Information for Prospective Governors

St Lawrence College (SLC) was established in 1879 as a boarding school for boys. It has since been an influential institution for the people of Thanet, and is now a co-educational boarding and day school for pupils from the ages of 3-18, with around 650 pupils on roll.

St Lawrence College operates as a charity (No 307921). As such, any surpluses generated annually are reinvested into the School, for the benefit of the pupils and the local area. Although independent, SLC retains links with a wider group of schools, through its participation in the Headmasters/mistresses Conference (HMC).

The overall control of the School rests with the Council of Governors (or Trustees), who delegate day-to-day responsibility to the Executive.

Most of the School’s income comes from its core activity of education, through charging day and boarding fees. A commercial arm of the charity has been developed to use the assets of the School outside of core school use, including the provision of language courses for international students during the holidays.

We are now looking for outstanding candidates who have proven success within their own field of work to join the Governing Body of the College. We have a number of opportunities for experienced, dynamic individuals especially with backgrounds in business, construction, finance, law, digital media or education to become part of a highly skilled Board of School Governors, committed to the work of this long-established independent school and educational charity. These vacancies arise as a result of the recent and imminent retirement of a small number of governors who have given outstanding long service.

Once appointed to the Council, the expectation is that governors will:

- Attend three ‘Council’ meetings per year;
- Serve on at least one of the Council’s sub-committee meetings, meeting three times a year.
- Attend induction meetings as necessary during the initial stages of your appointment, and
- Visit the College to meet staff and pupils regularly.

Governors will be expected to commit a minimum of ten days per year, not including the time required to read papers and prepare for meetings. The role is voluntary and unpaid, although reasonable travelling expenses will be reimbursed.

As a school with a strong Christian ethos, Governors are expected to be sympathetic and aligned to the beliefs and the teachings of the Church of England. Upon appointment, governors are required to make a declaration that they will support and pursue the Objects of the Charity, which are to provide, maintain, and promote sound Public School Education on a religious basis in accordance with the Scriptural and Evangelical doctrines and principles of the Church of England, as declared in the Thirty Nine Articles.

We particularly welcome applications from candidates with one or more of the following:

- Very strong educational experience, ideally gained as a head teacher or other senior educational practitioner;
• A strong financial background, with a real appreciation of the role of risk management and experience of managing large budgets. This expertise could have been gained in business, education, charity, government, etc;

• Significant board experience, which could have been gained as a non-executive director, executive director, trustee, or a role closely associated with a working board such as Company Secretary and General Council, and

• A marketing specialist with particular expertise in digital marketing and social media.

Candidates must also be able to:

• Demonstrate a commitment to the values and principles of Independent education;

• Fit within the culture of St Lawrence College;

• Sympathise with the Christian ethos of the College and the teachings of the Church of England;

• Demonstrate a background that adds to the diversity of the Governing Body, and

• Offer an additional skill that is less represented amongst current Trustees e.g. brand management, property, consulting/business research, legal, specialist education.

HOW TO APPLY:

If you are interested in the role, please contact the Bursar & Clerk to Governors, (Bursar@slcuk.com), for an application form.
ADDITIONAL INFORMATION

Governor Role Description

The Board of Governors (‘the Council’) are collectively responsible for the overall governance and strategic direction of St Lawrence College, its financial health, probity of its activities, and for developing the organisation’s aims, objectives and goals in accordance with governing documents, legal and regulatory guidelines. The Charities Act 2011 defines trustees as ‘...The persons having the general control and management of the administration of a charity’ (s97).

Main Responsibilities

Governors’ main responsibilities are listed as follows:

- To manage and use the resources of the College, so as to optimise its potential;
- To determine the overall direction and development of the College through good governance and clear strategic planning;
- To achieve the purpose of the charitable company by continuously pursuing its charitable objects;
- To ensure that the charitable company, and its representatives, function within all legal and regulatory requirements applicable, and in line with the organisation’s governing document, continually striving for best practice in governance;
- To maintain the fiduciary duty invested in the position, undertaking such duties in a way that adds to public confidence and trust in the College;
- To take appropriate professional advice in all matters where there may be a material risk to the charitable company, or where the trustees may be in breach of their duties;
- To avoid any personal conflict of interest;
- To ensure that robust systems are in place for internal financial control and the protection of the charitable company’s funds and assets; and
- To undergo a thorough induction upon appointment and ongoing training to remain alert to, and aware of, their duties and responsibilities, and of the environment in which they operate.

In carrying out these responsibilities, Governors must:

- Act in the best interests of the College at all times, and to the benefit of present and future beneficiaries, in accordance with the College’s governing document;
- Act to protect the College’s property and resources;
- Agree the strategic direction of the College which may involve input from staff, who are likely to implement such long-term plans;
- Ensure the solvency and effective running of the College;
- Preserve any permanently endowed funds or property, but they may apply to the Charity Commission in certain circumstances to change the use of any endowment;
• Ensure that there are effective controls in place to monitor and regularly review the College’s finance and administration systems;

• Take responsibility for the appointment and ongoing management of the Executive and ensure that any duties delegated to such a paid officer do not impinge on those of the trustee board;

• Ensure that all risks to the College and its assets are identified and appropriate steps established to mitigate those risks;

• Not personally profit from their position (reimbursement of out-of-pocket expenses is a reasonable entitlement), unless relevant permission has been gained from the Charity Commission, or the charitable company’s governing document gives express permission;

• Ensure that proper minutes are kept recording the deliberations and decisions of meetings of the Council of trustees and any sub-committees of the Council;

• Maintain appropriate records relating to accounts and financial matters and ensure that they are audited/independently examined accordingly. Presentation of accounts should be in line with the Statement of Recommended Practice, and the Charity Commission’s Operational Guidance ‘Preparing Trustees’ Annual Reports and Accounts (Including the Charities SORP), and

• Comply with any other legal or regulatory requirements relevant to the College’s activities, such as:
  o Safeguarding
  o Health and Safety
  o Equality
  o Employment law
  o Money laundering and proceeds of crime regulations
  o Data protection.

Governors must also:

• Familiarise themselves with the charitable company’s governing document and operating procedures; and

• Seek guidance from the Charity Commission, if the Corporation is no longer able to carry out its objects in line with the governing document, with the view to resolving the situation.

Statutory Duties

Under Part 10 of the Companies Act 2006, there are specific legal duties placed upon company directors. For governors as trustees and directors of charitable companies therefore, there are additional duties to fulfil:

• Duty to act within powers;

• Duty to promote the success of the company;

• Duty to exercise independent judgement;

• Duty to exercise reasonable care, skill and diligence;
• Duty to avoid conflicts of interest;
• Duty not to accept benefits from third parties; and
• Duty to declare interest in proposed transaction or agreement.

The College’s Governance Structure

The College Council, as Governing Body, exercises its role and carries out its duties either directly, via decision-making at scheduled meetings and consultation with the Executive (the Principal, Head of Junior School and Bursar), or indirectly through promulgation of policies, delegation to the Executive and receipt of reports from the Executive.

Council meetings are held with the Executive in attendance. Council receives reports from its sub-committees and working groups, reports from members with particular responsibilities (such as child protection and health and safety) and reports from the Executive.

Reserved Business may be considered and acted upon in the absence of the Executive, although the Council may delegate preparatory consideration to an existing or an ad hoc committee. This includes:

• Appointment of the Principal, HJS, Chaplain, Bursar and Clerk to Governors;
• Approval of committee membership and appointment of Committee Chairpersons;
• Review of organisational and trustee structures;
• Senior pay and remuneration, and
• Appointment and removal of Governors.

The key sub-committees and working groups are described below:

a. Governance & Remuneration Committee The Governance & Remuneration Committee oversees and reviews the effectiveness of Governance arrangements within the College. It will report termly to Council and will act as a ‘meta-committee’, with authority to review the performance of other sub-committees, to ensure that they are compliant with their terms of reference and that their outputs meet the strategic aims and objectives of the Council. The key issues considered by the Committee will be:

• Compliance with Charitable objects;
• Governing Body composition and effectiveness;
• Sub-committee composition and effectiveness;
• Risk management and regulatory compliance, and
• Salary scales and senior staff pay awards

b. Finance, Fabric and Administration Committee This Committee is central to the discharge of the Governors’ fiduciary responsibilities for the Charity. Inevitably any decisions with significant financial implications will come before it either from other committees or directly. The Chairman attends the Committee and a Governor with a strong financial background acts as Chair.

The Committee’s remit is to examine, on behalf of the Council, all aspects of the finances, the maintenance and enhancement of the fabric and estate, and the administration of the College. It will determine and/or approve policies or action by the Executive relating to its remit, or report as appropriate to the Council.

c. Education and Welfare Committee The Education and Welfare Committee will work closely with the Principal, HJS and the other members of the Executive. The Chairman will be a Governor with a strong academic background. If the Council also has a serving or
recently retired Head, or a Head from a feeder/destination school, she or he is likely to serve on this Committee.

The Committee’s remit is to oversee the curriculum, monitoring of teaching and learning, admissions policy and academic staffing, including the development and monitoring of relevant policies, and ensuring compliance with Educational regulation. It will determine and/or approve policies or action by the Executive relating to its remit, or report to Council as appropriate, and will refer recommendations and other matters relating to or having an impact on Finance, Fabric and Administration to that Committee.

d. Marketing Group  The Marketing Group is responsible for the formulation and implementation of the strategy for the effective marketing of the College and works with the Principal and with the internal Marketing Group with regard to day-to-day marketing activity. It will determine and/or approve policies or action by the Executive in respect of any matters relating to its remit, or report to Council as appropriate, and will refer recommendations and other matters relating to or having an impact on Finance, Fabric and Administration to that Committee.

e. Bursary Award Committee  This Committee is responsible for implementing the Council's Bursary policy in a way which is consistent with the requirement to act for public benefit. This involves both the consideration of policy in the context of the Charity Commission’s Guidance and its application. It will determine awards and report to Council as appropriate, and will refer recommendations and other matters relating to or having an impact on Finance and Administration to that Committee.

f. Capital Development and Refurbishment Committee  This Committee is responsible for the long-term, strategic planning and implementation of capital development and infrastructure refurbishment projects. The Committee will work closely with the Executive to develop a costed 10-year plan for the future maintenance and development of the College Estate. Specifically, the Committee will assist the Chairman of the FFA in developing a long-term financial strategy including:

- Capital development and major project expenditure;
- Funding for capital and major expenditure programmes;
- Loans and borrowing policy;
- Disposals of assets, and
- Planning issues.

The composition and Terms of Reference for each of these committees are detailed in the College Governance Policy document. Working groups are set up from time to time to deal with specific short-term issues.

Each sub-committee / working group Chair is selected by the Council with a view to making the best use of his or her skills and attributes. Each sub-committee Chair is responsible for reporting the activities of his/her committee to the full Council, thus enabling the Council to:

- Monitor policies;
- Monitor standards, and
- Ensure decisions are properly communicated.

Day-to-day Management

The day-to-day management of the College's affairs is delegated to the Executive and the Governors rely on its professional leadership and expertise and on both a formal reporting system which is clear and timely and regular informal communication.