

## Code of Conduct for Governors: Role and Responsibilities

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## INTRODUCTION

The Governors of Bedales Schools are responsible for the overall strategic management and development of the school. The Governors are selected from a wide range of backgrounds, and our aim is to achieve a balanced Board with a core of individuals with educational, legal, accountancy, finance, property management, business, marketing, and pastoral care backgrounds. All share a genuine commitment to the future of our School. The Chairman of Governors is a former parent. A full list of our current Governors is at Annex A.

## ROLE AND RESPONSIBILITIES

Governors work collectively as a group and are accountable to the wider community (the “stakeholders”) for the delivery of the best possible educational, pastoral and support service. They are responsible for ensuring that the overall structure is fit for purpose and consistent with the school’s charitable objects. The conduct of affairs is delegated to the executive team (the Head Master/Mistress, the Bursar and members of the Senior Management Team) and the Governors monitor performance in the light of an agreed framework.

The Governor’s detailed responsibilities include:

### Constitutional Responsibilities

- Acting in the best interests of the charity, its pupils, parents and staff (its beneficiaries) and its future beneficiaries.
- Election of a Chairman, Deputy Chairman, Chairmen of Sub-Committees.
- Ensuring that governance is managed in accordance with its governing instrument and provides public benefit.
- Maintaining the ethos of the school and setting a clear, strategic direction.
- Arrangements for voting and for the Chairman’s casting vote.
- Updating and amending the governing instrument, rules and bye-laws as necessary, e.g. to permit the school to become co-educational, or to expand the age range being educated
- Approval of the appointment of new Governors.
- Retiring Governors, or removing them, in accordance with the provisions of the governing instrument.
- Co-opting individuals with particular expertise or qualifications as additional members of Sub-Committees, but acknowledging that these experts have no voting rights
- Appointment (and removal) of the Bursar and Clerk/Company Secretary
- Changes to the Board structure.
- Approval of the terms of reference of the Sub-Committees.

- Compliance with the law, ISI, Ofsted and EYFS provisions.
- Compliance with charity, company and financial regulations.
- Avoidance of conflict of interest. Maintenance of register of interests.
- Diversification, within the UK and overseas.
- Review of Board's performance regularly in order to ensure that duties are undertaken in a way that adds to public confidence and trust.
- Taking appropriate professional advice.
- Appointing professional advisors.

### Meetings

The following functions are delegated to the Clerk/Company Secretary:

- Preparing a schedule of regular meetings of both the Governing Body and the Sub-Committees well in advance.
- Preparing agenda, papers and minutes of meetings of the Governing Body and the Sub-Committees in conjunction with the Head Master/Mistress, for approval by the Chairman.
- Ensuring that the agendas ensure that Governors fulfil their responsibilities for the proper governance of the school throughout the academic year.
- Collating papers prepared by the Head Master/Mistress and other staff.
- Ensuring that meetings are quorate as specified in the governing instrument.

### Senior Staff

- Appointment of the Head Master/Mistress.
- Appointment of the Bursar and Clerk to the Governors in close conjunction with the Head Master/Mistress.
- Assisting with the appointment of the Managing Head of Bedales, the Head of Dunhurst, the Head of Dunannie and the Director of External Relations.
- Pay and conditions of service of the Head Master/Mistress, the Bursar, the Managing Head of Bedales, the Head of Dunhurst, the Head of Dunannie and the Director of External Relations.
- Appraisal of the Head Master/Mistress and Bursar.

### Financial Issues

- To manage, safeguard and use the resources to their maximum potential.
- Sound financial management and control of resources.
- Approval of an annual budget, including the fee and salary rise that is reasonable and prudent.
- Agreeing a target operating surplus.
- Communication of fee rise to parents.

- Regular monitoring of in-year expenditure against budget.
- Approving expenditure in excess of delegated levels.
- Approving internal financial controls.
- Reviewing financial models and sensitivity analysis.
- Reviewing long-term financial projections.
- Approving the annual Statutory Information Return (SIR).
- Approving the annual Governor's report and the statutory accounts.
- Insurance levels, including Governors' indemnity insurance.
- Delegated levels of expenditure for capital projects, maintenance, IT and contracted out support services.
- Approving bank loans and overdrafts.
- Investment policy and performance. Selection of Investment Advisers.
- Reserves policy.
- Approval of the SORP Risk Register.
- Compliance with financial, company and charity regulations and best practice.
- Oversight of activities and accounts of the school's trading company.

#### Development

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

#### Employment Responsibilities

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

#### Property Development and Management

- Acquisitions and disposals of property or assets.
- Appointment of professional advisers.
- Awarding major contracts.
- Capital development.
- Maintenance projects.
- Health and safety procedures and policies.

- Any issue that could result in legal proceedings.
- Insurance.

#### Interface with Parents

- Parent contract.
- Policy on fee collection.
- Approving annual bursary awards.
- Bursary policy and public benefit.
- Scholarship policy, sibling and staff discounts.
- Provision of Information to Parents.

#### Curriculum Oversight

- Setting the admissions policy.
- Setting academic targets, and monitoring performance.
- Endorsing the aims and objectives of the school.
- Overview of changes to the curriculum, such as the introduction of the International Baccalaureate.
- Approving changes to the structure of the school day.
- Approving term dates.
- Approving the framework for reports – tracking pupils' progress.
- Monitoring compliance with ISI, Ofsted and EYFS standards.

#### Pastoral Oversight

- Arrangements for safeguarding and promoting the welfare of children.
- Child Protection policies, procedures and training.
- Policy on pupil numbers and class size.
- School policies on behaviour, sanctions, exclusions of pupils.
- Appeals procedure.
- Attendance policies.
- Complaints procedures.
- Anti-bullying policies.
- School uniform policy.
- Safety and security of the premises.
- Provision of First Aid.
- Any issues affecting a pupil that could result in legal proceedings.
- Standard of catering.
- Standard of classroom and boarding accommodation.
- Availability of drinking water.
- Accessibility policy and SEN.

Reports on the above topics are produced by the Head Master/Mistress, the Bursar and other senior staff on a regular cycle for the meetings of Governors and of the Sub-Committees. They form the framework of the discussion.

### CODE OF CONDUCT

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

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

Qualities of integrity, impartiality and objectivity are important. The Governing Body, under the leadership of the Chairman should be as transparent and open as possible, with all members conscious of their responsibilities towards the school community and of the clear distinction between the roles of trustees and of paid employees.

### “Away Days”

“Away days” involving the entire Governing Body provide the opportunity to look more strategically at issues concerning the future direction of the school. Governors can exchange ideas freely with the Head Master/Mistress, the Bursar and perhaps, other members of the SMT. They also provide an invaluable forum for Governors to bond together, without the pressures imposed by a crowded meeting agenda.

### Training

Governors are encouraged to attend training courses and seminars arranged by AGBIS and other professional providers, such as law and accountancy firms in order to reinforce their awareness of their varied duties and responsibilities. The Bursar/Clerk to the Governors circulates lists of courses on a regular basis.

APPOINTMENT AND INDUCTION OF GOVERNORS

See the Bedales Schools' policy on the Appointment, Induction and Retirement of Governors, which describes school's thorough selection and induction process.