



OLD BUCKENHAM HALL

Brettenham Park
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Website: www.obh.co.uk

Governance Policy

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OLD BUCKENHAM HALL

Governance Policy

Background:

Old Buckenham Hall (Brettenham) Educational Trust Limited (The Association) was incorporated in July 1967 to take over, as a charity and going concern, Old Buckenham Hall (Brettenham) Limited from the Sewell family. The Memorandum and Articles of Association are held by the Clerk to the Governors and may be inspected by any Member of the association on request. The Memorandum describes the objects in detail, these provide generally for the creation and maintenance of a school for boys and girls. The Articles describe in detail the organisation of the Association, including membership, provision for a governing Council, the conduct of meetings, voting, borrowing, audit and accounting, profits and provision for religious instruction in accordance with the teachings of the Church of England. The Company (Reg No 910421) is a Private Company, limited by guarantee and not having a share capital.

Memorandum and Articles:

A summary of the main points in the Memorandum and Articles follows however this is a digest only and the Memorandum and Articles will always take precedence over this summary;

- **Membership:** there are two classes of membership, Members and Members of the Council, the latter effectively being the managing ‘board’.
 - **Members:** limited to 50 in total, all Members are elected by existing Members, have one vote and their details are to be recorded in a Members Register.
 - **Members of Council:** membership is to be no less than four and no more than twenty. Members of Council are elected by existing Members of Council; one third of Members of Council are to retire, in rotation, each year at the Annual General Meeting (AGM) but may stand for re-election. Members of Council are to elect their own Chairman and Vice-Chairman and determine the period they are to hold office for. Members of Council may delegate powers to sub-committees. Their membership is to be recorded in a Register; they are to appoint a Secretary, obtain / maintain a Common Seal, make arrangements for the keeping of minutes of all meetings of Members and Members of Council and are to appoint auditors. No employee may be a member of Council including the head / Bursar / Clerk to the Governors and Members, whilst eligible for the reimbursement of expenses are not to be paid.
 - In practice by 2009, the Council of Management has become known as the ‘Board of Governors’ (The Board). Membership of the Association has

also evolved in that all Members are also Members of Council and are known generically as 'Governors'.

- Meetings:
 - Annual General Meeting (AGM) - an AGM is to be held annually and is to receive and consider the accounts and balance sheets, elect Members of Council (Governors) to replace those retiring and elect and fix the remuneration of the auditors. Unless determined otherwise four Members of Council will constitute a quorum, with the Chairman having a casting vote if required. Generally, the AGM will be held in March and will consider the full year results and the audit report and will approve the financial accounts and statements.
 - Extraordinary General Meetings (EGM); All meetings other than the AGM are designated as EGM. These meetings will generally be held termly when the AGM is not held, this will usually be in February and June. At these meeting, budgets, salaries and school fees will be considered and approved.
 - Minutes: The Council (Board) may from time to time appoint a Secretary and will arrange for minutes to be taken, approved and maintained ; these minutes are to include all appointments of Officers, the names of all Council (Board) Members attending and all resolutions and proceedings of all meetings of the Association, all committees and the Council (Board). The Council will also procure a seal which is to be affixed only by a Council (Board) resolution and is to be affixed by the Secretary, witnessed by two Council (Board) members.

- Profits: all profits are to be applied solely to the Objects of the Association; details are also shown in the Articles for the creation and management of Reserve Funds.

- Pensions: The Council also has certain scope for establishing a pension fund if thought fit.

Other Documents and Procedures:

A number of procedures and statements of principle have been approved by the Board, these are as follows:

Appendix 1: Charter for Board of Governors

Appendix 2: Election of Governors, Chairmen, Vice-Chairmen and Officers

Appendix 3: Board and Committee Structures

Appendix 4: Terms of Reference of Board Committees

Appendix 5: Duties of Trustees - Guidance

Appendix 6: Membership of Committees

Review

This policy is sponsored by the Chairman of Governors and is to be reviewed by the Chairman annually in November or at other appropriate times required by the implementation of new legislation or best practice guidance.

M St J Shallow
Chairman of Governors

November 2011

OBH Governors' Charter

Introduction

The National Governors Association recommends that governing bodies should adopt a code of practice which sets out the purpose of the governing body and which describes the appropriate relationship between individual governors, the whole governing body and the school etc.

The Governing Board of OBH has adopted the following principles and procedures:

General

- We have responsibility for determining, monitoring and keeping under review the broad policies, plans and procedures within which the school operates.
- We recognise that the Headteacher is responsible for the implementation of policy, day-to-day management of the school and the implementation of the curriculum.
- We accept that all governors have equal status, and our overriding concern will be the welfare of the school as a whole.
- We have no legal authority to act individually, except when the governing body has given us delegated authority to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decision may affect other schools.

Commitment

- We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the governing body, attend regularly, and accept our fair share of responsibilities, including service on committees or working groups
- We will get to know the school well and respond to opportunities to involve ourselves in school activities.
- We will consider seriously our individual needs for training and development.

Relationships

- We will strive to work as a team.
- We will seek to develop effective working relationships with the Head, staff and parents and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when required or asked to do so by the governing body, especially regarding matters concerning individual staff or students.
- We will exercise the greatest prudence if a discussion of a potentially contentious issue affecting the school arises outside the governing body.

Conduct

- We will encourage the open expression of views at meetings, but accept collective responsibility for all decisions made by the governing body. This means that we will not speak out against majority decisions in public (or private) outside the governing body.
- We will only speak or act on behalf of the governing body when we have been specifically authorised to do so.
- In making or responding to criticism or complaints affecting the school we will follow the procedures established by the governing body.
- Our visits to school will be undertaken within the framework established by the governing body and agreed with the Headteacher.
- In discharging our duties we will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school.

Election of Governors, Chairman, Vice-Chairmen and Officers

Members of the Association are effectively also Members of Council / Board Members / Governors. The following principles will be used in the election of Governors:

Governors

- Governors will be limited to 20 in total and must not fall below 4
- The Nominations Committee will supervise the election and retirement policy and processes
- The Board are to agree when new Governors are to be sought, how many and any particular requirements (eg professional qualifications). This will be prompted by the Nominations Committee
- All those seeking election as a Governor are to complete an application to the Nominations Committee before their election can be considered
- New Governors are to be nominated by the Nominations Committee and voted on by the full Governing body
- In voting on new Governors, existing Governors will have one vote each – if there is a tie, the Chair of Governors will have the casting vote.
- Governors will usually be elected to serve for a period of three years, retiring by rotation on a three year cycle. Governors are eligible for re-election provided that no Governor will serve more than a total of 9 years as a Governor unless by special arrangement which will be reviewed annually thereafter. Any appointment beyond 9 years will be voted on annually and will require the approval of the Chairman and 75% of the other Governors;
- The Board will seek in appointing new governors to maintain a breadth and balance of experience, profession, and gender.

Chair of Governors

- The Chair of Governors will be elected to serve as Chair for a period of 3 years, but may be re-elected if agreed by the Board.
- The Board will, prompted by the Nominations Committee, decide when a new Chair of Governors is to be elected or on the retirement of the serving Chair.
- The election for Chair of Governors will be by a show of hands at a full Governor's meeting, with the current Chair having a casting vote in the event of a tie.

Vice- Chair of Governors

- The election of the Vice Chair will be conducted in the same way as the election for Chair – consideration will be given at the time as to whether these two elections should be staggered for the sake of continuity.

Committee Chairs

- The Chair of Governors will nominate serving Governors as Chair of Governing Committees
- All serving Governors will have a vote on the election of Chairs of Governing Committees
- Elections are to be conducted by a show of hands at a full Governors' Meeting

Expertise / Experience

In considering nominees for the posts of Governor it may be noted that it is beneficial to have the following expertise / experience on such a governing body:

- Accountancy
- Law
- Academic / Headmaster (Senior School)
- Academic / Headmaster (Prep-School)
- Marketing / PR
- Business
- Educational / Charity Administration
- Architecture / Surveying
- Local community
- School community / parents

Old Buckenham Hall – Governing Board and Committee Structure

Background

This annex summarises the Board and Committee structure at Old Buckenham Hall (the School), outlining the role of the Board of Governors (the Board) and that of the various Committees of the Board (the Committees). These arrangements are designed to ensure the Board is as effective as possible through focusing on key issues and matters reserved for the Board. The Committees focus on more detailed governance and operational issues.

The Board

The Board is responsible for agreeing aims, strategy, school plans and budgets for the School and for monitoring progress towards them. Equally the Board is responsible for ensuring the School has a rigorous control environment and that risks are managed effectively. Finally, the Board is responsible for determining which Committees are required to support the Board, which Governors should Chair those committees (the Chair) and which members of the School executive should act as the Senior Executive (the Executive) on those committees.

The Board consists of a minimum of 4 and maximum of 20 Governors. It is generally anticipated that the precise number will be approximately 12-15 depending on requirements. The Board is led by a Chair nominated by the Governors. A Deputy Chair is also nominated by the Governors to cover the role in the Chair's absence. The Headmaster and Bursar normally attend the Board meetings but are not members of the Board.

The Committees

The following are Committees of the Board. The role of these Committees is to focus on the more detailed governance and operational issues that arise.

Joint Committees

- Finance and General Purposes (Finance plan, Budgeting, Reporting, Treasury, Control, School plan, Staffing, Appraisal, Salaries)
- Education/Academic (Academic plan, Teaching, Results)
- Marketing & PR (Marketing plans, PR plans, Pupil numbers)
- Governance (Governance, Compliance, Public benefit, Risk management, Health & Safety, Safeguarding children)
- Pastoral (Pastoral issues, health and safety)
- Bursaries

Governor Committees

- Nominations (Board membership, appraisal)

Workings of the Committees

The Chair of each Committee will be a Governor and they will determine the composition of their committees in consultation with the Board. Other individuals may be invited to attend at the invitation of the Committee Chair.

The Joint Committees will consist of a Chair, an Executive and other Governors and Staff as appropriate. The Executive will agree with the Committee Chair a summary of the proposals and conclusions reached, and will present these to the Board. This arrangement leaves the ownership of proposals and conclusions in the hands of management and helps focus the Chair of the Committee on governance.

The Governor Committees consist of Governors only and the Chair will present to the Board.

The Committees will generally meet once a term ahead of the Board meetings and more often if required. They will report their proposals and conclusions to the Board through a combination of the minutes of the meeting and any supplementary report required.

The terms of reference and membership for the Committees are set out in the Appendices to this document.

Changes to the Structure

The Governance and Compliance Committee is responsible for recommending to the Board any changes to the structure of the Board and its Committees.

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Membership of OBH Committees

Membership of the Committees in support of the OBH Board with effect from 25 November 2011 are as follows:

Joint Committees

	Chair	Exec	Other
• Finance & Gen Purposes	MJS	JB	DS, SB, MA
• Academic	MA	SH	CB, RW, <i>TBD</i>
• Marketing & PR	MD	JR	MS, JB, CS
• Governance & Compliance	CRS	A-MS	DS
• Pastoral	JoB	CB	MA

Governor Committees

• Nominations	CRS	MJS, MA
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Further responsibilities

Governors will have the following further responsibilities, which will be reported upon by the Governor to the Board as appropriate:

	Gov	Staff
• Estate management	SB	DM
• Catering	SB	PW
• Learning support	RW	AG
• HR	MA	AMH
• Sport, music, drama	JBu	CS
• Pastoral care & boarding	JBe	DI
• Public benefit	CRS	MI
• PSL and Friends liaison	RW	MI
• Health & Safety	JBu	AMH

Terms of Reference for the OBH Board

This Appendix contains the Terms of Reference for the sub-committees of the Board:

- Annex A: Finance Committee and General Purposes Committee
- Annex B: Academic Committee
- Annex C: Marketing and PR Committee
- Annex D: Governance and Compliance Committee
- Annex E: Nominations Committee
- Annex F: Pastoral Committee

Terms of Reference are to be reviewed by the Chair of Governors prior to appointment of new Committee Chairs and annually by the incumbent Committee Chair.

Terms of Reference

Finance & General Purposes Committee

The roles and responsibilities of the Finance & General Purposes Committee (F&GP) are broadly as follows:

Responsibilities:

The F&GP is responsible for the following:

- Review and maintain Terms of Reference for the F&GP
- Ensure that the following areas are being properly managed by the school with a view to managing general matters not specified elsewhere and in particular: legal, staffing, appraisal and salaries, Estates, IT, security, local community and catering
- co-opt a suitable number of Governors (not less than four) to serve on the F&GP as ratified by the Chair / Board
- oversee the creation and implementation of policies and procedures within their remit above
- recommend and oversee the delegation of authority to individuals within the School as appropriate to their remit above
- manage the policy framework for the financial management of the School
- oversee the appointment of auditors to the School and monitor their reports and recommendations
- establish necessary strategies and guidelines for the investment of School funds
- monitor fees at OBH and competitor schools and recommend changes to fees as and when appropriate
- monitor debtors and ensure that adequate credit control systems are in place
- monitor IT and manual systems used in the accounting of School funds and ensure that these are suitable and sufficient for their purpose
- oversee the preparation of annual budgets and monitor the management of these budgets termly
- examine the annual audited accounts and recommend their acceptance or amendment to the Board
- ensure that staff managing the School finances are suitably qualified and experienced
- monitor that any changes to accounting requirements are being implemented by the School
- monitor that all returns required by HMG and it's appointed agents are rendered in a timely fashion as required
- agree discounts applicable for Fees in Advance(FIA) payments and review these at least annually

Term: The Chairman of the F&GP will be appointed initially for a period of two years; this may be extended by approval of the Board.

Qualifications: It is likely that the Chair of the F&GP will have experience of the legal and administrative requirements of running an educational/charitable institution. Members with experience of HR, IT, Health & Safety or business would be valuable to the Committee.

Reporting: The School Accountant (supported as required by the Chairman) of the Finance Committee will render a report termly to the Board in conjunction with the presentation of results and other financial matters.

Terms of Reference

Academic Committee

The roles and responsibilities of the Academic Committee (which will comprise at least 3 Governors and the Director of Studies) are as follows:

Responsibilities:

- Review and maintain Terms of Reference for the AC
- ensure that academic matters are managed in co-operation with the headmaster, Director of Studies and academic staff. This may include but not be confined to matters of syllabus, examination, teaching expertise, class size, setting, discipline and punishment, sports, exclusions
- ensure the proposed Academic programme supports the agreed positioning of the school and its USP (to be defined)
- ensure that the Academic programme encompasses a robust measurement system that allows comparison to national statistics plus competitor schools.
- ensure that Academic staffing levels are sufficient to support the delivery of the agreed Academic programme.
- An objective performance assessment of teaching standards is in place; teachers are reviewed under it on a regular basis (at least bi-annually) and a tracking structure is in place.
- oversee the creation and implementation of policies and procedures within their remit above
- recommend and oversee the delegation of authority to individuals within the School as appropriate to their remit above

Term: The Chairman of the AC will be appointed initially for a period of two years; this may be extended by approval of the Board.

Qualifications: It is likely that the Chair of the AC will have experience of the academic framework required by OBH, senior Schools and other prep Schools. Members with experience of teaching, headship, liaison with professional bodies such as IAPS / HMC

Reporting: The Director of Studies (supported as required by the Chair of the Academic Committee) will render a report annually or as required, to the Board.

Terms of Reference

Marketing and PR Committee

The roles and responsibilities of the Marketing & PR Committee (MPC) are as follows:

- Review and maintain Terms of Reference for the MPC
- lead the MPC with a view to monitoring and advising on policy for marketing and PR within OBH in concert with the Head and marketing staff. This may include but not be confined to matters of marketing, pupil numbers, admissions, brand, media, advertising, website operation and signage.
- co-opt a suitable number of Governors (not less than four) to serve on the MPC as ratified by the Chair / Board
- oversee the creation and implementation of policies and procedures within their remit above
- recommend and oversee the delegation of authority to individuals within the School as appropriate to their remit above
- receive and review the School marketing plan
- monitor and review performance and provision of the admissions services
- to monitor and review the marketing budget
- to monitor and oversee existing or proposed appeals or similar initiatives as required by the Board

Term: The Chairman of the MPC will be appointed initially for a period of two years; this may be extended by approval of the Board.

Qualifications: It is likely that the Chair of the MPC will have experience of marketing and PR preferably combined with knowledge of the education sector and local media organisations. Members with experience of the local community, press / media, IT and purchasing may be of particular value to this committee

Reporting: The Registrar (supported as required by the Chair of the MPC) will render a report termly or as required, to the Board.

Terms of Reference

Governance & Compliance Committee

Responsibilities: The roles and responsibilities of the Governance and Compliance Committee (GCC) are to:

- Ensure that the policy framework for the management of governance, compliance and risk management within the School is effectively managed
- Define the terms of reference of the GCC, these should include but not be restricted to the following:
 - Safeguarding Children
 - Company Law
 - Public Benefit / Charities Commission
 - Risk Management
 - HR / Employment / Charity Law
 - Insurance
 - Contingency Planning
- Review and monitor the allocation of responsibility for the management and administration of areas of risk within the School management
- Review the management of each area of risk to ensure that there is sufficient awareness of risk and compliance requirements, the ability and resources to manage and mitigate that risk and the facility and obligation to report deficiencies or compliance to the Board.
- Establish and monitor the mechanisms by which audits of the areas of risk and compliance are conducted, findings reported to the Board and any resultant action monitored and approved.
- Ensure that sufficient time and resources are allocated by the Board for the consideration of risk and compliance.
- Advise the Chairman on all matters of risk management and compliance
- Monitor and update as required the charitable aims and objects of the School.

Term: This appointment will initially be for a period of two years and will be extended or renewed by the Board annually thereafter

Qualifications: It is likely that the Chairman of the GC will be experienced professionally in matters of risk and compliance, particularly in charitable or academic fields or business and may well be a lawyer or compliance professional by profession. Experience of law, accounting, charities administration, safeguarding, and insurance may be of use to the Committee.

Reporting: The Chairman of the GC will render a report termly to the Board in consultation with the Head and Bursar.

Terms of Reference

Nominations Committee

1.0 Purpose

- 1.1 The Committee will identify the experience, expertise and other qualities from which the Governing Body and the School would benefit by the appointment of suitable Governors. The Committee will consult with the Chairman of Governors, the Headmaster and generally with the Governing Body.
- 1.2 The Committee will seek to identify individuals able to fulfill these needs. The process of identification may include consultation with members of the Governing Body, parents and former parents. In addition, the Headmaster and individual Governors may suggest to the Committee the names of individuals who they believe merit consideration by it. These suggestions will be made through the Clerk to the Governors.
- 1.3 The Committee will make recommendations to the Governing Body for the appointment (and re-appointment) of Governors. The Governing Body has responsibility for such appointments and re-appointments.

2.0 Membership

- 2.1 The Committee will consist of three members, who will be members of the Governing Body, and who will be elected by the whole Governing Body.
- 2.2 The quorum shall be two members of the Committee.
- 2.2 The Chairman of Governors may be a member of the Committee.
- 2.3 Members of the Committee will be appointed for a term of three years and may be eligible for re-election.
- 2.4 The Governing Body will confirm the membership of the Committee at its first meeting of the year, normally held in March.
- 2.5 If a member of the Committee ceases to be a Governor or resigns from the Committee during his or her term of office, a replacement will be appointed for the unexpired portion of his/her term at the first possible meeting of the Governing Body.
- 2.6 The Governing Body may co-opt further members to the Committee if necessary, subject to ratification by the whole Governing Body.

3.0 **Meetings**

- 3.1 The Committee will meet at least once a year and will report to the full Governing Body at each full Governors' meeting on the work of the Committee.
- 3.2 The Chairman of the Committee will chair the meetings.
- 3.3 Additional meetings may be held as the Chairman of the Committee feels necessary, provided always that at least two members of the Committee, including the Chairman of the Committee are present.
- 3.4 The Committee will keep minutes of its meetings and record of the names of potential Governors which are brought forward to it.

Terms of Reference

Pastoral Committee

Responsibilities: The roles and responsibilities of the Pastoral Committee (GCC) are to:

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Term: The Chairman of the PC will initially be for a period of two years and will be extended or renewed by the Board annually thereafter

Qualifications: It is likely that the Chairman of the PC will be experienced in []

Reporting: The senior Executive of the PC will render a report termly to the Board in consultation with the Head and Bursar.

Duties of Trustees - Guidance

The following is a selective extract from the Charity Commission's publication 'The Essential Trustee' and is provided as guidance for all Board Members acting as Trustees for the Charity.

Role of the trustees

Charity trustees are the people who serve on the governing body of a charity. They may be known as trustees, directors, board members, governors or committee members. Charity trustees are responsible for the general control and management of the administration of a charity. Their responsibilities and duties are summarised below. The great majority of trustees serve as volunteers, and receive no payment for their work.

Trustee duties

This following is a summary of the main duties and responsibilities of charity trustees:

- **Trustees and their responsibilities**
 - Charity trustees are the people who serve on the governing body of a charity. They may be known as trustees, directors, board members, governors or committee members. The principles and main duties are the same in all cases.
 - Trustees have and must accept ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.

- **Compliance – Trustees are to:**
 - Ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.
 - Ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
 - Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.
 - Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

- **Duty of prudence – Trustees are to:**
 - Ensure that the charity is and will remain solvent.
 - Use charitable funds and assets reasonably, and only in furtherance of the charity's objects.
 - Avoid undertaking activities that might place the charity's endowment, funds, assets or reputation at undue risk.
 - Take special care when investing the funds of the charity, or borrowing funds for the charity to use.

- **Duty of care – Trustees must:**

- Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.
- Consider getting external professional advice on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.

If things go wrong

The Charity Commission offers information and advice to charities on both legal requirements and best practice to help them operate as effectively as possible and to prevent problems arising. Further details are available from the Charity Commission website at www.charity.commission.gov.uk

Membership of OBH Committees January 2010

Membership of the Committees in support of the OBH Board with effect from 25 November 2011 are as follows:

Joint Committees

	Chair	Exec	Other
• Finance & Gen Purposes	MJS	JB	DS, SB, MA
• Academic	MA	JS	CS, RW, <i>TBD</i>
• Marketing & PR	MH	SKS	CS
• Governance & Compliance	CRS	GC	DS, AMH, JaB, JoB

Governor Committees

• Nominations	CRS	MJS, <i>TBD</i>
• Steering	MJS	SB, MA, MH

Further responsibilities

Governors will have the following further responsibilities, which will reported upon by the Governor to the Board as appropriate:

	Gov	Staff
• Estate management	SB	DM
• Catering	SB	PW
• Learning support	RW	AG
• HR	MA	AMH
• Sport, music, drama	JBu	CS
• Pastoral care & boarding	JBe	DI
• Public benefit	CRS	MI
• PSL and Friends liaison	RW	MI
• Health & Safety	JBu	AMH