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The Merchant Taylors’ Schools, Crosby

A Company Limited by Guarantee

Scheme of Governance

Management and Delegation

Company No 6654276

Charity No 1125485

**THE MERCHANT TAYLORS’ SCHOOLS, CROSBY**

SCHEME OF GOVERNANCE

MANAGEMENT & DELEGATION

Objects

1. The objects for which the charitable Company named The Merchant Taylors’ Schools, Crosby is established are to advance the education of boys and girls by:
* the provision of day and/or boarding school or schools in or near Crosby which shall subject to below include instruction in accordance with the principles of the Christian faith; and
* by ancillary or incidental educational activities and other associated activities for the benefit of the community.

In accordance with any policy set by the Governors from time to time, any pupil may be exempted from instruction in accordance with the principles of the Christian faith.

The Schools

1. The Schools comprise:
	1. Merchant Taylors’ Boys’ Schools: for boys aged 7 to 18 (including Merchant Taylors’ Junior Boys: for boys aged 7 to 11, and Merchant Taylors’ Boys’ School: for boys aged 11 to 18);
	2. Merchant Taylors’ Girls’ Schools: for girls aged 4 to 18 (including Merchant Taylors’ Primary School; for boys and girls 4 to 7, and Merchant Taylors’ Girls’ School: for girls aged 7 to 11).

The Strategic Aims and Objectives

1. The Aims of the Schools are:
	1. To sustain the Schools’ reputation as one of the top academic schools in the North West.
	2. To continue to provide a non-denominational Christian education for local children from a wide range of backgrounds, through the Schools’ own assisted places scheme.
	3. In addition to providing an academic, disciplined education, to offer a diverse range of extra‑curricular activities, so that pupils leave as rounded, confident and balanced members of society, well-prepared for further education and their careers.
	4. To employ high quality staff
2. This will be executed through the following strategy:
	1. To continue to develop the Schools’ academic achievements;
	2. To provide high levels of pastoral care
	3. To retain single-sex education, but with increased levels of co-operation and pupil contact between the Schools.
	4. To continue to develop the marketing of the Schools, so as to maintain a sufficient intake of able pupils.
	5. To continue to develop the Schools’ buildings and facilities

Capacity of the Governors

1. The Articles of Association of the Company require that the Governors when complete shall consist of not less than six and not more than fourteen competent persons being
	1. THREE nominated Governors; and
	2. At least THREE and not more than ELEVEN co-opted Governors — which will include one from the Merchant Taylors’ Company, one from the Old Girls’ Association and one from the Old Boys’ Association.
2. Each of the Governors has two distinct, but overlapping, capacities. Each Governor is -
	1. **A member** of the Company. The members have residual responsibility for the Company. They have a power to call a general meeting if it becomes necessary to exercise control over the affairs of the Company, or for other purposes.
	2. **A director** of the Company (a Director is also a Charity Trustee and in both capacities is referred to as a Governor of the School). The directors are responsible for the governance and supervision of the Company and its executives (each of the Heads and Director of Finance and Operations). This group has responsibility for protection of the assets of the charity, and are considered to be **members of the proprietor body** of the charity for the purposes of the education and discrimination laws. They also have general responsibilities, in addition to those referred to above, relating mainly to good practice, knowing, understanding and upholding the ethos of the Schools and giving all proper support to the four Heads and Director of Finance and Operations.
3. The nominated Governors, when acting in that capacity, have the same powers and duties as the co-opted Governors and owe their duties to the Company and the Schools. They must not allow those duties to come into conflict with duties they may owe to any other body or organisation, and must not act if their personal affairs bring them into conflict with the Charity.

The Principles of Good Governance

1. Governors should act in accordance with the following (Nolan) principles: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. Governors must have a good understanding of and be sympathetic with the aims and objects of the Schools and act in accordance with the Articles of Association at all times.
3. Governors must act and make decisions in the best interests of the Schools, balancing the interests of present and future beneficiaries and be aware of sector and object specific issues that may affect the present and future growth of the Schools, and its relevance to modern society.
4. Governors must be mindful that their personal and professional conduct outside the Schools must be beyond reproach. When this is not the case and the circumstances are judged by the Chair of Governors to affect its reputation adversely, s/he should require the Governor to withdraw immediately from the Governing Body on a temporary basis. Having considered the circumstances and any subsequent outcome and consulted other Governors, the Chair of Governors should then discuss with the Governor whether it is appropriate for him or her to resume their place on the Governing Body. If a concern under this provision, is in respect of the Chair of Governors then any decision to suspend a Governor shall be made by the Vice-Chair after consultation with the Governors other than the Chair.
5. Where professional assistance is required for the governors to be able to make the most appropriate decision affecting the Schools, that assistance should be sought and considered carefully. Unless there are very good reasons not to, such advice should be followed.
6. Governors must not receive any financial or non-financial benefit that is not explicitly authorised by the Articles of Association. Governors should not exert any influence to garner any preferential treatment for themselves or their family or any connected person (see the conflict of interest policy).
7. Governors are jointly and severally liable for their decisions, therefore, decisions should be taken together and communicated to parents, staff, and, if appropriate, pupils, in a unified manner. Decisions are made on a majority basis.
8. Governors are accountable for their actions, and, as such, decision-making and governance issues should be as transparent as possible, except when confidentiality is required.
9. Governors should be prepared to spend an appropriate amount of time reading papers and preparing for board meetings. A minimum attendance of 75% of meetings is required of governors to ensure that best practice in governance is reached and maintained.
10. Governors are expected to attend courses or seminars from time to time in order to apprise themselves of current issues and practice in education and governance. Particular importance is placed on the need for an induction programme when taking up their appointment.
11. Should a governor feel that they require further guidance or training in their role, they have a duty to inform the Clerk to the Governors who will assist in obtaining the necessary training or guidance.
12. Any information of a confidential nature must remain so outside the confines of the meeting. Where a Governor sits on the Governing Body of another school, great care must be taken to ensure that commercially sensitive information is not shared, and that the requirements of the Competition Act 1998 and related legislation are complied with.

The Role of the Governors

1. The Board of Governors is responsible for the overall governance and strategic direction of Merchant Taylors’ Schools, developing the Schools’ aims, objectives and goals in accordance with the Articles of Association, legal and regulatory guidelines.

Main Responsibilities

1. To determine the overall direction and development of the school through good governance and clear strategic planning. The Board is to be provided with information on changes in its operating environment (legal, demographic etc.) and will scrutinise published comparators of the performance of peer and competitive schools.
2. To ensure that the Schools and its representatives function within the legal and regulatory framework of the sector and in line with the Schools’ Articles of Association, continually striving for best practice in governance.
3. To uphold the fiduciary duty invested in the position, undertaking such duties in a way that adds to public confidence and trust in the Schools.

Main Duties

1. Ensuring the Schools comply with legislative and regulatory requirements, and act within the confines of their Articles of Association.
2. Acting in the best interest of the current and future beneficiaries at all times.
3. Promoting and developing the Schools in order for them to grow and maintain their relevance to society.
4. Maintaining sound financial management of the Schools’ resources, ensuring expenditure is in line with its objectives, and investment activities meet accepted standards and policies. The Governors shall receive regular reports on income and expenditure, cash flow and fees arrears. A budget will be set in May, reviewed in the Spring Term when numbers are confirmed and annual accounts will be considered in the Autumn Term.
5. Interviewing, appointing and monitoring the work and activities of the senior paid staff. The Governors shall review performance of both examination results and extra-curricular activities to ensure the aims and strategy are being pursued.
6. Ensuring the effective and efficient administration of the Schools and their resources, striving for best practice in good governance.
7. Acting as a counter signatory where a School cheque or application for funds is outside the delegated limits to senior managers.
8. To maintain absolute confidentiality about all sensitive/confidential information received in the course of Governors’ responsibilities to the Schools, and to accord with the conflicts of interest policy.

Accountability

1. As the members of the board are responsible and liable for the governance and functioning of the Schools, they are accountable in varying degrees to a variety of stakeholders, including: service users, the Charity Commission, and Companies House. Close attention must be given to the Articles of Association to ascertain the type of organisational structure and the range of interested parties.
2. Day to day management of the Schools is delegated to the Heads and the Director of Finance and Operations through the Executive Committee (see Appendix 1), of which the terms of reference include the management and supervision of the following functions:
	1. Education, curriculum & pastoral care;
	2. Health and safety;
	3. Human resources;
	4. Property and estates;
	5. Policies, quality and the sharing of best practice;
	6. Development and special projects;
	7. Charity and other legal compliance;
	8. Disciplinary appeals (employees and pupils);
	9. Fees and Agreements;
	10. Marketing and Admissions;
	11. Any other pertinent business relating to the good order and management of the Schools, including closer co-operation.

Committees of the Governors

1. The following committees shall be established as standing committees of the Governing Body and each such committee shall have the constitution and terms of reference specified for it in the relevant appendix:

34.1 Operations Committee (Appendix 2)

34.2 Education & Safeguarding Committee (Appendix 3)

34.3 Marketing & Development Committee (Appendix 4)

34.4 Finance Committee (Appendix 5)

34.5 Nominations Committee (Appendix 6)

1. Functions not assigned to standing committees may be discharged or carried out by panels or working groups as the Governors consider appropriate.

Meetings of the Governors

1. The Governors shall hold -
	1. At least one ordinary meeting of the Governors in each school term; and
	2. Such committee meetings as are required by the constitution of each committee.
2. All meetings of the Governors and meetings of the members shall be convened and conducted as provided by the Articles of Association of the Company.
3. The Heads of all four Schools and the Director of Finance and Operations shall be invited to attend each full meeting of the Governors but shall withdraw if so requested by the Chair and in any event none of them shall take part in discussion of matters in which he/she has a personal interest, and shall not be entitled to vote.
4. Advisers and/or members of staff may be invited to attend all or part of any meeting of the Governors but shall not be entitled to vote.

Delegation of powers

1. The function of the Governors is mainly non-executive.
	1. Most of their non-executive powers must be exercised by the Governors personally and may not be delegated to executives;
	2. Except when it is impracticable to do so, most of their executive powers should be delegated to the Heads and Director of Finance and Operations (as the case requires), who may authorise further delegation specifically or generally; but
	3. Every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

Powers that must not be delegated

1. The Governors must not delegate any of their powers -
	1. To change the name of the charity;
	2. To change the charitable object (which cannot normally be done in any event);
	3. To determine the educational character, mission or ethos of any of the four Schools;
	4. To change the structure of the Governing Body or the constitution and terms of reference of any committee of the Governors;
	5. To alter or amend the Articles of Association or this Scheme;
	6. To pass a resolution to wind up the charity;
	7. To establish a trading company;
	8. To safeguard the assets of the charity;
	9. To sell, purchase, mortgage or charge any land of the charity;
	10. To approve the annual estimates of income and expenditure (budgets), including the setting of fees and major projects;
	11. To appoint auditors and investment advisers;
	12. To sign off the annual accounts;
	13. To appoint or dismiss the Heads, Director of Finance and Operations, Deputy Heads and Clerk to the Governors;
	14. To settle the division of executive responsibilities between the Governors on the one hand and the Heads and Director of Finance and Operations on the other hand and to settle the division of executive responsibilities between the Heads and Director of Finance and Operations;
	15. To prescribe the minimum and maximum number of pupils at each of the Schools;
	16. To do any other act which the Articles of Association expressly reserve to the Governing Body
2. Notwithstanding these restrictions the Governors may delegate the management of investments to investment advisers appointed and supervised in compliance with the Articles of Association of the Company, to the extent consistent with charity law from time to time.

Executive powers that should normally be delegated

1. The following executive powers shall whenever practicable be delegated and shall be exercised by the Head of the relevant School and Director of Finance and Operations (as appropriate) in accordance with the terms of the Articles of Association and this Scheme and subject always to the general policies and financial limits approved by the Governing Body at the time;
	1. The management and general running of the Schools including their ethos, teaching, curriculum, the extra-curricular activities (including performing arts, sports and games), pastoral care and marketing;
	2. The appointment and management of the teaching and support staff. The Chair of Governors must be informed before the dismissal of an employee who is directly responsible to a Head or to the Director of Finance and Operations;
	3. The award of scholarships, exhibitions, bursaries, grants, awards and other benefactions tenable at the Schools to pupils selected on grounds of merit or considered worthy of suitable reward or mark of distinction subject to the budget set by the Governors for such awards;
	4. School discipline, rewards and sanctions;
	5. Arrangements for School terms and holidays and the School day and the School uniform;
	6. Proposals for new policies and procedures or amendments to existing policies and procedures for the approval of the Governors where appropriate;
	7. Preparation of a satisfactory annual budget for the approval of the Governors;
	8. Preparation of the Development Plan for each School and associated proposals for strategic development for the approval of the Governors;
	9. The general administration of the Schools, their land and buildings, plant and equipment and computer systems;
	10. Written and oral communications with parents and guardians including Parents’ Evenings and annual events;
	11. All aspects of legal compliance and preparation for inspections.
2. The Governors shall support and supervise the Heads and Director of Finance and Operations and hold them accountable but shall not without grave cause and consultation (where practicable) interfere in the exercise of delegated powers.
3. Each Head and the Director of Finance and Operations are required to maintain regular contact with the Chair of Governors and share all relevant information with the Chair concerning the welfare and good reputation of the Schools and their communities.
4. The Governors shall fully consider any views and proposals relating to any matter within the non-delegated powers of the Governors which may be submitted to them from time to time by the Heads and/or Director of Finance and Operations.
5. The Governors shall, in consultation with the Heads, make suitable arrangements to enable the teaching and/or other staff at the Schools to submit to the Governors their views and proposals concerning any matters relating to the conduct of the Schools.

Heads

1. The Governors shall continue the employment of each of the Heads on the same terms and subject to the same conditions as he or she currently holds office or on such other terms and conditions as shall be agreed between each Head and Governors.
2. When the office of Head at any of the four Schools is vacant the Governors shall recruit and appoint a person of suitable character, academic ability and qualifications, and with the relevant skills to be the Head. The recruitment and selection procedures and the terms of the Head’s contract of employment shall be in accordance with best practice at the time for schools of a similar size and type and shall be compliant with the law. When any Head post is vacant a replacement shall be appointed by the Governors after due consultation with the Heads
3. The Heads of all Schools shall be given full responsibility for the general management and running of their Schools and employment, discipline and dismissal of the staff subject always to the terms of this Scheme.
4. Each Head shall have direct access to the Chair of Governors and the Chair of the Finance Committee on all matters that affect their responsibilities.
5. The Heads shall form an Executive Committee consisting of the four Heads and the Director of Finance and Operations. The Marketing Director, Head of HR and Estates Manager may be involved as and when required. The Heads shall consult regularly with each other and the Executive Committee in accordance with its terms of reference, and shall seek at all times to promote co-operation between all of the schools.
6. Each of the four Heads is required to make a termly report to the Governors and to provide them with such other information as the Governors may from time to time request on reasonable notice.
7. The Heads shall give their personal attention to the duties of their relevant School. The Heads shall not hold any office or appointment which in the opinion of the Governors may interfere with the proper performance of their duties.
8. The Heads may delegate all and any of their powers that do not need to be exercised by them personally in the particular circumstances.
9. Regular and formal appraisal of the Heads and Director of Finance and Operations shall take place with the Chair of Governors and/or with another Governor appointed for that purpose.

Director of Finance and Operations

1. The Governors shall continue the employment of the Director of Finance and Operations on the same terms and subject to the same conditions as he or she currently holds office or on such other terms and conditions as shall be agreed between the Director of Finance and Operations and the Governors.
2. When the office of Director of Finance and Operations is vacant the Governors shall recruit and appoint a suitable person to be the Director of Finance and Operations, having taken into account the recommendations of any sub-committee formed to consider applications and interview candidates for the post. The Director of Finance and Operations’ contract of employment shall be terminable upon at least six months’ notice in writing but shall contain appropriate provisions for termination on shorter notice or immediately in case of gross misconduct.
3. The Director of Finance and Operations shall be responsible for matters of finance and administration, marketing, ICT, Fundraising, Alumni Development, Estate matters, insurance, and general duties and for the selection and employment of non-teaching support staff and shall be provided with a legally compliant contract of employment in writing reflecting the extent of the Director of Finance and Operations’ duties and responsibilities. As Clerk to the Governors s/he is also responsible for the agendas and minutes of all Governors’ meetings, and for all legal and constitutional matters affecting the Board and the Company.
4. The Director of Finance and Operations shall be required to provide the Governors with such information as they may from time to time request on reasonable notice and to submit to the Governors such estimates, accounts, budgets and reports as they shall require.
5. The Director of Finance and Operations shall consult fully and regularly with the Heads of all four Schools on all matters that affect the Director of Finance and Operations responsibilities. The Director of Finance and Operations shall report to the Board of Governors and shall have direct access to the Chair of Governors and the Chair of the Finance Committee, and shall be entitled to tender independent advice to the Governors on any matter on which s/he has previously consulted any of the four Heads.

Teaching & support staff

1. The Governors shall continue the employment of all existing teaching and support staff on the same terms and subject to the same conditions as they were previously employed or as they shall otherwise agree and shall authorise the employment of all such staff needed to replace those who may leave the employment of any of the four Schools from time to time.
2. The Heads and Director of Finance and Operations shall, within the budgets and restrictions approved by the Governors in relation to staff, have power, unless the Governors otherwise direct, either generally or in any particular case, to appoint teaching and other staff to the service of the Schools, and every such appointment shall be notified to the Governors. The Heads shall be responsible for the appointment of teaching and teaching support staff and the Director of Finance and Operations shall be responsible for the appointment of non-teaching and non-teaching support staff.
3. The Deputy Heads (when positions shall be vacant) shall be appointed by the Governors after consultation with the Head of the relevant School.
4. The terms of employment of all staff shall be in accordance with the form of contract and employment procedures approved by the Governors from time to time.
5. Each Head may at any time suspend any member of the teaching staff and teaching support staff at their School, and the Director of Finance may at any time suspend any member of their non-teaching staff and non-teaching support staff from duty for gross misconduct or any other good and urgent cause, and every such case shall be reported forthwith to the Chair of the Governors.
6. The contract of service of any member of staff shall, except in the case of dismissal for misconduct or any other good and urgent cause, be determinable only upon such notice as is provided for therein and given by the Governors or by any Head or the Director of Finance and Operations on their behalf, or by any member of staff to whom the relevant Head or Director of Finance and Operations has delegated that responsibility.

Fees

1. The tuition fees payable by or in respect of pupils attending the Schools shall be prescribed from time to time by the Governors.
2. The Governors shall require the Heads and Director of Finance and Operations to do all that is reasonable to ensure that fees and other payments due to either School are collected promptly and that the Heads’ discretion to waive any such sums shall only be exercised on proper grounds having regard to the circumstances of the case.

School policies generally

1. The Education Act 2002 and the Education (Independent School Standards) Regulations 2014) require an independent school to produce certain policies and documents in order to meet inspection standards.
2. Parents and prospective parents are entitled to receive a copy of -
	1. Statement of Ethos & Aims (normally contained in the prospectus)
	2. The Admissions Policy
	3. The Policy on Discipline & Exclusion
3. Parents and prospective parents must be informed and given copies *on request* of the following policies and statements -
	1. Curriculum Policy (including plans and schemes of work)
	2. Complaints Procedure
	3. Policy to Prevent Bullying
	4. Pastoral Care Policy (to Safeguard & Promote the Welfare of Pupils at the Schools)
	5. Policy on Health & Safety on Educational Visits
	6. Policy on the Promotion of Good Behaviour and Sanctions for Misbehaviour
4. The Schools are required to maintain the following policies and statements but without obligation (other than under the General Data Protection Regulations from 25 May 2018 or Civil Procedure Rules) to notify parents of their existence or supply copies of them -
	1. Framework for Assessment.
	2. Admissions & Attendance Register.
	3. Pupil Sanctions Record.
	4. Risk Assessment on Fire Safety.
	5. First Aid Policy.
	6. An Accessibility Plan under the Disability Discrimination Act 1995 (as amended), covering measures to improve access for disabled pupils to the curriculum, the physical environment *of* the School and information provided within the School.
5. The following policies and/or statements of relevance to parents and pupils are not of themselves a statutory requirement but they may assist a school to meet its legal compliance obligations and should be maintained where appropriate -
	1. **Pastoral care & discipline**: Policy on Alcohol, Smoking and Drugs; medical questionnaire; treatment & Medication Policy.
	2. **Education & co-curricular**: Statement on Reports & References; Entrance Examinations, Scholarships & Bursaries.
	3. **Anti-discrimination: Policy on Equal Opportunities**; Policy on Disability and Access; Policy on Special Educational Needs and Learning Difficulties.
	4. **Health & safety**: Policy on Health & Safety Management; Emergency Procedures; Catering & Food Hygiene Policy.
	5. **Records & data**: Data Protection Policy,
	6. **General administration**: Crisis Management & Communications Policy.
6. The following sections describe in more detail the content prescribed by this Scheme for certain of the policies and statements referred to above.

Admissions

1. The Schools shall have an Admissions Policy for the Schools that is consistent with the terms of this Scheme.
2. The Schools shall be open to pupils aged from the age of 4 to 18 who reach the standard required at the time in entrance examinations or other tests and assessments and have received a satisfactory report from their current or previous school.
3. The Schools shall be open to every boy and girl of good character and sufficient ability (subject to the requirements of the Disability Discrimination Act 1995 (as amended)) who is residing with his or her parents, guardian or near relation or lodging in the house of some person approved by the Governors; and who:
	1. has attained such minimum age as may be decided upon by the Governors from time to time;
	2. has not at the commencement of a school year attained the age of 19 unless the Heads in any particular case otherwise decide.
4. Subject to law and to the provisions of this Scheme, and any appeal to the Governors, admission to the Schools is at the sole discretion of the relevant Head.
5. The Heads shall be required to keep a register of applications for admission showing the date of every application and of the admission, withdrawal or rejection of the applicant and of the cause of any rejection and the age of each applicant, and every application for a scholarship, bursary or other award,

Special educational needs & disability

1. The Governors shall set a policy on special educational needs and disability that complies with the learning difficulties and disability laws.
2. The Heads are required to do all that is reasonable to make provision for pupils, prospective pupils, members of staff and prospective members of staff who have a special educational need or disability that is recognised as such by law.
3. The Heads are required to undertake a process of investigation and consultation in order to ascertain any reasonable adjustments that would, if practicable, enable provision to be made to meet the needs of a person with a learning difficulty or disability balanced with the needs of the School community as a whole.

Exclusions

1. The Governors shall set a policy that authorises the Heads, after consulting with the Chair of Governors and with the parents of the pupil concerned, to exclude:
	1. On disciplinary grounds, a pupil who has, or whose parents have, demonstrated that they do not accept the Schools’ ethos or the Head’s authority; or
	2. On non-disciplinary grounds, a pupil whose needs the Schools can no longer meet

Equal treatment

1. Subject to all lawful protection and the age limitations specified in the Articles of Association of the Company and the contract of employment of the staff of the Schools, the Governors shall set and maintain a policy of equal treatment of current and prospective teachers, parents, pupils and Governors irrespective of their sex, sexual orientation, race, disability, religion and age.

Legal compliance

1. The Governors, Heads and Director of Finance and Operations shall have regard to their legal duties to ensure satisfactory compliance in the following areas:
	1. Contracts with parents and other fee payers, employees, professional advisers, insurers and other suppliers of goods and services.
	2. Policies and procedures in relation to admissions, special educational needs and disability; pastoral care and discipline, rewards and sanctions; employment and discrimination; health and safety and general administration.
	3. Financial records and management accounts.
	4. All other forms, contracts, systems and records required by law.
2. The Governors, Heads and Director of Finance and Operations shall also have regard to current and new legislation and best practice in the following areas in particular -
	1. Health and safety, risk assessment, child protection and child safety.
	2. The employment of staff and contracts for services with self-employed personnel.
	3. Data protection and computer security.
	4. Registration requirements under the Education Act 2002 and associated regulations.
	5. Relevant company, charity, charity accounting, and business names legislation.
	6. Consumer credit, proceeds of crime and money laundering.
	7. School liability insurances (employers’ liability, public liability; professional indemnity; trustee indemnity; motor insurance in particular, and legal expenses insurance, if thought fit) and appropriate benefits insurance such as a personal accident scheme for members of staff and pupils.
	8. Law and guidance relating to school inspections.

Definitions

1. In this Scheme of Governance Management and Delegation, unless the context indicates or requires another meaning:
	1. **‘the Chair’** means the Chair of Governors for the time being of the charity or a nominated alternative Governor in the absence of the Chair;
	2. **‘Articles of Association’** means the Memorandum and Articles of Association dated 15th July 2008;
	3. **‘the Schools’** means Merchant Taylors’ Boys’ School, Merchant Taylors’ Girls’ School, Merchant Taylors’ Boys’ Junior School, and Stanfield Mixed Infant and Junior Girls;
	4. **‘the Company’** means the company limited by guarantee called The Merchant Taylors’ Schools, Crosby which has company registration number 6654276 and registered charity number 1125485 and is regulated by the Articles of Association;
	5. **‘delegation’** means the transfer of authority (but not the shedding of responsibility) to exercise a power or carry out a duty;
	6. **‘duty’** means one or more specific obligations to be carried out;
	7. **‘Governor’** means a director of the Company and may be referred to collectively as “the Governors”, “The Board of Governors” or the “Governing Body”. Each Governor is also a member of the Company and a trustee of the Charity;
	8. **‘Head’** means the person appointed by the Governors to manage and run any of the Schools and who may be referred to as the Head,
	9. **‘power’** means a lawful authority or discretion to act;
	10. **’responsibility’** means a duty to take action in accordance with a power or discretion and a duty to be accountable;
	11. **‘written’** or **‘in writing’** refers to a legible document on paper including a fax message;
	12. **‘year’** means calendar year.

THIS SCHEME OF MANAGEMENT AND DELEGATION was approved and adopted by a resolution of the Governors passed at a meeting held on 13 June 2018 and has effect from that date.

APPENDIX 1

**THE MERCHANT TAYLORS’ SCHOOLS, CROSBY**

**EXECUTIVE MANAGEMENT COMMITTEE – TERMS OF REFERENCE**

**1 Introduction**

The Governors will establish an Executive Committee, consisting of the Heads of the four Schools and the Director of Finance and Operations, the Committee is responsible for the day-to-day management and supervision of a set of delegated functions and reports to the Governing Body.

2 Organisation

2.1 The Heads will consult regularly with each other, the Director of Finance and Operations,and the Executive Committee in accordance with the Scheme of Governance and Management.

2.2 During term-time, the Committee will meet on third weekly basis, with a separate Heads Forum meeting weekly.

2.3 The minutes of the meetings shall be produced and agreed by the Committee and submitted to each member of the Governing Body within 7 days of the meeting.

2.4 Any Governor may attend meetings of the Committee, if they wish.

2.5 The Marketing Director, Head of HR and Estates Manager may attend the meetings as and when required.

2.6 Each term a meeting will be dedicated to each of the following, if appropriate:

 2.6.1 Fees and Agreements (working to the agreed criteria)

 2.6.2 Buildings and Development (which will also include one of the Governors with responsibility for B&D)

 2.6.3 Human Resource issues

3 Duties and Responsibilities include the management and supervision of the following functions (in addition to the above):

3.1 Any pertinent business relating to the good order and management of the Schools, including closer co-operation and collaboration;

3.2 Education, curriculum & pastoral care;

3.3 Safeguarding;

3.4 Health & safety;

3.5 Policies, quality and the sharing of best practice;

3.6 Development & special projects;

3.7 Charity and other legal compliance;

3.8 Disciplinary appeals (employees and pupils);

3.9 Fees & Agreements;

3.10 Financial and operational performance and monitoring;

3.11 Any other matters requested by the Governors.

APPENDIX 2

**THE MERCHANT TAYLORS’ SCHOOLS, CROSBY**

**OPERATIONS COMMITTEE – TERMS OF REFERENCE**

**1 Introduction**

The Operations Committee is a sub-committee of the Merchant Taylors’ Schools’ Board of Governors and reports to that Board.

**2 Standing Instructions**

2.1 The Chair of the Operations Committee is elected by the Board from the nominated and co-opted members of the Board. He or she will be a Governor with a strong interest in the work of the Committee, and preferably a strong background in property development and IT (and/or has sufficient time to become thoroughly familiar with the current estate, buildings and IT provision).

 The Chair of the Operations Committee will automatically be deemed to have resigned as Chair if:

 2.1.1 he/she ceases to be a member of the Board; or

 2.1.2 he/she resigns as Chair in writing to the Chair of the Board, in which case he or she may with the Board’s agreement remain a member of the Committee.

 The Committee will consider the implementation of maintenance, refurbishment, new buildings and extending the estate, together with ICT equipment/provision, and given the financial implications of this the Chair of the Finance Committee will also be a member.

2.2 The ordinary voting members of the Committee will be the Chair of Operations and up to five other Governors (to include Chair of Finance) serving on a rotation basis for three years at a time. The Board will review the composition of the Committee each year. **A quorum will be three voting members**.

2.3 The Heads, DFO and DFO Direct Reports (as appropriate per meeting agenda) will attend meetings, but do not have a vote. The Chair of the Operations Committee may at his/her discretion invite other appropriate members of staff to attend all or part of Committee meetings.

2.4 There will be one meeting of the Committee each term. The Chair of the Operations Committee may, with the Chair of the Board’s consent, convene additional meetings.

2.5 The Operations Committee will review previously identified risks and mitigating actions relating to those matters it oversees, together with any further identified risks, for subsequent reporting to the Board of Governors.

2.6 The Operations Committee will have oversight of relevant policies and procedures, seeking reassurance whether pre-existing or newly created that they remain fit for purpose and in accordance with legislative guidelines.

2.7 The secretary of the Committee will be a member of the Schools’ administration staff.

**3 Duties and Responsibilities of the Operations Committee**

The matters to be considered by the Committee will consist of certain standing items, and other matters laid down by the Board from time to time. The Chair of Operations may ask for other matters he/she considered relevant to be included on the agenda, but the Chair of the Board has the right to request the transfer of any such item for consideration by the full Board.

The standing items will be oversight and reporting to the Board where applicable on the following:

**ESTATES**

3.1 Capital schemes for the refurbishment, conversion or extension of existing buildings or facilities, including putting forward recommendations to the Board.

3.2 Proposals for the purchase or lease of any land or buildings for the Schools’ use, including putting forward recommendations to the Board.

3.3 The leasing of any property or land.

3.4 The provision of new buildings and/or facilities.

3.5 The maintenance of all school grounds.

3.6 Tendering for professional advisers and contractors in estates matters and ensuring that the Schools’ procurement process is followed. Recommending to the Board the appointment of such advisers and contractors, and monitoring their work.

3.7 Planned buildings and estates maintenance, essential maintenance and upgrading/ refurbishment programmes.

3.8 Monitoring progress of maintenance, refurbishment and new building projects against time and budget.

3.9 Compliance with Building and Planning Regulations and Listed Building Consents, and reporting on any planning issues or disputes.

3.10 The purchase, maintenance and where appropriate, replacement of major equipment, including ICT equipment both in accordance with the Schools’ 5 year ICT strategy and generally.

3.11 The Schools’ travel and transport plans.

3.12 Dealing with any issues arising from easements and/or rights of way.

3.13 Advising the Board on compliance with aspects of legislation that affect the Schools’ premises and their use. This includes for example Health & Safety, Disability Discrimination, Electrical Testing and Fire Precautions.

3.14 The security arrangements on all of the Schools’ premises relating to staff, pupils and visitors.

**ICT**

The Operations Committee will submit the ICT Plan and budget for the following year, for approval by the Board of Governors at the Spring Term Board Meeting. The Plan will be designed to ensure that the Schools remain able to function effectively through the use of a robust and safe infrastructure and use relevant systems for the administration of the Schools. In addition, the Plan will consider the efficient and cost effective use of IT by staff and pupils for their education and monitoring of their progress. The Operations Committee will also have in mind the educational necessity for all pupils to be prepared for the use of IT systems and software in their future careers, and exercise oversight of the following:

3.17 The policies and procedures relating to the use of all ICT infrastructure, systems, hardware, and software within the Schools.

3.18 The policies and procedures relating to the use of all ICT infrastructure, systems, hardware and software within the Schools.

3.19 The recording and maintenance of all necessary licences to cover the use of all relevant software to be used within the schools both by the Schools and the pupils.

3.20 The recording of all ICT assets owned or leased by the Schools, including manufacturer, model, serial number and date of purchase.

3.21 The maintenance of a replacement policy for all ICT infrastructure and systems, software and hardware, taking account of the Schools’ needs and developments in technology and in teaching methods.

3.22 The development of an ICT Strategy to determine the needs of the Schools and the pupils in the next three to five years in order to determine the longer term needs of the Schools and to plan for the implementation of those needs.

3.23 The staffing requirements for the provision of ICT facilities across all the Schools.

**PROCUREMENT AND TRADING**

The Committee will exercise oversight of the following:

3.25 Review/approval of the procurement element of Purchasing and Contracting Policies at the Summer Term Operations Committee in advance of forthcoming academic year.

3.26 The Schools’ contracts database and performance of key suppliers.

3.27 Consideration of significant contract proposals, including scrutiny of tender processes, prior to recommendation for approval at Finance Committee and Board of Governors, and post-contract implementation oversight of contract performance process.

3.28 Contract re-tendering decisions.

3.29 The Schools’ bus and transport arrangements.

3.30 The Schools’ trading company.

**HUMAN RESOURCES**

The Committee will aim:

3.31 To remain informed on employee relations in general, including overview of employee consultations and associated process/timelines.

3.31 To remain informed of and challenge where appropriate potential employee/departmental restructures/re-designs, redundancies and change management.

3.31 To remain informed of any HR related safeguarding cases including implications and remedial actions.

3.32 Overview of absence management reporting across the Schools, and staff morale.

**4 Minutes**

A ‘Committee Meeting/Board Briefing Report’ highlighting key agenda items, actions and recommendations/risks will be prepared by the Chair of the Operations Committee and Secretary at the end of every Committee meeting, for inclusion with subsequent Board Meeting papers.

Minutes of the Committee’s meetings will be prepared and circulated to all attendees and all Governors.

In the event that the Committee wishes to refer any matters to the full Board for discussion and/or decision, a written report of the issue for consideration will be prepared and included within Board Meeting papers.

APPENDIX 3

**THE MERCHANT TAYLORS’ SCHOOLS, CROSBY**

**EDUCATION & SAFEGUARDING COMMITTEE – TERMS OF REFERENCE**

**1 Introduction**

The Education & Safeguarding Committee is a sub-committee of the Merchant Taylors’ Schools Board of Governors and reports to that Board.

**2 Standing Instructions**

2.1 The Chair of the Education & Safeguarding Committee is elected by the Board from the nominated and co-opted members of the Board. He or she will be a Governor with a strong interest in the work of the Committee and the time needed to carry out the function. The Chair of the Education & Safeguarding Committee will automatically be deemed to have resigned as Chair if:

 2.1.1 he/she ceases to be a member of the Board; or

 2.1.2 he/she resigns as Chair in writing to the Chair of the Board, in which case he or she may with the Board’s agreement remain a member of the Committee.

2.2 The ordinary voting members of the Committee will be the Chair of Education & Safeguarding and up to three other Governors serving on a rotation basis for three years at a time. The Board will review the composition of the Committee each year. **A quorum will be two voting members**.

2.3 The Heads, One Deputy Head from MTGS and MTBS, DFO and Safeguarding Forum Representative will attend meetings, but do not have a vote. Junior School Deputy Heads to attend the meeting as required, to support items on the agenda as appropriate.

 The Chair of the Education & Safeguarding Committee may at his/her discretion invite other appropriate members of staff to attend all or part of Committee meetings.

2.4 There will be one meeting of the Committee each term. The Committee will meet sufficiently early in the Autumn Term to provide the Governors with a timely and detailed report on the matters set out below prior to the Autumn Board Meeting. The Chair of the Education & Safeguarding Committee may, with the Chair of the Board’s consent, convene additional meetings.

2.5 The Education & Safeguarding Committee will review previously identified risks and mitigating actions, together with any further identified risks, for subsequent reporting to the Board of Governors.

2.6 The Education & Safeguarding Committee will have oversight of policies and procedures, seeking reassurance whether pre-existing or newly created that they remain fit-for-purpose and in accordance with legislative guidelines.

2.7 The secretary of the Committee will be a member of the Schools’ administration staff.

**3 Duties and Responsibilities of the Education & Safeguarding Committee**

**EDUCATION**

Main functions:

- To scrutinise academic performance in the schools

- To monitor best practice in learning and teaching

- To ensure that the schools keep abreast of the latest developments in education and the context in which it is organised and delivered

- To oversee safeguarding

The Committee will in the context of these main functions oversee and report to the Board on the items specified below, and any other matters directed by the Board from time to time. The Chair of the Education & Safeguarding Committee may ask for other matters he/she considers relevant to be included on the agenda, but the Chair of the Board will have the right to transfer any matter for consideration by the full Board:

3.1 At the Committee’s autumn meeting, detailed scrutiny of the academic results achieved by the schools that summer. This will include systematic comparisons with the examination results of other schools in both the independent and state sectors, regionally and nationally. Data from the schools will be presented to the Committee in a consistent manner to facilitate these comparisons.

3.2 Ensuring a high quality, broad curriculum that develops all pupils to the best of their academic, sporting, musical, creative and artistic abilities including reviewing proposed changes to the curriculum and the examination structure.

3.3 Fostering pupil development and achievement. This will include monitoring achievement against agreed targets and monitoring the performance of pupils who have received financial assistance with fees.

3.4 Demonstrating how the schools deliver "added value".

3.5 Ensuring high quality, consistent approaches to continual improvement of teaching and learning.

3.6 The recruitment and retention of high quality staff, as well as regular appraisal and continuing professional development for teaching and teaching support staff.

3.7 Reviewing and reporting to the Finance Committee and the Board on teaching and teaching support staff numbers. Monitoring professional development policy.

3.8 The provision of academic facilities and teaching resources, including the provision of learning support and provision for pupils with special educational needs or disabilities.

3.9 Ensuring proper focus on the most effective use of ICT in the classroom.

3.10 Higher education, GAP years and careers advice.

3.11 Pastoral care arrangements, attendance, behaviour and bullying.

3.12 Child security arrangements, sex and relationships education and issues raised by pupils.

3.13 Extra-curricular activities and visits.

3.14 Recording and handling pupil data - attendance, absence, exclusions, academic progress (attainment, marked differentiation in the progress of individual students) and involvement in extracurricular activity.

3.15 Admissions policy in conjunction with the full Board of Governors.

3.16 Links with feeder schools in conjunction with Fundraising, Alumni & Marketing Committee and the full Board of Governors.

3.17 Effectiveness of welfare and disciplinary policies and sanctions.

3.18 Compliance with educational elements of ISI, OFSTED, NMS, EYFS, ISTIP and any other applicable educational regulations.

3.19 Preparation for Inspection and the implementation of lessons learned as a result of inspection reports.

**SAFEGUARDING**

It is the responsibility of the Governing Board to ensure that the school’s safeguarding, recruitment and managing allegations procedures take into account the procedures and practice of the local authority and national guidance.

The Committee will in the context of these main functions oversee and report to the Board on the items specified below, and any other matters laid down by the Board from time to time. The Chair of the Education & Safeguarding Committee may ask for other matters he/she considers relevant to be included on the agenda, but the Chair of the Board will have the right to transfer any matter for consideration by the full Board:

3.20 Ensuring that the Safeguarding Governor(s) will undertake appropriate governor training in order to fully understand their role.

3.21 Ensuring that the schools appoint Designated Safeguarding Leads (DSL) at each school and the IRSC for child protection who is a member of the senior leadership team and who has undertaken training in inter-agency working, in addition to child protection training.

3.22 Ensuring that the DSL role is clearly defined in the role holder’s job description and the DSL’s receive refresher training at prescribed intervals.

3.23 Monitoring and ensuring that all staff, including temporary staff and volunteers, are provided with the school’s safeguarding / child protection policy and staff behaviour policy/code of conduct.

3.24 Monitoring and evaluating the school’s application of the agreed child protection policy and procedures, including the staff behaviour policy/code of conduct.

3.25 Recommending policies for review by the Full Governing Body, checking that the school has ensured that they are consistent with statutory requirements, reviewed annually, cross referenced and have been made publicly available on the school’s website.

3.26 Monitoring and evaluating the school’s procedures for dealing with allegations of abuse made against members of staff including allegations made against the Head Teachers and allegations against other children, ensuring that these are in line with statutory requirements and are effective.

3.27 Monitoring and evaluating the school’s safer recruitment procedures, including statutory checks on staff suitability to work with children and disqualification by association regulations, ensuring that these are followed.

3.28 Monitoring the staff training requirements for all staff and volunteers, including the Head Teachers ensuring these meet statutory requirements. Checking that all staff are receiving information on induction about the school’s safeguarding arrangements, staff behaviour policy or code of conduct and the role of the DSL.

3.29 Monitoring and evaluating the arrangements for child protection training, including staff being regularly updated in line with statutory requirements.

3.30 Monitoring and evaluating how the schools ensures pupils are taught about safeguarding, including online, as part of a broad and balanced curriculum.

3.31 Ensuring that the school has met its statutory duties (Section 175/157 Education Act 2002) by completing and returning the annual safeguarding audit to the Local Authority, ensuring that any weaknesses identified are rectified by the school without delay.

3.32 Ensuring that all staff and volunteers have received the latest KCSIE (Keeping Children Safe in Education) statutory guidance

3.33 Monitoring and evaluating the Single Central Register (SCR) annually and signing it.

3.34 Monitoring and evaluating the online safety policy and report to FGB, including policy/guidance on the use of mobile technology for both staff and pupils.

3.35 Monitoring and evaluating the schools effective application of the online safety policy.

3.36 Ensuring that the schools follow all current online safety advice and keeps the children and staff safe.

3.37 Supporting the schools in encouraging parents and the wider community to become engaged in online safety activities.

**4 Minutes**

A ‘Committee Meeting/Board Briefing Report’ highlighting key agenda items, actions and recommendations/risks will be prepared by the Chair of the Education & Safeguarding Committee and Secretary at the end of every Committee meeting, for inclusion with subsequent Board Meeting papers.

Minutes of the Committee’s meetings will be prepared and circulated to all attendees and all Governors.

In the event that the Committee wishes to refer any matters to the full Board for discussion and/or decision, a written report of the issue for consideration will be prepared and included within Board Meeting papers.

APPENDIX 4

**THE MERCHANT TAYLORS’ SCHOOLS, CROSBY**

**MARKETING & DEVELOPMENT COMMITTEE – TERMS OF REFERENCE**

**1 Introduction**

The Marketing & Development Committee is a sub-committee of the Merchant Taylors’ Schools Board of Governors and reports to that Board.

**2 Standing Instructions**

2.1 The Chair of the Marketing & Development Committee is elected by the Board from the nominated and co-opted members of the Board. He or she will preferably be a Governor with a strong background in fundraising, marketing, PR or the media, and have the time needed to carry out the function. The Chair of the Marketing & Development Committee will automatically be deemed to have resigned as Chair if:

 2.1.1 he/she ceases to be a member of the Board; or

 2.1.2 he/she resigns as Chair in writing to the Chair of the Board, in which case he or she may with the Board’s agreement remain a member of the Committee.

2.2 The ordinary voting members of the Committee will be the Chair of Marketing & Development and up to three other Governors serving on a rotation basis for three years at a time. The Board will review the composition of the Committee each year. **A quorum will be two voting members**.

2.3 The Heads, DFO, Development Manager and Head of Marketing & Admissions will attend meetings, but do not have a vote. The Chair of the Marketing & Development Committee may at his/her discretion invite other appropriate members of staff to attend all or part of Committee meetings.

2.4 There will be one meeting of the Committee each term. The Chair of the Marketing & Development Committee may, with the Chair of the Board’s consent, convene additional meetings.

2.5 The Marketing & Development Committee will review previously identified risks and mitigating actions, together with any further identified risks, for subsequent reporting to the Board of Governors.

2.6 The Marketing & Development Committee will have oversight of policies and procedures, seeking reassurance whether pre-existing or newly created that they remain fit-for-purpose and in accordance with legislative guidelines.

2.7 The secretary of the Committee will be a member of the Schools’ administration staff.

**3 Duties and Responsibilities of the Marketing & Development Committee**

The matters to be considered by the Committee at each meeting or as appropriate will consist of the matters set out below, and such other matters as are laid down by the Board from time to time. The Chair of the Committee may ask for other matters he/she considers relevant to be included on the agenda, but the Chair of the Board will have the right to transfer any matters for consideration by the full Board.

The Committee’s functions include oversight of, and reporting to the Board of Governors on the following matters:

**FUNDRAISING & ALUMNI**

3.1 The Committee will submit an Appeals and Fundraising Plan for approval by the Board of Governors at the beginning of the Spring Term of each academic year. This will show what plans are in place and what action will be taken to achieve the raising of over £2 million of bursary income by 2020.

3.2 The Committee will also prepare an annual Appeals and Fundraising draft budget for submission to the Finance Committee at the start of the Spring Term. Any decision which requires a spending commitment over and above the agreed budget provision will be referred back to the Finance Committee to protect against the risk of adverse change in the financial position of the schools compared with that projected in the latest budget.

3.3 The setting of ambitious and stretching fundraising targets for the benefit of the schools, including major gifts, corporate gifts and sponsorship, legacies, annual payments, capital fundraising, telephone and direct mail/online fundraising for bursaries and capital development, and regularly monitoring progress against targets.

3.4 The setting subject to Board approval of the annual Appeals and Fundraising budget, and the monitoring of expenditure against budget.

3.5 Major fundraising campaigns including the schools’ 400th Anniversary Celebration (2020), and measuring the success of all fundraising campaigns, schemes, activities and initiatives.

3.6 The decision-making and fundraising philosophy underpinning the various methods of fundraising adopted.

3.7 Researching the various types of donors, identifying a pool of potential major donors and the cultivation and stewardship of donors capable of making gifts of more than £10,000 (whether as a lump sum or over a period of years).

3.8 The gathering and assessment of qualitative and quantitative data on donor groups, fundraising activities and initiatives, and the production by the Appeals and Fundraising office of an annual impact report.

3.9 The internal and external profile of the Appeals and Fundraising Office (including internal communications to staff, pupils and current parents and external communications with stakeholders, alumni, prospective donors and the public).

3.10 Compliance with all relevant and applicable regulations governing fundraising including but not exclusively data protection, gift and hospitality acceptance, and ethical fundraising policies.

**MARKETING & ADMISSIONS**

3.11 Given that the marketing of the schools is an important, high profile and expensive area of activity requiring clear strategic initiatives and direction, the Committee will submit the Marketing Plan for approval by the Board of Governors at the beginning of the Spring Term of each academic year. The Plan will be designed to encourage applications for school places, and to promote the schools’ reputation and general standing among parents, Alumni, the Old Boys’ Association, the Old Girls’ Association and the wider community, as well as sending a strong message designed to attract donations for bursaries. It will also recognise the strategic importance of Merchant Taylors’ Primary and Junior Schools to the overall marketing of the schools.

3.12 The Committee will also submit to the Finance Committee at the beginning of the Spring Term each year a draft budget for the next financial year covering the proposed costs of all marketing activities, including promotional materials, events and advertising. Any decisions or actions requiring a spending commitment over and above the agreed budget provision in any financial year will be referred back to the Finance Committee for prior approval and will not be implemented without such approval.

3.13 The policies and procedures relating to Marketing, Admissions and Communications, including a Communications, Advertising and Publicity Strategy.

3.14 Performance and outcomes in achieving the aims and objectives set out in the Marketing, Communications and Admissions Plan and the schools’ Strategic Plan.

3.15 The resources (financial and operational) and proper usage of marketing funds to support the Strategic Plan.

3.16 Compliance with all relevant regulations governing data protection and use of databases.

3.17 The performance of Admissions against the targets set, including but not limited to the production of a monthly Admissions Dashboard with detailed metrics such as the total number of enquiries for each of the Schools, applicants, numbers attending open events, reasons for decline of offer, destination of leavers and number of feeder schools visited.

3.18 Promotional activities and engagement with local families, feeder schools, and other activities to generate demand for places at the Schools.

3.19 Performance against the key performance indicators outlined in the Communication, Advertising and Publicity Strategy, including a summary of analytics covering the reach and audience for social media, website and like activities.

3.20 Marketing activities such as the advertising undertaken, advertising style and message, Merchants’ Tales, registration documentation, and feedback from parental communication/surveys.

3.21 The maintenance (consistent with 3.16 above) of a database providing the Board with an accurate picture of the demographics of the schools’ parent bodies.

3.22 Competitor analysis, information and trends (including competitor advertising, fee structure, transport data and sector trends).

3.23 Termly news and updates including examination results, extra-curricular activities, sports, social, events, OGA/OGB engagement etc (this list is non exhaustive).

**4 Minutes**

A ‘Committee Meeting/Board Briefing Report’ highlighting key agenda items, actions and recommendations/risks will be prepared by the Chair of the Marketing & Development Committee and Secretary at the end of every Committee meeting, for inclusion with subsequent Board Meeting papers.

Minutes of the Committee’s meetings will be prepared and circulated to all attendees and all Governors.

In the event that the Committee wishes to refer any matters to the full Board for discussion and/or decision, a written report of the issue for consideration will be prepared and included within Board Meeting papers.

APPENDIX 5

**THE MERCHANT TAYLORS’ SCHOOLS, CROSBY**

**FINANCE COMMITTEE – TERMS OF REFERENCE**

**1 Introduction**

The Finance Committee is a sub-committee of the Merchant Taylors’ Schools Board of Governors and reports to that Board.

**2 Standing Instructions**

2.1 The Chair of Finance is elected by the Board from the nominated and co-opted members of the Board. He or she will be a Governor with a strong financial background and the time needed to carry out the function. The Chair of Finance will work closely with the Director of Finance & Operations and Finance staff and will maintain regular telephone and email contact throughout the year, supplemented by regular informal bilateral meetings when budgets, management and statutory accounts or the like are being prepared. The Chair of Finance will automatically be deemed to have resigned as Chair if:

 2.1.1 he/she ceases to be a member of the Board; or

 2.1.2 he/she resigns as Chair in writing to the Chair of the Board, in which case he or she may with the Board’s agreement remain a member of the Committee.

2.2 The ordinary voting members of the Committee will be the Chair of the Board, the Chair of Finance, and up to three other Governors serving on a rotation basis for three years at a time. The Board will review the composition of the Committee each year. **A quorum will be three voting members.**

2.3 The Heads and DFO will attend meetings, but do not have a vote. The Chair of the Finance Committee may at his/her discretion invite other appropriate members of staff to attend all or part of Committee meetings.

2.4 There will be two meetings of the Finance Committee in the Autumn Term and three across the Spring and Summer Terms. The Chair of Finance may with the Chair of the Board’s consent convene additional meetings.

2.5 The Finance Committee will review previously identified risks and mitigating actions, together with any further identified risks, for subsequent reporting to the Board of Governors.

2.6 The Finance Committee will have oversight of policies and procedures, seeking reassurance whether pre-existing or newly created that they remain fit-for-purpose and in accordance with legislative guidelines.

2.7 The secretary of the Committee will be a member of the Schools’ administration staff.

**3 Duties and Responsibilities of the Finance Committee**

The matters to be considered by the Committee will consist of certain standing items, and other matters laid down by the Board from time to time. The Chair of Finance may ask for other matters he/she considered relevant to be included on the agenda, but the Chair of the Board has the right to request the transfer of any such item for consideration by the full Board.

Oversight and reporting to the Board of Governors on the following:

3.1 Recommending to the Board a draft budget each financial year for the next financial year, and proposed fee and salary increases.

3.2 Scrutinising routine financial reports and budget proposals, monthly management accounts, short and long-term cash flow forecasts, a three-year plan which is to be updated annually and five-year forecasts, and considering sensitivities and variances in the above.

3.3 Establishing surplus objectives for each year of the three plan with a view to adequate cash reserves being put in place for future capital and related maintenance expenditure covering property, technology and other major areas of expenditure.

3.4 Exercising financial oversight including monitoring in-year spending against budgets, authorising any in-year changes to budgets and ensuring the proper application of resources.

3.5 Setting and monitoring financial procedures for the Schools; monitoring compliance with those procedures and the integrity of key internal financial controls.

3.6 Monitoring outstanding fees and other debtors, and scrutinising prior to approval any concessions proposed under the Fees and Agreements process.

3.7 Reviewing and advising the Board prior to approval on any unbudgeted expenditure over authority limits requests from the Headmaster, Headmistress or Bursar.

3.8 Advising the Board on the drafting of the annual Governors’ Report, and on the formulation of loans, borrowing and reserves policies.

3.9 Advising the Board on and monitoring investments and interest earning accounts, including treasury management, and on banking and insurance.

3.10 Reporting to the Board on investment strategy and performance, with the Investment Advisers present.

3.11 Reviewing the appointment of the Investment Advisers and Auditors at least once every three years, organising any selection process where necessary and, after consultation with the Chair of the Board, presenting a recommendation to the full Board.

3.12 Liaising with the Auditors and considering letters of comment from them before these are reported to the Board.

3.13 Advising the Board on policies governing fee remissions, awards and all forms of fee assistance or reduction.

3.14 Establishing as part of the budget setting process each year, prior to any offers being made, the funds available for all of the different forms of fee remissions, awards, assistance or reduction which may be provided by the Schools in the next financial year.

3.15 Recommending to the Board levels of salaries and employment terms for school employees.

3.16 Reviewing and implementing employment and other legislation affecting the Schools.

3.17 Receiving reports on, scrutinising and approving all tender processes involving expenditure of £20,000 or more (as per Purchasing Policy).

3.18 Scrutinising the Schools’ register of fixed assets and ensuring that it is regularly reviewed and accurate.

3.19 Advising the Board on funding arrangements for any capital expenditure, long term financial planning and overall financial strategy.

3.20 Considering the financial implications of proposals for the purchase of any land or buildings for the Schools' use and putting forward recommendations to the Board.

3.21 Considering capital schemes for the conversion or extension of existing buildings or facilities and putting forward recommendations to the Board.

3.22 Scrutinising and maintaining arrangements for whistle blowing, the Schools’ anti-bribery policy and the prevention of fraud.

3.23 Reviewing at least annually the risks facing the Schools and the Schools’ risk register to ensure that it incorporates those risks and sets out what actions the Schools are taking to address those risks.

3.24 Monitoring and reviewing the financial viability of the Schools’ fundraising activities, liaising with the Development and Appeals Committee.

3.25 Reviewing the minutes of the Executive Management Team, focussing on issues within the remit of the Finance Committee requiring Governors' advice or approval.

3.26 Reviewing and approving the Schools’ Annual Statutory Accounts and Trustees’ Annual Report, the Annual Report of the General Charitable Trust and the Annual Report and Accounts of The Merchant Taylors’ Schools Crosby Services Ltd, subject to approval by the Board (with the Schools’ Auditors in attendance).

3.27 Conducting annual review of Gifts & Hospitality Register.

Considering such other matters as are laid down by the Board from time to time.

**4 Minutes**

A ‘Committee Meeting/Board Briefing Report’ highlighting key agenda items, actions and recommendations/risks will be prepared by the Chair of Finance and Secretary at the end of every Committee meeting, for inclusion with subsequent Board Meeting papers.

Minutes of the Committee’s meetings will be prepared and circulated to all attendees and all Governors.

In the event that the Committee wishes to refer any matters to the full Board for discussion and/or decision, a written report of the issue for consideration will be prepared and included within Board Meeting papers.

APPENDIX 6

**THE MERCHANT TAYLORS’ SCHOOLS, CROSBY**

**NOMINATIONS COMMITTEE – TERMS OF REFERENCE**

**1 Introduction**

The Nominations Committee is a sub-committee of the Merchant Taylors’ Schools Governing Body and reports to that Board.

**2 Standing Instructions**

2.1 The Chair of Governors is the Chair of the Nominations Committee.

2.2 The Chair of Nominations will automatically be deemed to have resigned as Chair if:

 2.1.1 he/she ceases to be a member of the Board; or

2.1.2 he/she resigns as Chair in writing, in which case he or she may with the Board’s consent remain as a member of the Committee.

2.3 The members of the Committee will be the Chair of Governors and no less than two and no more than three other Governors serving on a rotation basis for three years at a time. The Board will review the composition of the Committee each year. **A quorum will be two voting members.**

2.4 Members of the Committee shall give one term’s notice in the event that they wish to resign from the Committee and they will automatically be deemed to have resigned if they cease to be a member of the Board.

2.5 The Committee will meet as required and at least once each academic year.

**3 Duties and Responsibilities of the Nominations Committee.**

The Committee is responsible for the identification and recruitment of appropriate individuals to serve as Governors and Charity Trustees of the Schools. The Committee will in doing so observe the terms of the Board’s Policy on the Recruitment of Governors, Trustees and Volunteers and also these terms of reference.

In considering and recommending candidates to the Board, the Committee will have particular regard to the competencies required by the Board at any given time. It will also where possible avoid recommending as candidates:

3.1 parents of current pupils (although the Board retains a discretion to make such appointments in appropriate circumstances);

3.2 teachers, or partners of teachers, at any of the Schools;

3.3 partners of any current Governors;

3.4 any other persons whose appointment would create a conflict of interest so as to render their serving as a Governor unworkable.

**4 Minutes**

The Committee will not issue minutes as such, but its recommendations will be circulated to all Governors within 14 days of each meeting. All recommendations from the Committee requiring a Board decision will be sent to the full Board in writing at least 14 days before the next full Board meeting.