



# King's College

TAUNTON

## **Code of Conduct for Council Members: Roles and Responsibilities**

*This policy applies to  
King's College Prep School and King's College Taunton*

**Policy Date:** September 2023

### **Responsibility**

**Individual:** Director of Finance and Operations

**Council Committee:** Council

### **Review Cycle: (3-yearly)**

**Next scheduled review:** September 2026

**Last interim review:** March 2024

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## **INTRODUCTION**

The Council Members of King's Schools Taunton Ltd are responsible for the overall strategic management and development of King's College and King's College Prep School (together referred to as "the Schools". The Council Members are selected from a wide range of backgrounds, and our aim is to achieve a balanced Board with a core of individuals with educational, legal, accountancy, finance, property management, business, marketing, pastoral and spiritual backgrounds. All share a genuine commitment to the future of our Schools. A full list of our current Council Members is available on the Schools' web sites, or by request from the Clerk to the Council (the Director of Finance and Operations).

## **ROLE AND RESPONSIBILITIES**

Council Members work collectively as a group and are accountable to the wider community (the "stakeholders") for the delivery of the best possible educational, pastoral and support service. They are responsible for ensuring that the overall structure is fit for purpose and consistent with the Schools' charitable objects. The conduct of the Schools is delegated to the Heads of each School and the Director of Finance and Operations, and the Council Members monitor performance in the light of an agreed framework.

The Council Members' detailed responsibilities include:

### **Constitutional Responsibilities**

- Acting in the best interests of the charity, its pupils, parents and staff (its beneficiaries) and its future beneficiaries
- Election of a Chair (known within the Schools as the Custos), Deputy Chair (Vice Custos), Chairs of sub-committees in accordance with the governing instrument
- Ensuring that governance is managed in accordance with its governing instrument and that it provides public benefit
- Maintaining the ethos of the Schools and setting a clear, strategic direction.
- Arrangements for voting and for the Custos' casting vote
- Updating and amending the governing instrument as necessary, e.g. to expand the age range being educated
- Approval of the appointment of new Council Members
- Retiring Council Members, or removing them, in accordance with the provisions of the governing instrument
- Co-opting individuals with particular expertise or qualifications as additional members of sub-committees provided that every committee contains a majority of Council Members
- Appointment (and removal) of a Clerk/Company Secretary who may combine the role with that of Director of Finance and Operations
- Reviewing periodically with the Heads the schedule of reserved matters
- Changes to the Board structure
- Approval of the terms of reference of the sub-committees
- Compliance with the law, ISI, Ofsted and EYFS provisions
- Compliance with charity, company and financial regulations

- Avoidance of conflict of interest and maintenance of a register of interests
- Diversification, within the UK and overseas
- Reviewing the Council's performance regularly in order to ensure that duties are undertaken in a way that adds to public confidence and trust
- Taking appropriate professional advice
- Appointing professional advisors.

### Meetings

The following functions are delegated to the Deputy Heads Academic at each School (for Education and Pastoral Committee meetings) and Clerk to the Council (for all other meetings):

- Preparing a schedule of regular meetings of both the School Council and the sub-committees well in advance
- Preparing agenda, papers and minutes of meetings of the School Council and the sub-committees for approval by the Chairmen
- Ensuring that the agendas enable Council Members to fulfil their responsibilities for the proper governance of the Schools throughout the academic year
- Collating papers prepared by the Heads and other staff
- Distributing meeting papers seven days before meetings, unless otherwise agreed with the Chair of the relevant meeting
- Ensuring that meetings are quorate as specified in the governing instrument.

### Senior Staff

- Appointment of the Heads – a function that AGBIS describes as a School Council's "*most important task*" – in close conjunction with other Head and DFO
- Appointment of the Director of Finance and Operations in close conjunction with the Heads
- Assisting with the appointment of the other members of the SMT as required by the Heads
- Pay and conditions of service of the Heads and the Director of Finance and Operations
- Appraisal of the Heads and the Director of Finance and Operations.

### Financial Issues

- To manage, safeguard and use the resources to their maximum potential
- Sound financial management and control of resources
- Approval of an annual budget, including the fee and salary rise that is reasonable and prudent
- Agreeing an operating budget
- Communication of fee rise to parents
- Regular monitoring of in-year expenditure against budget
- Approving expenditure in excess of delegated levels
- Approving internal financial controls
- Reviewing financial models and sensitivity analysis

- Reviewing long-term financial projections
- Approving the annual Statutory Information Return (SIR)
- Approving the Annual Report and the Statutory Accounts
- Insurance levels, including Council Members' indemnity insurance
- Delegated levels of expenditure for capital projects, maintenance, IT and contracted out support services
- Approving bank loans and overdrafts
- Investment policy and performance and selection of Investment Advisers
- Reserves policy
- Approval of the Risk Register
- Compliance with financial, company and charity regulations and best practice
- Oversight of activities and accounts of the Charity's trading company.

### Development

- Development planning
- Establishing the framework and objectives for the future
- Review of performance in the light of development plan objectives
- Appeals and Fund-raising
- Marketing strategy.

### Employment Responsibilities

- Employee terms and conditions of service, including pay, pensions and benefits
- Approving structure for salaries and allowances
- Redundancy and dismissals
- Disciplinary and grievance procedures, including appeals and complaints
- Any employment issues that could result in legal proceedings
- Establishing a staffing complement and agreeing changes to it
- Staff fee remission.

### Property Development and Management

- Acquisitions and disposals of property or assets
- Appointment of professional advisers
- Awarding major contracts
- Capital development
- Maintenance projects
- Health and safety procedures and policies
- Any issue that could result in legal proceedings
- Insurance.

### Interface with Parents

- Parent contract
- Policy on fee collection
- Approving annual bursary awards
- Bursary policy and public benefit
- Scholarship policy, sibling and staff discounts
- Provision of Information to Parents.

### Curriculum Oversight

- Setting the admissions policy
- Setting academic targets, and monitoring performance
- Endorsing the aims and objectives of the Schools
- Overview of changes to the curriculum, such as the introduction of the International Baccalaureate
- Approving changes to the structure of the school day
- Approving term dates
- Approving the framework for reports – tracking pupils' progress
- Monitoring compliance with ISI, Ofsted and EYFS standards.

### Pastoral Oversight

- Arrangements for safeguarding and promoting the welfare of children
- Child Protection policies, procedures and training
- Policy on pupil numbers and class size
- School policies on behaviour, sanctions, exclusions of pupils
- Appeals procedure
- Attendance policies
- Complaints procedures
- Anti-bullying policies
- School uniform policies
- Safety and security of the premises
- Provision of First Aid
- Any issues affecting a pupil that could result in legal proceedings
- Standard of catering
- Standard of classroom and boarding accommodation
- Availability of drinking water
- Accessibility policy and SEN.

Reports on the above topics are produced by the Heads, the Director of Finance and Operations (and other senior staff as required) on a regular cycle for the meetings of Council Members and of the sub-committees. They form the framework of discussions.

## **CODE OF CONDUCT**

Council Members should act at all times with honesty and integrity. Each Council Member has an important role in supporting and encouraging the Heads, although prime responsibility for developing the partnership rests with the Custos. As the employers of all of the staff, it is important for the Council Members to meet staff wherever possible, and groups of pupils, when opportunities are offered. Regular attendance at meetings and major functions is important, whether that be in person or virtually, and Council Members need to be prepared to devote the time and energy that is necessary to carry out their role and to develop their understanding of the Schools. They should arrange their visits in advance via the Heads.

Individual Council Members should express their personal views within meetings; but once a decision has been reached, they are bound by collective decision-making. They need to take care to avoid breaches of confidentiality and to avoid undermining the Heads, since their relationship can only flourish if it is based upon mutual respect and collaboration. They should only speak on behalf of the School Council if they have been specifically authorised to do so – a function that normally falls to the Chair, or Deputy Chair. Conflicts of interest must be declared in advance.

Qualities of integrity, impartiality and objectivity, with respect for all, are important. The School Council, under the leadership of the Chair should be as transparent and open as possible, with all members conscious of their responsibilities towards the school community and of the clear distinction between the roles of trustees and of paid employees.

### **“Away Days”**

Strategy meetings are held periodically involving selected members of the Council who then report back to the full Council. “Away days” involving the entire School Council also provide the opportunity to look more strategically at issues concerning the future direction of the Schools. Council Members can exchange ideas freely with the Heads, the Director of Finance and Operations and perhaps, other members of the Schools’ Senior Management Teams. They also provide an invaluable forum for Council Members to bond together, without the pressures imposed by a crowded meeting agenda.

### **Training**

Council Members are encouraged to attend training courses and seminars arranged by AGBIS and other professional providers, such as law and accountancy firms in order to reinforce their awareness of their varied duties and responsibilities. The Director of Finance and Operations circulates lists of courses as they are received.

## **APPOINTMENT AND INDUCTION OF COUNCIL MEMBERS**

See the Schools’ separate policy on this matter.