles of Association stand as the defining legal model of terms.

**For additional information on effective governance, Leadership and Management -see appendices 3 & 4**

### **Board of Governors Terms of Reference**

1. To agree constitutional matters, including where the Board of Governors has discretion
2. To recruit new governors as vacancies arise and co-opt governors and associates as required.
3. To hold at least three meetings a year, with a quorum of one half of the number of governors in post
4. To appoint or remove the Chair or Vice Chair
5. To appoint or remove the Head Teacher
6. To appoint or remove the Head Teacher as Accounting Officer
7. To appoint or remove, in conjunction with the Head Teacher, members of the SLT
8. To appoint or remove the Clerk to the Board of Governors
9. To appoint or remove Auditors
10. To appoint the Head Teacher's Performance Review external adviser
11. To suspend any member of the Board if the need arises
12. To establish the committees of the Board and their terms of reference
13. To decide which functions of the Board will be delegated to committees, groups or individuals
14. To receive reports from any committee or individual to whom a decision has been delegated and to consider whether any further action by the Board is necessary
15. To have procedures in place for handling complaints of a general nature and to publicise these
16. The Chair of governors and the Head Teacher will be ex-officio members of all standard committees
17. To approve the first formal budget plan of the financial year
18. To approve the annual accounts and ensure submission to EFA and Companies House within required deadlines.
19. To review and approve the Additional Learning Needs (SEND) policy, and to delegate to a committee or individual governor, the review and approval of all other policies
20. Developing policy and strategic planning, including setting targets to deliver continued quality improvement

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21. Ensuring highly effective school management and administration
22. Ensuring full compliance with legal requirements
23. Ensuring and maintaining a transparent system of prudent and effective internal controls
24. Managing the school's financial, human and other resources
25. Monitoring performance and the achievement of key strategic objectives
26. Helping the school be responsive to the needs of parents/carers and the wider community
27. Setting the school's standards of conduct and values
28. Assessing and managing risk

Certain items cannot be delegated to either a committee or an individual, such as the review and approval of SEN policy.

**Disqualification** - The following functions **CANNOT** be delegated to an **individual**:

Functions relating to:

- The approval of the first formal budget plan of the financial year
- School discipline policies
- Exclusions of students (except in an emergency when the Chair has the power to exercise these functions)
- Admissions

**Pecuniary interest** - No governor may participate in discussions leading to recommendations / decisions in which he / she has a pecuniary interest.

### Strategic Planning Group

**Aim:** When deemed necessary by the Board a strategic planning group can be appointed to work closely with the Head teacher and senior leaders of the school to develop strategy leading to school improvement

It is intended that this group may more effectively determine:

- Strategic issues that will inform the work/agendas of the Full Board of Governors.
- Management or operational issues that will inform the work of the school's Senior Leadership Team

### Terms of Reference:

- To oversee arrangements for governor involvement in formulating and monitoring the SDP and the SEF

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- To be available and respond to matters of particular difficulty, sensitivity or emergency and offer advice to the Head Teacher
- To undertake any tasks delegated to them by the Board of Governors
- To meet as the lead governors with SLT as the Leadership and Management group with the remit of evaluating the SDP and contributing to strategic planning
- To discuss PP funding and allocation
- To discuss the risk register
- To discuss governors monitoring visit schedule and strategy

**Quorum - Whilst this is not a committee and does not therefore have formal minutes or quorum requirements it is recommended that a minimum of 3 people are in attendance who are not employed at the school. (The group can determine higher number)**

Membership: Chair of Governors, Vice Chair of Governors, the Chairs of Education, Enterprise and Admissions, the Head Teacher and members of the SLT.

These lead governors have a more strategic and co-ordinating role and can add greatly to the effectiveness of the work of the Board of Governors as a whole. Membership may also include other lead/senior governors as determined by the governors on the SPG.

### **Committees**

#### **Responsibilities shared by all committees.**

#### **The following terms of reference apply to all committees**

1. To make such decisions as are delegated to the committee by the Board of Governors
2. To disclose any declarations of interests at the beginning of each meeting (standard agenda item to be minuted)
3. To report (via minutes) to the Board of Governors on those areas within their remit
4. To monitor the school's progress against the relevant Ofsted priority and compliance with any statutory directives
5. To ensure that the committee and its members do not involve themselves in the day to day management of the school, which is the responsibility of the SLT
6. To ensure that strategies to improve the areas of responsibility of the committee or to address any issues are detailed in the School Development Plan
7. To contribute to the review of the SDP and to monitor the relevant areas of the SDP
8. To participate in the strategic leadership of the school and to contribute to the development and review of school policies

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9. To make recommendations to the Board to establish exceptional working arrangements (“Working Groups”) where particular circumstances arise e.g. a working group to oversee a building project
10. The information needed for the committee to carry its work is specified in the attached schedule and committee members should normally not require the school to produce extra documentation

### The role of Committee Chairs

- To ensure the business of the committee is conducted properly, in accordance with legal requirements.
- To ensure meetings are run effectively, focussing on priorities and making the best use of time available, and to ensure that all governors have an equal opportunity to participate in discussion and decision-making.
- To attend meetings of the Strategic Planning Group when necessary

### A. Constitution of all committees

1. Each committee shall consist of not less than three members of the Board of Governors
2. Committees may include Associates appointed by the Board provided that the majority are governors
3. The Board shall decide whether associates may vote on that committee
4. The Chair of Governors and Head Teacher are entitled to attend any meeting of the committees
5. The Board may appoint the Chair and Clerk of each committee
6. Other members of the Board may request to attend any meeting of any committee, but not for the Admissions committee
7. The Board of Governors may abolish a committee or withdraw its delegated powers

### B. Procedures:

#### **Meetings:**

1. Each committee shall meet at least once every term.
2. Members of committees are entitled to 7 days’ clear notice of a meeting and to receive an agenda and any papers to be considered at the meeting. If the issue demands urgent attention, the Chair may determine a shorter period of notice. *Article 1f defines “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.*
3. The quorum for any committee meeting and for any vote shall be three governors who are members of that committee

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### Voting:

4. Every question to be decided at a committee meeting shall be determined by a majority of those governors and any associates who are entitled to vote. A vote can only be taken if the majority of committee members present are governors. If there are an equal number of votes, the Chair has a second casting vote.

### Restrictions:

5. A governor should withdraw from the meeting and not vote -
  - where there is a conflict between the governor's interests and those of the Board of Governors
  - where the principles of natural justice require a fair hearing and there is any doubt as to the governor's ability to act impartially
  - where the governor has a pecuniary or business interest in any matter

### Minutes:

6. Minutes shall be drawn by the clerk of the relevant committee and signed by the Chair after approval at the next committee
7. It is our aim to publish minutes of meetings on the school website within 14 working days of the meeting at which minutes are approved and signed by the Chair of Governors or the appropriate Committee Chair.  
See policy for publishing minutes Appendix 3

### Reporting:

8. A summary report of agreed actions will be approved by the Chair and sent to all members of the Board of Governors within 5 clear days of the committee meeting (except for the Admissions committee)
9. The committee shall report recommendations, actions taken and decisions made to the next meeting of the Board of Governors

### Education Committee

Overall Responsibility: This Committee has a strategic role and responsibility for monitoring, reviewing and reporting on all matters concerned with raising standards and improving the quality of teaching and learning in the school, that leads to the highest possible levels of attainment and progress for all students.

The terms of reference categorise the Committee's responsibilities under the following headings:

- Learning and Teaching
- Equality of access to learning and teaching
- Behaviour and Safety
- Careers
- General

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### Learning and Teaching

1. To consider, monitor and advise on standards and achievement, including statutory requirements and the Every Child Matters agenda.
2. To monitor, evaluate, review and update all curriculum related policies and statutory teaching and learning policies as required.
3. To monitor and evaluate the key issues in the School Development Plan and reporting to the Board of Governors on progress, together with any recommendations.
4. To meet with the SLT to understand the scope of the curriculum targets and the activities the school is conducting to achieve success. To agree statutory targets and report to the Board
5. To ensure the school has a curriculum that ensures compliance, satisfies any statutory requirements and meets the students' needs including extension and enrichment activities.
6. To ensure there is high quality teaching and learning across all year groups and to ensure that strategies are in place to raise achievement for all students.
7. To receive and robustly analyse the performance data for the school, to monitor student progress and achievement against agreed targets and to evaluate the extent of success at the end of the set timescale
8. To review examination results and monitor progress towards outcomes.
9. To undertake monitoring visits to the school in accordance with the agreed protocols.
10. Oversee arrangements for individual governors to take a leading (statutory) role on Safeguarding, SEN and Careers and to appoint, where deemed necessary, governors to specific areas of provision eg Early Years, English, Maths, Science, Well-being and Parental Engagement, to receive regular reports from them and advise the Board of Governors.

### Equality of access to teaching and learning

1. To ensure that the school has robust identification and intervention procedures in place to address the needs of all current and prospective students within the ethos and facilities of the school.
2. To ensure that the requirements of all students are met: for example EAL, AEN/SEND, Gifted and Talented and any vulnerable groups; for example students in receipt of Pupil Premium.
3. To evaluate the school's ability to meet the 'Every Child Counts' agenda according to the 5 Key Outcomes: Be Healthy, Stay Safe, Enjoy and Achieve, Make a Positive Contribution, Achieve Economic Wellbeing.

### Behaviour and Safety

1. To ensure the promotion of healthy lifestyles including healthy eating, drinking water and appropriate education and information on health-related issues.

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2. To ensure that there are effective and enforceable policies on child protection, safeguarding, bullying and racial issues. To ensure that the school promotes equal opportunity and tackles discrimination.
3. To monitor and advise the Board on the implementation of the school's policy on school visits and learning outside the classroom.
4. To ensure arrangements for educational visits follow statutory requirements and Risk Assessments have been undertaken.
5. To monitor student discipline and behaviour and to encourage the active participation of all involved - teachers, support staff, students, parents, carers and the wider community in implementing the school's behaviour policy.
6. To ensure that students have opportunities to develop their understanding of their rights and responsibilities and have appropriate opportunities to make a positive contribution to the local community.
7. To ensure the school is fulfilling its responsibilities regarding Child Protection and current requirements on safeguarding.
8. To evaluate the school's ability to meet the Safeguarding and Well-being agenda.

*Additional items which the Board of Governors may wish to include.*

### **Careers**

1. To ensure that pupils in Y8 to 13 have access to independent careers guidance
2. To ensure that the guidance is presented in an impartial manner.
3. To ensure that the guidance includes information on education or training options, including apprenticeships and other vocational pathways.
4. To ensure that the person giving the guidance considers that it will promote the best interests of the pupils to whom it is given.
5. To provide clear advice and guidance to the headteacher on which he/she can base a strategy for careers education and guidance which meets the school's legal requirements and is developed in line with the Gatsby benchmarks
6. Have a member of their governing board who takes a strategic interest in careers education and guidance, and encourages employer engagement

### **General Terms of Reference**

1. To make arrangements for the Board to be represented at school improvement discussions, including with external agencies, and for reports to be received by the Board
2. To ensure that regard is paid to students' spiritual, moral, social, emotional and cultural development and to monitor that this provision complies with any statutory requirements
3. To ensure that as far as possible school is a place of positive experience and enjoyment and that the rewards system reflects this

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4. To ensure students have opportunities to help them achieve future economic well-being, understand career options and acquire workplace skills through regular tutorials and to comply with statutory obligations regarding careers advice
5. To monitor and review the impact of any \*extended school services\* provided against student achievement.  
  
*\*Extended services - "all children should have access to a variety of activities beyond the school day' and that these will give them 'the opportunity to keep fit and healthy, to acquire new skills, to build on what they learn during the school day or simply to have fun and relax'. Ofsted*
6. To approve the calendar including INSET days recommended by the Head Teacher.
7. To consider learning and teaching issues which have implications for finance and staffing decisions and to make recommendations to the Board and relevant committees.
8. To ensure that any recommendations from OFSTED are implemented and that appropriate governors are fully involved in the process by supporting the relevant staff members.
9. To ensure the school engages efficiently with parents and carers and gives them relevant information.
10. To oversee arrangements for governor visits to school and to arrange and oversee a review cycle for all policies.
11. To fulfil statutory duties in relation to all fixed term and permanent exclusions.

### Delegation of responsibility

#### A. Individual governors, including Link Governors

These governors will be designated to assume responsibility for consideration of areas within the Education Committee remit as decided by members of the committee. Any individual to whom responsibility has been delegated should work within the following terms of reference.

#### Terms of reference for individual responsibilities

1. To liaise with the appropriate member/s of staff.
2. To visit the school with the purpose of gathering information concerning their area of responsibility and to increase their knowledge of the School.
3. To report regularly to the Board of Governors, or a committee, or group (as deemed appropriate by the Board) on developments and progress within the area of responsibility.

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4. To raise the profile of the area of responsibility when the Board is considering related matters.
5. To attend training as appropriate.

### **B. Link Governors**

These governors may be designated to assume responsibility for a particular area as agreed by the Board of Governors or committee, for example Health and Safety.

Any individual to whom responsibility has been delegated should work within the terms of reference.

### **Terms of reference for Link Governors or governors with individual responsibilities**

1. To liaise with the appropriate member/s of staff.
2. To establish regular contact with the appropriate staff to provide support and encouragement
3. To visit the school with the purpose of gathering information concerning their area of responsibility and to increase their knowledge of the school.
4. To make focused visits to monitor the specific area, including relevant policies, the provision of equipment and use of school facilities
5. To report regularly to the Board of Governors, or a committee, or group (as deemed appropriate by the Board) on developments and progress within the area of responsibility.
6. To raise the profile of the area of responsibility when the Board is considering related matters.
7. To attend any appropriate training including relevant INSET.

### **C. Working Groups**

The Board has the right to delegate a specific task to a working group. This group may be formed of governors, associates or individuals who are from outside the Board of Governors with the appropriate knowledge and skills. The group will be formed for a specific purpose and for a fixed period of time.

### **Meetings and Quorum**

1. To meet at least 3 times a year and make regular reports of activities to the Board of Governors.
2. To appoint a Chair and Vice Chair at the first meeting in each academic year unless one has already been appointed by the Board.
3. Quorum: 3 governors

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### Enterprise Committee

**Overall Responsibility:** This Committee has a strategic role and responsibility for monitoring, reviewing and reporting on all matters concerned with finance, audit, premises, health and safety. This committee also has a strategic role and responsibility for all matters relating to staffing, personnel and pay, ensuring that the school complies with all statutory requirements in these matters, including those related to equality legislation. To provide support and guidance for the Head Teacher on all personnel matters, to keep under review staff work/life balance, working conditions and well-being, including the monitoring of absence.

To report to the Board on decisions taken by the Committee in the exercise of any delegated functions

The terms of reference categorise the Board's responsibilities under the following headings:

- Finance
- Audit
- Premises
- Health and Safety
- Staffing
- Pay and progression
- Training
- Grievances, Appeals and Discipline

### Finance

1. To be responsible for the initial review and authorisation of the annual budget and strategic finance forecast
2. To be responsible for the regular monitoring of actual expenditure and income against budget
3. To ensure that the school operates, within the agreed school budget, in the most efficient and effective way, and provides value for money
4. The Chair of Enterprise to meet with the Director of Finance and Administration where necessary to review financial information.
5. To contribute to the formulation of the SDP through the consideration of priorities and key targets, particularly those related to finance, audit, premises and health and safety.
6. To monitor progress against the objectives of the SDP, and school improvement priorities, particularly those related to finance, audit, premises and health and safety.
7. To monitor Pupil Premium and any other special funds, and ensure that they are spent in the most effective and efficient way to achieve the intended outcomes and impact on students' attainment.
8. To ensure that the annual accounts are produced in accordance with the requirements of the current Companies Act and DfE guidance issued to academies
9. To ensure that the school operates within the Financial Regulations of the EFA, as laid out within the the Academies Financial Handbook
10. To authorise the award of orders and contracts over £30,000

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11. To authorise and review the virement limits delegated to the Head Teacher and Director of Finance and Administration. Virement is an amount that can be moved from one budget to another whilst overall total expenditure remains the same. The limit is set at, up to and including £10,000
12. To review any statutory policies and documents as required
13. To monitor the expenditure of all voluntary funds kept on behalf of the Board
14. To consider any income generation proposal which will result in a lease agreement between the school and another party
15. To ensure that any letting or leasing of school facilities and premises does not affect the curriculum provision for the students
16. To consider and agree any proposals put forward from associated working parties and make recommendations to the Board when necessary

### **Audit**

1. To put into place a process for independent checking of financial controls, systems, transactions and risks, and review their effectiveness.
2. To consider and advise the Board on the assessment of overall audit needs.
3. To review the risks to internal financial control at the school and agree and implement appropriate audit work that will address these risks.
4. To receive internal audit reports and inform the Board of Governors of their scope.  
To appoint the external auditors, ensuring that they are suitably qualified; the external audit contract must be put in writing as a letter of engagement .
5. To ensure that the external auditor is informed of the nature and scope of the audit as necessary.
6. To receive external audit reports and management letters and inform the Board of their scope.
7. The Chair Enterprise Committee to meet with the external auditor and Head Teacher and Director of Finance and Administration when the annual audited accounts are ready, and to review those accounts, before they are presented to the Board.

### **Premises, Health & Safety**

1. To ensure that the buildings and the learning environment are maintained and fit for purpose.
2. To ensure that priorities are identified and funding is secured, within the school budget, for the planned maintenance programme, and any development of the premises.
3. To monitor and review the maintenance programme.
4. To monitor and review any capital developments of the premises.
5. To review the Health and Safety Policy and Accessibility Policy and any other premises based statutory policies to ensure legal compliance.

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6. To monitor and review the school Accessibility Plan.
7. To ensure that health & safety issues in relation to premises are, as far as is practical, appropriately prioritised.
8. To have oversight of premises- related funding bids in consultation with the Head Teacher and the Director of Finance and Administration.
9. To monitor arrangements, including health and safety, for the use of school premises by outside users, subject to Board's agreed policy

### Staffing

1. To consider the personnel implications of the school Self Evaluation Form (SEF) and School Development Plan (SDP), and any other associated management plans and reporting on these to the Board as required.
2. To ensure that the school is staffed sufficiently for the effective operation of the school, within the agreed school budget, and to fulfil the agreed priorities of the school Self Evaluation Form (SEF) and School Development Plan.
3. To determine and annually review the strategic staffing structure of the school in consultation with the Head Teacher. To consider and review the Head Teacher's recommendations on changes to that structure. The final structure will be subject to the Board of Governors' approval.

### Pay and Progression

1. To ensure that the policies on pay meet the needs of the school to recruit, retain, develop and motivate staff.
2. To monitor and review policies, for both teaching and support staff, on Pay and Progression, Appraisal and Capability.
3. To review and consider the Head Teacher's recommendations on the pay progression of staff in line with the above policies, and within the agreed staff budget. The pay progression of the Head Teacher will be subject to the outcomes of the appraisal and the recommendations from the Head Teacher's Appraisal Panel. The Full Governing Board will have the final decision on pay progression.

### Recruitment

1. To oversee and contribute to the appointment and recruitment procedures for all staff, ensuring that the majority involved in this process has 'Safer Recruitment Training'
  - a. To delegate to the Head Teacher the responsibility for the recruitment and appointment of all staff except members of the SLT (see 2 below). All appointments must be within the agreed staff structure and subject to the following provisions in this section and section 8.
  - b. To delegate to the Head Teacher, the preparation of Job descriptions and Person Specifications for all staff (except those of Head Teacher, Deputy or Assistant Head Teacher and any member of the Senior Leadership Team -SLT).

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- c. The Board should be involved in the preparation of Job Descriptions and Person Specifications for Deputy or Assistant Head Teacher and members of the SLT, and will give the final approval.
  - d. The committee will carry out the preparation of the Job Description and Person Specification for the post of Head Teacher, which should include expertise from an external adviser.
  - e. To delegate to the Head Teacher the questions to be asked and the topics to be discussed at interview for all appointments, (except those of the Head Teacher)
  - f. Pay ranges for the post of Head Teacher and SLT posts will be decided by the Board, with external advice sought where appropriate.
2. The contribution by governors with the relevant training, skills and knowledge, to the recruitment and appointment process, including interview panels, to be as follows:
- a. Head Teacher: the appointment process of a Head Teacher will follow the recommended practice from DfE/NGA and will involve an elected panel of up to 6 governors, with the relevant knowledge, skills and experience, one of whom should be the Chair.  
This recruitment process should also include an external adviser who may be a DfE representative.
  - b. Deputy /Assistant Head Teacher/SLT: the Board will determine the governors' contribution to the appointment and recruitment process, which will include at least two governors, one of whom should be the Chair. They will also sit on the interview panel.
  - c. Head of Department or equivalent - one governor, to contribute to the appointment and recruitment process, who will also sit on the interview panel.
  - d. Other appointments: - A governor may sometimes sit on a panel if he/she has experience in recruitment, HR or teaching. Where this is the case, either the Board or the Head Teacher may decide that the interview panel could benefit from such a governor's experience and knowledge.
3. To receive reports from the designated Safeguarding governor to ensure, that in accordance with the Safeguarding policy all DBS checks are completed satisfactorily and that the Single Central Register is up to date. This will also be reported to the Board.
4. To ensure that a central record of recruitment is maintained, and all personnel records are kept up to date and are held securely.
5. To ensure that all relevant policies and procedures are in place for staff, based on statutory guidance. These would include professional conduct, discipline, grievance, capability, redundancy, health and safety, child protection and safeguarding, whistleblowing, allegations of abuse against school staff, and any other relevant policies and procedures. To ensure that all such policies and procedures form part of the Staff Handbook. To review those policy and procedures within the review cycle as agreed by Board.

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### Training

1. To monitor the arrangements for staff training and ensure that they meet the development needs of the staff.
2. To monitor governor training to ensure that governors involved in recruitment and selection have undertaken the relevant training course (eg Head's Performance Management) and, where appropriate, have attended other training related to personnel matters.

### Grievances, Appeals and Discipline

To review and monitor the procedures for dealing with staff grievances, appeals, discipline, suspension and/or dismissal (including the Head Teacher), and to ensure that staff are informed of these.

### Admissions Committee

Overall responsibility: The Board of Governors as Admissions Authority delegates to this committee decisions on admissions policy and appeals.

On behalf of the Board of Governors this committee will follow the Schools Admissions Code and all other relevant Education Acts and Regulations.

### Terms of Reference

The Head Teacher will have delegated responsibly for admissions to the school and decide on the admission of students in accordance with the Board of Governors's published admissions policy and criteria.

The committee will annually review the school's admissions policy, including the published admission number (PAN) and the admission criteria.

To ensure that arrangements are in place for parents to appeal against the committee's decision not to offer a place, in accordance with procedures approved by the Board.

To monitor arrangements for the admission of students and any associated appeals process and to inform the Board of any appropriate issues.

To report to the Board any action taken within the powers delegated to the Committee.

To determine any other issues referred to the committee by the Board

To ensure that the school is represented at the Appeals process, and the Statement of Case and other relevant documentation is completed.

### Meetings, quorum and membership.

The Admissions Committee shall consist of not less than three governors, one of whom shall be the Head Teacher and the Schools Admission's Officer, as an Associate.

Quorum: 3 governors.

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Meetings will be held as required

Decisions will be reported to the Board of Governors

**In addition to the main Board of Governors, the following are required to fulfil specific statutory responsibilities:**

### **Head Teacher Performance Review Panel**

#### **The Board of Governors**

- appoints 3 governors as the ‘appointed governors’ for the Head Teacher Appraisal Review. These may not include anyone who works at the school;
- ensures that the Appraisal policy is reviewed annually
- appoints an External Advisor who has the relevant experience to support the process

#### **The Appointed Governors**

- receive/commission evidence to be collected related to the Head Teacher’s performance;
- take advice from the External Advisor when agreeing objectives and reviewing the Head Teacher’s performance;
- make recommendations concerning salary to the Board, in conjunction with the external advisor, draft the review statement that relates to the Teacher Standards;
- send the Head Teacher a copy of the final agreed statement within ten days of the review meeting;
- hold interim monitoring meetings with the Head Teacher during the year and maintain a written record of the meetings and progress towards targets
- undertake training in this role.

#### **The Head Teacher**

- participates in their own Appraisal Review;
- discusses objectives with the appointed governors;
- presents evidence on their performance to the appointed governors;
- is strongly recommended to carry out their own self-review of performance.

#### **The Appeals Panel for the Head Teacher's Performance Review**

- Any complaint from the Head Teacher regarding the appraisal statement should be made to the above named Appeals Panel - Appendix 1

#### **The External Adviser**

- gives advice and support to the appointed governors in the review process
- meets with the Head Teacher and appointed governors
- offers to prepare the first draft of the Appraisal Review statement

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### Arrangements for Head Teacher Appraisal

1. The discussion between the External Adviser and Head Teacher and governors on progress towards the previous objectives should take place in the context of the school's self-evaluation.
2. The Appraisal Review meeting will comprise the Governors' Head Teacher's Appraisal Committee, the Head Teacher and the EA. It should:
  - a) reach a judgement about the overall performance of the Head Teacher during the year
  - b) agree the evaluation of progress against previous objectives
  - c) agree new objectives for the Head Teacher which relate to the key priorities facing the school, relate to the Teacher Standards and be appropriate to the Head Teacher's personal development
  - d) identify professional development needs and activities
  - e) formulate success criteria for each of the objectives, these should be specific, measurable, linked to student outcomes and achievable within the agreed timescale. It should be made clear how the evidence will be collected and presented.
  - f) discuss the Head Teacher's professional development needs
  - g) make arrangements for the interim monitoring during the coming year.
3. As a result of this meeting, governor members of the Governors' Head Teacher's Appraisal Panel will decide, independent of the External Adviser, whether or not to recommend any increase to the Head Teacher's pay. Any recommendations on pay progression will be based on the outcomes of the annual appraisal and in line with the school's Pay and Progression Policy.
4. The Head Teacher and Governors' Head Teacher's Appraisal Committee should provide the External Adviser with the previous year's performance management records and minutes of the governors' interim monitoring meetings.

### Appeals Panel for the Head Teacher's Performance Review

The Head teacher has the right to appeal against the appraisal statement if the Head teacher is dissatisfied with aspects of the appraisal. The panel will be appointed to conduct a review of the appraisal.

An appeal against an appraisal statement must be made within 10 school days of receiving the statement and must be made in writing to the Board of Governors.

The appeals panel will then be appointed to conduct an appeals review as follows:

#### **Membership**

The Board of Governors will nominate three governors.

#### **Quorum**

A minimum of three governors must be in attendance.

**Disqualification** - The Head Teacher. Any staff governor or governor employed by the school. Any governor who participated in the appraisal which is the subject of the appeal.

The Board of Governors should provide the appeal panel with a copy of the appraisal statement and the statement of objectives within 5 school days of receiving the notice of appeal.

The appeal review will be carried out within 10 school days of the appeal panel receiving the appraisal

## Gildredge House Governance Structure and Terms of reference

statement.

In conducting an appeal review the appeals panel must take into account any representations made by the Head teacher.

After due consideration, the appeals panel may:

- decide that the appraisal has been carried out satisfactorily (and may make observations)
- with the agreement of all the appraisers, amend the appraisal statement and
- order that a new appraisal be carried out

Where a new appraisal is ordered all the appraisers must be replaced and the appeals panel must determine which appraisal procedures must be repeated.

All appraisal procedures determined to be repeated must be completed within 15 school days.

The appeals panel cannot:

- determine that new objectives be agreed or set
- determine that the objectives agreed or set be revised

### Students' Discipline Panel

- To consider representations from parents in the case of exclusions of 5 days or less (*Committee may not re-instate*)
- To consider representations from parents in the case of exclusions totalling more than 5 but not more than 15 school days in one term (*meeting to be held between 6<sup>th</sup> and 50<sup>th</sup> school days after receiving notice of the exclusion*)
- To consider the appropriateness of any permanent exclusion or any exclusion where one or more fixed period exclusions total more than 15 school days in one term or where a pupil is denied the chance to take a public examination (*meeting to be held between 6<sup>th</sup> and 15<sup>th</sup> school days after receiving notice of the exclusion*)
- To inform the parents in writing of the decision made by the panel
- In the case of a permanent exclusion, the panel has a duty to inform the parents in writing, that they have the right to appeal to an Independent Review Panel

### **Membership - 3 or 5**

The Board will nominate a pool of governors from which three or five will serve as the Discipline Panel to consider particular exclusions.

### **Quorum**

A minimum of three governors must be in attendance.

## Gildredge House Governance Structure and Terms of reference

If, through non-attendance of a governor, there are only four members present, the Chair has the casting vote.

**Disqualification** - The Head Teacher. Any Governor with prior knowledge of the student or the incident.

### Staff Appeals Panel

To deal with appeals regarding, for example, staff grievances and disciplinary matters; decisions made by a Dismissal Hearing regarding capability; decisions on pay.

### **Membership** - 3 or 5

The Board should nominate a pool of governors from which three or five will serve on the Staff Appeals Panel dependant on the nature of the appeal.

### **Quorum**

A minimum of three governors must be in attendance.

If, through non-attendance of a governor, there are only four members present, then the Chair has the casting vote.

**Disqualification** - The Head Teacher or any governor with prior knowledge of the matter to be appealed, or a personal connection to the member of staff.

### Role of the Chair of the Board of Governors

The role of the Board of Governors Chair (and Vice Chair in the Chair's absence) can include the following:

- to maintain the Board's focus on school development, improvement and performance
- to ensure affairs are conducted in accordance with any statutory requirements
- to report any urgent action taken on behalf of the Board of Governors, making sure it is fully explained and supported.

The Chair cannot take decisions on behalf of governors unless there has been a resolution of the whole Board to delegate a specific authority. However, they are able to take action if the matter is urgent.

The School Government (Procedures) (England) Regulations 2003 Regulation 6 defines 'urgent' as a case where the circumstances are that a delay in exercising the function would be likely to be seriously detrimental to the interests of the school; any pupil at the school, or his parent; or a person who works at the school and where it would not be reasonably practicable to hold a governors' meeting to resolve the issue. Any urgent action the Chair or Vice Chair takes on behalf of the Board should be reported at the next meeting

The Chair of Governors is responsible for making sure that:

- the year's cycle of meetings is planned, with a timetable drawn up for action and reports
- meetings are well run and minuted correctly, and decisions taken as necessary
- all governors understand their collective responsibility for any decisions

## Gildredge House Governance Structure and Terms of reference

- the governors work as a team, and everyone understands each other's roles and the roles of other professionals within the school
- objectives are clarified, and committees created to work out and put into practice areas of planning

In addition, the Chair should ensure that:

- The annual review of the structure of the Board of Governors leads to any recommendations for any changes to be made to committees with regard to the working of the Board
- There is an annual review of the progress of work being undertaken by committees and individuals, also undertaking an annual governor capacity, peer to peer review and skills audit.
- Individual governor and Board of Governors' development needs are identified and appropriate training, support and development are promoted to maximise the Board's effectiveness and succession planning

The Chair will establish and foster an effective relationship with the Head Teacher based on trust and mutual respect for each other's roles

The Chair works closely with the Head Teacher listening to concerns, offering advice and talking through any disagreements before Board meetings.

The Chair will carry out duties delegated by the Board, attend school functions or make sure another governor represents them, and are accessible to other governors, staff and parents.

The Chair will be seen in school regularly, attend school functions, work with outside agencies, be accessible to other governors, staff and parents and meet governors from other schools

The Chair will ensure governors' participation in and between meetings and may act as a mentor to new or probationary governors

**The Chair will work closely with the Clerk** to propose a calendar of meetings for the Board of Governors and its committees for the school year, based on known cycles of school improvement, financial management, staffing issues and communicating with parents.

### **The role of the Vice Chair of the Board of Governors**

The Vice Chair of Governors may deputise for the Chair and may also take on some of the Chair's work. The Vice Chair actively develops knowledge, skills and understanding to share the workload with the Chair and Board of Governors

A Chair and Vice Chair can work more effectively as a team and agree to divide up the Chair's responsibilities between them. In doing this, the Chair cannot delegate their statutory responsibilities to the Vice-Chair.

## **Gildredge House Governance Structure and Terms of reference**

The 'key roles' of the Vice Chair can include:

- Liaising on a regular basis with the Chair and Head Teacher in order to be fully informed
- Taking on responsibilities delegated by the Chair
- Deputising for the Chair in his/her absence
- Developing a close working relationship with the Chair

### **The role of the Clerk to the Board of Governors**

- To work effectively with the Chair of Governors, the Vice-Chair and other Governors and the Head Teacher to support the Board
- To advise the Board on Constitutional and Procedural Matters, duties and powers
- To convene meetings of the Board
- To attend meetings of the Board and ensure minutes are taken
- To maintain a register of members of the Board of Governors and report vacancies to the Board
- To give and receive notices in accordance with relevant regulations
- To incorporate the policy review schedule into Board and committee meetings as appropriate
- To perform such other functions as may be determined by the Board from time to time
- To ensure that the academy trust publish on their website the structure and remit of the members, board of trustees, its committees and the full names of the chair of each (where applicable).

### **Disqualification - Governors, Associates, the Head Teacher**

**(There is a separate Code of Conduct for the Clerk)**

### **Role of Members**

Free schools, like any company, have two tiers of governance: members of the company and directors (governors) of the company.

The members of the company have rights and powers under company law to change its constitution, remove directors, receive the annual accounts of the company and attend and vote at company meetings (the same powers shareholders have in a company limited by shares)

The directors of the company, referred to as the governors, are responsible for the management and strategic direction of the company and therefore the school. In addition to their legal duties and responsibilities as company directors, they also have duties under charity law as charity trustees.

Overall, members may choose to have much more limited practical involvement in the management of the company than the governors. The roles of company member and company director are separate and distinct, but they may be occupied by the same people. So the same individual can be a member of the Academy Trust and a director on the board of governors as these are not exclusive roles. However, individuals must bear in mind the distinct responsibilities of each role and make decisions wearing their different 'hats' as either a

## **Gildredge House Governance Structure and Terms of reference**

Member or a director. The DfE has no restrictions on Members being governors and with reference to the GH Articles of Association (article 12), the Chair of Governors will also become an ex officio Member.

### **Responsibilities of the members of the Academy Trust**

The respective responsibilities of the members of the Academy Trust and the Board of Governors are set out in the Articles of Association of Gildredge House Free school - company number: 8436285

Some of the functions of the Academy Trust, as set out by the DfE, include:

- Overseeing the achievement of the objectives of the company
- Taking part in annual and extraordinary general meetings
- Appointing some of the governors
- Signing off the company's financial accounts and annual report
- Holding power to amend the articles of the company and, ultimately, to remove the governors

The department's view is that the most robust governance structures will have a significant degree of separation between the individuals who are Members and those who are academy trustees. If Members also sit on the board of trustees, this reduces the objectivity with which the Members can exercise their powers and increases the risk of unchecked 'group think' by the board. The

department's strong preference for effective governance is for at least the majority of Members to be independent of the board of trustees. (governance handbook Oct 2020 item 34).

If a Member is operating as an academy trustee, any such Member shall have no greater power than other academy trustees and should remain conscious of the corporate nature of the board's identify and decision making and not seek to dominate the board because they are also a Member. (governance handbook Oct 2020 item 35).

### **Further information on the roles of Governors (Directors)**

The governors (directors) are responsible for the strategic operation of the school on behalf of the members of the Academy Trust. They will be responsible for:

- Strategic overview of the Academy and the management of the Academy's business affairs
- Ensuring the standard of education
- Entering into contracts on the Academy's behalf
- Ensuring that relevant statutory documents are delivered to Companies House
- Managing the Academy Trust's finances and property
- Taking part in Board meetings of the governors

### **Company Law Responsibilities**

Directors (governors) also have additional company law duties arising from legislation and common law that they will need to uphold. In particular they must comply with the Companies Act 2006. Existing governors

## Gildredge House Governance Structure and Terms of reference

may be familiar with the Directors Duties under the Act but it is important for all directors of the Academy Trust to be reminded of them before the trust is opened. These statutory duties include:

- A duty to act within the powers granted as set out in the Articles of Association
- A duty to promote the success of the company
- A duty to exercise independent judgement
- A duty to exercise reasonable care, skill and diligence
- A duty to avoid conflicts of interest
- A duty not to accept benefits from third parties
- A duty to declare their interests in any proposed transaction or arrangement with the company.

### Charity Law Responsibilities:

The Academy will have charitable status and it will need to comply with the regulations set by the Charities Commission. The governors are responsible for ensuring that the Academy Trust adheres to these regulations and the individual governors have similar duties as under Company Law but in addition they must:

- Accept ultimate responsibility for the Academy Trust ensuring that it is solvent and well managed and delivering the charitable outcomes for which it was set up;
- Ensure compliance with Charity Law and deliver necessary reports and returns as required;
- Only use assets and funds in furtherance of the Academy Trust's objects
- Consider obtaining external professional advice, if the trustees may be in breach of their duties; and
- Take special care when investing the funds of the Academy.

It is recommended that directors (governors) are fully briefed on their legal obligations and liabilities as well as being offered appropriate training to fulfil their tasks before their appointment if possible. In addition, they should familiarise themselves with the governing documents.

### Review

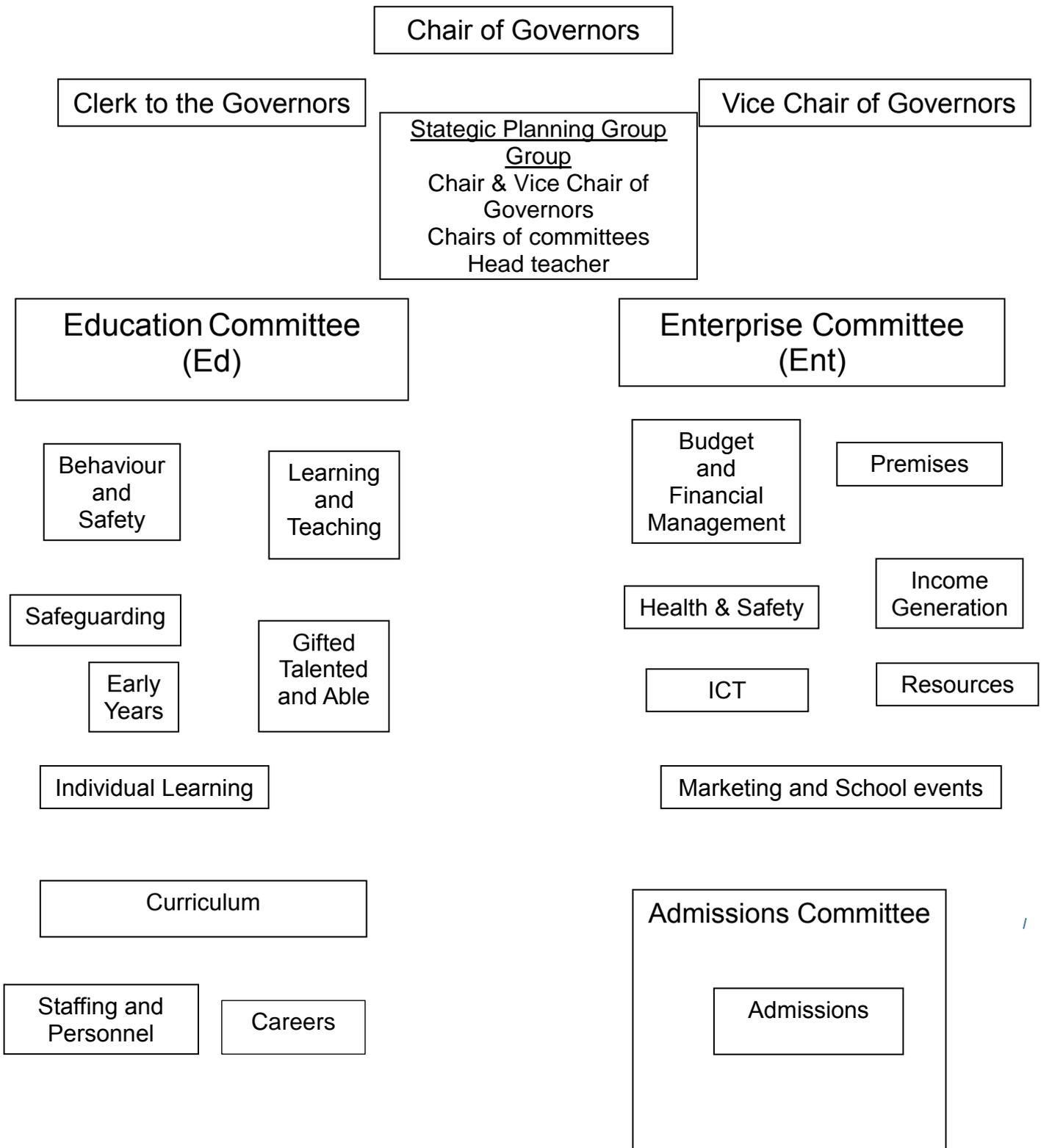
These Terms of Reference will be reviewed annually at the first Board of Governors' meeting in the Autumn Term

Signed .....Chair of Governors

Date .....

Appendix 1

The Board of Governors' Structure



## Appendix 2

### Policy for publishing minutes of Governors' Board and Committee meetings on the school website

Minutes of Governors meetings are a matter of public record. Any interested party has the right to ask for copies of the agenda, papers and signed minutes of Governor's meetings and to receive them as soon as practically possible.

The vast majority of the information considered by Governors, including anonymised data sets, is subject to Freedom of Information requests from any member of the public. The DfE's model *freedom of information publication agreement* for academies (based on guidance from the Information Commissioner) sets out the type of information that schools must make publicly available. This makes clear that only personal and confidential information should be kept out of the public domain, including private information that we must keep confidential by law.

Gildredge House School recognises that it is good practice to proactively share minutes of Governor's meetings on the school website.

From 1 January 2016, the Governors at Gildredge House will publish the approved signed minutes of Board and Committee meetings on the school website.

Minutes of the following meetings will be published:

- Full Governing Board
- Education Committee
- Enterprise Committee

We will aim to publish minutes of meetings on the school website within 14 working days of the meeting at which minutes are approved and signed by the Chair of Governors or the appropriate Committee Chair.

Advice on what constitutes personal and confidential information is contained in guidance from the Information Commissioner. Drawing on this guidance, the Clerk will advise the Chair of Governors and Committee Chairs on information discussed at meeting that should be considered personal and/or confidential.

For Full Governing Board meetings, our working assumption will be that all meeting agendas and signed and approved minutes will be published on the school website. If Governors feel that any specific information they want to discuss is personal and/or confidential then they should make it known, at the time, in the meeting. In some situations, Governors might ask for the formal meeting to be adjourned and no minutes taken whilst the personal and/or confidential matter is discussed. The Clerk will then advise whether this is appropriate and within the Information Commissioner's guidelines on what constitutes personal and/or confidential information.

### **Gildredge House Governance Structure and Terms of reference**

Governors will keep this policy under constant review and review at the Full Governing Board at the first meeting of the school year.

#### **Julian Mace**

Chair of Governors

September 2021

#### **Policy Review and Approval**

Review interval: 1 year

Review term: Autumn Term 1

Reviewed by: Lead governors

Approved by: Full Governing Board

First approved: 2014

Last approved: Sept 2021

Next review: Autumn 2022

#### **Appendix 3**

Criteria for effective Governance taken from Ofsted Inspection Handbook September 2018

Governors should ensure they:

1. work effectively with leaders to communicate the vision, ethos and strategic direction of the school and develop a culture of ambition
2. provide a balance of challenge and support to leaders, understanding the strengths and areas needing improvement at the school
3. provide support for an effective headteacher or are hindering school improvement because of a lack of understanding of the issues facing the school
4. performance manage the headteacher rigorously
5. understand the impact of teaching, learning and assessment on the progress of pupils currently in the school

### **Gildredge House Governance Structure and Terms of reference**

6. ensure that assessment information from leaders provides governors with sufficient and accurate information to ask probing questions about outcomes for pupils
7. ensure that the school's finances are properly managed and can evaluate how the school is using the pupil premium, Year 7 literacy and numeracy catch-up premium, primary PE and sport premium and special educational needs funding
8. are transparent and accountable, including in recruitment of staff, governance structures, attendance at meetings and contact with parents

## **Appendix 4**

### **Effectiveness of leadership and management (pages 42 -43 Ofsted Inspection Handbook September 2018)**

1. The CIF (Common Inspection Framework) sets out the overarching criteria for judging the effectiveness of leadership and management.
2. In making this judgement in schools, inspectors will consider:
  - the leaders' and governors' vision and ambition for the school and how these are communicated to staff, parents and pupils
  - whether leaders and governors have created a culture of high expectations, aspirations and scholastic excellence in which the highest achievement in academic and vocational work is recognised as vitally important
  - whether leaders have the highest expectations for social behaviour among pupils and staff, so that respect and courtesy are the norm
  - the rigour and accuracy of self-evaluation and how well it leads to planning that secures continual improvement
  - the design, implementation and evaluation of the curriculum, ensuring breadth and balance and its impact on pupils' outcomes and their personal, development, behaviour and welfare
  - how well the school supports the formal curriculum with extra-curricular opportunities for pupils to extend their knowledge and understanding and to improve their skills in a range of artistic, creative and sporting activities
  - how effectively leaders use the primary PE and sport premium and measure its impact on outcomes for pupils, and how effectively governors hold them to account for this
  - how well the school prepares pupils positively for life in modern Britain and promotes the fundamental British values of democracy, the rule of law, individual liberty and mutual respect for and tolerance of those with different faiths and beliefs and for those without faith
  - the effectiveness of the actions leaders take to secure and sustain improvements to teaching, learning and assessment and how effectively governors hold them to account for this
  - how well leaders ensure that the school has a motivated, respected and effective teaching staff to deliver a high -education for all pupils and how effectively governors hold them to account for this
  - the quality of continuing professional development for teachers at the start and middle of their careers and later, including to develop leadership capacity and how leaders and governors use performance management to promote effective practice across the school

### **Gildredge House Governance Structure and Terms of reference**

- how effectively leaders and governors monitor the progress of pupils to ensure that none falls behind and underachieve, and how effectively governors hold them to account for this
- how well leaders and governors engage with parents, carers and other stakeholders and agencies to support all pupils
- how effectively leaders use additional funding, including the pupil premium, and measure its impact on outcomes for pupils, and how effectively governors hold them to account for this
- the effectiveness of governors in discharging their core statutory functions and how committed they are to their own development as governors in order to improve their performance
- how well leaders and governors promote all forms of equality and foster greater understanding of and respect for people of all faiths (and those of no faith), races, genders, ages, disability and sexual orientations (and other groups with protected characteristics), through their words, actions and influence within the school and more widely in the community
- the effectiveness of safeguarding
- the effectiveness of leaders' and governors' work to raise awareness and keep pupils safe from the dangers of abuse, sexual exploitation, radicalisation and extremism and what the staff do when they suspect that pupils are vulnerable to these issues.

## Gildredge House Governance Structure and Terms of reference

### Policy Review and Approval

Review interval: 1 year

Review term: Autumn Term 1

Reviewed by: Chair

Approved by: Full Governing Board

First approved: 2014

Last approved: Sept 2021

Next review: Sept 2022