



**WEST KIRBY RESIDENTIAL
SCHOOL**

**GOVERNING BODY
(DIRECTORS/GOVERNORS)**

TERMS OF REFERENCE

**Adopted 10th December 2020
For the 20/21 Academic Year**

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1. Terms of Reference for the Governing Body

In West Kirby Residential School, the Governance is carried out by:

Board of Directors (trustees) and Governors

N.B. The Memorandum and Articles of Association are the terms of reference for the Trustees of the Charity and should be read in conjunction with and take precedence over any terms of reference within this document where a conflict may arise.

Board of Directors

- The Trustees (hereinafter called the Directors) of the Charity are appointed through a stringent Recruitment Policy in accordance with Charity Commission Guidelines.
- The Board of Directors is responsible for:
 - Managing the company and all financial aspects
 - Premises and facilities management
 - Employment and management of Human Resources

Board of Governors

- The Governors of West Kirby Residential School are appointed through a stringent Recruitment Policy in accordance with Charity Commission Guidelines.
- The Board of Governors is responsible for ensuring that the school meets all obligations placed upon it by the Secretary of State for Education and OFSTED.

The Chair presides over both Boards and a small number of Directors also serve as Governors to provide a link between the two bodies.

The focus or driver for all the work is school development, evaluation and financial stability.

The full Board of Directors meets regularly 4/5 times throughout the year, with meetings scheduled to meet financial and other deadlines.

The Board of Governors has appointed one sub-committee to review all school policies. Members from both Boards will convene Appeal Panels as required.

Nominated Directors and Governors are assigned for key areas of management or key aspects of governance for example finance, health & safety, curriculum etc.

An agenda for each meeting will include all the tasks which the respective body is required to consider, and assignments for activities arising from the business of the meeting will be made and records in the minutes.

The focus of Director or Governor visits will be decided by the respective Board and linked to the school's priorities.

The quorum for the transaction of the business of the Trustees may be fixed by the trustees but shall not be less than one third of their number or two Trustees, whichever is the greater (Mem and Art).

The quorum for the Board of Governors shall be one half of the number of Governors in post (rounded up).

The Governing Body has resolved to conduct its business by adopting the 'circle' structure. (see Appendix A)

Responsibilities

The main responsibilities to be managed by the Governing Body are outlined below:

BOARD OF DIRECTORS

General	<ul style="list-style-type: none">*To draw up an Instrument of Governance and any amendments thereafter* To appoint (or remove) the Chair and Vice Chair* To hold at least 4 Directors meetings each yearTo appoint and remove DirectorsTo recruit new Directors as vacancies ariseTo set up a register of Directors' Business interests* To decide which functions of the Board will be delegatedTo regulate the Directors procedures where not set out in the Memorandum and Articles of Association, and to record these as Standing Orders* To suspend a Director* To receive reports and recommendations from any Director to whom a decision has been delegated and to consider whether any further action by the Board is necessary* To review the delegation arrangements annuallyTo delegate to the Principal the functions as described in the 'Delegation of Functions to the Principal Standing Order' (attached)To assign Directors to monitor the priorities of the School Development Plan in accordance with the attached terms of referenceTo monitor the work being undertaken by Directors or individuals and to consider recommendations made with regard to the work of the governing bodyTo arrange a suitable induction process and mentoring for newly appointed or elected DirectorsTo ensure that the Principal provides such reports as requested by the Board to undertake its role
Financial	<ul style="list-style-type: none">To approve the Annual Fees PolicyTo approve the annual budget and ensure that the deadline for submission is metTo approve capital expenditure programTo monitor the budgetTo ensure appropriate insurance cover is in placeTo carry out an annual review the risks to the Charity/CompanyTo prepare Annual Company Accounts and comply with all Companies House regulatory requirementsTo comply with all Charity Commission Regulatory requirementsTo ensure all Staff Pension Schemes are administered appropriately and in accordance with all regulatory requirements.
Human Resources	<ul style="list-style-type: none">To ensure all staff policies and procedures meet current Employment LegislationTo ensure Safer Recruitment Procedures are in placeTo ensure all staff receive a full induction program and ongoing training appropriate to their roleTo ensure the staffing structure and complement is in place to manage the school and create positive outcomes for young peopleTo ensure all staff have appropriate equal opportunities for Continuous Professional DevelopmentTo determine the timing of the performance management review cycle of the Principal and appoint three members to act as reviewersTo monitor the Principal's role in the performance management of other staffTo review all staffing policiesTo establish a panel to hear staff appeals against dismissal and redundancy

	To ensure that in fulfilling their terms of reference no employee encounters direct or indirect discrimination, bullying or harassment
Premises and Facilities	To ensure that all buildings and facilities are fit for purpose To promote the availability of premises for hire with due regard to safeguarding the welfare of residential pupils
Health & Safety	To ensure the Health & Safety Policy is updated in line with current legislation To ensure the school premises meet all statutory and regulatory requirements for Health and Safety
School Organisation	To consult and communicate proposals to alter or discontinue registration details or Non-Maintained Special School status

Responsibilities

BOARD OF GOVERNORS

General	<ul style="list-style-type: none">* To draw up an Instrument of Governance and any amendments thereafter* To appoint (or remove) the Chair and Vice Chair in consultation with the Directors* To appoint (or dismiss) the Clerk to the Governors
<i>*these items <u>cannot</u> be delegated</i>	<ul style="list-style-type: none">* To hold at least 3 Governor meeting each yearTo appoint and remove GovernorsTo recruit new Governors as vacancies ariseTo set up a register of Governors' Business interests* To decide which functions of the Governing Body will be delegated* To review the delegation arrangements annuallyTo regulate the Governing Body procedures where not set out in law, and to record these as Standing Orders* To suspend a Governor* To receive reports from any Governor to whom a decision has been delegated and to consider whether any further action by the Governing Body is necessaryTo delegate to the Principal the functions as described in the 'Delegation of Functions to the Principal' (Section A)To assign Governors to monitor the priorities of the School Development Plan in accordance with the attached terms of referenceTo monitor the work being undertaken by monitoring individuals and to consider recommendations made with regard to the work of the governing bodyTo arrange a suitable induction process and mentoring for newly appointed or elected GovernorsTo ensure that the Principal provides such reports as requested by the Governors to undertake its role
School Curriculum and Target Setting	<ul style="list-style-type: none">To monitor the Teaching and Learning PolicyTo review and monitor all education related policiesTo monitor pupil achievement against published targets and national standards
Residential Care	<ul style="list-style-type: none">To ensure the school meets all the National Minimum Standard for Residential Special SchoolsTo appoint Governors with specific responsibility to carry out independent inspections and provide written reports
Child Protection and Safeguarding	<ul style="list-style-type: none">To appoint a Governor with specific responsibility to ensure that the whole school ethos to safeguard and promote the welfare of children and young people is upheld and promoted through regular training
Discipline/Exclusions <i>(see terms of reference for panel hearings)</i>	<ul style="list-style-type: none">To monitor the work carried out by the Pastoral Support Team and accept reports and recommendations based on statistical evidence for improvementsTo decide whether or not to confirm all permanent exclusions; and fixed term exclusions where a pupil is either excluded for more than 15 days in total in a term, or would lose the opportunity to sit a public exam. (This may be delegated to the Chair/Vice Chair in cases of urgency – see 2007 guidance)To direct the reinstatement of excluded pupils
Information for Local Authorities, Parents	<ul style="list-style-type: none">To ensure that the school keeps the wider school community informed by publishing a School Prospectus

2. Delegation of Functions to the Principal

The Principal is expected to work within the following terms of reference, and provide the Governing Body with such reports in connection with his or her functions as the Governing Body requires

Budget	To ensure all aspects of Financial Accountancy and Administration are carried out in accordance with Financial Regulations
Staffing	To appoint teachers and non-teaching staff within Safer Recruitment practices To establish disciplinary/capability procedures To suspend/dismiss staff
Curriculum	To ensure the National Curriculum is taught to all pupils and consider disapplication for pupils as appropriate To establish and implement a Teaching and Learning Policy To be responsible for standards of teaching and learning To be responsible for each individual child's education To agree the content of any Sex and Relationship education, and keep up to date a written policy for its delivery To ensure the balanced treatment of political issues and prohibit political indoctrination
Performance Management	To formulate and implement a Performance Management Policy
Target Setting	To set targets for pupil achievement
Religious Education	To ensure the provision of Religious Education in line with school's basic curriculum
Health & Safety	To ensure the Health & Safety regulations are followed
School Organisation	To endeavour to ensure that the school meets for 190 days in a school year To ensure that school lunch nutritional standards are met
Information for Parents	To prepare and publish the School Prospectus To ensure that parents are aware of their rights to withdraw their child from collective worship, RE and Sex and Relationship education To ensure that a report on each child's educational achievement is forwarded to parents/guardians
Residential School	To ensure the school meets and exceeds the National Minimum Standards for Residential Special Schools To ensure the delivery of services provided
Premises	To ensure all school premises and facilities are maintained and fit for purpose

3. Terms of Reference for Nominated Directors and Governors

General

Having a Director or Governor with a specific remit means that matters are given due weight and are brought regularly to the attention of the Governing Body. The appointment of a Nominated Director or Governor allows an individual to take a particular interest on behalf of the Governing Body so that the Governing Body can fulfil its legal responsibilities.

Nominated Directors or Governors will:

- * find out about current policy and practice for their area
- * find out about any targets relevant to their area in the School Development Plan
- * provide regularly feedback to the Governing Body regarding their area
- * ensure that the Governing Body is made aware of any new initiatives/guidance relating to their area
- * accept responsibility for investigating questions raised by other Directors or Governors relating to their area
- * make and maintain links with lead school staff responsible for their area (This may be in person or by phone or email contact)
- * participate with the Principal and other appropriate staff members in the monitoring and evaluation of any targets relevant to their area
- * endeavour to undertake training appropriate to their area

4. Terms of Reference for the Principal's Performance Management Group

The Governing Body will appoint three Directors or Governors to carry out all aspects of the Principal's performance review

The appointed Directors/Governors will:

- * meet with the School Improvement Partner within the timescales defined by the Performance Management Policy of the school (which will meet the requirements of the relevant School Government Regulation)
- * meet with the Principal and School Improvement Partner to agree objectives for the coming year within the context of the School Development Plan
- * monitor the progress of the Principal towards meeting the objectives through the year
- * meet with the Principal and the School Improvement Partner at the end of the cycle (usually one year) with the object of reviewing the Principal's performance in light of the objectives and identified training and development needs
- * produce a written appraisal statement, within 10 days of the meeting, which may be used to inform decisions about the Principal's pay

If the Chair of Governors is not one of the appointed Directors/Governors, he/she should act as Review Officer to hear complaints from the Principal about his or her Appraisal Statement

5. Terms of Reference for Panel Hearings

1. To make any decisions under the Governing Body's personnel procedures eg. disciplinary, grievance, capability, where the Principal is the subject of the action
2. To make any decisions under the Governing Body's personnel procedures eg. disciplinary, grievance, capability, which are not delegate to the Principal
3. To make any determination or decision under the Governing Body's Complaints Procedure for Parents
4. To consider any appeals against a decision to dismiss a member of staff or a decision short of dismissal eg. disciplinary, grievance or capability
5. To make any determinations on behalf of the Governing Body in relation to staff redundancy and redundancy appeals
6. To consider any representations by parents in the case of an exclusion
7. To consider the appropriateness of any permanent exclusion or fixed term exclusion which totals 15 days or more in one term or where a pupil is denied the chance to take a public examination
8. All panels must be convened by the Company Secretary/Clerk to the Governing Body

NB Any Director or Governor who has participated on a panel for a staffing decision, cannot sit on the appeal panel

Membership (not less than 3; 3 or 5 for pupil discipline)

Any three Directors/Governors from the whole Governing Body who are:

- suitably qualified to undertake the role, and
- available on the date specified

The Principal is disqualified from serving in this role

Any Director/Governor having a connection with either a pupil, a member of staff or the incident in question which could affect their ability to act impartially should not serve on the panel

6. Terms of Reference for Directors'/Governors' Visits

The focus of Director/Governor visits will be decided by the relevant board and linked to the school's priorities. They will generally be nominated, give a clear remit for their visit and will be expected to report back in writing.

It is expected that a minimum of 3 monitoring visits will be made to the school during the year. A visit does not necessarily have to take place during the time when students/pupil are in school, and could be just as effective as a meeting between Director/Governor(s) and the lead professional at the end of the day as mutually agreed.

Directors'/Governors' visits should:

- * be pre-arranged with all parties concerned (with the exception of unannounced Section 10 inspections)
- * be an opportunity to support the school as a critical friend
- * provide an opportunity for exchange of information
- * provide an opportunity to build relationships with staff and pupils

Directors'/Governors' visits are not:

- * to inspect the school (with the exception of unannounced Section 10 inspections)
- * to make judgements on the quality of teaching
- * an opportunity to quiz pupils

Protocol for visits

- * Directors/Governors are there to observe and inform themselves. They will intrude as little as possible on staff's time.
- * Directors/Governors will only go into classrooms when invited to do so by the Teacher
- * Directors/Governors will talk to pupils in class only when invited to do so by the Teacher
- * Members of staff are always free to say that it is not convenient for a Director/Governor to come in at any particular time
- * Visits should not be used to raise individual problems that should be properly resolved by the Senior Leadership Team
- * If Directors/Governors observe something that raises concerns they will discuss it first (if appropriate) with the Teacher

Reporting

- * Reports will detail the activities observed, discussions with staff and any areas for development
- * Reports will be no more than 1 side of A4 in length (not including any data)
- * Reports will be submitted for approval by the Principal and any lead professional within the school within 2 weeks of the visit
- * Reports will then be forwarded to the Clerk to the Governors for inclusion with the next appropriate meeting agenda and papers

7. Standing Order for Meetings of the Governing Body

Directors/Governors are expected to:

- * Arrive in good time for the start of any meeting, having read the paperwork provided with the agenda and prepared with any questions to ask or comments to make
- * Bring a copy of the School Development Plan and be familiar with its contents
- * Limit discussion to policies and actions and not people
- * Participate in discussion and listen to the views and comment of others
- * Be brief and adhere to any time limits placed against agenda items
- * Follow up on action points between meetings

The following persons have the right to attend all meetings of the Governing Body

- * Principal
- * Clerk to the Governors
- * any Director/Governor
- * Associate members (unless the Governing Body requires them to leave for items relating to individual members of staff or pupils)

The following people may be invited to attend meetings of the Governing Body

- * Vice Principal
- * other members of the Senior Leadership Team
- * prospective Directors/Governors
- * Meetings will be held at the school at least 4 times each year (Directors), 3 times each year (Governors). The Clerk of the Governor will prepare a suggested calendar of meeting dates for the following year, for approval during the Autumn Term.
- * The Clerk to the Governors will prepare a draft agenda, which will be finalised and approved by the Chair and the Principal and circulated one week in advance of the meeting
- * Directors/Governors wishing to place items on the agenda should give notice to the Clerk to the Governors and provide a copy of any supporting papers for distribution
- * Items of 'Any Other Business' will be taken at the beginning of the meeting and either added to the agenda, delegated to a Nominated Director/Governor, or placed on the agenda of the next meeting.
- * Where necessary, voting will normally be taken by a show of hands; however, the Chair may determine a secret ballot where this has been requested by two or more Governors.
- * All meetings will be convened by the Clerk to the Governors
- * Any three members of the Governing Body will request a meeting by giving written notice to the Clerk to the Governors which includes a summary of the business to be transacted
- * Each meeting will be limited to 3 hours in duration. Where business has not been completed within the agreed time, those Directors/Governors present may resolve to continue the meeting in order to complete the agenda.
- * Any business not completed will form part of the agenda for the next meeting
- * Draft minutes will be approved by the Chair for email circulation within 3 weeks of the meeting, before being formally approved by the Governing Body at the following meeting

8. Standing Order for the Election of Chair and Vice Chair

The Governing Body MUST elect a Chair and a Vice Chair

Directors and Governors who are paid to work at the school, for instance the Principal and the Staff Governors cannot be elected as Chair or Vice Chair

The Chair and Vice Chair will serve for a period of three years. They may be re-elected for consecutive terms of office

The following process will apply to the election of Chair:

- * the Clerk to the Governors will invite Directors/Governors to nominate, or self-nominate by a closing date no later than 2 weeks before the date of the meeting at which the election is to be held which will generally be the first meeting following the AGM for Directors (November) and the first meeting of the Academic year for Governors (December)
- * the Clerk to the Governors will include the names of all candidates for election on the agenda for the meeting at which the election is to be held, and send it to Directors/Governors at least one week in advance of the meeting

The Clerk to the Governors will take the chair to conduct the election of the Chair using the following procedures:

- * the candidates may be asked to leave the room whilst the election takes place and the outcome discussed
- * Directors/Governors will take a vote by secret ballot conducted and counted by the Company Secretary/Clerk to the Governors
- * candidates will be allowed to vote (including for themselves) before leaving the room
- * in the event of a tie, each candidate will be given the opportunity to address the Governing Body before a further vote is taken. (If a candidate cannot attend the meeting, a supporting statement may be requested in advance of the meeting)
- * if no advance nominations have been received for the office of Chair, the Clerk may seek nominations at the meeting
- * if no Chair is duly elected, a Director/Governor MUST be appointed to chair the remainder of the meeting and to act as a temporary Chair until the next meeting

Following the election of the Chair, the new Chair will conduct the election of a Vice Chair using the same procedure

The role of the Chair of the Governing Body is:

- * to ensure the business of the Governing Body is conducted properly in accordance with legal delegation requirements
- * to ensure that meetings are run effectively, focusing on the priorities and making best use of the time available
- * to ensure that all members have an equal opportunity to participate in discussion and decision-making
- * to establish and foster an effective relationship with the Principal based on trust and mutual respect for each other's roles
- * to establish and foster a good relationship with the Clerk of the Governors based on professional respect for each other's role

9. Standing Order for the appointment of Directors/Governors

Anyone who is eligible to be a Staff Governor and elected members of the LA are not required to follow the same recruitment/appointment procedure

The following process will apply to the appointment of Directors/Governors:

- * candidates are defined as any person, organisation or group having an interest in the education and care of children at this school
- * nominations will be sought from all members of the community defined above
- * vacancies will be advertised broadly to reach all areas identified as being part of our community
- * using a Skills Profile of the Governing Body, priority may be given to candidates with particular skills if this expertise would enable the Governing Body to work more effectively and will be stated when notifying the vacancy
- * the recruitment process will follow the procedure laid down in the Policy for Recruitment of Directors and Governors
- * following the formal interview, the Clerk to the Governors will notify the candidate of the result and announce it at the next available meeting for recording in the minutes

10. Code of Practice for Directors/Governors

The Directors/Governors of West Kirby Residential School accept the following principles:

As School Directors/Governors we will:

- * embrace the school's core values
- * take responsibility for determining, monitoring and keeping under review the broad policies, plans and procedures within which the school operates and support the Principal in the promotion of high standards of educational achievement and care
- * recognise that it is the Principal who is responsible for the implementation of policy, day-to-day management of the school and operation of the curriculum and care management
- * act fairly and without prejudice at all times
- * strive to fulfil all responsible expectations of a good employer
- * consider carefully how our own decisions might affect other in the community including other schools
- * accept that all Directors/Governors have equal status and that although Directors/Governors are appointed or elected by different groups, their central concern should be the welfare of the school as a whole
- * acknowledge that accepting office as a Director/Governor involves the commitment of significant amount of time and energy including preparing for meetings by reading papers beforehand and undertaking visits to the school within a framework established by the Governing Body and agreed with the Principal
- * have a responsibility to attend relevant training sessions to obtain information on our role and responsibilities, keep updated with changes brought about by legislation and innovations in education and care and monitor and evaluate our effectiveness
- * involve ourselves actively in the work of the governing body and accept a fair share of responsibilities, including service in designated areas
- * get to know the school well and take all possible opportunities to involve ourselves in school activities
- * operate as a team in which constructive working relationships are actively promoted in all areas
- * respect complete confidentiality especially in relation to matters concerning individual staff or pupils and exercise the highest degree of prudence when discussions of potentially contentious issues arise outside of the Governing Body
- * follow established procedures when responding to criticism or complaints relating to the school

I agree to follow the agreed principles and procedures of this code of practice adopted by the governing body on (date)

Appendix A

THE CIRCLE

