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Instrument of Government July 2023

High Close School is Non-Maintained Residential Special School, regulated by the Education (Non-Maintained Special Schools (England) Regulations 1999, operating as an integrated division of Barnardo's (UK Registered Charity Numbers: 216250 and SC037605; English Company Number 61625)

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1. Legislation and statutory guidance

Governing boards of non-maintained schools should have an instrument of government which sets out information about how the board is constituted. This requirement is set out in [the School Governance \(Constitution\) \(England\) Regulations 2012, part 5, regulation 28](#) and [The Education \(Non-Maintained Special Schools\) \(England\) Regulations 1999](#)

This model is based on the Department for Education's (DfE) [model instrument of government in Annex C of statutory guidance for maintained schools](#).

2. Instrument of government

1. High Close School
2. The school is a non-maintained residential special school
3. The name of the governing board is 'The governing board of High Close School'
4. The governing board of each school shall consist of:
 - a. parent governor
 - b. Principal ex officio
 - c. care/support staff governor
 - d. education staff governor
 - e. local authority governor
 - f. If needed co-opted governors with appropriate expertise and experience
 - g. Regional Director, as the charity executive, ex officio
5. The maximum number of governors for each school is 14.
6. Governing Body members will be appointed for specified, renewable terms in office, which shall, unless otherwise specified, be four years. They may be re-appointed for a second term
 - a. Officers of the Governing Body
 - i. Clerk - responsibility to provide administrative and technical support to the Governing Body. The clerk will not be a governor or a senior member of the school
 - ii. Chair - appointed for a term of up to three academic years, renewable for a further term of up to three academic years. The Chair shall manage the business of the Governing Body as the chair of each of its meetings and in relation to any business between meetings and shall be a primary representative and ambassador for the school.
 - iii. Vice-Chair - appointed for each academic year. The Vice-Chair shall deputise for the Chair as required and shall automatically become the Chair if the Chair leaves office prior to the end of the academic year.
 - b. Governing Body members shall vacate office;
 - i. in the case of the Principal and the other staff members of the Governing Body, on ceasing to hold their respective offices of employment;
 - ii. in the case of the parent/carer, on ceasing to fulfil the specified eligibility criteria;
 - iii. in the case of nominees, on the withdrawal, in writing, of their respective nominations;
 - iv. upon resignation in writing (except in the case of a continuing Principal);
 - v. if disqualified from engaging with children, or acting as a charity trustee, or a company director, or charged with any offence, or made bankrupt;
 - vi. if removed by a resolution passed by a majority of at least 75% of the other members of the Governing Body (except in the case of the Principal and any Council nominee);
 - vii. if removed by a resolution of the Council (except in the case of the Principal);
 - viii. if absent from three consecutive meetings of the Governing Body without reasonable apology and for reasons beyond their control, and a resolution is passed by the Governing Body that he/she should cease to hold office for that reason (except in the case of the Principal).
7. The quorum for proceedings of the Governing Body shall be the higher of four, or one half of their number (rounded up to a whole number).
 - a. If there are fewer than four members of the Governing Body, or if there is any other problem in relation to the decision making capacity of the Governing Body, the members of the Governing Body shall immediately notify the Regional Director and may act in agreement with the Regional Director to increase the number of Governing Body members, or to resolve the other capacity problem.
8. This instrument of government comes into effect on September 1st 2023
9. This instrument was made by order of the Charity on 21st July 2023

A copy of the consolidated instrument will be supplied free of charge to every member and associate member of the governing board and the Regional Director as the executive officer.

3. Duties and Responsibilities

1. The Governing Body is responsible for the governance of the school with the Principal in accordance with the school plan and the budget, policies and instructions.
2. The Governing Body shall promote and facilitate best practice school management.
3. The Governing Body shall submit such reports to the Regional Director as may be required in accordance with Instructions. Matters to be included in such reports may include budgetary, quality assurance, occupancy level, staff management and safeguarding issues.
4. The Governing Body shall promptly raise, with the Regional Director, any concerns relating to the management of the school, particularly any uncertainty as to the respective responsibilities of the governing body, the Principal and the Regional Director.
5. General Governing Body procedures
 - a. The Governing Body shall meet at least three times in each academic year, at suitable intervals.
 - b. Meetings shall generally be attended by the Clerk and the Regional Director and may be attended by other members of the Charity Executive.
 - c. In the absence of the Principal, the deputy principal (or another staff member fulfilling such responsibility) shall attend.
 - d. The Governing Body will plan its meeting schedule (including dates and times) on an annual basis at the first meeting of the academic year.
 - e. The Chair in consultation with the Principal shall set meeting agendas which shall be notified on reasonable notice by the Clerk.
 - f. The Clerk shall promptly convene a special Governing Body meeting on being requested to do so by the Chair, the Principal, or the Regional Director, or in writing by any three members of the Governing Body.
 - g. Resolutions of the Governing Body may (subject to Instructions and specific provisions of these Instruments) be passed by majority vote at a quorate Governing Body meeting, or by written resolution signed by a 75% majority of all Governors.
 - h. The Chair, in their reasonable discretion, shall have authority to take urgent action on behalf of the Governing Body, where circumstances do not allow sufficient time for the engagement of the Governing Body. Any such urgent action should involve liaison with the Principal and the Regional Director and reporting to the Governing Body at the respective earliest opportunities.
6. Delegation to committees, working groups and individuals
 - a. The Governing Body may (in accordance with any Instructions) delegate (on a revocable basis) any of its powers, or functions, to any standing committee, or working party, Governing Body member, or other individual, on appropriate terms of reference
 - b. The Governing body sets the delegated remit and authority (including any decision making powers, or financial authority) and required meeting/work schedule;
 - c. The Principal, the Regional Director and other Charity Executives may, by notification, participate in any delegated business.
 - d. The Clerk shall maintain, with the minutes and records of the Governing Body, a full up to date list of all committees and working groups and their members.
7. Conflict of interest management
 - a. The duty and responsibility of the Governing Body, is to act at all times exclusively by reference to the proper best interests of the school.
 - b. Every member of the Governing Body shall immediately report to the Chair and Clerk any fact, or circumstance, which may raise some potential, or actual, conflict of interest, or duty, which will, or may be considered to, compromise him/her in the performance of such duty and responsibility.
 - c. Such facts or circumstances include: being personally associated with a pupil, or staff member, at the school and having any financial, or other, interest in any supply of goods, or services, or any other third-party relationship with the school (whether directly, or through any business, or corporate entity). Such facts or circumstances shall also include similar facts or circumstances relating to any reasonably proximate relative, life partner, or in the case of any contractual, or other third-party relationship, business associate.
 - d. The Clerk shall maintain with the records of the Governing Body a full and up-to-date list of all notified potential or actual conflicts of interest or duty.
 - e. A member of the Governing Body shall have a personal duty to and may be required by the Regional Director, or majority decision of the other members of the Governing Body, to

- withdraw from a meeting and have no part in any decision, in relation to any business in respect of which they have, or is considered to have, a material actual or potential conflict of interest. They may still count in the quorum and on request by the Governing Body, provide relevant factual information and offer an opinion recognised to be a personal opinion.
- f. A material actual or potential conflict of interest shall include: any financial interest, or any issue relating particularly to a pupil, or staff member, with which the Governing Body member is associated.
 - g. Subject to contrary resolution of the Governing Body the fact of being associated with a particular pupil, or staff member, shall not automatically be, but may be, considered to be a material actual or potential conflict of interest in relation to matters of general school policy.

4. Monitoring arrangements

1. Minutes and records of the Governing Body
 - a. The Governing Body shall ensure that full minutes and records of its meetings and decisions are maintained.
 - b. The Chair shall have primary responsibility for ensuring minutes of all meetings and decisions are approved.
 - c. Subject to Instructions and general principles of appropriate confidentiality, there shall be a presumption of transparency such that matters relating to the business of the Governing Body shall be made available, as reasonably requested, to parents/carers and school staff. The Clerk shall be responsible for responding to any such requests, in consultation, as appropriate, with the Principal, Chair, or Regional Director.
2. Stakeholder and public engagement
 - a. The Governing Body shall make appropriate arrangements for presenting reports to and answering questions from parents/carers, relating to school business.
 - b. All material public statements relating to the school shall be made, as appropriate, by the Charity Executive. Unless authorised by the Regional Director, they shall not be made by the Principal, the Chair or by any other Governing Body member.
3. Child protection and safeguarding
 - a. Members of the Governing Body shall comply with all mandatory requirements, Policies and Instructions relating to child protection and safeguarding and shall be suspended from participation as a member of the Governing Body in the event of and for the duration of any material non-compliance.
4. This policy will be reviewed by the governing board annually.
 - a. At every review, the policy will be approved by the full governing board and executive director
5. Alterations to these Instruments
 - a. The governing body or the charity can review and vary the instrument of government at any time after it is made.
 - i. each party should let the other know what item in the instrument of government they wish to vary and give reasons
 - ii. the governing body should respond as to whether it is content and if not provide reasons for objections
 - iii. if there is disagreement, some other variation can be proposed by either party
 - iv. once an agreement has been reached, the executive director must vary the instrument of government

5. Definitions

Term	Definition
Budget	the annual budget for the School set by the Charity Executive, specifically the Charity's Finance Team, in consultation with the Regional Director, the Principal and the Chair;
Chair	the chair of the Governing Body
Charity	Barnardo's (UK Registered Charity Numbers: 216250 and SC037605; English Company Number 61625);
Charity Executive	the Chief Executive, Corporate Directors and the Regional Director and other management team officers of the Charity with delegated executive responsibility, from the charity trustees, in respect of the school.
Constitution	the Articles of Association of the Charity
Governing Body	the committee of the Charity acting as the Governing Body of the School
Instructions	generally applicable policies and procedures for the management of schools operated by the Charity (including the School) notified, as directions, to the Governing Body by the Regional Director and further instructions particular to the School notified, as directions, or mandatory guidance, to the Governing Body by the Regional Director
Management decisions	School management decisions of the governing body within the scope of the policies, instructions and the school plan, or of the Principal in accordance with their job description and under the authority of the governing body
Policies	Instructions; further policies and procedures particular to the School agreed between the Governing Body and the Regional Director; and further policies and procedures adopted by Management Decisions
Regional Director	the charity executive officer primarily responsible, as Regional Director of Children's Services, for the School, particularly for direction and guidance to and liaison with the Governing Body
School Plan	the annually reviewed strategic/management/curriculum plan for the school, subject to the policies, instructions and budget, as approved by the Governing Body, in consultation with the Regional Director, including objectives, targets and financial/development/risk management planning

