



DITCHAM PARK SCHOOL GOVERNANCE AND FINANCIAL MANAGEMENT PROCEDURES

Title :	Governing Body and Governance policy
Reference No :	GFM1
Purpose :	To identify the roles and responsibilities of the Governors and the Governing Body. To clarify the working relationship between Governing Body and the School's Senior Leadership Team (SLT).
SLT Owner :	Headmaster
Governor :	Chair of Governors
Date of Document:	September 2020
Approved by Headmaster :	Date of Approval: September 2020
Approved by Council of Governors :	Approval required. Yes Date of Approval : 12th October 2020
Date of next Review	September 2021

The Role of the Governing Body

The Governing Body is responsible for determining the aims and overall conduct of the School. It sets and reviews policies, plans and procedures that will ensure the best possible education for present and future pupils of the School, including the proper control of its finances.

The Governing Body must work within the requirements of the Memorandum of Association and Articles of Association of The Ditcham Park School Charity Association incorporated on 2nd July 1982 as amended by Special Resolution on 27th May 2002, subject to Acts of Parliament and statutory regulations affecting independent schools. It should be aware of the possible implications for schools of the Human Rights Act as outlined, for example, in Independent Schools Council bulletins.

As Ditcham Park School is a charity, the Governors have or share control of the charity's administration and management and they are also trustees. As such Governors have a duty to act together to protect the property, preserve any endowments and maintain the solvency and effectiveness of the charity. Charity Commission booklets entitled "The Essential Trustee" and "Charities & Charity Trustees – an introduction for School Governors" set this out more fully and are made available to every Governor. As such, the DPS Charity is a company governed by the Companies



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Acts 2006. Governorship involves a degree of personal liability, although this liability can be insured against as long as Governors act within the terms of the Memorandum of Association and Articles of Association and do not act recklessly or unlawfully.

The Governing Body is accountable for the discharge of its responsibilities to pupils, parents and staff. As an independent school Ditcham Park School is also subject to the discipline of the market. The School's statutory accounts are open to public scrutiny but beyond this it has not been customary for the Governing Body to conduct their affairs as openly as is required in the maintained sector. The Independent Schools Council take the view that lack of communication can build unhelpful barriers between Governors and staff, or between Governors and parents; and suggest that unless there is a compelling case for it, Governors adopt a principle of openness.

Whatever the expertise of individual Governors, there will be times when it is important to seek outside professional advice, for example legal advice.

The Effectiveness and Quality of Governance [Independent Schools Inspectorate criteria]

The Governing Body helps to set and secure appropriate aims and values for the School and provides effective oversight and guidance.

1. The structure and management arrangements relating to the Governing Body are well defined and support effective oversight of the School:

- The aims, objectives and values of the School are realised
- There is proper support for the Headmaster and the staff
- There is effective long term planning
- There is proper financial oversight

This is achieved through:

- Sufficiently frequent meetings of the Governing Body and Sub Committees.
- Receipt of proper papers and the recording of decisions in minutes.
- Obtaining expert advice where necessary
- Ensuring that decisions taken are promulgated appropriately

2. The Governing Body is aware of its responsibilities and is appropriately involved in educational development and financial planning; it has strategies to ensure effective educational provision, and investment in human and material resources. This is achieved by:

- Ensuring that the statutory and legal requirements are met [see Table 1]
- Oversee the running of the School
- Use recognised criteria to monitor standards and quality throughout the School.
- Monitor School policies
- Ensure proper allocation of resources



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- Ensure that Governors have appropriate expertise and training
 - Ensure that new Governors receive induction
3. The Governing Body has good insight into the working of the School and provides advice, support and stimulus for growth and improvement.

This is achieved by:

- Delegating executive responsibility to the Headmaster, the Bursar and the SLT
- Building sound working relationships with the Headmaster and the Bursar
- Having mechanisms in place for relating to and responding to the interests and concerns of parents and pupils
- Taking steps to be familiar with the School, its staff and its workings.

4. There should be an effective working relationship between Governors and the SLT. The Governing body and the SLT have jointly developed working practices which are mutually supportive and respectful to each others' roles and responsibilities. The role of Governors is to support and monitor the management and not to manage. Governors should not be asked to and should not try to involve themselves in the day to day management of the School.

The Governing Body should concentrate on matters related to strategy and the School's effectiveness, delegating those tasks which are deemed to be operational rather than strategic eg: the deployment of staff below SLT level. SLT should be fully involved in discussions of strategic issues.

The Governing Body works by delegating responsibilities to Sub Committees [FSC, BSC or ESC] or individuals [Headmaster, Bursar & members of the SLT]. The degree of, and arrangement of, delegated responsibilities should be kept under review. The delegated responsibilities should be within clearly defined terms of reference.

5. The Governing Body is effective in discharging its responsibilities for the welfare, health and safety of the pupils. [ISI regulations]

The Governing Body is responsible for the strategic planning, the School Development Plan, statutory and regulatory requirements and the policies of the School. These are agreed and passed by the Governors. The Governors therefore monitor the implementation of the Development Plan, policies and procedures as detailed in the table below.



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Table 1

Aspect of School management	SLT role	Governor input
Development Plan	Devised in consultation with staff and given Governor approval. Regular review and revision.	Approval and annual review by Governing Body.
Curriculum	Consider and advise Council on standards / matters relating to curriculum, including statutory requirements and School's policy. Consider curricular activities which have Finance or Personnel consequences. Focus on specific areas of provision ie SEN, Literacy and Numeracy.	Governors are made aware through Headmaster's Annual Review at June Council meeting or during the year.
Health & Safety [including fire safety]	Meeting each term by representatives from different sections of the School + a Governor representative & Bursar as Health & Safety officer.	Governor representative on H&S committee
Disaster planning	Critical Incidents Plan and Emergency Situations Policy plan devised by SLT.	Governors aware of and approve the plan.
Data Protection and data integrity	School Data Protection group headed by Bursar as Chief Privacy Officer	Designated Governor for Data Privacy
Accessibility plan [to increase access to those with disabilities inc. specific learning needs]	3-year plan to be reviewed annually by SLT	Governors aware of and approve the plan
Child Protection policy in compliance with 'Safeguarding children & safer recruitment in education', DCSF regulations	Designated person with updated training every 2 years + training for all staff every 3 years. Child protection policy available to parents on the school website and on request. Written policies on prevention of bullying and safety of pupils on educational visits. Operate safer recruitment procedures. First aid policy exists.	<i>'Annual review of School's child protection policy and procedures and efficiency with which related duties have been discharged'. ISI</i> Designated Governor.
Risk assessment	Annual review by SLT Ensure suitable risk assessments are in place for all activity both on and off site.	<i>Annual review by Governing Body</i>



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Admissions, behaviour & exclusion policies	These policies devised by SLT are available to all current and prospective parents via the School website and on request.	Governors aware of and approve the policies
HR policy	Ensure all HR policies are updated Review staff work/life balance, working conditions and well-being including the monitoring of absence. Review employment terms and conditions including remuneration Review contracts of employment in line with legislative requirements and current working directives.	Governors are made aware through Headmaster's Annual Review at June Council meeting or during the year. Assist Headmaster / Bursar as required.
Performance Reviews	Ensure that the School's policy on staff performance reviews is followed.	Governors are made aware through Headmaster's Annual Review at June Council meeting or during the year. Assist Headmaster / Bursar as required.
Succession Planning	The Headmaster is responsible for this area which is covered in the regular meetings with the Chair.	Governors made aware through Chair's communications. Governors assist in the appointment of SLT members.
Complaints procedures	The complaints procedure is published on the School website.	Involvement by specified Appeals Panel as issues arise.
Employment appeals and Disciplinary hearings	Conditions of employment are included in staff contracts and Staff Handbook eg: discipline, grievance, maternity leave etc. Ensure School's Disciplinary and Grievance procedures are correctly followed. Specialist HR advice is sought when necessary.	Governors made aware through Headmaster's regular reports to Council. Involvement by specified Appeals Panel as issues arise.
Personnel Related Expenditure	Make recommendations to the FSC.	Reviewed by FSC.



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Finance	The Bursar is responsible for the internal control of the School including accounting, budgetary and operational controls, the disposition of assets, conformance with Company Law and Charities Commission regulations, and assisting in the audit of the School's financial records.	Overseen regularly by meetings of FSC
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Chair of Governors

The Chair of Governors has a responsibility to:

- support and monitor the work of the School.
- support the Headmaster and also to hold the Headmaster to account for the performance of the School
- ensure Governors' business is conducted in an efficient and timely manner

Appointment of Governors

Appointment of Governors is subject to approval by the Chair and the existing Governing Body. Potential Governors are identified by personal recommendation, CV and relevant skills. Where possible appointments are made having regard to ensuring as wide a range of skills are available and to enhance existing skills. All new Governors should be inducted into the processes and procedures of School management and governance.

Induction process for Governors to include training on:

- How the School operates, future plans and needs, policies.
- Responsibility of Governors
- Health and safety
- Employment law
- Team working
- Data Protection

Confidentiality in all matters has to be clear to Governors, particularly those who are also parents of pupils at the School.

The Governing Body

The Governing Body needs to take a strategic role, act as a critical friend to the Headmaster and the School and be accountable to parents, pupils and staff for its decisions. It should set aims and objectives and agree, monitor and review policies, plans, priorities and performance that will ensure the best possible education of its pupils.



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The Governing Body must ensure that the ethos of the School is maintained at all times, and that the School operates in accordance with its Memorandum and Articles of Association and all statutes and regulations applicable to the School's activities.

Terms of Reference

- To agree constitutional matters*, including procedures where the Governing Body has discretion;
- To recruit and appoint new Governors as vacancies arise;
- To hold at least four Governing Body meetings a year;
- To appoint or remove the Chair and Vice Chair;
- To appoint or remove the Headmaster;
- To assist the Headmaster in reviewing and approving all appointments to the Senior Leadership Team;
- To appoint or remove the Clerk to the Governing Body;
- To establish the committees of the Governing Body and their terms of reference;
- To suspend a Governor*;
- To decide which functions of the Governing Body will be delegated to committees, groups and individuals;
- To see that the School has in place effective financial and operational controls, including procedures to ensure that all significant risks to the continued successful performance of the School are identified and mitigated;
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Governing Body is necessary*;
- To review and approve a Strategic Development Plan for the School;
- To approve the first formal budget plan of the financial year;
- To keep the Health and Safety Policy and its practice under review and to make revisions where appropriate;
- To keep the Data Protection and Privacy Policy and its practice under review and to make revisions where appropriate;



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- To review the delegation arrangements annually*;

* These matters cannot be delegated to either a committee or to an individual.

The Role of the Chair of the Governing Body

- To ensure the business of the Governing Body is conducted properly, in accordance with its agreed role and terms of reference, legal requirements and Governing Body delegations to Sub-Committees;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and 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 Headmaster based on trust and mutual respect for each other's roles. The Chair has an important role in ensuring that the Governing Body acts as a sounding board to the Headmaster and provides strategic direction.

The Role of the Clerk to the Governing Body

- To work effectively with the Chair of Governors, the other Governors and the Headmaster to support the Governing Body;
- To advise the Governing Body on Constitutional and Procedural Matters, duties and powers;
- To convene and organise the agenda for meetings of the Governing Body;
- To attend meetings of the Governing Body and ensure minutes are taken;
- To maintain a register of members of the Governing Body and report vacancies to the Governing Body;
- To give and receive notices in accordance with relevant regulations;
- To perform such other functions as may be determined by the Governing Body from time to time.

The Role of the Chair of a Sub Committee

- To ensure the business of the Committee is conducted properly, in accordance with its agreed role and terms of reference and with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making;
- To ensure the Governing Body receives full reports, minutes and information relating to the activities of the committee.



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The Role of the Clerk to Committees

- To advise the Committee on procedural and legal matters;
- To convene and organise the agenda for meetings of the Committee;
- To attend meetings of the Committee and ensure minutes are taken;
- To perform such other functions with respect to the Committee as may be determined by the Governing Body from time to time.

Appeals Panel

- To consider any appeal against a decision to dismiss a member of staff made by the Headmaster;
- To consider any appeal against a decision short of dismissal under the Governing Body's personnel procedures e.g. disciplinary, grievance, capability;
- To consider any appeal against selection for redundancy;
- To consider any appeal against a decision made by the Headmaster in response to a Stage 2 formal complaint made by parent/parents/guardians of current or former pupils of the School.

The Appeals Panel shall consist of no fewer than three members, comprising two School Governors and a panel member who is independent from the management and running of the School. The Chair of Governors may not be part of an Appeals Panel, being the person before whom any unresolved appeal shall be heard and finally adjudicated. The Chair of Governors, on behalf of the Panel, will acknowledge the complaint and schedule a hearing.



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The Finance, Building and Education Sub-committees

The table below details the key criteria for the membership and meetings of the Finance, Building and Education Sub-Committees. The terms of reference for the sub-committees are detailed in Appendix A of this policy document.

FSC	The Finance Sub-Committee shall have effective oversight, both short term and strategic of the internal controls and commercial viability of the School, including accounting, budgetary, and operational controls, the disposition of its assets and audit of the School's financial records.
BSC	The Building Sub-Committee shall have effective oversight, both short term and strategic, of estates and related premises matters including liaising closely with the Finance Sub-Committee on estate development plans and the annual budget for capital and maintenance
ESC	The Education Sub-Committee shall have effective oversight, both short term and strategic of the agreed academic, curricular and pastoral provision of the School and make recommendations as appropriate to the Governors.
Report to	The Governing Body
Membership	The FSC and ESC Sub-Committees shall consist of a minimum of three Governors. The BSC Sub-Committee shall consist of a minimum of two Governors.
Appointment	The Governing Body at its AGM shall agree the Governor membership of each Sub-Committee and shall appoint a Chair for each committee.
Casual Vacancies	The Governing Body shall co-opt Governors as necessary to fill any vacancy occurring during the year.
Staff Attendance at meetings	FSC: The Bursar and Headmaster shall normally be required to attend all meetings of the Finance Sub-Committee. Other staff may, at the Bursar's or Headmaster's discretion or the Sub-Committee's request, attend meetings as required
	BSC: The Estate Bursar, Bursar and a member of the SLT (currently the Head of Seniors and the Head of Juniors) shall normally be required to attend all meetings of the Building Sub-Committee. Other staff may, at the Estate Bursar's or Bursar's discretion or the Sub-Committee's request, attend meetings as required
	ESC: The Education Committee meetings are attended by the Headmaster, Head of Seniors, Head of Juniors and Deputy Heads of Seniors and Juniors. Other staff may, at the Headmaster's discretion or the Sub-Committee's request, attend meetings as required. The Bursar attends in the role of Clerk to the Committee.
Frequency of Meetings	Each Sub-Committee shall meet at least once a term.



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Timings	The usual pattern of meetings shall be BSC / FSC / ESC / Governing Body.
Quorum	A quorum shall be two Governors.
Record of Meetings	The Clerk to the Sub-Committee shall ensure that an agreed written record of each of their meetings is forwarded to the Governing Body in a format agreed by the Governing Body.



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Appendix A

Terms of Reference of the Finance, Building and Education Sub-Committees.

Finance Sub-Committee (FSC)
■ To advise the Bursar on the management and control of the School's finances and the disposition of its assets and where appropriate agree actions or directions in respect of financial matters.
■ To receive reports from the Headmaster and the Bursar on all financial matters as well as staffing structure and conditions of service as they pertain to members of the School staff.
■ To receive, review and agree the annual budget which shall then be recommended to the Governing Body for final approval, including any proposed increase in fees
■ To receive, review and agree the quarterly and annual accounts which shall then be recommended to the Governing Body for final approval.
■ To receive, review and agree reports to the Charities Commission which shall then be recommended to the Governing Body for final approval.
■ To propose arrangements to the Governing Body for the annual audit of the accounts including the appointment of the School's Auditors and to oversee compliance with all finance-related statutes.
■ To review requests for Bursaries as proposed by the Bursar and Headmaster. Approval of such bursaries shall be within the agreed annual budget. Bursary approvals shall be communicated to the Governing Body using the Record of Meetings.
■ To review all necessary financial policies, procedures and controls designed to protect the School against mismanagement, loss or fraud and any other matters relating to the financial affairs of the School. Maintenance of such policies shall be the responsibility of the Bursar. However, assistance may be provided by the Governors as required.
■ To review and endorse the annual capital budget and oversee capital spending and reserves; to similarly have oversight and endorse proposed long-term capital projects.
■ To ensure the cash resources of the School are properly maintained and invested in accordance with the School's banking and cash management policies and risk profile.
■ To take such steps as may be necessary to implement such of its recommendations as are approved by the Governing Body.



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



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Building Sub-Committee (BSC)
■ To develop and manage a ten year capital and maintenance programme in line with the School Development Plan.
■ To recommend to the School the annual budget for capital and maintenance for inclusion in the overall annual budget which is reviewed by the FSC and the Governing Body.
■ To receive regular reports from the Estate Bursar on all matters relating to the maintenance of all property and buildings to a safe and appropriate working standard.
■ To receive, review and agree any urgent requests for work that is needed to achieve legislative compliance (eg Health and Safety, Accessibility, Fire) not already included in the annual budget and above the 'de-minimis' level of £1,000.
■ To propose future major capital programme or longer term upgrades/developments for inclusion in the School Development Plan for the consideration of the Governing Body.
■ For major works to form the core of a Project Board, to co-opt Governors and others as appropriate, to monitor progress and to report back at agreed intervals to the Governing Body on progress and financial performance against budget
■ To receive regular reports from the Estate Bursar and Bursar regarding the state of the water supply, the reservoirs and any testing and maintenance thereof.
■ To take such steps as may be necessary to implement such of its recommendations as are approved by the Governing Body.
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Education Sub-Committee (ESC)

- To monitor and oversee the School's compliance with the educational and pastoral aspects of the regulations relating to standards in independent schools as set by the ISI.
- To consider the plans drawn up by the Head to deliver the agreed educational provision and to ensure that all strategic issues are properly addressed and capable of resourcing, having particular regard to:
 - the School's ethos and aims;
 - the School's educational character;
 - the size of the School and the staffing required to deliver the curriculum effectively;
 - the School's admissions policy;
 - the School's policies in relation to bursaries and scholarships;
 - the overall level of resources made available for the teaching and learning process;
 - the proposed term and holiday dates;
 - the School's extra curricular and pastoral provision;
 - the School's scheme of work for PSHE;
 - the introduction and removal of subjects from the School's existing provision;
 - the quality of teaching and learning for pupils at the School, (including requirements for pupils with SEND), academic performance and public examination results;
 - the School's staff development processes designed to maintain high quality teaching and learning across all age-groups;
 - pupil progression and achievement;
 - the School's provision for pupils with special educational needs, disabilities, or for whom English is a second language, and for the gifted and talented;
 - the School's child protection policies and procedures, including the statutory review of such processes and the School's safeguarding culture;
 - the School's policies on the use of IT and social media;
 - the School's policies on behaviour, bullying, discipline, sanctions and exclusion; and
 - the School's complaints procedure, including the number of formal complaints in the past year and how all complaints were dealt with.



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| ■ To take such steps as may be necessary to implement such of its recommendations as are approved by the Governing Body. |
| ■ The Committee shall ensure that all acts and proceedings of the Committee, including minutes of all Committee meetings, are reported to the Governing Body promptly and as a minimum termly basis, or as required by the Governing Body. Where appropriate, acts and proceedings of the Committee should be reported to the Governing Body as soon as immediately practical. |
| ■ The Committee shall review annually its terms of reference and its own effectiveness and recommend any changes to the Governing Body. |