



**The London Acorn School (TLAS)
Governance Constitution
June 2022**

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

On behalf of	Governance Council	CIC Directors
Name	Belinda Hurwitz	Andrew Thorne
Position	Co-chair of GC	Chair of CIC
Date	30/06/2022	30/06/2022

Introduction

- TLAS is registered as an independent school set up under a not-for-profit Community Interest Company (CIC) structure.
- As an independent school, the school is required to conform to The Education (Independent School Standards) Regulations 2014 and other applicable statutory and non-statutory guidance.
- Registered schools are inspected on a regular cycle by inspectors from Ofsted or the Independent Schools Inspectorate (ISI), that cycle being decided by the DfE.
- This document outlines the governance constitution for TLAS.

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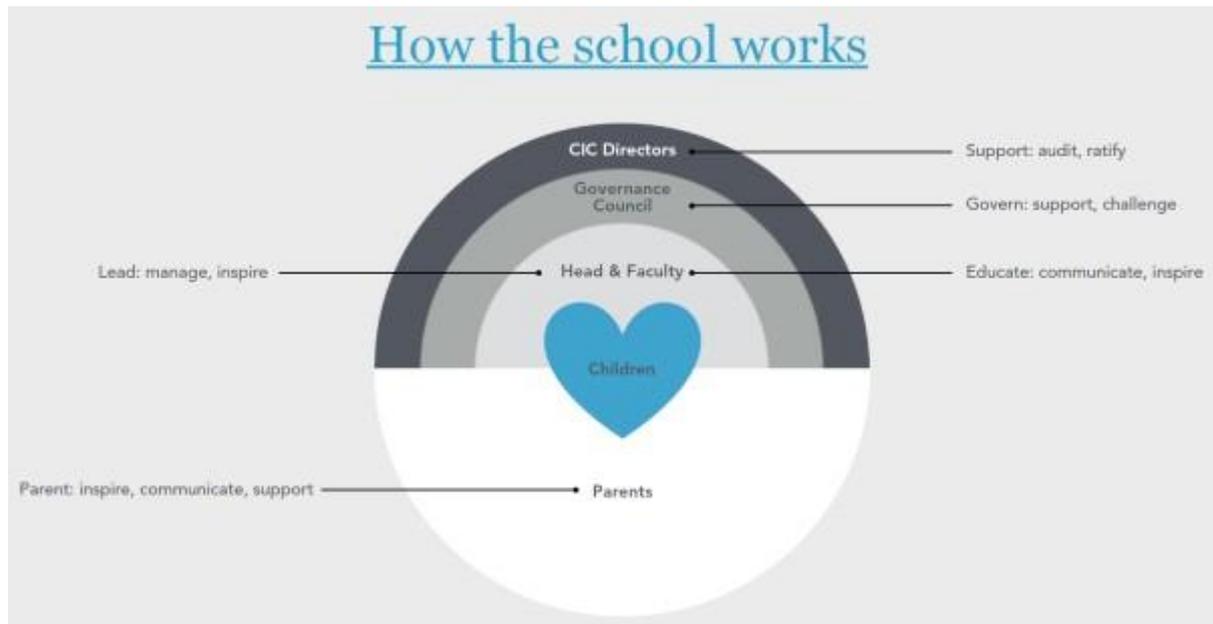
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**The London Acorn School 2022 2023
Advisors Responsibility and Structure**

Name	Role	Category	Date of appointment	Term of Office	Appointed by	Date of Leaving	Committee Sub Group/ Responsibilities
Deborah Speakman	Head teacher/ DSL	Head teacher	4 Jan 2021	N/A	Governing Body	N/A	Finance committee Head Support /appraisal meetings Governance Council
Emily Maskell	Acting Clerk DDSL	Business Manager and Acting Clerk	April 2018	N/A	SLT and Acting Clerk	NA	Finance Committee Governance Council
Catherine Howett	Co Chair Adviser	External	Sept 2018	4 years	Governing Body	N/A	Governance Council meetings Curriculum and assessment Appeals and Complaints Nominated Safeguarding and Online Safety
Belinda Hurwitz	Co Chair Adviser	Elected By parents	Sept 2019	3 years	Governing Body	N/A	Governance Council Nominated Link Governor – Community PSHE Health and Safety Regulatory Compliance
Andrew & Sarah Thorne	Proprietors CIC Representative Advisers	Proprietors CIC representative Governor	February 2017	N/A	N/A	N/A	CIC committee Governance Council Finance Committee Responsibilities Pay Appeals Staff Discipline & Dismissal/ Grievance Complaints Safer recruitment SCR

							Staffing Review and Dismissal Appeals and Complaints Nominated Safeguarding and Prevent Governor <i>Curriculum</i> SEND link Governor
Marc Bautista	Financial Advisor	Advisor	February 2017	5 Years	Sept 2017	N/A	Finance Committee Governance council Finance, including resources, budgets
Stacey Brien	Staff Adviser	Governor	September 2020	2 Years	N/A	N/A	Governance council member SEND

1 – Overview of how the school works



- The advisors 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 (Proprietors, Advisors 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, the proprietors choose to delegate stipulated functions to the governance of TLAS to a Governance Council.
- **Governance Council ('GC')** – is responsible for the ongoing governance of TLAS, with the following core functions:
 - a. **Demonstrates strategic leadership** – by ensuring clarity of identity, ethos and vision; agreeing the school development plan with strategic priorities, targets and KPIs.
 - b. **Ensuring the school meets the statutory requirements and is fully compliant with Independent School Standards regarding the demands of the curriculum, safeguarding and health and safety.**
 - c. **Ensuring accountability** – to drive educational attainment and the financial performance of the school.
 - d. **Ensuring the school recruits and retains the personal which have the skills, experience and capacity to perform the variety of roles within the school in a clearly defined structure.**
 - e. **Overseeing financial performance** – by approving the budget; monitoring spending against budget; ensuring money is wellspent; ensuring risks to the organization are managed.
- **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.
- **Staff** – 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 advisors, 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, provide character references and have undergone safer recruitment checks
- 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 **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.
- **The governance structure and responsibilities demonstrate the responsibilities of the proprietors and of each governor.** Responsible delegation of key areas of 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 advisors are voluntary and unpaid.

Recruitment of TLAS school advisors needs to follow the school's safer recruitment policy (as per paragraph 88 of KCSIE 2022 – including reference and DBS checks

Composition:

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

Term of office:

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

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:** 4 voting advisors.
- In certain circumstances individual advisors 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 and to be no less than three times a year.

3b – TLAS Governance Council: Code of Conduct [based on NGA model code of conduct]

Individual advisors and members of the GC must agree to the following:

Role & Responsibilities

- We understand the purpose of the GC and its strategic role.
- We understand how the role of the GC differs from and works with others including the Head and CIC.
- We accept that we have no authority to act individually, except when given delegated authority to do so, and therefore we will only speak on behalf of the GC when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the GC or its delegated agents. This means that we will not speak against majority decisions outside GC meetings.
- 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 governance and will act appropriately.
- We will consider carefully how our decisions may affect the community.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the school. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints we will follow established procedures.
- We will actively support and challenge the Head/SLT.
- We will accept and respect the difference in roles between advisors and staff, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.
- We will avoid, as far as possible, becoming involved in any communication which may lead to a conflict of interest with the role of the GC.

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 GC, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the school well and respond to opportunities to involve ourselves in school activities.
- We will visit the school, with all visits arranged in advance with the Head/SLT and undertaken within the established framework.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a governor.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the GC, category of governor and any other relevant information will be collected and may be published on the school's website.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other advisors, members of the GC, and school staff both in and outside of meetings.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We will confront malpractice by speaking up against any decisions and actions that conflict with the Seven

Principles of Public Life or which may place pupils at risk.

- We are prepared to answer queries from other GC members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Head, SLT, staff, parents, and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a GC meeting.
- We will not reveal the details of any GC vote.
- We will ensure all confidential papers are held and disposed of appropriately.

Conflicts of interest

- We will declare any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the GC's business, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the school as a whole and not as a representative of any group, even if elected by that group to the GC.

Ceasing to be a governor

- We understand that the requirements relating to confidentiality will continue to apply after leaving office.

Breach of code of conduct

- If we believe this code has been breached, we will raise this issue with the chair of the GC or CIC to investigate.
- The CIC/GC will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

3c – Governance Council: Terms of Reference

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

Reviewed: annually (or more frequently if required)

This version dated: June 2022

Next review date: June 2023

Aims:

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 four core functions are:

- **Establishing the strategic direction** – by ensuring clarity of identity, ethos and vision; agreeing the school development plan with strategic priorities, targets and KPIs; meeting statutory duties).
- **Ensuring accountability** – by appointing, performance managing, and providing support and challenge to the Head; holding them to account for the educational performance of TLAS and its pupils as well as the performance management of staff.
- **Overseeing financial performance** – by approving the budget; monitoring spending against budget; ensuring money is well spent; ensuring risks to the organization are managed.
- **Ensuring that all stakeholders get their voices heard** – by gathering the views of pupils, parents and staff as an important part of the school’s self-assessment; reaching out to the school’s wider community and inviting them to play their part; using the views of stakeholders to shape the school’s culture and the underpinning strategy, policies and procedures.

Accountability:

- 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). Advisors are elected or appointed by different stakeholder groups, and, by this means reflect the community they serve without being delegates. However, **advisors 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 advisors needs to assure themselves that appropriate structures/arrangements are in place.
- All advisors are expected to pay due regard to the GC Code of Conduct including 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 Advisors, 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 advisors 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 advisors and key stakeholders as appropriate.
- Communicating with the CIC Directors as appropriate. The primary responsibility for this is with the CIC- appointed governor.

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

On behalf of	Governance Council	CIC Directors
Name	B Hurwitz	A Thorne
Position	Co-chair of GC	Chair of CIC
Date	30/06/2022	30/06/2022

Appendix A

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

All advisors

- Commitment to improving education for all our pupils
- Commitment to TLAS vision and ethos
- Commitment to GC Code of Conduct including 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
 - Primary education sector / UK national curriculum
 - EYFS and its effective delivery in the UK education sector
- 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, resources and business management oversight
 - Skills in financial planning/management
 - Experience in marketing
 - Experience in fundraising
 - Experience in business development
 - Legal background
 - Experience in HR
 - Experience of premises and facilities management
 - Experience of procurement/purchasing
- 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

Appendix B

Legal structure and associated governance requirements

- TLAS is a registered private/independent school set up under a 'CIC' (not-for-profit) structure.
- As an independent school, the school is required to conform to The Education (Independent School Standards) Regulations 2014. The standards contain 8 parts:
 1. Part 1: Quality of Education
 2. Part 2: Spiritual, Moral, Social and Cultural development of pupils (SMSC)
 3. Part 3: Welfare, Health and Safety of Pupils
 4. Part 4: Suitability of Staff, Supply Staff and Proprietors
 5. Part 5: Premises of and Accommodation at Schools
 6. Part 6: Provision of Information
 7. Part 7: Manner in Which Complaints are Handled
 8. Part 8: Quality of Leadership In and Management of Schools
- The Independent Schools Standards are not prescriptive on how a school is governed or managed, but requires that the proprietors ensure that the standard about the quality of leadership and management is met *-including adherence to the independent schools standards and other statutory and non-statutory guidance*
- There is no requirement for TLAS to have a Governance Council (GC), but the GC has been constituted by the proprietors as part of the leadership and management structures of the school. As such, the effectiveness of the GC will be considered under part 8 in assessing the school's compliance to the Independent Schools Standards
- Registered schools are inspected on a regular cycle by inspectors from Ofsted or the Independent Schools Inspectorate (ISI), that cycle being decided by DfE. Adherence to the Independent Schools Standards forms only one part of this inspection. Ofsted and ISI use different additional elements in their inspection frameworks against which there may be additional assessments of the quality of leadership which may apply to the GC and are additional to the requirements of the Independent Schools standards
 - For example, under an Ofsted inspection, the inspectors will make 5 key judgements *in addition* to assessing whether the school is compliant with the Independent Schools Standards:
 1. Judgement 1: Quality of Education
 2. Judgement 2: Behaviour and Attitudes
 3. Judgement 3: Personal development
 4. Judgement 4: Leadership and management
 5. Judgement 5: Early years provision
 6. Judgement 6: Does the school meet the Independent Schools Standards
- TLAS is currently a non-association independent school and as such, is inspected by Ofsted. In future, the school may join an independent schools association and may then be inspected by the The Independent Schools Inspectorate (ISI) under the ISI inspection framework

References:

- The Education (Independent School Standards) Regulations, 2014
<https://www.legislation.gov.uk/ukxi/2014/3283/contents/made>
- The Independent School Standards Guidance for independent schools, April 2019
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/800615/Independent_School_Standards- Guidance_070519.pdf
- Non-association independent schools handbook (OFSTED) - Updated 9 February 2022
<https://www.gov.uk/government/publications/independent-schools-inspection-handbook-eif/non-association-independent-schools-handbook--2>
- ISI inspection framework- January 2017
<https://www.isi.net/site/downloads/1.1%20Handbook%20Inspection%20Framework%202018-09.pdf>
- Registration of independent schools - Departmental guidance for proprietors and prospective proprietors

of independent schools in England – August 2019

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/865049/BRANDED_independent_school_registration_guidance_21_August_2019Ms.pdf

- Comparison of different types of school - A guide to schools in England , January 2015
<http://www.newschoolsnetwork.org/sites/default/files/files/pdf/Differences%20across%20school%20types.pdf>
- Guidance - Statutory policies for schools and academy trusts, Updated 15 March 2022
<https://www.gov.uk/government/publications/statutory-policies-for-schools-and-academy-trusts/statutory-policies-for-schools-and-academy-trusts>

Appendix C

Desirability for a broadly represented community based Advisors 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 Advisors, therefore there is no need for TLAS Governance Council to carry out *all* traditional functions of a Board of Advisors.
- 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

- **Governance Handbook** – Academy trusts and maintained schools, October 2020
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/925104/Governance_Handbook_FINAL.pdf
- **A Competency Framework for Governance** - The knowledge, skills and behaviours needed for effective governance in maintained schools, academies and multi-academy trusts, January 2017
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/583733/Competency_framework_for_governance_.pdf
- **Clerking Competency Framework** - The knowledge, skills and behaviours required to provide professional clerking to the governing boards of maintained schools, academies and multi-academy trusts
https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/609971/Clerking_competency_framework.pdf
- **National Governance Association**
<http://www.nga.org.uk>