



GOVERNORS' INFORMATION BOOKLET

SEPTEMBER 2023

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This booklet will be updated and reissued to all governors as required

SECTION 1 - THE SCHOOL



Founded in 1892, Westbrook Hay is a thriving co-educational independent Prep school with approximately 360 pupils from 3-13 years who enjoy a broad curriculum, achieve excellent results and have the all-important confidence to succeed. There is a strong ethos to be a welcoming, all-inclusive family community that provides the best for, and expects the best from everyone.

The school has recently been rated 'Excellent' by ISI and has grown to near capacity, waiting lists are in operation in most year groups and extra classes have recently been added. Our Nursery is oversubscribed and feeds our Reception year group which, like Year One and Year Two, consist of two parallel classes.

Westbrook Hay is a place that inspires much devotion from those who know its ethos and it continues to have an important place in today's independent sector. It is a school which is clear about its focus on the individual, which places real importance on the value of strong pastoral care and its academic performance. Westbrook Hay is a place where pupils come confident and assured young people.

Located between Berkhamsted and Hemel Hempstead in Hertfordshire, the school's beautiful location boasts 26 acres of parkland overlooking the Bourne Valley, an environment within which children explore and enjoy all that childhood has to offer.

The teaching and learning facilities are excellent. For example, the school has a purpose built Pre-Prep. The Performing Arts Centre was added in 2016 and boasts impressive facilities for dance, drama and music. Specialist facilities also include a science laboratory, DT workshop, sports hall, swimming pool, ICT suite and an art studio.

Our ethos – we are a welcoming, all-inclusive, family community that provides the best for, and expects the best from us all.

Our mission – to develop happy, confident and successful children who are well prepared for their future.

The charitable objects of the school as stated in the Articles of Association are to *“Promote and provide for the advancement of education of children”*. To meet these objectives the academic policy of the school is to provide a broad curriculum with an emphasis on personal achievement, self-discipline, learning in a caring and supportive environment, and service in the local community.

SECTION 2 - ROLE OF THE GOVERNING BODY AND GOVERNORS

GENERAL

Westbrook Hay Educational Trust Limited is the legal entity that owns the land, buildings and other assets of the School. The School itself operates as a charitable company limited by guarantee. The Governing Body of Westbrook Hay Educational Trust Limited act in the same capacity for Westbrook Hay School and, additionally are the directors of the charitable company. The agenda for all meetings take account of these separate but concurrent responsibilities.

The Governing Body is responsible and liable for the governance and functioning of the School. The members are accountable in varying degrees to a variety of stakeholders including pupils, parents and staff, the Charity Commission, and Companies House.

The formal line of contact from individual Governors to the Head is normally via the Chair. The Clerk to the Governors is the Governors’ first point of contact for all matters relating to the governance of the School and for any queries about Governor business.

The most important functions of the Governing Body are:

- To ensure the school complies with legislative and regulatory requirements, and acts within the powers contained in the Memorandum and Articles of Association;
- To know and approve the school’s mission statement and approve its academic policy statement;
- To ensure it receives regular reports, both spoken and written, on the work of the school: academic, sporting, artistic, social and moral, and be fully apprised of the results achieved;
- To ensure the school is well managed and led;
- To appoint its senior staff, who are:
 - The Head
 - Bursar & Clerk to the Governors;
- To understand the boundary that must exist between governors and their primarily strategic role, and that of the executive officers who have day-to-day responsibility for the operation and management of the school;
- To have in place appropriate measures and reporting mechanisms to control its financial operations and ensure charitable assets are safeguarded;
- To elect its members and a Chair. Governors must ensure that there is an appropriate range of expertise in their midst and establish a regular pattern of both continuity and change amongst their membership.

JOB DESCRIPTION FOR BEING A GOVERNOR

The Governors of Westbrook Hay Prep School work collectively as a team. Together they are responsible for ensuring the delivery of the best possible educational, pastoral and support service. They are accountable for ensuring that the overall structure is fit for purpose and consistent with the school's charitable objects. The Governors delegate the management of the school to the Head and Bursar who in turn are supported by members of the Executive Group (EG).

Main Responsibilities

- Determine the overall direction and development of the school through good governance and clear strategic planning;
- Ensure that the school and its representatives function within the legal and regulatory framework of the sector and in line with the school's governing document, continually striving for best practice in governance;
- Uphold the fiduciary duty invested in the position, undertaking such duties in a way that adds to public confidence and trust in the school.

Constitutional Responsibilities

- In accordance with statutory and regulatory provisions and fulfilling all the obligations of the School's governing instrument, the Articles of Association.

Senior School Staff

- Appointment and appraisal of the Head and Bursar, and overview of the appointment process for other senior staff.

Financial Management

- Management, safeguarding and use of the School's resources and assets to their maximum potential, including approval of and monitoring against an annual budget;
- Ensuring appropriate and effective internal financial controls are in place;
- Reviewing long-term financial projections;
- Review and approval of the School's Risk Register, and management of risks identified therein;
- Compliance with financial, company and charity regulations and best practice.

Development

- Development planning;
- Establishing the framework and objectives for the future;
- Review of performance in the light of development plan objectives.

Health and Safety Procedures and Policies

- The Governors are ultimately responsible for the Health and Safety (H&S) of those using the school site and must approve the H&S Policies and procedures on a regular basis.

Interface with Parents

- Governors are expected to undertake a relationship management and ambassadorial role within the school community.

Curriculum and compliance oversight

- Including monitoring compliance with ISI, EYFS and other educational regulatory standards.

Public Benefit

- Complying with charity law and meeting the public benefit requirement.

Pastoral Oversight – Safeguarding (Child Protection)

All Governors need in-depth knowledge and understanding of:

- Arrangements for safeguarding and promoting the welfare of children;
- Safeguarding policies, procedures and training;
- Complaints procedures;
- Anti-bullying policies.

Governor Sub-Committees

It is anticipated that all Governors will sit on at least one of the following Sub-Committees:

- Finance and General Purposes (F&GP)
- Education
- Human Resources
- Governance & Nominations

Governor person specification

All Governors are expected to:

- Show commitment to and be supportive of the objects, ethos and values of the school;
- Show commitment to the principles and requirements of the school's role in safeguarding and promoting the welfare of children and young people;
- Understand and discharge legal and regulatory duties and obligations;
- Understand and respect boundaries and particularly that between the executive management and the governance functions;
- Have time to fulfil the duties of the role - prepared to prioritise his or her contribution and to take a fair share of the work load;
- Understand the purpose and importance of meetings and be committed to timely attendance and well as effective preparation and participation;
- Show a commitment to undertaking induction and all mandatory training as well as keeping up to date generally with the duties of the role and own development;
- Show a commitment to attend and participate in key school events;
- Confirm eligibility to serve as a Trustee of a Registered Charity and as Governor of a School.

A successful applicant will be one who:

- Can bring relevant skills and experience to complement those of the current Board;

- Builds effective working relationships and shows respect and consideration for the viewpoint or position of others;
- Works well in a team whether in a lead or supporting role at any time and is willing to express their own opinion, whilst being respectful about the opinions of others in discussion and in writing;
- Challenges constructively when appropriate, but be prepared to stand by collective decisions once taken;
- Shows energy, drive, courage and resilience;
- Acts reasonably and responsibly in undertaking duties and maintains strict confidentiality when appropriate.

COMMITMENT EXPECTED FROM A GOVERNOR

The degree of commitment required of a governor to achieve the job description is to:

- Attend as many meetings and school events as possible.
- Be prepared to put in sufficient time to visit the school periodically during working hours, and to study reports and background papers.
- Attend training courses.

SECTION 3 - MANAGEMENT OF THE SCHOOL

ROLE OF SENIOR STAFF AND THE SENIOR MANAGEMENT TEAM

The Governing Body is ultimately responsible for all aspects of the school and its future well-being. It has delegated to the Head responsibility for the day-to-day operation and management of the school. The appraisal of the Head is arranged by the Chair of Governors.

The Head is supported by An Executive Group (EG) comprising:

- Bursar & Clerk to the Governors
- Deputy Head/Assistant Head (Pastoral)
- Assistant Head (Academic)
- Assistant Head (Operations)
- Assistant Head (Pre-Prep)
- Registrar

With the exception of the Bursar, appointments to EG positions are in the gift of the Head. Any change to the structure or size of the EG requires the prior approval of the Governing Body.

The Bursar reports to the Head and is line managed by him or her on a day-to-day basis. In consultation with the Chair of Governors, the Head will make arrangements for the appraisal of the Bursar. The Bursar has a secondary reporting line to the Governing Body for the financial management of the school and this is exercised via the Chair of the Finance Committee. As Clerk to the Governors, the Bursar is responsible to the Chair of Governors for the administration of the Governing Body and for providing advice on governance issues.

It is a principle of this arrangement that as Bursar and Clerk the post holder will ensure that the Head is fully apprised of all relevant subjects and that when appearing before the Governing Body, they will have reached agreement on all issues. In the rare event that agreement cannot be reached, the advice of the Chair of Governors will be sought.

CONTROL OF DELEGATED POWERS

The Governing Body exercises an appropriate measure of control over this delegated responsibility through the sub-committees who between them cover the following areas:

Education & Charitable Objects

- Approving the academic policy statement;
- Annual review of child protection policy and procedures;
- Receiving data (but not the individual details) on formal parental complaints and providing a panel to hear appeals;
- Ensuring that the charitable objects of the school are met and that public benefit ensues.

Finance

- Providing written delegated financial powers to the Bursar;
- Approving a ten-year financial forecast;
- Approving the annual revenue and capital budgets and regularly reviewing performance against these budgets at least each term;
- Approving fees to be paid by parents;
- Keeping a regular oversight of unpaid fees, debtors and bad debts;
- Approving any expenditure outside the agreed budget at the school;
- As governors of the Foundation, overseeing investment & investment property matters;
- Ensuring that all matters relating to income and corporation tax, value added tax and council tax are being properly dealt with;
- Reviewing the annual report and financial statements with the auditors and then approving them;
- Receiving an annual report on all insurance cover, including that indemnifying the liabilities of the directors and officers.

Staff & Personnel Matters

- Approving the terms of and conditions of employment for all staff;
- Approving all increases and changes to the approved salary scales and setting the level of remuneration for the Head and the Bursar & Clerk to the Governors;
- Receiving reports on compliance with changes in employment law;
- Monitoring the application of the staff discipline and grievance procedures.

Premises

- Approving an accommodation master plan covering the provision of new buildings or facilities and the funding thereof;
- By way of a planned maintenance programme, ensuring buildings, plant and equipment are maintained to a high standard;
- Ensuring the school has appropriate policies and systems to comply with all health & safety legislation.

Professional Advice & Support

Appointing all professional advisers and keeping those appointments under review.

VISITS TO THE SCHOOL

The Head welcomes the presence of governors and encourages them to experience the working environment of the school at first hand. All new Governors will have a day in school organised early in their first term. Any Governors wishing to visit the school should contact the Bursar in the first instance to ensure the date is convenient.

The Deputy Head (Academic) organises a programme of day visits for governors, thus allowing them to attend lessons, meet staff and pupils, and generally see the school at work and play. Individual schedules will be drawn up for the day visit and made available to governors prior to the date of the visit. If a governor has any particular interests, the school will endeavour to accommodate these.

COMMUNICATION WITH STAFF AND PARENTS

The formal line of contact to the Governing Body for staff and parents is via the Clerk. However, there is a need for governors to engage with staff and parents and to be seen as part of the school, rather than aloof from it.

A copy of the Annual Report & Financial Statements is available from the Clerk. Email copies are given to all members of EG. Copies are made available to parents on request.

There is no formal staff representation on the Governing Body or its Sub-Committees. However, the facility exists, via the Head, for a member of staff to present their views (orally or in writing) to the Board or Sub-Committee where appropriate to the agenda.

Governors are encouraged to engage with staff at school events and when visiting individual teaching departments. The Clerk is responsible for ensuring that governors receive copies of the school diary etc, for coordinating the arrangements for their attendance and arranging seating.

Governors are encouraged to take the lead and introduce themselves to parents and staff at all school events. The opportunity to engage with parents and hear their views on Westbrook Hay (and other schools) is valuable and appreciated by both parties.

In the course of such contact it is possible that a parent or member of staff will take the opportunity to complain directly to a governor. Such events, which in themselves are unfortunate and embarrassing, do have the potential to damage the impartiality of the Governing Body within the published procedures for resolving complaints/grievances.

Complaints can centre on the actions of individuals. It is damaging for their morale if it is perceived that parents and staff can ignore the correct channels of communication and make allegations directly to governors.

Where a parent or member of staff does address a complaint directly to a governor, he or she should advise them that their role is not executive, but strategic, and ask them to use the appropriate process e.g. in the first instance this would involve them talking to the child's form teacher (if a parent) or their line manager (if a member of staff). It is not appropriate for a governor to become involved in discussions of this nature, or to offer advice or comment; maintaining a proper distance on these occasions protects both the governors and the school.

MEETINGS AND COMMUNICATION WITH SENIOR STAFF

The Chair of Governors meets with the Head regularly in term time. The Head values this opportunity to discuss issues of the moment and seek appropriate advice. At the conclusion of the meeting the Chair will normally meet with the Clerk and discuss Governing Body issues.

The Chair of the Finance & General Purpose Committee (F&GP) meets with the Bursar at least once per half term in term time to discuss the management accounts and related financial matters, and to discuss current estates works and the planned maintenance programme.

COMMUNICATION WITH THE MEDIA

The school has a plan to deal with any emergency that might occur. The plan is essentially a template and checklist that can be applied in full or in part to any particular situation. By its nature the plan is operational and managed by the Head, who is supported by the Bursar and EG members. The Head acts as the media spokesman. The Chair of Governor's main role is to support the Head and be the point of reference and authority for major decisions.

The emergency response plan provides for governors to be kept informed of any incident that requires its implementation. In the event of any parental or media questions being directed at an individual governor, the plan requires them to refer the matter to the school for the Head or Chair of Governors (if appropriate) to respond.

The plan is reviewed annually by the Head and Bursar and significant changes are notified to the Governing Body in the Head's Report.

APPEALS TO THE GOVERNING BODY

Systems exist whereby matters involving the staff disciplinary and grievance procedures or the parental complaints procedure, are not reported or discussed in any detail at meetings of the Governing Body. When an appeal is to be heard this will be heard by a panel consisting of at least two governors and a third member who will have no formal links to the school.

REVIEW OF POLICIES

Systems exist where the policies and documents detailed in the relevant Independent Schools Regulations are reviewed regularly and reports made to the appropriate committee of the Governing Body.

A matrix of all other policies and documents maintained by the school detailing their purpose and date of last review is held by the Compliance Administrator.

SECTION 4 - THE ORGANISATION AND OPERATION OF THE GOVERNING BODY

GOVERNING INSTRUMENT

The Governing Body is bound by the Articles and Memorandum of Association dated 20th April 2009.

COMPOSITION OF THE GOVERNING BODY

The Governing Body can have between 4 and 21 members. Normally the Board has between 7 and 10 members.

At each AGM one fifth of the Governors (or the number nearest to one fifth) shall retire from office. A retiring Governor is eligible for re-election.

Current and former parents and former pupils may serve as governors but to maintain sufficient objectivity, their total number is limited.

The Head and Clerk to the Governors attend all meetings of the Governing Body and subsidiary committees.

Revisions to the Articles currently under consideration include a maximum length of service (term) for governors.

MEMBERSHIP

The nine members as at 1st September 2023 are:

Name	Profession/Subject	Appointed	Due for Re-election
Diana Robinson (Chair)	School Consultant	2015 (Chair 2022)	2023
Stephen Hampstead***	Businessman	1999	2023
Lucy Wood	Teacher	2019	2025
Edward Grant	Barrister	2019	2024
Anisch Bakrania**	Sales & Marketing Manager	2022	2025
Philip Burgess**	Businessman	2022	2025
Judy Forrest	Retired Headteacher	2022	2025
Jon Whybrow	Retired Headteacher	2023	2026
Sophia Hardy	Deputy Head	2023	2026

* *Former Pupil*

** *Parent*

*** *Former Parent*

The Clerk will issue a governors’ contact list. Short biographies can be found on the website.

COMMITTEE STRUCTURE

There are three sub-committees: Education, Finance & General Purposes and HR. A Nominations committee meets as required. The committees are charged with receiving reports from the relevant staff and examining detailed issues. A range of professional advisers are retained to support the work of the school and the Governing Body.

Working parties are formed to deal with specific issues e.g. areas where specialist studies are required.

Soon after taking up membership a governor will be asked to consider joining a committee, however, full note is taken of work and other commitments. Conversely some governors have the time and desire to serve on two committees. Any governor is entitled to attend a committee meeting in an observer role.

Committee membership in 2022/23 is as follows:

Name	Education	F & GP	HR	Noms & Govs
Diana Robinson		✓	✓	✓
Stephen Hampstead		✓		
Lucy Wood	✓			
Edward Grant		✓		✓
Anisch Bakrania		✓		
Philip Burgess			✓	
Judy Forrest	✓			
Jon Whybrow	✓			
Sophia Hardy	✓		✓	
Totals	4	4	3	2
In attendance				
Head	✓	✓	✓	✓
Bursar & Clerk	✓	✓	✓	✓
Deputy Head/Assistant Head (Pastoral)	✓			
Assistant Head (Academic)	✓			
Assistant Head (Pre-Prep)	✓			

MEETINGS PROGRAMME

The Governing Body, Education and F&GP sub-committees meet once per term. The HR sub-committee meets at least twice per year and the Nominations sub-committee as needed. All meetings take place in the Woodward Lounge – dates are published as far in advance as possible.

Out of committee, business is normally conducted electronically.

PAPERS FOR MEETINGS OF THE GOVERNING BODY & COMMITTEES

Board Meetings

The Clerk clears the agenda with the Chair of Governors. The agenda is divided into three items of business:

- Where governors are required to make decisions.
- To note and ratify actions carried out under delegated powers.
- To receive information but take no further action.

Briefing packs are circulated by email no less than seven days prior to the meeting. The pack will contain the minutes of the last meeting, the minutes of sub-committee meetings that have taken place in the intervening period, the Head's Report and any other papers not considered at committee level. All governors are expected to read these documents and be prepared to question the committee chair or relevant staff on areas of concern or where further information is required. At the meeting of the Governing Body, the Chair will seek to minimise the amount of time spent introducing reports and thus provide the maximum time for question and debate.

Sub-committees

The Clerk clears the agenda and papers with the Chair of the sub-committee. Briefing packs are circulated by email no less than seven days prior to the meeting.

The minutes of all meetings are taken by the Clerk and passed to the Chair for clearance.

All minutes are marked as 'Confidential' and access is restricted to the Governing Body, Head, Bursar, and members of staff who attend committee meetings on a standing basis.

CONDUCT OF MEETINGS

The Governing Body acts collectively and the minutes will reflect this fundamental issue.

There are no standing orders as such. The sole objective is to provide a forum that respects free debate and reaches considered and appropriate decisions. Should a governor wish to speak they should first indicate their desire to the Chair.

CODE OF CONDUCT AND CONFLICT OF INTEREST

The Governing Body has adopted a code of conduct and a procedure for registering conflicts of interest.

GOVERNING BODY REVIEW

The Chair of Governors meets with all governors on personal basis once a year to hear their views on the work of the Governing Body, their own input to its work and to discuss their intentions for re-election or retirement. Additionally, a collective review of the work of the Governing Body takes place bi-annually. A questionnaire is used as the basis for the review but all responses are treated in a confidential manner. A report highlighting key issues identified by the governors is tabled for consideration at the summer term meeting of the Governing Body.

SECTION 5 - SELECTION, INDUCTION AND TRAINING OF GOVERNORS

SELECTION OF GOVERNORS

The Nominations Sub-Committee (NSC) supports the Chair in recruiting high quality applicants for places on the Governing Body. The Chair plans the succession process, which is administered by the Clerk. All governors are encouraged to pass the names of potential members to the NSC.

The Clerk maintains a list of governors showing their terms of office and re-election dates. The aim is to have a broad balance of skills on the Governing Body with, ideally, at least one of the following represented:

- Serving Head/Retired Head/Education Inspector/University Lecturer;
- Chartered, Certified or Management Accountant/Finance Director;
- Company Chairman/Chief Executive/Company Director/Managing Director;
- Architect/Chartered Surveyor/Chartered Quantity Surveyor/Chartered Engineer;
- Solicitor/Barrister/Judge;
- HR Director/Personnel Consultant;
- Marketing/Sales/PR/Media Executive.

The Chair also seeks to have a gender and ethnic balance on the Governing Body that reflects, broadly, the profile of the pupil roll.

Ideally, the Chair will give the NSC at least one year's notice of the need to recruit a governor with a specific skills set. The NSC seek to hold a list of potential governors covering all key skill sets. When notified by the Chair of the need to seek a replacement, the NSC considers short list and a possible line of approach for the first placed candidate.

As an alternative to the above, or to supplement the process, the NSC has the authority to place an advertisement on the school website and in the local or national press seeking candidates of a particular skills set, or in a more general sense those interested in serving on the Governing Body. Whatever the process used the candidate will be required to complete an application form and provide the names of two referees.

Once a suitable candidate indicates an interest in serving, arrangements are made for him or her to come to the school to meet with the NSC and the Head; the Clerk will attend to take notes. The interview will include a tour of the school and discussion of the duties of a governor.

If the candidate is keen to progress, is seen as suitable and their referees support their candidacy, the Governing Body will be asked to approve their appointment. The Clerk then issues a formal invitation to join the Governing Body, subject to successful completion of safer recruitment checks.

INDUCTION PROCESS

On joining the Governing Body, a new governor will be provided with an induction briefing pack containing:

- AGBIS Guidelines for Governors;
- The school's Articles of Association;
- Charity Commission Document - The Essential Trustee (CC3);
- Governing body membership list;
- Details of how to contact other governors;
- Governing body committee structure and terms of reference;
- Minutes of latest governing body and committees;
- Copies of the school's strategic and development plans;
- Inspection reports;
- How to access key school policies (Safeguarding/child protection, H&S, Staff Code of Conduct etc.);
- Latest Trustees' Annual Report and Accounts;
- School risk policy and register;
- Programme/dates for the year ahead;
- Register of interests form.

The Clerk will liaise with the new governor and arrange for them to attend an AGBIS New Governors' Seminar and to complete the e-Learning Course for New Governors. A more extensive school visit will be arranged as part of the induction process.

During their first year in office new governors can, at their request, be assigned a mentor as a point of contact for information and other issues. Additionally, new governors are encouraged to keep in touch with the Chair and Clerk, who will seek to provide guidance and support.

GOVERNOR TRAINING

Meetings of the Governing Body may start with a presentation on a topical subject within the school or on the work of a particular department. These presentations form an important part of the internal governor training programme and copies of the slides used together with any notes will be passed to those governors unable to attend the meeting.

The Clerk circulates details of external seminars provided by AGBIS, ISC associations and commercial organisations. Governors wishing to attend such an event should contact the Clerk who will handle the application process. The Clerk will also handle applications for training in subjects not covered by these seminars.

There is a budget for governor training and governors are encouraged to attend seminars with relevance to their role. Where material distributed at a seminar will be of use for all members of the Governing Body, it should be passed to the Clerk who will arrange for its distribution.

As a guide governors should seek to attend one external seminar in each academic year. The Clerk will maintain a training register.

SECTION 6 - STRATEGIC PLANNING

The strategic plan is based on a five-year cycle and updated annually. All subsidiary school plans e.g. academic provision, staffing structure, master accommodation plan and long-term financial forecast are designed to support the strategic plan, and link into it.

The Governing Body discuss the key strategic objectives with the Head and Bursar. In recent years the Governing Body has conducted this process as part of an annual or bi-annual strategy day. Other members of EG attend for some or all these days and the benefits of close and continuous contact, together with the opportunities for focussed, relaxed discussion are readily appreciated by all involved. At the time of writing the School Development Plan is under review.

The production of the detailed plan strategic plan is the responsibility of the Head and members of the EG. The Head then presents the plan to the Governing Body for their formal approval. The Strategic Plan is a standing agenda item for meetings of the Governing Body and the Head is required to provide a written or oral update.