

Scheme of Governance

The Scheme of Governance of Tiffin School is reviewed annually at the first full Governor/Trustee Board meeting of the school year.

Tiffin School: The Academy Trust

The Academy Trust called Tiffin School (Company No. 07547311) was established in 2011 pursuant to the Academies Act 2010 and is a company limited by guarantee with exempt charitable status. Its principal regulator is the Department of Education (DfE). As an exempt charity the Academy Trust is not required to make filings with the Charities Commission but is still required to follow any prevailing Statement of Recommended Practice for charity accounting and to observe charity law. The Academy Trust has no share capital. Its objects are set out in the Memorandum and Articles of Association (as amended) and are focused on the provision of public education through the School. The composition of the Members and Trustee/Governing Board are laid out in the Articles. The Academy Trust is subject to company law and the requirements of the Registrar of Companies (Companies House) and is therefore required to meet all the filing requirements thereof. Unlike state funded maintained schools and as a legal entity in its own right, the Academy Trust may enter into agreements, employment contracts and other contracts. The most important contracts are the Funding Agreement entered into with the DfE, and the Land Agreement entered into with The Tiffin School Foundation ("Foundation") and the Secretary of State for Education pursuant to which the School occupies and maintains the land in Kingston. The Funding Agreement requires the prevailing Academy Trust Handbook published by the DfE to be complied with by the School. Both the DfE and the Foundation must approve any amendments to the Articles of Association.

Members and Members' Liability

The Members of the Academy Trust comprise the original signatories (unless any have resigned) to the Memorandum and Articles of Association, up to three persons appointed by the Foundation, the Foundation itself as a corporate Member, and by special resolution any other person appointed by the Members. There must always be at least three Members. Members may not be employees of the Academy Trust. Each party appointing Members has the right to remove any Member appointed by them and appoint a replacement Member. The Members have the right, under the Companies Act 2006, by ordinary resolution to remove any Governor/Trustee of the Academy Trust. Governors should also not comprise a majority of Members.

Members' powers are set out in the Articles of Association of the Academy Trust. The main role of the Members is to hold the Governors to account for all aspects of the School's education provision and business. Members must be kept informed by Governors about the Academy Trust's business which must include receipt of the audited annual report and accounts. The Members appoint the auditors (unless Company Law permits the Governors to do this).

Members usually meet twice per School year.

Each Member of the Academy Trust undertakes to contribute up to ten pounds to the assets of the Academy Trust in the event of it being wound up. Members act in a role that is like that of shareholders of a company limited by shares except Members have no right to distribution of profits.

The Governing Board

The Governing Board of the Academy Trust acts as a Board of Directors for company law purposes and a Board of Trustees for charity law purposes. The governors of the School ("Governors" and collectively "Governing Board") are Directors of the Academy Trust for company law purposes and Trustees for its charitable activities. All three roles are collectively referred to herein as "Governors". The composition of the Governing Board is laid out in the Articles of

Association (as amended) the current version of which can be found on the “Academy Status” page in the “Governance” section of the School website. The Foundation has the right to appoint a majority of Governors to the Governing Board. The Governing Board elects the Chair and Vice Chair(s) of Governors annually. There are at least two and a maximum of three Parent Governors who must be current parents of a student at the School at the time they are elected by other parents or appointed. The Governors (who are not themselves co-opted) may also appoint up to six Co-opted Governors. All Governors, however elected or appointed, otherwise have equal status and voting rights. Governor terms of office are usually four years and Governors may be re-elected or re-appointed. Governing Board meetings are held at least once per School Term and may be held virtually. Other than the Headteacher by mutual agreement with the Members of the Academy Trust, employees of the Academy Trust may not be appointed as Governors.

The Governing Board provides strategic leadership in setting the vision, ethos and strategic direction of the School and delegates the day-to-day management of the School to the Headteacher as chief executive aided in turn by the Senior Leadership Team. The Governing Board holds the Headteacher to account for the educational performance of the School and its students, the welfare and safeguarding of its students, the performance management of staff and the financial performance of the School and its use of public and private funds. The Governing Board also has strategic oversight over meaningful engagement with stakeholders including parents, students and staff. Individual members of the Governing Board have specialist skills or experience that enable them to perform their duties effectively. Such specialist skills include for example, education, finance, legal, project management and personnel management.

Under urgent circumstances where it is not possible to consult the Governing Board, the Governing Board delegates decision making to the Chair of Governors (or, in their absence, one of the Vice Chair(s)), on the condition that as soon as possible thereafter, the Governing Board is informed and consulted.

Governing Board meetings are held at least once per School Term and may be held virtually.

Committees of the Governing Board

In addition to serving on the Governing Board, Governors may also serve on a committee covering Resources, Education, Admissions and Pay. These committees have their own terms of reference and delegated areas of responsibility approved annually by the Governing Board. The Resources Committee (which deals with finance, personnel, audit and risk and premises issues), and the Education Committee each meet a minimum of once per School term. The Admissions and Pay Committees meet as required. Minutes from these committees are tabled at the next full Governing Board meeting. The Headteacher together with relevant members of the Senior Leadership Team attend each committee and contribute to the agenda items being discussed.

Ad hoc committees of Governors with delegated authority are also established when needed to deal with other specific matters such as appeals.

A summary of the function of these committee is as follows:

Resources Committee

- to monitor the financial performance of the School, including the review of monthly management accounts
- to review the annual budget and audited annual report and financial statements for recommendation to the Governing Board
- to ensure that the School follows the financial regulations laid out in its Articles of Association, Funding Agreement, the Academy Trust Handbook and the Tiffin School Financial Procedures Manual

- to recommend a three-year budget forecast for approval to the Governing Board and submission to the DfE
- to monitor and approve capital funding proposals and fundraising by the School
- to review the staffing structure of the School and ensuring that all statutory requirements relating to safeguarding and personnel are met
- to review strategic personnel issues (other than pay) as they arise
- to review strategic issues related to School sites and premises as they arise
- to oversee the condition, maintenance and safety of buildings and premises
- to keep under review the long-term facilities development plan of the School, its playing fields and pavilion at Grist's and Canbury Boat House
- to oversee the design, planning, and implementation of capital building projects
- to overseeing health and safety matters
- to establish a programme of independent review and to oversee the internal financial and non-financial control framework, working with and assessing the performance of the independent auditor
- to make recommendations to the Governing Board over a change in auditor
- to oversee the School's Risk Register and Business Continuity Plan
- to take responsibility for ensuring that commercial insurance cover (or risk protection under the DfE's Risk Protection Arrangements for Schools) is sufficient and appropriate

Pay Committee

- to conduct an annual review of pay of the Headteacher, Senior Leadership Team, teacher salaries and the Teaching and Learning Responsibility pay structure

Admissions Committee

- determining the School's admissions arrangements at Year 7 (including entrance examinations) and Year 12, as well as in-year admissions and recommending such to the Governing Board for approval
- reviewing admission appeals procedures and overseeing public consultations on admissions arrangements

Education Committee

- considering standards and other matters relating to teaching and learning, including meeting statutory requirements and establishing policies relating to the delivery of the School's curriculum
- reviewing arrangements related to SEND, Safeguarding and Pupil Premium
- monitoring performance targets, exam results and student achievement
- reviewing arrangements for overnight educational visits and trips
- overseeing the destinations and careers programme of the School

Day to day management of the School

The day-to-day management of the School is delegated by the Governing Board to the Headteacher as chief executive who is given discretion to operate the School within the approved annual budget and in accordance with the prevailing School Improvement Plan. The Headteacher appoints the Senior Leadership Team to assist in the day-to-day management of the School. The Governing Board has appointed the Finance Director, as defined in the Academy Trust Handbook, to manage the day-to-day financial affairs of the School under the supervision of the Headteacher. All proposals that have a financial aspect and which are outside the approved budget must come before the Resources Committee and/or Governing Board depending on their nature and the amount involved. In times where a speedy decision must be taken, an ad hoc Governors' group will be consulted, with their decision ratified by the relevant committee or Governing Board as soon as practically possible.

Major decisions regarding the School, and in particular the approval of the annual budget and 3-year projections which must be submitted to the DfE, are reserved for the full Governing Board.

Other Governance Roles

The Headteacher is also appointed by the Governing Board as Accounting Officer and is thereby held responsible to the Governing Board and the Secretary of State for the financial propriety of the School's affairs. The Accounting Officer is required to make a statement in the Company's financial report regarding governance, regularity, propriety and compliance.

The Finance Director serves as the Company Secretary.