

The London Acorn School.

The London Acorn School (TLAS)

Governance Constitution

December 2019

Introduction

TLAS is an independent school set up under a not-for-profit Community Interest Company (CIC) structure.

This document outlines the governance constitution for TLAS.

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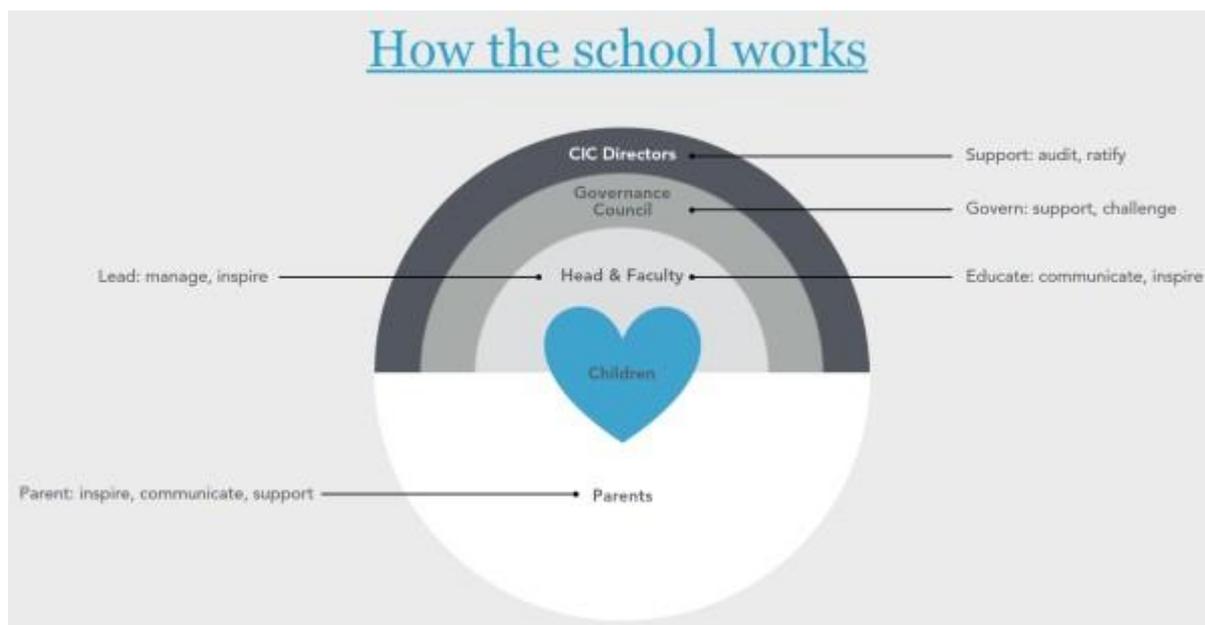
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This document version takes effect upon completion of the table below:

On behalf of	Governance Council	CIC Directors
Name	Catherine Howett	Andrew Thorne
Position	Chair	Chair
Date	13 December 2019	13 December 2019

1 – Overview of how the school works



- It is good practice to maintain appropriate and clear boundaries between the role of the governing and management functions, with clear governance structures and tightly defined remits (not least in relation to functions delegated to committees or other bodies).
- All TLAS leadership (Directors, Governors and Management) are expected to pay due regard to the 7 Nolan principles of public life – selflessness, honesty, integrity, objectivity, accountability, openness, leadership.
- Furthermore, all individuals and groups within TLAS leadership are expected to work with a spirit of open and constructive communication, teamwork and fellowship at all times in pursuit of their duties and obligations.
- **Board of Directors of TLAS CIC (the 'CIC Directors')**, ie the legally-defined 'proprietor' – is ultimately responsible for governance. However, CIC Directors choose to delegate the majority of functions with regards to the governance of TLAS to a Governance Council.
- **Governance Council ('GC')** – is responsible for the ongoing governance of TLAS, with the following three core functions:
 - a. Ensuring clarity of vision, ethos and strategic direction
 - b. Providing support and challenge to executive leaders, holding them to account for the educational performance of TLAS and its pupils as well as the performance management of staff
 - c. Overseeing financial performance and making sure money is well spent.
- **Head** – is the key executive leader of TLAS, responsible for all pedagogical and non-pedagogical aspects of managing TLAS on a day-to-day basis, including financial management, with both the short-term (practical matters) and long-term (strategic direction) in mind.
- **Faculty** – it is the responsibility of all staff to engage in ongoing, constructive and effective communication, internally and externally.
- **Parents** – parent partnership and engagement is critical.

2 – Board of Directors of TLAS CIC

Constitution:

- TLAS is constituted as a Community Interest Company (CIC). This is essentially a standard limited company that **does not make profit for private individuals but instead ploughs any profits it makes into a legitimate community interest.**
- The community interest the company serves is outlined in the objects as laid out in paragraph 5.0 of The Articles of Association of TLAS CIC, which outline the ultimate objectives of TLAS in the broadest possible terms:
 - Provide a high quality, natural and holistic education for young people aged 3 – 19 years
 - Release their full intellectual, physical and spiritual potential
 - Enable them to become highly contributing members of society
 - Provide education at affordable cost to enable as broad a group as possible to benefit*The goals of the Governance Council are derived from these objects, but more finely tuned to be in accordance with the circumstances of the current stage on our journey.*
- The Board of Directors of TLAS has the same legal status as any board of directors of a limited company in the UK. As per any other limited company, **liability is not personal, but limited**; in the case of TLAS, the limit, as confirmed in the company's Articles of Association, is just £1. As a separate legal entity, TLAS CIC, not the people who own or run it, is liable for its debts. Other liabilities on TLAS are covered by TLAS's insurance policy. As per all school staff and governors, Directors do not assume personal responsibility for any event at TLAS, providing they have taken reasonable steps to fulfil their responsibilities without wrongdoing or negligence.
- Serving as a Director is **unpaid**.
- Directorship is **open to a limited number of individuals (2-5)**.
- **New Directors are appointed by the existing Board**, by general Board agreement. Discreet nomination proposals are welcome.
- CIC Directors should have strong grounds to merit representing TLAS at this level, through levels of service to the school community beyond the ordinary, eg in terms of proven commitment to TLAS or key aspects of its philosophy, evidenced financial investment or personal service.
- All CIC Directors need to be DBS-checked.
- Conflicts of interest, through paid work or through family relations should be minimised where possible. These should always be declared as a prerequisite to consideration for appointment to the Board, or if they arise subsequently. Directors with declared interests may be naturally excluded from voting on certain strongly connected motions of the Board.

Responsibilities:

- Directors have a duty to understand and act within their own power, and exercise independent judgement and reasonable care, skill and diligence.
- Directors are responsible for understanding and putting in place measures to ensure that at least **minimum compliance** is established with all legal requirements of the CIC, including but not limited to fulfilling its legal promise to be non-profit making, and approving and signing off annual report and accounts for submission to Companies House.
- Directors should also promote the success of TLAS, taking reasonable steps to ensure that TLAS works in the interest of the community, pursuing its stated objects.
- **Most aspects of the day-to-day governing and running of TLAS are delegated** to the Governance Council and Head respectively (responsible delegation of key areas or running the school is deemed reasonable and is in accordance with the Articles of Association).
- However, Directors are responsible for approving the parameters for the governance of TLAS. To this end Directors are responsible for establishing and maintaining an appropriate 'Terms of Reference' for an overlapping Governance Council with specific delegated powers.

- Directors should maintain good fellowship, relations, consultation and communication with the Governance Council, with at least one Director sitting on this body as a voting representative.
- Directors should periodically review and challenge their own performance, and the performance of any committees/bodies to which they have delegated, both as individuals and as a team, in order to satisfy themselves that the governance structures remain appropriate and contain an effective mix of skills and perspectives.
- **Meeting frequency:** to be agreed by CIC Directors depending on the needs of TLAS, but typically termly/quarterly or even six monthly should be sufficient given the above responsibilities. Directors can in practice meet at any time, should that prove necessary. Motions, actions and agreements in all Board meetings must be formally recorded.

References

- The legal Articles of Association of The London Acorn School CIC (held at Companies House, and available to all on that website)
<https://beta.companieshouse.gov.uk/company/08266022>
- The Companies Act 2006.

3a – TLAS Governance Council: Constitution

TLAS governors are voluntary and unpaid (and need to be DBS-checked).

Composition:

- Elected governors
 - 1 governor elected by CIC Directors
 - Up to 2 governors elected by staff
 - Up to 4 governors elected by parents
- Other governors and/or non-voting members of the GC
 - The Head, Clerk / Business Manager / Treasurer are non-voting member of the GC
 - Other governors and/or non-voting members of the GC may be appointed by the 'elected governors' as deemed helpful depending on the evolving needs of TLAS, eg
 - Other CIC Directors, parents or staff
 - Independent/External Governors as/if/when we find people who are aligned to our ethos, sufficiently committed, can bring valuable experience and/or perspectives
- **Chair (and Vice Chair if necessary):** To be voted by GC.

Term of office:

- Elected governors: max 3 years before termination or re-election; not to exceed 9 years in total.
- Other governors and/or non-voting members of the GC: at the discretion of elected governors.

Decision making:

- The GC acts as a group. Each governor and/or non-voting member has an equal right to participate and to state their view, while respecting the views of others. The strength of the governor body lies in their ability to work together as a team with different individual skills, experience and perspectives.
- **Quorum:** Majority of voting governors.
- In certain circumstances individual governors or committees may have formally delegated powers to act on behalf of the GC.

Meeting frequency:

- To be agreed by GC depending on the needs of TLAS (in calm steady state expected to be approximately once every half term).

3b – Governance Council: Terms of Reference

Responsibility: GC (or CIC Directors if they deem necessary)

Reviewed: annually (or more frequently if required)

This version dated: December 2019

Next review date: September 2020

Aims and accountability:

- The over-riding purpose of the GC is to help TLAS provide the best possible education for its pupils in line with its stated ethos and vision. Its three core functions are:
 - **Ensuring clarity of vision, ethos and strategic direction**
 - **Providing support and challenge to executive leaders, holding them to account for the educational performance of TLAS and its pupils as well as the performance management of staff**
 - **Overseeing financial performance and making sure money is well spent.**
- The GC is accountable for the way it undertakes its duties to a range of stakeholders (including in particular the DFE, Ofsted, CIC Directors, parents, staff, as well as the wider local community). Governors are elected or appointed by different stakeholder groups, and, by this means reflect the community they serve without being delegates. However, **governors must govern in the best interests of pupils; it is not their role to represent a stakeholder group. Stakeholder engagement is an important but distinct activity** for which governors need to assure themselves that appropriate structures/arrangements are in place.
- All governors are expected to pay due regard to the 7 Nolan principles of public life – selflessness, honesty, integrity, objectivity, accountability, openness, leadership.

Responsibilities:

- In conjunction with the Head, setting and ensuring clarity of vision and ethos (including but not necessarily limited to maintaining an appropriate Vision Summary, Beliefs, Parent Agreement, Code, etc).
- In conjunction with the Head, establishing a strategic direction (including but not necessarily limited to developing a school development plan and budgets), monitoring progress and/or amending plans and budgets as appropriate.
- In conjunction with the Head, ensuring that there is appropriate on-going stakeholder engagement – commensurate with the community essence of TLAS – and ensuring that any complaints are handled constructively, impartially and effectively.
- In conjunction with the Head, overseeing / approving the broad policies and procedures, both statutory and voluntary, including but not limited to those with regards to Safeguarding, Health and Safety and the condition of the school premises and grounds, which will support TLAS. Responsibility for overseeing/approving specific policies may be delegated to individual or sub-groups of Governors, CIC Directors and/or the Head.
- In conjunction with the Head, overseeing the financial management and performance of TLAS. The GC may delegate to a Finance Committee and/or TLAS management responsibility to propose and then periodically report on progress relative to annual budgets in line with the School Strategic and Development Plans; overall power to authorise payments or expenditures where these are within the scope of the agreed budget; and matters that do not involve decisions on policy.
- In conjunction with the Head, reviewing and monitoring staff personnel issues ensuring compliance with employment law.
- In conjunction with the Head, finding, recruiting, inducting and providing appropriate training and development for governors over time to meet TLAS's changing needs in relation to skills, experience and diversity.
- Performance management of the Head, including agreeing appropriate Head Delivery Objectives, and holding the Head to account against those objectives. This particular function would typically be delegated to a Head Appraisal Team, who would be expected to seek proportionate feedback and input from staff, other governors and key stakeholders as appropriate.
- Communicating with the CIC Directors as appropriate. The primary responsibility for this is with the CIC-appointed governor.

Appendix A

Guide to broad experience, skills and other attributes desired individually and collectively across the GC

All governors

- Commitment to improving education for all our pupils
- Commitment to TLAS vision and ethos
- Pay due regard to the 7 Nolan principles of public life
- Ability to work as part of a team and take collective responsibility for decisions
- Willingness to learn
- Basic literacy, numeracy and IT skills

Across the GC

- Understanding and/or experience of (school) governance
 - Previous experience of being a school governor
 - Experience of chairing a board / governing board / committee
 - Experience of professional leadership
- Specific knowledge / understanding / experience of:
 - Health & safety
 - Safeguarding
 - Special educational needs
 - Leadership and/or governance in the primary sector
- Knowing our school and community
 - Understanding of / engagement with important stakeholder groups
 - Broad understanding of current education policy
 - Knowledge of / experience with the Acorn system
 - Openness/willingness to make connections with similar-minded schools
 - Independent perspective
- Strategic planning
 - Understanding and experience of strategic planning
 - Ability to analyse and review complex issues objectively
 - Ability to make difficult decisions in the best interests of pupils
 - Experience guiding organisations through periods of change
 - Experience of project management
- Holding the Head to account
 - Communication skills, including being able to handle sensitive issues tactfully
 - Ability to analyse data
 - Ability to question, coach and challenge
 - Experience of performance management/appraisal
- Financial oversight
 - Skills in financial planning/management
 - Experience of procurement/purchasing
 - Experience of premises and facilities management

Appendix B

Legal structure and associated governance requirements

- TLAS is a private/independent school set up under a 'CIC' (not-for-profit) structure.
- Private/independent schools are regulated and inspected by a range of bodies.
- However they are much more lightly regulated than other types of schools.
- There is not even a requirement to have a Board of Governors
(for instance, TAS Nailsworth doesn't have one, just the Whiting family as proprietors).

References:

- <http://www.newschoolsnetwork.org/sites/default/files/files/pdf/Differences%20across%20school%20types.pdf>
- https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/357068/statutory_schools_policies_Sept_14_FINAL.pdf
- http://www.legislation.gov.uk/ukxi/2014/3283/pdfs/ukxi_20143283_en.pdf
- https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/389467/Revised_independent_school_standards.pdf
- <https://www.gov.uk/independent-school-registration>
- https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/492259/Registration_of_independent_schools.pdf

Appendix C

Desirability for a broadly represented community based Governors Council

- TLAS is a community with families and staff at its heart – it is invaluable (and good governance) to ensure that staff and families continue to be involved in the governance structure of TLAS – the history of TLAS has proved how powerful it can be to harness the considerable breadth and depth of expertise, good-will and energy of the broad TLAS community.
- But because (unlike maintained schools for example) there is no *requirement* – only a *desire* – to have a Board of Governors, therefore there is no need for TLAS Governance Council to carry out *all* traditional functions of a Board of Governors.
- Rather, TLAS can start from first principles, drawing on accepted school governance best practice, to determine whether we should have one and, if so, specifically for what purpose(s).

Appendix D

Other references

- https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/481147/Governance_handbook_November_2015.pdf
- <http://www.isaschools.org.uk/project/uploaded-media/0-a-joint-understanding-of-good-governance-final.pdf>
- <http://www.nga.org.uk>