



Making the **MOST** of every day

MANAGEMENT COMMITTEE OF SCHOOL AND TUITION SERVICE TERMS OF REFERENCE AND STANDING ORDERS

TERMS OF REFERENCE

- A. FRAMEWORK OF RESPONSIBILITIES
- B. MEMBERSHIP AND ASSOCIATE MEMBERSHIP OF MANAGEMENT COMMITTEE
- C. ESTABLISHMENT OF SUB-COMMITTEES AND AD HOC GROUPS
- D. DELEGATION OF FUNCTIONS
- E. OTHER MATTERS

Approved by the Management Committee October 3rd 2023.

Subject to continued compliance with statutory requirements, this document may be amended at any stage by resolution of the Management Committee.

A. FRAMEWORK OF RESPONSIBILITIES .¹

Malden Oaks School and Tuition Service is a school offering alternative provision for students aged 11-19. As a student referral unit, it is subject to relevant national legislation which vests authority and responsibility in a Management Committee: formally a committee of the local education authority (Royal Borough of Kingston upon Thames)².

These terms of reference set out the constitution of the Management Committee (the Committee) and arrangements for its membership; the standing orders govern the operation of the Committee and its sub-committees. In any case of potential conflict with statutory requirements, a statutory provision takes precedence.

The **Management Committee** is the school's strategic decision-making body, with three core functions:

• to provide a clear vision, ethos and strategic direction.

• to ensure that the school is a high performing organisation, with effective leaders to account for the educational performance of the school and its students and the efficient performance management of staff.

• to ensure the financial performance of the school and making sure that its budget is well spent.

The Committee must act in the best interests of the school and in line with its agreed strategic and financial priorities; it must do so with integrity, objectivity and honesty, avoiding conflicts of interest. It should minimise burdens where possible, not least in order to promote a satisfactory work life balance for school staff.

The Committee is responsible for ensuring legal and regulatory compliance across relevant areas including (but not limited to):

- governance
- education and equalities
- safeguarding
- health and safety
- information management
- employment law

Operating within the strategic framework established by the Management Committee, the **headteacher** is responsible for the operational management and day-to-day running and control of the school, and for providing information and advice to enable the Committee to carry out its functions. Having advised the Committee, the headteacher must comply with any reasonable direction given by it.

The Committee must appoint and have regard to advice from a **clerk to the Management Committee**. The clerk must not be a member of the Committee.

The clerk must

1. attend meetings of the Committee and ensure minutes of the proceedings are drawn up and

signed (subject to approval by the Committee) by the chair at the next meeting.

2. maintain a register of members of the Committee and report any vacancies.
3. advise the Committee on its legal duties and compliance with national guidelines.
4. perform such other tasks as may be determined by the Committee

B. MEMBERSHIP AND ASSOCIATE MEMBERSHIP OF MANAGEMENT COMMITTEE

The constitution of the Committee and terms of office for each category of member are set out in the Instrument of Government made by the Royal Borough of Kingston upon Thames on 1 July 2015. This specifies the following membership for Malden Oaks School and Tuition Service:

- 1 parent member
- 1 local authority member
- 1 headteacher
- 1 staff member
- 8 community members.

The parent member is elected by the parent body, where practicable. The appointment of the local authority member is approved by or on behalf of the local authority; there is no requirement for this member to have a direct connection with the local authority. The headteacher is appointed ex officio.³

The staff member is normally elected by members of the teaching and non-teaching staff of the school. Community members are defined as “a person who lives or works in the community served by the unit, or who, in the opinion of the management committee, is committed to the good government and success of the unit”. A member of staff of a partner school who is appointed to the Committee serves as a community member.

All appointments are made (in the case of the parent and staff members, ratified) by the Management Committee. Vacancies for local authority and community members are normally advertised. Candidates may be interviewed by a small panel of members who make a recommendation to the Committee. The term of membership specified in the Instrument of Government is four years (normally renewable once), except in the case of the parent member (one year renewable annually⁴) and the headteacher (ex officio). Apart from the headteacher, members will serve for more than eight years – four years in the case of the parent member – only in exceptional circumstances.

The Management Committee must appoint a chair and vice-chair as prescribed below in Standing Orders.

Associate members⁵

An associate member is a person, other than a full member, who is appointed by the Management Committee to a sub-committee (see below) because of the skills and experience which they bring to Malden Oaks School and Tuition Service. Associate members may be allocated voting rights on the sub-committee if the Committee so decides; these will be recorded in Management Committee minutes. Associate members may be invited to attend Management Committee meetings, but will not have voting rights at the latter. Associate members may be assigned an appropriate term of appointment, between one and four years, renewable for no more than eight years in total.

Disqualification or suspension

The clerk to the Management Committee undertakes required legal checks in relation to members and associate members, including an enhanced Disclosure and Barring Service (DBS) check. Refusal of such a check would disqualify a person from holding office or continuing to be a member or associate member of the Management Committee.

A person is also disqualified from membership or associate membership of the Management Committee in the following circumstances, and must disclose the matter to the clerk: being subject to a bankruptcy restrictions order; a disqualification order made under the Company Directors Disqualification Act; an order of disqualification as a trustee made by the Charity Commissioners; an order made under the Insolvency Act; a criminal conviction which attracted a sentence of not less than three months without an option of a fine within five years of the date of appointment of membership of the committee or during their membership.

The Management Committee has adopted a Code of Conduct for members. Significant breaches of the Code could be grounds for suspension or removal from membership if they are inconsistent with the ethos of Malden Oaks School and Tuition Service or likely to bring Malden Oaks School and Tuition Service or the Committee or the office of member into disrepute. In these circumstances the Committee will follow the procedures for suspension of a member set out in the appropriate regulations.

Attendance

Members are consulted about the dates of meetings, and are expected to attend all meetings of the Management Committee and any sub-committees or ad hoc groups to which they are appointed.

If a member is unable to attend a meeting they should inform the clerk as far in advance as possible, giving the reason for non-attendance which will be presented to the meeting for its consideration.

The clerk keeps a record of attendance at meetings. Any member who does not attend a meeting for more than six months, without cause being accepted by the Management Committee, will cease to be a member of the Committee. The six month period begins from the date of the meeting from which the member was initially absent.

Resignation

Members or associate members may resign at any time by advising the clerk of their decision in writing. Steps to appoint a replacement member will be taken as soon as possible.

C. ESTABLISHMENT OF SUB-COMMITTEES AND AD HOC GROUPS Management Committee may establish such sub-committees as it judges necessary for the effective discharge of its responsibilities. There are three of these:

- Education
- Finance, Personnel and Premises
- Headteacher's Performance Review

Standing Orders specify the number of members to be appointed to each sub committee. Individual members, chair and vice-chair are appointed as specified in Standing Orders.

In addition, the Management Committee may at any time establish one or more ad hoc working groups to consider and report on specific issues, appointing terms of reference, membership, a chair and clerking arrangements.

D. DELEGATION OF FUNCTIONS

Management Committee may delegate appropriate functions to a sub-committee or an individual member, including the headteacher. All delegation arrangements will be recorded in the minutes of the Management Committee as well as being specified in the terms of reference of each sub-committee as appropriate. The Management Committee remains accountable for all decisions made under delegated authority, and must review delegation arrangements annually. The Committee may rescind a delegation at any time.

Delegation to chair or vice-chair in case of urgency

The chair of Management Committee may exercise any function where he or she is of the opinion that a delay in exercising a function, which can be properly delegated to an individual, would be likely to be seriously detrimental to the interests of Malden Oaks School and Tuition Service; any student of Malden Oaks School and Tuition Service, or their parent or any person who works at Malden Oaks School and Tuition Service School and Tuition Service. "Delay" means delay until the earliest date on which it would be reasonably practicable to arrange a meeting of the Management Committee or a relevant sub committee to discharge the function in question.

If the chair is unable to exercise this function because of vacancy or otherwise then the vice-chair may exercise the function to avoid the identified detriment.

Agreement on urgent matters may, with the chair's authorisation, be sought from members by email or telephone. This process will be managed by the chair or the clerk. Any urgent financial decisions must conform to the required financial procedures.

Limits of Delegation

The exercise of any function may not be undertaken by an individual member or sub committee of members unless authority to do so has been explicitly delegated by the Management Committee or urgent action is taken by the chair or vice-chair as specified above.

Reporting the use of delegated functions

Where a sub-committee or individual member (including the chair, vice-chair and headteacher) has received delegated authority to carry out a function, a report must be made to the Management Committee in respect of any action taken or decision made.

E. OTHER MATTERS

Policies

Malden Oaks School and Tuition Service School and Tuition Service follows the procedures for decision-making set out in relevant school policies in instances of staff grievance, conduct and discipline, capability, suspension or dismissal; salary appeals; headteacher appraisal; exclusions; or complaints.

Confidentiality of Proceedings

All deliberations including the detail of any discussion, dispute, or disagreement shall remain confidential to those present at the meeting in question. Sensitive discussions may, at the chair's discretion, be recorded in a separate and confidential part of the minutes.

Public Statements

Public statements on behalf of the Management Committee will be made only by those specifically authorised by the Committee to make them.

Members' Allowances

Management Committee will reimburse members for expenditure necessarily incurred on or to facilitate Committee business, subject to conditions set out in the Members' Allowances policy.

STANDING ORDERS

A. GENERAL PROVISIONS GOVERNING MANAGEMENT COMMITTEE, ITS SUB-COMMITTEES AND AD HOC GROUPS

B. PROVISIONS SPECIFIC TO

- **Education sub-committee**
- **Finance, Personnel and Premises sub-committee**
- **Headteacher's Performance Review sub-committee**

A. GENERAL PROVISIONS APPLICABLE TO MANAGEMENT COMMITTEE, ITS SUB-COMMITTEES AND AD HOC GROUPS

Membership

The membership of the Management Committee is specified in the Terms of Reference. The membership of sub-committees is specified in section B of these Standing Orders. The Management Committee will designate the clerk for each sub committee. This will generally be the clerk to the Management Committee; it may not be the headteacher. If the designated clerk fails to attend a meeting a member who is not the headteacher may act as clerk for that meeting.

Appointment of chairs and vice-chairs of Management Committee and its sub committees

The chairs and vice-chairs for each school year will be appointed by the Management Committee no later than its first meeting of the autumn term. All full members of the Management Committee other than those who are staff or students of Malden Oaks School and Tuition Service are eligible to stand for these positions. The clerk will manage and chair the nomination and appointment process as necessary. In the event of more than one candidate for a position, a vote will be taken: candidates, after speaking in favour of their application if they wish, will withdraw during the process.

The term of office is normally one year, though the Committee may vary this. No chair will continue in post for more than six consecutive years, other than in exceptional circumstances. Where a vacancy arises before the end of an incumbent's term of office the Committee will elect one of their number to fill that vacancy at their next meeting.

Throughout these Standing Orders, 'relevant chair' means the chair of the Management Committee or of a sub-committee, as the case may be.

Meetings

The Management Committee meets twice a term; one meeting in the Spring Term is a longer 'awayday' for strategic and planning discussion. The frequency of sub-committee meetings is specified in the relevant Standing Orders. No later than the first meeting in each academic year, the Management Committee will determine the schedule of meetings for that year, including all meetings of the Committee and of its sub-committees.

Meetings normally begin at 17:00, and are normally held in person at one of the school's sites. However, other times may be agreed, and virtual meetings using Google Meet or similar technology are acceptable. Virtual meetings may be arranged:

- as a planned part of the meeting schedule
- where it becomes apparent in advance of a scheduled meeting that a significant proportion of the membership would only be able to attend if the meeting took place virtually. In this case the whole meeting should be held virtually rather than in person.

In exceptional circumstances, and provided at least 48 hours' notice has been given, one or two members may be permitted at the Chair's discretion to join virtually a meeting which is being held in person. Experience shows however that this is rarely satisfactory: if key participants could not otherwise attend, the relevant chair should consider holding the whole meeting virtually.

Attendance of others⁶

Senior staff may be invited to attend meetings of Management Committee or sub committees to present reports and give presentations, or to observe as part of their professional development. With the prior approval of the chair, other persons with relevant expertise may attend meetings. They may contribute to discussion, but do not have

voting rights.

Convening meetings

Meetings are convened by the designated clerk, who must comply with any direction given by the Management Committee or the relevant chair, provided that any direction by a chair does not conflict with these Standing Orders.

The chair and vice-chair, or any three or more other members, may request an extraordinary meeting of the Management Committee by giving notice in writing to the clerk and specifying the purpose. After consulting the chair if appropriate, the clerk must convene such a meeting as soon as reasonably possible.

Agenda items and papers

A draft agenda will be prepared by the clerk for approval by the relevant chair and the headteacher, taking account of items requested by members. Any member may contact the clerk in writing, not less than fifteen working days before a meeting, to request that an item (including any associated papers) be placed on the agenda. The final decision on the agenda is for the relevant chair. The finalised agenda and associated papers will be available on the school's Google Drive or otherwise at least seven clear days before the meeting. If an extraordinary meeting has been called the chair may allow shorter notice to be given.

In the case of the **Management Committee**, the agenda will include:

- At every meeting, a report by the headteacher. The headteacher has a statutory duty to keep the Committee properly and fully informed about the school, enabling members to fulfill their strategic and challenge functions. To discharge this duty a report will be presented to the Committee at each ordinary meeting: the form this takes, and the balance of written and oral reporting, may depend on the stage of the year and the extent to which relevant matters will be covered in reports from sub-committees. The report need not be extensive, but it will cover significant developments since the previous meeting, including progress against the School Development Plan, relevant management information, staffing updates etc. At the Committee's September meeting the headteacher will present a comprehensive written report on outcomes for the previous year.
- A report by the chairs of sub-committees (including minutes if available) where these have met since the previous meeting of the Management Committee.
- In March, the **Head of Business Services** will present the budget proposed for the following year, following prior consideration by the FPP sub-committee.
- Once a year, a report designed to help the Committee reflect on its performance. This may be prepared by the chair, following consultation with members; or the task may be delegated to one or more other members; or contracted to an external consultant.

Within two weeks of any meeting of the Management Committee or a sub-committee, an initial draft of the minutes will be sent by the clerk to the relevant chair and headteacher for checking. Having agreed the draft of the minutes, the draft will be available to all members of the relevant committee or sub-committee within three weeks of the meeting.⁷

The approval of the minutes of the previous meeting will be an item on the agenda of every meeting. Once agreed the minutes will be signed and dated by the chair.

A copy of the agenda, signed minutes, reports and papers for meetings (excluding confidential items) will be made available for inspection on request by any interested person.

Quorum

For any meeting of the Management Committee or any of its sub-committees to proceed, there must be a quorum of voting members in attendance. The quorum for a meeting of the Management Committee is one half of the members of the committee, excluding vacancies, rounded up to the nearest whole number (i.e. six, unless there are vacancies). The quorum for a meeting of a sub-committee is three of the full members appointed to the sub-committee (i.e. excluding any associate members with voting rights). If the headteacher is absent a member of the Senior Leadership Team will attend instead, but will have no vote unless formally designated as acting headteacher.

Meetings which become inquorate will normally be discontinued and rearranged as soon as possible. However, if those members present decide unanimously that this would not be expedient, they may proceed with the meeting on a provisional basis. In this event, the chair of the meeting must as soon as possible after the meeting either:

- consult and seek ratification of any proposed decisions by the members who were absent; or
- in the case of a sub-committee meeting, and if more convenient, refer the matter for ratification to the next meeting of the Management Committee.

Voting

A simple majority of members in attendance (including any associate members with voting rights) decides any matter put to the vote. Virtual participation, where this has been agreed for all or some of those taking part, is regarded as ordinary attendance for this purpose. Proxy voting is not allowed. In the event of a tie, the chair has a casting or second vote.

Restrictions on persons taking part in proceedings

Where there may be a perceived conflict between the interests of a person and the interests of Management Committee, or there is reasonable doubt about a person's ability to act impartially, or a person has a pecuniary interest⁸ in any matter to be considered then that person must disclose the interest, withdraw from the meeting during discussion of the matter and not vote on it. A member of staff of Malden Oaks School and Tuition Service could potentially have a pecuniary interest in certain matters which concern the pay or appraisal of the school's staff: any decision to restrict attendance or voting in this situation will be taken by the other full members present (ie excluding any associate members).

A person must withdraw from a meeting if the matter under discussion is the person's own appointment, reappointment, suspension or removal as member, clerk, chair or vice-chair. If there is a dispute about whether a person should withdraw, the other Management Committee members present at the meeting will decide the question of withdrawal.

B. STANDING ORDERS SPECIFIC TO SUB-COMMITTEES

EDUCATION SUB-COMMITTEE

Membership

The Education sub-committee shall comprise at least five members of the Management Committee, of whom one shall be the headteacher and one shall be either the chair or vice-chair of the Management Committee. Associate members appointed to the sub-committee will be eligible to vote provided the Management Committee has previously approved voting rights.

Frequency of meetings

Education sub-committee meets once a term, unless the volume of business requires additional meetings.

Remit

Management Committee has established the Education sub-committee in order to promote high standards by:

1. reviewing and monitoring against the School Development Plan:
 - a. the processes and outcomes of teaching, learning and evaluation in each of the school's component areas of provision, including proposed new developments.
 - b. arrangements to prepare students for transition back to mainstream or to the next stage of their education/career
 - c. arrangements to ensure the safety and wellbeing of students (on and off site), and to promote their personal development. The areas covered include, but are not confined to, safeguarding, child protection, equality, attendance and discipline.
2. ensuring the timely review of all statutory policies relevant to 1.a, b and c; and as necessary monitoring their implementation.
3. satisfying itself that the School Evaluation Framework (SEF) for Malden Oaks School and Tuition Service is up to date, and reviewing the school's self-assessment in relation to the quality of teaching and learning.
4. reporting to and advising the Management Committee on all matters within this Remit.

Management Committee has delegated the following function to the Education sub-committee

Considering and approving statutory policies on:

- all matters within the Remit of the sub-committee, other than any which are specifically reserved for decision by Management Committee, on which the sub-committee is to make a recommendation to Management Committee

FINANCE, PERSONNEL AND PREMISES SUB-COMMITTEE

Membership

The Finance Personnel and Premises (FPP) sub-committee shall comprise at least four members of the Management Committee, of whom one shall be the headteacher and one shall be either the chair or vice-chair of the Management Committee. The staff member of the Management Committee shall not be a member of this sub-committee. Associate members appointed to the sub-committee will be eligible to vote provided the Management Committee has previously approved voting rights.

Frequency of meetings

FPP sub-committee meets twice a term. A scheduled meeting may be cancelled if in the opinion of the chair there is insufficient business to proceed.

Remit

The purpose of the FPP sub-committee is to keep under review, report and make recommendations to Management Committee on:

Finance

1. the financial policies and procedures of Malden Oaks School and Tuition Service, providing assurance that these are reviewed annually and properly implemented.
2. the establishment of the school's annual budget and three-year projection.
3. in-year budget management, receiving regular reports in agreed format from **the Head of Business Services**, recommending action as necessary and reporting to the Management Committee at least termly.
4. financial strategy and longer-term plans.
5. value for money, in general and in relation to specific transactions

Personnel

1. value for money, in general and in relation to specific transactions.
2. policies and practice in relation to the number, employment and management of staff.
3. the school's pay policy, ensuring that this is updated annually and implemented fairly and with regard to equalities issues.
4. the school's performance management policy, ensuring that this is effective, fair and consistently applied.

Premises

1. all matters relating to the buildings and sites of Malden Oaks School and Tuition Service, including health and safety and related policies.

The Management Committee has delegated the following functions to the FPP Sub-Committee:

- Considering and approving statutory policies relating to finance (including the Financial Procedures), personnel and premises; other than any which are specifically reserved for decision by Management Committee, on which the sub-committee is to make a recommendation to Management Committee.
- Approving expenditure within the limits stipulated in the financial procedures, ensuring that expenditure proposed will provide value for money.
- Approving individual virements above the level stipulated in the financial procedures.
- Receiving annually the audit report relating to the School Fund account.
- Reviewing the School Financial Value Statement.
- Monitoring expenditure of the student premium allocation.
- Reviewing levels of charging for any lettings.
- Considering a regular condition report and prioritising items for action.

HEADTEACHER'S PERFORMANCE REVIEW SUB-COMMITTEE

Membership and clerking

The Headteacher's Performance Review sub-committee shall comprise at least three and no more than four persons, of whom one shall be the chair of the Management Committee (as chair of the sub-committee) and one the School Improvement Partner. None of the members shall be school employees or Associate Members.

A clerk may be appointed, but this person should preferably have no connection with the school. In practice it will often be convenient for a member of the sub-committee to produce the minutes and to agree these with the other members.

Frequency of meetings

The sub-committee holds a main meeting in the autumn term and a review meeting in the spring term. It is the sub-committee chair's responsibility to produce an agenda and to guide members through the procedure and decisions required at each meeting. The headteacher will produce a self-assessment for the autumn meeting.

Remit and delegation

The Management Committee has delegated responsibility as follows to the Headteacher's Performance Management Review sub-committee:

1. to conduct an annual appraisal of the headteacher on behalf of the Management Committee, assessing performance against agreed objectives for the previous academic year.

2. to determine the level of any pay award in the light of the performance assessment.
3. to agree with the headteacher objectives for the new academic year.
4. to review progress on the current objectives in the course of the academic year.
5. to inform the Management Committee of 1, 2, 3 and as necessary 4 above.

Appeal

The headteacher may appeal against a decision of the sub-committee by giving written notice to the chair of the sub-committee within ten working days of the decision being made, setting out the grounds for questioning the sub-committee's decision.

An appeal panel will be convened in these circumstances. This shall comprise no fewer than three members of the Management Committee who were not members of the original sub-committee, and who are not members of Malden Oaks School and Tuition Service staff. The panel will, if possible, be chaired by the vice-chair of the Management Committee or by the chair of the Finance, Personnel and Premises sub-committee. The panel will meet to consider and determine the matter, normally within twenty working days of receipt of the appeal. The panel will have before it the minutes of the original sub-committee, and may invite the headteacher and the sub-committee chair to give written and/or oral evidence. The appeal panel's decision is final.

References

1. *This section draws on sources including the Department for Education (DfE) publication Maintained School Governance: Structures and Role Descriptors (October 2020).*
2. *Legislation relevant to the governance of student referral units includes: the Education (student Referral Units) Regulations 2007 as amended by the student Referral Units (Miscellaneous Amendments) (England) Regulations 2012; the student Referral Units (Miscellaneous Amendments) (No.2) (England) Regulations 2012; the School Governance (Roles, Procedures and Allowances) (England) Regulations 2013 and the Education (student Referral Units) (Application of Enactments)(England) (Amendment) Regulations 2016. The management Committee will also have regard to government advice on the discharge of its role.*
3. *The relevant regulations permit the headteacher to choose not to take up their position as a member of the Management Committee.*
4. *The one-year term is specified in the Instrument of Government. It might ideally be longer, but this would mean asking RBK to remake the Instrument, which is probably not desirable.*
5. *Associate members correspond closely to the category of Special Partner under the previous (2016) Terms of Reference.*
6. *No persons other than the formally appointed members may attend meetings of the Headteacher's Performance Review sub-committee.*
7. *Any disagreement between chair and headteacher on any aspect of the draft minutes should be noted in the draft, and the matter resolved by the full Committee or sub-committee.*
8. *A pecuniary interest includes an interest – or the possible perception of an interest – in a contract or proposed contract. This includes, but is not restricted to, situations where the person concerned (or one of their relatives) has a business or other relationship with the person with whom the contract is made.*