



# Harwell Primary School

"Happy to learn"

## **FULL GOVERNING BODY TERMS OF REFERENCE 2023/2024** agreed at FGB meeting 27th September 2023 (annual review)

### **Harwell Values:**

- Respect
- Responsibility
- Resilience
- Resourcefulness

### **Harwell School Vision:**

At Harwell School our vision for your child is to help them to develop a love of learning, along with the skills and the ways of thinking to excel at whatever they choose to do in the future.

### **RESPONSIBILITIES and ROLES**

The Full Governing Body (FGB) – Purpose and function as defined by the DfE is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for educational and financial performance.

The FGB will discharge its responsibilities as set out in the [Governance Handbook](#). The core strategic functions of the FGB are:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding the headteacher to account for the educational performance of the school and its pupils, and the performance management of staff; and
- Overseeing the financial performance of the school and making sure its money is well spent.

All governor business is managed through full governing board meetings. Statutory guidance from the Department for Education (DfE) says that governing boards should publish up-to-date details of their governance arrangements on their websites.

The FGB has a duty and obligation to fulfil the strategic role that all school Governors have responsibility for. These duties include, but are not limited to:

- agreeing the staffing structure
- agreeing the Governing Board constitution

- agreeing and managing the school budget
- appointment of staff
- monitoring and reviewing policies and documents
- supporting the school to raise standards
- setting targets for and monitoring progress of pupil achievement
- ensuring the curriculum is balanced and broadly based
- regulating staff conduct and discipline
- reporting on pupils' achievement
- engaging with stakeholders

Day to day management of the school is the responsibility of the Headteacher.

To undertake its role effectively, the FGB at its meetings will:

- Receive and consider reports from the Headteacher and Senior Leadership Team (SLT) regarding the school's progress against the Raising Achievement Plan (RAP)
- Receive and consider reports about financial performance, budgets and projections
- Receive and consider reports from each link governor regarding the school's effectiveness in that area
- Ensure that all matters requiring action following each FGB meeting are agreed and recorded, including appropriate named responsibility and timing.
- Ensure that actions are then followed up and outcomes communicated to the FGB to confirm completion. The FGB will not wait until its next meeting to conclude matters outstanding.
- Make strategic decisions that ensure the school's resources are used to secure the best possible outcomes for all students of the school
- Support and monitor implementation of the RAP and relevant policies
- Ensure the school's legal compliance and governance
- Make strategic decisions to ensure that the **Quality First** Teaching and Learning (T&L) Model is effectively implemented and monitored to secure best possible outcomes for ~~pupils~~ **the students**
- Respond to identified areas for development and support effective strategies to deal with them
- Monitor the safeguarding of pupils and the wider SEND provision

### **Membership of the FGB**

The FGB membership is defined by the school's Instrument of Governance dated 17th December 2014. This is reviewed and agreed at the first FGB meeting of the academic year.

The FGB consists of thirteen governors:

- Headteacher (**ex-officio**),
- Three parent governors,
- One Local Authority governor,
- One staff governor,
- Seven co-opted governors appointed by the FGB

Quorum is 7 governors

### **Chair of Governors**

Any non-Staff Governor may be elected to serve as Chair of Governors. The FGB elects a Chair of Governors in the first FGB meeting of the year for a two year term of office. In the event that the Chair of Governors ceases to be a member of the Governing Board, they shall

cease to be the Chair of Governors. The Chair of Governors may resign as Chair at any time but should make every effort to ensure that a plan for succession is in place and being adhered to for consistency and continuity purposes.

The Chair of Governors is responsible for:

- setting agendas in consultation with the Headteacher and Clerk to Governors
- managing the business of the meetings
- meeting regularly with the Headteacher
- ensuring the Governing Board adheres to its Standing Orders
- ensuring the Governing Board Working Groups are correctly established
- being responsible for the appointment and development of the Clerk to Governors and carrying out an annual performance review with the Clerk
- implementing a succession planning programme to ensure consistency when a new Chair of Governors is elected

The Chair can be removed from office by the Governors following the procedures set out in [The School Governance \(Roles, Procedures and Allowances\) \(England\) Regulations 2013: regulation 9, legislation.gov.uk](#).

### **Vice-Chair**

Any non-Staff Governor may be elected to serve as Vice-Chair of Governors. The FGB elects a Vice-Chair in the first FGB meeting of the year for a two year term of office. In the event that a Vice-Chair of Governors ceases to be a member of the Governing Board, they cease to be the Vice-Chair of Governors. A Vice-Chair may resign from that position at any time in the year.

During their time in post as Vice-Chair, they should work closely with the Chair of Governors to provide support and be participative in succession planning.

In the event that the Chair of Governors is unable to attend a meeting of the FGB, the Vice-Chair shall act as Chair for that meeting. In the event that the Chair is unable to carry out the duties for a period of time, the Vice-Chair shall be responsible for carrying out those duties.

### **Elections for Chair and Vice-Chair**

Nominations for Chair and Vice-Chairs shall be sought by the Clerk to the FGB at least two weeks before the date of the meeting at which the election is to take place. The Clerk shall invite Governors to nominate or self-nominate, in writing or by email, ideally by seven days ahead of the date of the meeting.

The Clerk to the Governing Board shall act as Chair during the process of election of the Chair.

In the event that more than one nomination for Chair of Governors is received, the Clerk will arrange a ballot at the meeting. Those Governors that have been nominated or self-nominated will be asked to leave the room.

In the event that no nominations are received for the Chair of Governors, a Vice-Chair (if one has been elected) shall Chair that meeting. In the event that neither Chair nor Vice-Chair is elected, the FGB will arrange for one of its non-Staff Governors to Chair the meeting and the election shall be adjourned to the subsequent Full Governing Board meeting. If no Governor

is willing to Chair the meeting, it shall be cancelled in accordance with school governance regulations.

In the event that more than two nominations for the positions of Vice-Chairs are received, the same principles as those for election of Chair shall apply. In the event that no nominations are received for Vice-Chair, the election may be deferred to the next meeting.

### **Election and appointment of new Governors**

The FGB has a responsibility to ensure that vacancies are filled as quickly as possible and that a broad range of skills are available from the Governors that serve on it.

A governor's term of office is four years.

Induction: new governors will have a mentor appointed to help them follow the agreed Induction process.

Associate Members: The FGB may appoint, for defined terms, associate members for their particular expertise or contribution to contribute to a working party.

Link Governors: these roles are reviewed annually with Link Governors appointed at the first FGB of the year:

- Safeguarding and Attendance
- Health and safety and GDPR
- Inclusion/SEND
- Finance
- Sports Premium
- Whistleblowing

The FGB will appoint governors to focus on strategic areas at the first meeting of the year:

- Safeguarding and Attendance
- Inclusion, SEND & Wellbeing
- Attainment and Data
- Finance and Premises
- H&S and GDPR

RAP priority governors - appointed at the first FGB of the year.

The FGB will have only one Committee – the Pay & Performance Committee, with members appointed at the first meeting of the year.

The FGB will set up working parties with members appointed at the first meeting of the year:

- Policy review
- Communication / stakeholder engagement
- Governor Effectiveness

## **FGB Meetings**

The FGB will meet seven times a year with the agenda and relevant reports ideally made available a minimum of seven (agenda fourteen) calendar days before the meeting.

Meetings can be hybrid using google meet to allow any governors to attend virtually when they cannot attend in person.

The quorum for Governing Board meetings is 50% (rounded up) of the Governors in post. Meetings which are not quorate shall not go ahead. Meetings that become inquorate partway through may go ahead but no decisions can be made.

All meetings are convened by the Clerk to the Governing Board. This is subject to direction from the Chair in the event of the need for an urgent meeting.

Any three members of the Governing Board may request a meeting by submitting a written request to the Clerk to the Governing Board outlining the purpose of the meeting. The Clerk to the Governing Board shall take direction from the Chair of Governors. Notice of the meeting together with the agenda and supporting papers shall be received by each member of the Governing Board no later than seven days before the meeting.

The FGB will review its structure annually at the final meeting of the academic year. In reviewing the structure it shall ensure that the focus of the meetings are appropriate and meet the needs of the FGB.

## **Agenda**

The agenda for the FGB meeting will be prepared by the Clerk in consultation with the Chair of Governors and Headteacher.

Any member of the Governing Board may request an item to be included on the agenda by writing to the Clerk. The Clerk will take direction from the Chair of Governors.

## **Any Other Urgent Business**

Where urgent items need to be raised which are not covered elsewhere on the agenda a Governor may raise the item under Any Other Business. Ideally, this should be agreed with the Chair before the meeting. If not, the FGB will determine whether the item is urgent. If it is not considered urgent the Clerk will ensure that it is included on the agenda of the subsequent meeting.

## **Meeting Minutes**

The Clerk to the Governors will take minutes of all FGB meetings. In the event that the Clerk is unable to attend a meeting, the FGB should arrange for one of its members to take minutes on that occasion. The Headteacher is exempt. The Chair of Governors should not be the person to take the minutes.

Minutes when approved at the next FGB will be signed by the Chair of Governors then added to the governor noticeboard and school website for public inspection.

Where an item is confidential it must be as a separate minute and stored in a folder available to the Clerk and Chair only within the google drive. This must not be made available for public view.

Draft minutes from a meeting should be produced within 72 hours of the meeting and sent to the Chair and Headteacher for approval. Draft minutes should be shared with all governors within two weeks of the meeting.

### **Attendance at meetings**

The Clerk will maintain an attendance register for all FGB meetings under Statutory guidance from the Department for Education (DfE).

If a Governor is unable to attend a meeting(s) they must contact the Clerk directly to offer apologies. If the Governor is not able to contact the Clerk then they should contact the Chair or, as a last resort, the school office.

Where a Governor has offered apologies for absence, the FGB will decide whether the apology should be accepted, and this shall be shown in the minutes of the meeting. Acceptance or non-acceptance of apologies will be a standing agenda item at each meeting.

If a Governor fails to attend meetings for a continuous period of six months and has failed to submit apologies, or the FGB has not accepted those apologies, the Governor may be disqualified in accordance with regulations. This decision shall be made by the FGB meeting and recorded in the minutes.

In the event that the Headteacher is unable to attend a meeting the Assistant Headteacher may attend on the Headteacher's behalf.

### **Discussion**

The Chair will ensure that all Governors enjoy equality of opportunity to express their views. The Chair will regulate all debates.

### **Decision Making**

All decisions must be made by the FGB unless the FGB has delegated the function.

Only Governors present at the meeting are able to vote.

A simple majority decides the outcome of any vote and in the event of a tie the Chair has the casting vote. [This does not apply when it relates to a selection panel vote for recommendation of the appointment of Headteacher].

Decisions of the Governing Board are binding upon all members.

### **Business and Pecuniary Interests**

A Register of Pecuniary Interests will be held and displayed on the governor noticeboard and the school website in accordance with statutory regulations. Each Governor must complete a declaration annually via Governor Hub. All new Governors are required to complete a declaration.

Business Interests will be a standing agenda item and Governors are required to declare any business or personal interest in any agenda item.

Any person entitled to attend a FGB meeting (~~including Associate Members~~) must withdraw and not vote where there could be a conflict of interest [the definition for a conflict of interest is where a Governor has an interest that is greater than the generality of the FGB].

### **Delegation of Functions**

No individual Governor may take action unless that action has been formally delegated to the individual Governor by the Governing Board.

Delegations of functions are reviewed annually by the FGB at the first meeting of the year.

The only formal committee will be the Pay & Performance Committee. The pay Committee will meet in the autumn term for Headteacher Performance Management and teacher salary review. The committee Terms of reference will be approved by the FGB.

### **Clerk to Governors**

A Clerk to the Governors is appointed annually by the FGB at the first meeting of the year.

### **Code of Conduct**

Governors agree to abide by the [National Governance Association Model Code of Conduct for maintained schools updated August 2023](#) (annex 1) and these Terms of Reference .

### **Review**

These Terms of Reference will be reviewed annually.

## **Appendix 1: National Governance Association Model Code of Conduct for maintained schools 2023**

Once this code has been adopted by the governing board, all members agree to faithfully abide by it.

We agree to abide by the Seven Nolan Principles of Public Life:

#### Selflessness

We will act solely in terms of the public interest.

#### Integrity

We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

#### Objectivity

We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

## Accountability

We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

## Openness

We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

## Honesty

We will be truthful.

## Leadership

We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

We will focus on our core governance functions:

- ensuring there is clarity of vision, ethos and strategic direction
- holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff
- overseeing the financial performance of the organisation and making sure its money is well spent

*NGA recognises the following as the fourth core function of governance:*

ensuring the voices of stakeholders are heard

**As individual board members, we agree to:**

### Fulfil our role & responsibilities

We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.

We will develop, share and live the ethos and values of our school.

We agree to adhere to school policies and procedures as set out by the relevant governing documents and law.

We shall fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring checks.

We will work collectively for the benefit of the school.

We will be candid but constructive and respectful when holding senior leaders to account.

We will consider how our decisions may affect the school and local community.

We will stand by the decisions that we make as a collective.



Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.

We will only speak or act on behalf of the board if we have the authority to do so.

We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.

When making or responding to complaints we will follow the established procedures.

We will strive to uphold the school's reputation in our private communications (including on social media).

We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.

#### Demonstrate our commitment to the role

We will involve ourselves actively in the work of the board, and accept our fair share of responsibilities, serving on committees or working groups where required.

We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.

We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.

We will get to know the school well and respond to opportunities to involve ourselves in school activities.

We will visit the school and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.

When visiting the school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.

We will participate in induction training and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis.

#### Build and maintain relationships

We will develop effective working relationships with school leaders, staff, parents and other relevant stakeholders from our local community/communities.

We will respect the remit of, and engage constructively with, relevant authorities and other schools.

We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.

We will work to create an inclusive environment where each board member's contributions are valued equally.

We will support the chair in their role of leading the board and ensuring appropriate conduct.

#### Respect confidentiality

We will observe complete confidentiality both inside and outside of school when matters are deemed confidential or where they concern individual staff, pupils or families.

We will not reveal the details of any governing board vote.

We will ensure all confidential papers are held and disposed of appropriately.

We will maintain confidentiality even after we leave office

#### Declare conflicts of interest and be transparent

We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the [register of business interests](#).

We will also declare any conflict of loyalty at the start of any meeting should the need arise.

If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.

We accept that the Register of Business Interests will be published on the school's website.

We will act as a governor; not as a representative of any group.

We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school website.

We accept that information relating to board members will be collected and recorded on the DfE's national database (Get Information about Schools), some of which will be publicly available.

**We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.**