



Governance Document

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| Adopted by Utopia - for review by the Board of Directors and Governors |
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| Updated September 2024 |
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| For review - Annually - Review targets annually |
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Utopia Independent Special School Governance Document

Terms

'The Board' refers to the Board of Governors

'Directors' refers to the legal owners and of Utopia Training Limited and proprietors of Utopia Independent Special School

'Headteacher' refers to the Principle of Utopia Independent Special School

'SLT' refers to the Senior leadership Team of Utopia Independent Special School

'The School' refers to Utopia Independent Special School

Governance Statement

The purpose of this document is to set the role of the Utopia Independent Special School Governing Board, including the individual role of Governors to establish robust governance policies and procedures that ensure The School is providing the best possible education to our learners. It also sets out the process of recruitment, selection and induction of Utopia Independent Special School Governors.

This Governing Document has been created in line with Utopia Training Ltd Articles of Association to maintain clarity and provide specific governance information to support the Board. This document has also considered the following guidance to ensure best practice and to safeguard learners, staff, volunteers and governors.

The Independent School Standards - Guidance for Independence Schools (April 2019)

Keeping Children Safe in Education (September 2024)

Working Together to Safeguard Children (July 2023)

A joint Understanding of Good Governance - ISC & AGBIS

1. Role of the Governing Board

The Governing Body assists in setting and reviewing the school's vision for the future, policies, plans and procedures that will ensure the best possible education for present and future Learners of the school, including the proper control of its finances and self-evaluating the efficiency of the school Governance. The board will have a duty to protect the assets of the school ensuring that it is diligently and well run.

The Governing Board will have support from Utopia Directors and Senior Leadership Team to ensure that the board has all relevant and up to date information and data that will assist them to make informed decisions during Governor meetings.

2. Roles and responsibilities of Utopia Independent Special School Governors

A. General responsibilities

Governors have the responsibility for ensuring that the school complies fully with the law, is solvent and complies with all the financial regulations for charities and companies as well as with DfE regulations. Governors have a duty to keep in mind the interests of learners, staff and parents as well as those of the community. Governors' responsibility for compliance cannot be delegated to the staff of the school and requires them to take professional advice where necessary and to ensure that they are kept up to date with changes in all of the regulations affecting independent schools.

Governors help to set the school's vision, ethos and direction, regularly review the school's performance against targets and monitor the risks to which the business is exposed. They are responsible for ensuring that proper measures are taken by the school to mitigate all risks, by safer recruitment and child protection, compliance with health and safety and insurance. They are responsible for the Governance structure. The conduct of operational business is delegated to the Headteacher and SLT.

B. Governance Responsibilities

Governors of The School are responsible for the selection and appointment of new Governors. This responsibility cannot be delegated, although the Governors encourage the Headteacher to suggest the names of potential candidates. Governors are aware of the importance of identifying the appropriate mixture of skills and experience that the Governors and their successors need to manage the multi-faceted affairs of a modern independent school. The Governors have an overall responsibility to oversee the operations of Utopia Independent Special School ensuring the school effectively meets its strategy, objectives and mission.

The specific role of Governance at Utopia Independent Special School is as follows:

- Set, monitor and (as necessary) revise Utopia's strategy/mission.
- Hire, set compensation for and evaluate the performance of Utopia's Headteacher and Senior Leaders based on the job descriptions appropriate to these roles.
- Ensure that the School has adequate resources to achieve its objectives.
- Ensure that safeguarding runs as a core thread throughout The School.
- Approve major operational policies, initiatives/programs and necessary funding.
- Evaluate the School's success and oversee improvements in order to enhance impact.
- Ensure the good public standing of the School.

- Ensure excellent self-governance with experienced and skilled Governors, appropriate sub-committees and annual skills audits.
- Exercise fiduciary responsibility for the School:
 - Oversee Utopia's assets.
 - Approve the annual budget
 - Ensure that adequate internal controls are in place within The School and ensure that periodic audits and reports are completed satisfactorily

C. Declarations and Bribery & Corruption

Governors have a duty to declare any personal interest in any transaction or arrangement proposed by the school, to avoid conflicts of interest and not to accept benefits from interested third parties. All Governors are expected to comply with the school's Conflict of Interests Policy.

Governors should act at all times with honesty and integrity. Each Governor has an important role in performing their duties and in upholding the schools' policies. The school has a policy of zero tolerance of bribery and corruption and:

- The Board accepts its fiduciary duty to ensure that the school does not tolerate bribery and corruption.
- Taking, giving or attempting to give bribes constitutes gross misconduct and, if proven, results in dismissal/removal from post.
- Governors and staff have a duty to notify the authorities where they discover instances of bribery, fraud or other malpractice.
- Governors and senior staff sign a declaration of their outside interests on joining and annually thereafter.
- All contracts for goods and services will be subject to open and fair competition.

D. Responsibilities of the Chair

Specific responsibilities of the chair include: Overall responsibility for guiding the governance of the Board and The School; Support for the Headteacher by meeting regularly and listening; Responsibility for the Headteacher's performance appraisal; Remuneration of the Headteacher in conjunction with the Directors; Endorse the School Development Plan; Chair meetings of the Board; Oversees the appointment of a new Headteacher; Maintains close links with Vice Chair; Ensures that the school has the requisite level of financial competence; Leads on the appointment and induction of new Governors; Ultimate oversight of the processes for dealing with grievances, disciplinary appeals and complaints; Arranging the Chair's succession process in advance of retiring. The addition of new members must be approved by the Chair. The removal of a member is carried out by notice to the relevant member by the chair. The process of adding new board members is described further down this document.

Day to day operational control of the school is vested in the Headteacher, who works with the Directors, Clerk to the Governors and the SLT. The Headteacher and any appropriate SLT are invited onto the board for meetings to report to the board on practical matters as well as matters pertaining to academics and school related issues.

E. Time commitment

Regular commitments consist of attending Board and the relevant sub-committee meetings. It is important that Governors and particularly the Chairman of Governors are

available for the Headteacher to discuss major strategic issues affecting the school. The Governor of Finance is likely to face similar calls on his/her time from the Headteacher, Bursar and Directors which will peak at the time of the audit, the preparation of the budget and of the management accounts. The call on the time of other Governors will be proportionately less.

3. Composition of the Board

- The Chair who can give a fair and balanced approach to the committee.
- The Vice Chair - The Chair is supported by the vice-chair who stands in for the chair in their absence.
- Governance is executed through the following committees: (as set out in the governance flow chart in ANNEX A)

Utopia have outlined essential sub-committees that will meet as set out per committee:

A. Finance and General Purpose - They provide oversight of the financial aspects of the school. Challenge requests from Headteacher for development projects etc. and provide scrutiny of the books and finances as presented by the bursar. This committee meets termly to then feedback to the larger general board. Members of this committee have a background in finance/accounting generally.

B. Curriculum and Education - They provide scrutiny across attainment, progress and tracking of all BTEC, GCSE and Functional Skills qualifications. They will also oversee the CPD process and what is being done on the academic side to drive things forward. They do not provide guidance on the direction of the school but rather act as a 'backstop' to scrutinise the Headteacher SLT and Curriculum Leads in matters relating to academics within the school. This committee meets termly to then provide clear feedback to the wider board.

C. Safeguarding and child protection - They check over the Single Central Register and safeguarding issues. A member of this committee undergoes safeguarding governance training. This committee meets annually however, safeguarding is always on the agenda at every general board meeting.

D. Property & estates management - They provide scrutiny of the property management and estate expansion plan and set the budget for refurbishment to work from each year. This committee meets when appropriate and is called by the Headteacher or Directors.

E. Remunerations - this committee looks at pay - mainly that of senior leaders but also the general wage bill. If fees go up, salaries can go up accordingly. This is an annual agenda item for the general board meeting with Directors insight and data on benchmarking and performance.

F. Chairman succession - this sub-committee is responsible for planning the replacement of the board when their term expires and only meets in preparation for this eventuality.

4. Meetings

- The Board shall meet at least once termly with the Headteacher and appropriate SLT and at other intervals as they determine necessary.

- Meetings may be convened at any time by the chair, provided that every member shall receive not less than 5 days notice in writing of such a meeting and the proposed agenda for the meeting.
- Minutes shall be taken at every meeting and a copy shall as soon as practicable after the close of each meeting be sent to all participants and other interested parties. These minutes shall be approved by the chair with a set format.

5. Management Oversight

- The hiring or termination of a Headteacher to manage Utopia Independent Special School is made by the Directors with support from the Chair.
- The board must approve the hiring of other resources to assist in the running of the school.
- The Headteacher will report the board, but may choose to approach one or more of the governors for day-to-day oversight.
- The board & Directors will conduct regular performance reviews on the Headteacher (at least annually) and will decide on the appropriate compensation and benefits based on these reviews.
- The board of governors needs to provide guidelines and approve changes in compensation and benefits for all Utopia School Staff alongside the Directors.
- The board need to determine the most appropriate way of measuring the effectiveness of Utopia Independent Special School in achieving its strategy.

6. Recruitment

The aim is to achieve a balanced Board with a core of individuals with educational, legal, accountancy, finance, property management, business, HR and marketing backgrounds, all of which are needed for the Governing Board to fulfil its responsibilities. This skill balance is reviewed regularly, with the goal of achieving a broad range of professions and backgrounds. Please see ANNEX A for the current development plan for Recruitment and Skills.

There should be a minimum of 3 Governors.

Governors are usually appointed at the AGM, however this may change in specific times whereby additional governors are required or suitable individuals are available to improve the Governing Board.

7. Selection

A. The Clerk to the Governors

The Clerk to the Governors is required to advise and assist the Governors in the exercise of their functions. The Clerk to the Governors plays an important role in assisting with the appointment of new Governors, in arranging briefing and induction programmes at the school and in ensuring that the correct paperwork is sent to new Governors.

B. The Initial Stage

When a potential Governor has been identified and has expressed an interest; he/she will be invited to meet informally with the Chair and Directors to discuss the role they might be expected to play on the Board. At that meeting, they will describe the Board's strategic vision for the next 3-5 years and the direction in which the Governors see the

school moving. The aim at the informal meeting is to ensure that every prospective Governor has a clear understanding of the commitment expected of him or her, in terms of time and attendance and is given sufficient information about the school to allow a well-informed judgement to be made before committing themselves to the appointment process.

At the informal meeting potential Governors are briefed about the range of statutory checks that are required as part of the appointment process.

- Barred list check
- Right to work in the UK
- Prohibition list check
- Photograph ID check
- Clear DBS disclosure received/application

He/she will then be invited to visit the school and to meet the Headteacher and to tour the school with a member of the School staff team.

C. Appointment

The second step is to invite the prospective Governor to attend a Board meeting as an observer. He/she then submits an application to become a Governor to the Chair. All prospective Governors are recommended to the full Governing Board by the Chair. Care is taken to select Governors who are prepared to serve for a minimum of three, and preferably six years which is the normal maximum length of a term of appointment, and who are prepared to commit the time necessary to any specialist appointment they may be required to fill.

All new appointments should be made at the AGM with exception to appointments that meet specific needs, they must be formally recorded in the minutes of the board meeting. Newly elected governors cannot take up their position until the following are in place:

- Barred list check
- A formal letter of appointment is sent by the Chairman, which specifies the term of the appointment, the total tenure for a Governor, and, if appropriate, the sub-committee(s) to which the new Governor has been appointed.
- The Clerk to Governors works with the School Administrator and HR department to undertake all of the above checks on all new Governors, and that they are not disqualified from acting as a Company Director, for example by virtue of an undischarged bankruptcy, before their appointment is confirmed.

D. The induction process

Once a Governor has been appointed, the Clerk to the Governors will send him/her an information pack on the school that supplements the information that was provided at the initial stage (see above). This includes:

- Right to work in the UK check
- Prohibition list check
- Photograph ID check
- Clear DBC disclosure received
- Governance Training

- List of fellow Governors and contact details
- Governance Structure, policy and sub-committee details
- Recent meeting minutes
- Latest statutory accounts and AGM Minutes
- AGBIS 'Guidelines for Governors'
- School Prospectus
- School SEF & Development Plan
- Recent budget and management accounts
- The School's relevant policies
- Meeting dates and School calendar dates
- Staff handbook
- Recent inspection reports

Familiarisation Visits - New Governors are invited to spend a day at the school and to meet the key personnel and to attend lessons in order to gain an insight into the curriculum and to meet groups of Learners.

Formal Training - New Governors are to attend appropriate training courses to fit them for their role. Details of training courses and seminars for Governors are circulated regularly by the Clerk to the Governors and Governors are encouraged to attend, where possible.

All new Governors should undertake formal child protection training (to include safeguarding, Prevent and Channel courses) as an important part of their induction.

E. Term lengths

Governors are appointed for an initial term, usually of three years and may be reappointed thereafter. The Chair and Vice-chair are appointed for a 3 year period unless otherwise stipulated by the board.

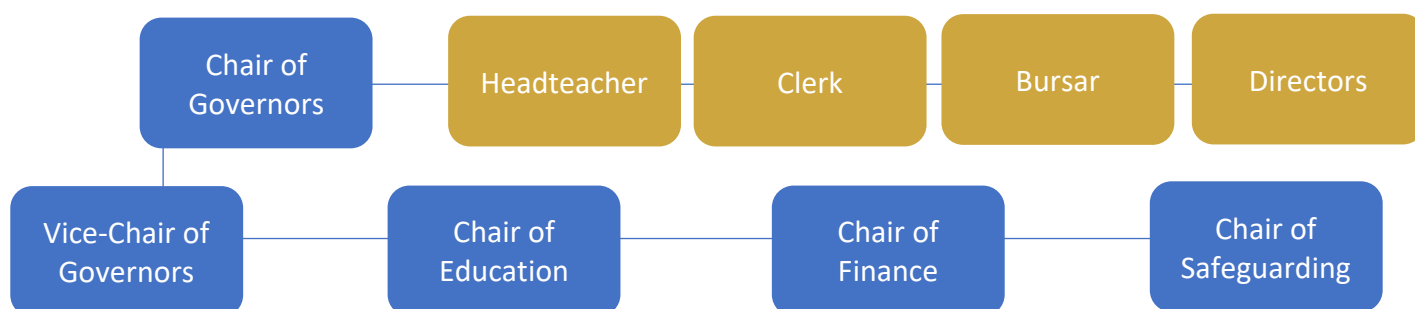
ANNEX A - GOVERNANCE RECRUITMENT AND DEVELOPMENT PLAN 2023-24

The Board seeks to achieve a balance of skills that are complimentary and which add value to the daily operation of the school, its future development and long term financial stability. In general the following professions would be represented on the Board:

- Finance
- Education
- Legal & Human Resources
- Property Development & Management
- Health & Safety
- Marketing
- Fundraising
- Business Management and Operation
- Community Leaders
- Parents

This is a comprehensive list and at Utopia we recognise that we may have to find experienced individuals that can provide experience and skills in a number of these areas to ensure that the Board has the broad requirements needed to successfully assist in the running of the School. Annual skills audits (See ANNEX B) are carried out to ensure this with any key underrepresented areas set out within the Governance Development Framework.

Proposed Governing Board Structure 2023-24



| Key Priorities 23-24 | Due Date | Date Achieved |
|--|-------------|---------------|
| Develop Governance documents (inc dev plan, risk & register) | February 23 | 14/02/2023 |
| Develop governor job descriptions & application | February 23 | 20/02/2023 |
| Outline Chair of Governors | March 23 | 09/03/2023 |
| Outline Chair of Finance | March 23 | 17/03/2023 |
| Outline Chair of Education | March 23 | 30/03/2023 |
| Outline Chair of Safeguarding | March 23 | 02/03/2023 |
| Outline Clerk | March 23 | 04/02/2023 |
| Outline Bursar | March 23 | 04/02/2023 |
| Complete skills audit | January 24 | |
| Set annual sub-committee and general board meeting dates | January 24 | |
| Outline relevant training opportunities | January 24 | |
| Appoint outlined Governors | January 24 | |

ANNEX B - SKILLS AUDIT

About this Skills Audit

This short and simple skills audit is a useful tool for mapping out the skills and expertise of Governors so that we can see where our strengths currently lie and identify any gaps or areas for development to inform recruitment planning. The tool captures some of the functional skills that we know we need, as well as wider aspects that are important to us, such as diversity, lived experience and networks. The audit should also help us to understand how the organisation may be affected if a particular Governor leaves or our organisation faces new challenges, and will be a tool that we will return to annually.

Please complete the following table, sharing your own perspectives on the skills and expertise that you bring to Utopia. All of this information will be collated and reviewed alongside the agreed Strategy to highlight our strengths, weakness and opportunities for development.

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|------|
| Name |
|------|

Level of expertise: 1 = highly experienced, 2 = proficient, 3 = some experience, 4 = no experience

| Skills, expertise, knowledge qualifications | Level of Expertise | | | | Comments |
|---|--------------------|---|---|---|----------|
| | 1 | 2 | 3 | 4 | |
| Administration | | | | | |
| Board/committee experience | | | | | |
| Campaigning | | | | | |
| Business development | | | | | |
| Change management | | | | | |
| Conflict resolutions | | | | | |
| Community | | | | | |
| Customer care | | | | | |
| Digital | | | | | |
| Education | | | | | |
| Facilitating meetings | | | | | |
| Finance | | | | | |
| Fundraising | | | | | |
| HR/Training | | | | | |
| Income generation | | | | | |
| Independent School governance | | | | | |
| Influencing | | | | | |
| IT/systems | | | | | |
| Leadership | | | | | |
| Legal | | | | | |
| Listening | | | | | |
| Marketing | | | | | |
| Parent | | | | | |
| People management | | | | | |
| PR/communications | | | | | |
| Project management | | | | | |

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|---|--|--|--|--|--|--|
| Property | | | | | | |
| Relationship management | | | | | | |
| Service user/beneficiary of the organisation | | | | | | |
| Team development | | | | | | |
| Voluntary sector experience | | | | | | |
| Other (Specialist experience or qualification relevant to voluntary organisations e.g. medical, campaigning, advice, etc.) | | | | | | |
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Motivation

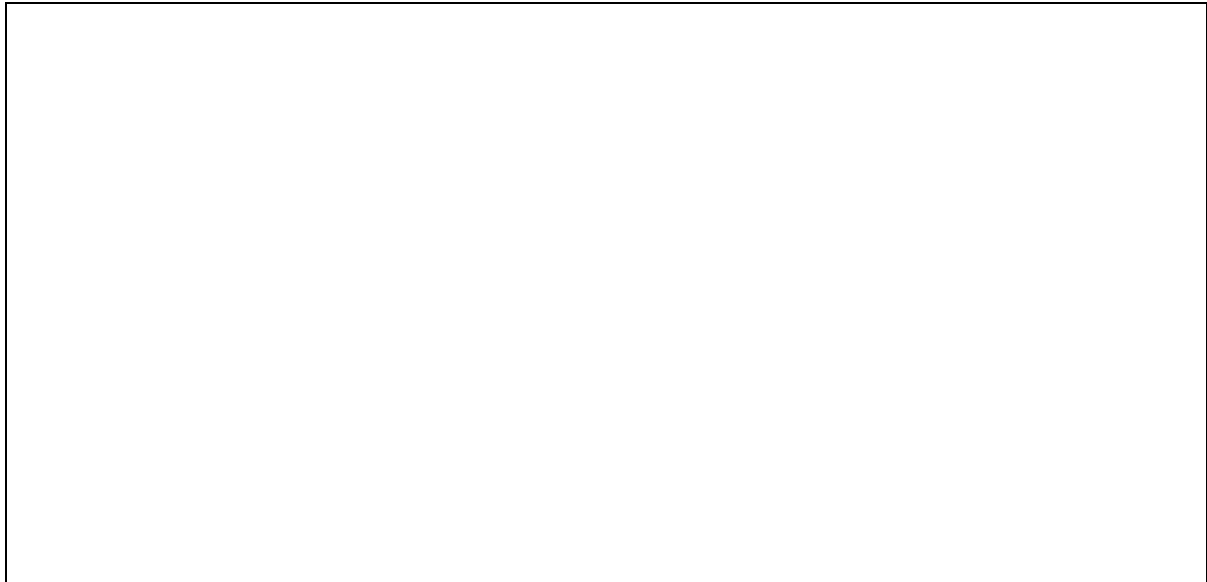
Do you have a particular interest or reasons for being/wanting to be a Governor of this organisation?

Diversity

A diverse board is able to reflect and support the delivery of an organisation's mission. Do you have a specific service user experience, social or family experience, background or general interests that will help us support the goals of the organisation?

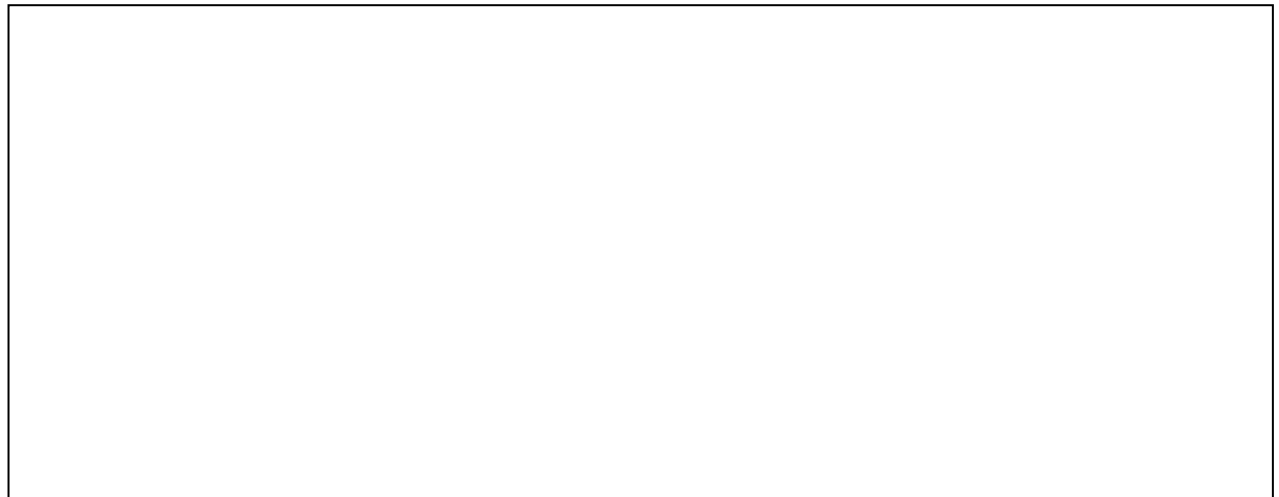
Areas of interest

Are there any areas of the work of the organisation you have a particular interested in and/or would like to become more involved in?

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Your perception of what else we need

Are there particular perspectives or areas of expertise that you think we really need at Board level? Where do you think our biggest gap is currently?

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