

## TERMS OF REFERENCE: GOVERNOR COMMITTEES

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## TERMS OF REFERENCE: GOVERNOR COMMITTEES

ESTATES AND ENVIRONMENTAL SAFETY COMMITTEE	
<b>Nature of the Committee</b>	<p>A committee of the Governing Board meeting at least 3 times a year and responsible for the Capex Sub Committee</p> <p>The strategic development of the Foundation together with the Charity's property is the responsibility of the Trustee Board. As a result, this Committee is also responsible to the Trustee Board – through the Trustees' Finance Committee - for the maintenance and proper repair of the Charity's property and operates within capital and maintenance programmes set by the Trustee Board</p>
<b>Link Manager</b>	<b>Estates Manager</b>
<b>Scope of Responsibilities</b>	<ul style="list-style-type: none"> <li>• The Charity's estate including buildings and resources</li> <li>• The maintenance and capital programmes and associated projects</li> <li>• The Health and Safety of employees and Foundation clients</li> <li>• Environmental policy</li> <li>• Security</li> <li>• Foundations vehicles, transport and site access</li> <li>• Utilities</li> <li>• Maintenance, cleaning and laundry services</li> <li>• Engineering function</li> </ul>
<b>Specific Responsibilities</b>	<ol style="list-style-type: none"> <li>1. To ensure that the Charity complies with statutory requirements under the relevant Health and Safety legislation and creates a safe, healthy and sustainable environment for all users of the site including employees and visitors</li> <li>2. To ensure the Foundation buildings, equipment and services and its policies comply with Ofsted and CQC requirements and that managers and employees receive appropriate training and support to achieve the highest outcomes.</li> <li>3. To keep under review the Charity's business continuity plan to ensure that potential risks are anticipated, plans are in place and there is the capacity to respond in a timely and effective way.</li> <li>4. To have oversight of the work of the Foundation's Engineering Team and its annual programme of work.</li> <li>5. To keep under review and make recommendations on the Charity's environmental and energy efficiency policy and that it is achieved in a sustainable and cost effective way.</li> <li>6. To have oversight of the Foundation's capital assets in order to secure that the Foundation has appropriate buildings and</li> </ol>

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<p><b>Quorum</b></p>	<p>infrastructure necessary to operate its services efficiently and effectively and meet all statutory requirements while preserving the character and heritage of the charity's property and environment</p> <ol style="list-style-type: none"> <li>7. To contribute to the successful formulation and completion of strategic capital appeals and projects.</li> <li>8. To make recommendations to the Governors' Finance and Trustees' Finance Committees on the long-term capital programme and prioritisation of funding required to meet current and future service needs.</li> <li>9. To make recommendations to the Board through the Finance Committee on the 5 year maintenance programme required to maintain the charity's estate and equipment and to endorse priorities for the next financial year and agree any necessary in-year changes.</li> <li>10. To oversee the completion of the current year's maintenance and capital programmes to secure timely, efficient and cost effective implementation and where responsibilities are delegated to keep these under review.</li> <li>11. To secure good value for money in capital projects, overseeing arrangements for procurement of services and authorising arrangements for projects over £50K</li> <li>12. To keep under review and make recommendations on management of capital projects set out in the Finance Manual, including definitions of capital items<sup>1</sup>, levels of delegation and procurement arrangements.</li> <li>13. To keep under review the operation of the Estates team and to approve and monitor the implementation of Department Improvement Plan (DIP) effective management and development</li> </ol> <p>Three Governors or two Governors and one Trustee</p>
<p><b>Standing Items</b></p>	<ul style="list-style-type: none"> <li>▪ Chair's commentary on scheduled site visit</li> <li>▪ Report from regular site inspection (Estates Manager with HT (school) and DOSC (residences LSC Hub) and CEO (admin))</li> </ul>

<sup>1</sup> Any item less than £2,500 is not a capital item and should be funded from the operational budget.

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	<ul style="list-style-type: none"> <li>▪ Summary Report from the Estates Manager including Termly Data and KPI Analysis</li> <li>• Capex update including projects in the pipeline with the: <ul style="list-style-type: none"> <li>○ Intended timescales for the project up to 3 years ahead</li> <li>○ Estimated total capital costs</li> <li>○ Proportion of the total to be raised from CHF Trustees' Reserves and from external donations/ capital appeal.</li> <li>○ expenditure by the Estates Manager from the emergency maintenance fund <sup>2</sup></li> </ul> </li> <li>▪ Minutes of Staff Health &amp; Safety Committee</li> <li>▪ Policies and Procedures updates and reviews</li> <li>▪ Risk Register and Update</li> <li>▪ Impact of the Governors/Committee</li> </ul>
<b>Autumn</b>	<ul style="list-style-type: none"> <li>▪ Estates DIP</li> <li>▪ Work schedule, estimates and priorities for year</li> <li>▪ Annual report from the Engineering Team to include strategic objectives and priorities for coming year, and a summary of the engineering budget. (19/10/17 EES)</li> <li>▪ SCIP &amp; SIP exception report relevant to EES (DH and DOSC)</li> </ul>
<b>Spring</b>	<ul style="list-style-type: none"> <li>• Spring report on DIP</li> <li>• Spring report on SCIP &amp; SIP actions relevant to EES (DH and DOSC)</li> <li>• Annual report/review on site access, transport, traffic movement and parking</li> </ul>
<b>Summer</b>	<ul style="list-style-type: none"> <li>▪ DIP progress</li> <li>▪ Review of maintenance, and capital programmes for next year (pre-budget) – estimates and priorities</li> <li>▪ Outcome of SCIP &amp; SIP actions relevant to EES (DH and DOSC)</li> <li>▪ Annual report on cleaning contractors; infection control</li> <li>▪ Annual Review of Terms of Reference</li> </ul>

<sup>2</sup> For 2014/15 set at £25k for small unexpected items of repairs and renewals

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	Name	Role
<b>Members 2018-19</b>	Alison Grover	Chair
	Mike Atkinson	
	Jenny Clark	
	Robin Meyer	Trustee – Observer
<b>Attended by</b>	Helen Hewitt	Chief Executive
	Richard Green	Deputy Head
	Denise Banks	Director of Social Care
	Martin Nelhams	Estates Manager

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CAPEX Sub Committee	
<b>Membership</b>	Chair of Estates Committee Member of Estates Committee Chair of Finance Committee Representative of the Trustees' as adviser / observer The Chair of the Trustees' Finance Committee may also attend  The meeting to be chaired by a Governor who is also a Trustee.
<b>In attendance</b>	Estates Manager, Director of Finance, Chief Executive
<b>Meetings</b>	Every term prior to the Estates meeting and as required – to review capex priorities including relevant IT items and funding prior to budget discussions <sup>3</sup> Ad hoc advice to the Estates Manager <sup>4</sup> Clerking is not required
<b>Quorum</b>	Two Governors or one Governor and one Trustee
<b>Responsible to</b>	The Estates Committee and through them to the Governors' and Trustees' Finance Committees
<b>Scope</b>	<ul style="list-style-type: none"> <li>• The Foundation's Capital Assets</li> <li>• 3 year Capital Programme</li> <li>• Capital Projects</li> </ul> <p><b>Out of scope</b>            A building projects arising from capital appeal will have its own project reference group reporting directly to the Trustee Board.</p>
<b>Specific Responsibilities</b>	1) To advise on the priority projects for the Foundation's rolling 3 year capex programme taking into consideration <ul style="list-style-type: none"> <li>○ The Foundation's plans for service development</li> <li>○ The accommodation needs of current services</li> <li>○ The good maintenance of the Foundation's property and the sustainability of its estate</li> <li>○ The Charity's cash reserves, fundraising capacity (and views of the Trustees' Fundraising Committee) and cash flow</li> </ul> 2) To advise the Estates Committee on requests to the Trustee Board where the demand for capital works and/or large equipment exceeds the agreed total capital allocation <sup>5</sup>  3) To have oversight and advise on capex proposals within the annual capital allocation for minor works taking account of:

<sup>3</sup> Early May before Estates meeting .

<sup>4</sup> Ad hoc meetings may be held as required and may be virtual – video or phone conferencing or through email exchange

<sup>5</sup> In 2015-16 £300k over 3 years

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	<ul style="list-style-type: none"><li>○ Statutory requirements</li><li>○ Impact on services including service disruption</li><li>○ The flexibility to move projects between financial years within the 3 year rolling programme<sup>6</sup></li><li>○ Any contribution from the Chief Executive's Reserve towards minor capital works</li></ul>
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<sup>6</sup> *The actual annual capex spend may fluctuate both below and above the agreed annual budget (currently £100K). In a year where the actual capex spend exceed this sum (£100K), the amount available in the following year, reduces to maintain the agreed annual average capital expenditure over the two years.*

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<b>GOVERNOR STRATEGY GROUP</b>	
<b>Nature of the Committee</b>	<p>This committee meets twice a year - once a year jointly with the Trustees' Strategy Group</p> <p>Meetings may be called at any time, should the need arise</p>
<b>Link Manager</b>	Chief Executive
<b>Scope of Responsibilities</b>	<p>To keep under review the vision, and strategic direction and development of each service taking into account</p> <ul style="list-style-type: none"> <li>a) objects of the charity, its vision and strategic plans and financial position</li> <li>b) changes the regulatory, political, social, financial, technological environment in which the Foundations' services operate</li> <li>c) current developments and proposals for development</li> <li>d) possible future developments</li> </ul> <p>To advise and support the charity's leadership team</p> <p>To advise and link with the Trustees' Strategy Group</p> <p>To advise the Governing Board and Trustees on the resources required to support the strategic development of current and future services delivery.</p> <p>To monitor and advise on the partnership with Chailey Heritage Clinical Services and the relevant NHS Trust</p> <p>To have an overview of the operation of the governing body and to make recommendations to the Governing Board to optimise the effectiveness of the Board</p>



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<b>Specific Responsibilities</b>	<p>To support and advise the Chief Executive, Headteacher and Director of Social Care, acting as critical friend on the development, implementation and delivery of strategic proposals and new developments</p> <p>To be available to advice to the senior team on matters of particular difficulty, sensitivity or urgency</p> <p>To establish exceptional working arrangements where the need arises</p> <p>To have an overview of the promotion of the operational services of the charity</p> <p>To make recommendations to the Governing Board on the effective operation of the Board and its committees</p>
<b>Quorum</b>	Three Governors
<b>Reports</b>	Primarily a forum for discussion rather than decision making. As required

	<b>Name</b>	<b>Role</b>
<b>Members 2018-19</b>	Jenny Clark	Chair of Governors and Progress Outcomes & Wellbeing
	Mike Atkinson	Chair of Finance
	Sarah Healey	Chair People, Performance and Pay.
	Peter Griffiths	Chair of Safeguarding
	Alison Grover	Chair of Estates & Environmental Safety
	All other Governing Board Members	
<b>Attended by</b>	Helen Hewitt	Chief Executive
	Simon Yates	Headteacher
	Denise Banks	Director of Social Care
	Jane Cope (by invitation)	Director of Finance

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	<b>PEOPLE, PERFORMANCE &amp; PAY COMMITTEE</b>
<b>Nature of the Committee</b>	<p>This is an Ad Hoc Committee that meets at least once a year to discuss performance and pay.</p> <p>Other meetings are arranged as required since HR issues do not easily fit neatly into the usual cycle of meetings.</p> <p>The necessary oversight, monitoring and advice may be achieved either through</p> <ol style="list-style-type: none"> <li>a) discussions between the relevant senior manager(s) and the Chair</li> <li>b) through a virtual meetings; phone calls, email, video conferencing</li> </ol> <p>The Chair is the first point of contact for the Link Manager and will lead consultation with other Committee members outside meetings but may delegate this to the Link Manager.</p> <p>Much of the work of this Committee is highly confidential since it relates to both the conduct and remuneration of individual staff. Committee members are expected to maintain this confidentiality unless or until it is agreed that it can be shared.</p>
<b>Link Manager</b>	<b>Director of Human Resources</b>
<b>Scope of Responsibilities</b>	<p><b>People - staff and volunteers</b></p> <ol style="list-style-type: none"> <li><b>a) Data Analysis</b> <ul style="list-style-type: none"> <li>○ Analytical data on employees and volunteers over time /between services<sup>7</sup></li> <li>○ Key performance indicators and benchmarking<sup>8</sup></li> </ul> </li> <li><b>b) Core policies</b> (eg, Recruitment, Pay, Leave, Absence, Disciplinary Grievance, Capability etc.)</li> <li><b>c) Organisation</b> including management structures, reporting relationships and staffing levels</li> <li><b>d) Recruitment</b> - recruitment policy and practice including safe recruitment</li> <li><b>e) Volunteering</b></li> <li><b>f) Learning and Development</b></li> <li><b>g) The HR team</b></li> </ol> <p><b>Performance</b></p> <ul style="list-style-type: none"> <li>▪ Performance management policies</li> <li>▪ Annual Teachers' Performance Management outcomes and recommendations</li> </ul>

<sup>7</sup> Such as % of full/ part time staff/hours worked pa /Age profiles /Disability /Gender /Education /Specialist qualifications /Time with CHF/ Distance to travel/Pension take up/number of disciplinary & grievance hearings/ Job evaluations completed

<sup>8</sup> Currently absence, turnover agency use, and may change based on HR advice and People Plans

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	<ul style="list-style-type: none"> <li>▪ Outcomes of performance management by exception <sup>9</sup></li> <li>▪ The outcomes of performance management of Headteacher and other Directors (see annex)</li> </ul> <p><b>Pay</b></p> <ul style="list-style-type: none"> <li>▪ Annual discussion around pay levels (advice to Finance Committee)</li> <li>▪ Pay scales and remuneration</li> <li>▪ Pay policies</li> <li>▪ Job evaluation scheme</li> <li>▪ Pension schemes</li> </ul> <p><b>Terms and Conditions</b> including:</p> <ul style="list-style-type: none"> <li>▪ Market information on competitors / national standards</li> <li>▪ Policies</li> <li>▪ Proposals for changes and processes for securing agreed changes</li> </ul>
<p><b>Specific Responsibilities</b></p>	<p>14.To promote positive relationships between employees and the Foundation and between the Foundation and any recognised body representing individual or groups of employees</p> <p>15.To secure that CHF employment policies and practice meet statutory requirements, particularly those of Disclosure &amp; Baring, and also reflect good practice</p> <p>16.To be satisfied that L&amp;D is of high quality, cost effective and sufficient to meet statutory and clinical governance requirements and to keep young people and staff safe</p> <p>17.To make recommendations to the Board through the Finance Committee on</p> <p style="padding-left: 20px;">a) pay levels for the forthcoming year,</p> <p>5. To receive recommendations from the Pay Committee on</p> <p style="padding-left: 20px;">a) the outcome of teachers’ performance management</p> <p style="padding-left: 20px;">b) the pay of senior managers within the remit of this committee</p> <p>6. To consider and make recommendations on changes to organisational structure including redundancies, employee remuneration and terms and conditions.</p> <p>7. To provide members for disciplinary, grievance and other hearings including appeals hearings as required, or to nominate members from the wider Governing Body.</p>

<sup>9</sup> ie. individuals for whom Performance has been deemed unsatisfactory through PMgt

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	<p>8. To keep under review the operation of the Human Resources Department and to approve and monitor the implementation of Department Improvement Plan (DIP) effective management and development.</p> <p>9. To be well informed about changes in employment law and trends in pay and terms and conditions and changes in arrangements for the remuneration, terms and conditions for staff in education and social care sectors and specifically the pay, terms and conditions and pensions of teachers</p>
<b>Quorum</b>	At least two Governors
<b>Standing Items</b>  (sent to Committee members if no meeting)	<ul style="list-style-type: none"> <li>▪ Triannual Summary Report on HR and L&amp;D Issues <ul style="list-style-type: none"> <li>○ KPI Analysis and Commentary, including <ul style="list-style-type: none"> <li>▪ Agency use</li> <li>▪ Staff attendance (overall and by department)</li> <li>▪ Staff turnover</li> </ul> </li> <li>○ Overview of <ul style="list-style-type: none"> <li>▪ Long term absence</li> <li>▪ Overview of disciplinary, capability and capacity issues</li> </ul> </li> </ul> </li> <li>▪ Current Significant Staffing Issues</li> <li>▪ Report back from Pay Committee (if meeting held)</li> <li>▪ Risk Register &amp; updates</li> <li>▪ Impact of the Governors/Committee</li> <li>▪ Relevant Policies</li> </ul>
<b>Autumn</b>	<ul style="list-style-type: none"> <li>• Annual School Performance Management Report for the previous year , including outcomes of the Pay Committee</li> <li>• Exception reports on SCIP &amp; SIP actions relevant to PPP</li> <li>• Exception report on People Action Plan (PAP) (PPP minutes section 2.8 14.5.18)</li> </ul>
<b>Summer</b>	<ul style="list-style-type: none"> <li>• School Performance Management Update</li> <li>• Remuneration; annual consideration of pay/scales</li> <li>• Update on SCIP &amp; SIP actions relevant to PPP and discussion of HR related priorities for next year</li> <li>• Learning &amp; Development (L&amp;D) review</li> </ul>

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	<ul style="list-style-type: none"> <li>• Annual Gender Pay Gap review</li> <li>• Annual Review of Terms of Reference</li> </ul>
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	Name	Role
<b>Members</b> <b>2018-19</b>	Sarah Healey	Chair
	Jenny Clark	
	Deirdre Prower	
	Mark Simpson	
	Lawrence Mudford	
<b>Attended by</b>	Helen Hewitt	Chief Executive
	Simon Yates	Headteacher
	Denise Banks	Director of Social Care
	Nick Aziz	HR Director
	Fran Veal	HR Manager

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<b>Annex Performance Management Arrangements for Senior Managers</b>			
<b>Senior Manager</b>	<b>Appraisers</b>	<b>Input / information gathered from</b>	<b>Remuneration determined by</b>
Chief Executive	Chair of Trustee Board Chair of Governing Board	Trustee Board Chairs of Committees Senior Managers	Pay Committee
Headteacher	Chair of Governing Board Chair of the People Performance Pay Committee Chief Executive	Chairs of Committees	Pay Committee
Director of Social Care	Chair of Governing Board Chair of the People Performance Pay Committee Chief Executive	Chairs of Committees	Pay Committee
Director of Finance	Chief Executive	Chair of Finance Committee Chair of TFC	Pay Committee
HR Director	Chief Executive	Chair of the PPP Committee	Pay Committee
Estates Manager	Chief Executive	Chair of the Estates Committee	Pay Committee
Development Director	Chief Executive	Chair of the Fundraising C'tee	Pay Committee

### Pay Committee

#### Members

Chair of the PPP Committee  
Chair of the Governing Board  
Chair of the Trustee Board

#### Attended by

Chief Executive  
Headteacher (for Teachers' Performance Management )

#### Remit

- determination of the remuneration, terms and conditions of senior managers in CHF
- annual review of senior salaries and relativities
- annual oversight of teachers' performance management and approval of remuneration recommendations

Decisions to be implemented and then reported to PPP for information

#### Meetings

- Annually in the summer before 31 August
- As required to review senior managers' pay

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Progress Outcomes and Wellbeing	
<b>Nature of the Committee</b>	<p>A committee of the Governing Board meeting <u>twice</u> a year (Oct/Nov and March)</p> <p>This Committee will have an overview of service delivery and management in the school, social care services and cross Foundation services</p> <p>Members are expected: to</p> <ul style="list-style-type: none"> <li>• know the services well and to observe what goes on in services through focus visits, drop ins etc. and to become known to staff.</li> <li>• have an understanding of regulatory frameworks for the services and any the implications of any proposed changes</li> <li>• contribute to the critical appraisal of services, understanding strengths and areas for improvement in the management and delivery of the services as well as business opportunities.</li> </ul>
<b>Link Manager</b>	Director of Social Care - Denise Banks
<b>Scope of Responsibilities</b>	<ol style="list-style-type: none"> <li>1. Service Delivery in               <ol style="list-style-type: none"> <li>a) School</li> <li>b) Social care                   <ul style="list-style-type: none"> <li>• Residential - Children's Home and Futures</li> <li>• Community services - LSC, Hub and Pathways</li> </ul> </li> <li>c) Cross Foundation services / activities such as                   <ul style="list-style-type: none"> <li>• Hippotherapy</li> <li>• Patchwork Farm</li> <li>• Aquatics &amp; Aquamovers</li> <li>• Stakeholder questionnaires - Annual Parent /Carer Questionnaire</li> </ul> </li> </ol> </li> <li>2. Risk Register</li> <li>3. Impact</li> <li>4. Policy and Procedures</li> </ol>
<b>Specific Responsibilities</b>	<ol style="list-style-type: none"> <li>1. To ensure regulatory compliance in all regulated services</li> <li>2. To review and endorse the annual improvement plans for education and social care services, monitoring implementation to secure that each plans is delivered in an effective, efficient and timely manner.</li> <li>3. To monitor the use of specific grants such as pupil premium to ensure efficient and effective use and to track their impact</li> <li>4. To support services to become and sustain outstanding outcomes for children and young people</li> </ol>

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	<ol style="list-style-type: none"> <li>5. To monitor trends in referrals, service occupancy, including transitions into and out of services, and to advise on service development opportunities and service promotion.</li> <li>6. To monitor and advise on the impact on service delivery of service staffing levels, deployment retention and agency use.</li> <li>7. To ensure that training is sufficient to meet regulatory and good practice standards</li> <li>8. To keep leadership and management of education and social care services under review and ensure that the management structures promote the highest possible outcomes in inspections and for children, young people and their families.</li> <li>9. To be satisfied that any proposed significant change to staffing structures supports high quality service delivery</li> <li>10. To keep under review how the accommodation and resources impact on service delivery and where, necessary make recommendations to the relevant committees (usually Estates and GFC)</li> <li>11. To oversee partnerships with other organisations, in particular the Chailey Clinical Services and SCFT</li> <li>12. To keep under review and advise on relationships with service stakeholders especially parents and carers and how these are promoted and developed</li> <li>13. To have oversight of the strategic and operational risks associated with service delivery, to review the risks and their mitigation.  To escalate to the Chair of Governors, Chief Executive and Governing Board any such risks that the Committee consider to be rapidly increasing or diminishing and to offer advice on any further mitigation actions required.</li> <li>14. To refer to and/or make recommendations to other Committees on any issues arising from this Committee's overview of education and social care service delivery</li> <li>15. To keep under review the reputation of the Foundation's services, including relationships with external stakeholders, offering advice and support as appropriate.</li> </ol>
<p><b>Standing Items</b></p>	<ul style="list-style-type: none"> <li>• Regulatory Matters – inspection reports and any action plan</li> <li>• Changes in staffing – structures, recruitment &amp; retention, training</li> <li>• CYP – activities &amp; achievement, resources, user surveys,</li> <li>• Influencing – marketing / service promotion</li> <li>• Governor &amp; Stakeholder Monitoring</li> <li>• Hot management issues</li> </ul>



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<b>Autumn</b>	<b>Reports</b> <ul style="list-style-type: none"> <li>• Service Improvement Plans for the year -</li> <li>• Analysis of Parent Questionnaire</li> <li>• Future Placements</li> <li>• Report on Patchwork Farm</li> <li>• Aquatics and Aquamovers</li> <li>• Partnership with other agencies</li> </ul> Policy & Procedures
<b>Summer</b>	<b>Reports</b> <ul style="list-style-type: none"> <li>• Progress on implementing education and social care improvement plans</li> <li>• Hippotherapy</li> <li>• Physical Activities (PICL)</li> <li>• Partnership with other agencies</li> </ul>
<b>Quorum</b>	<b>Three Governors</b>

	<b>Name</b>	<b>Role</b>
<b>Members</b>	<b>Jenny Clark (Chair)</b>	Appointed Governor and Trustee
	Emma Dewe	Teacher governor
	Peter Griffiths	Appointed Governor
	Carole Oram	Parent governor
	Mike Atkinson	Appointed Governor and Trustee
	Paul Crawford	Staff governor
	Alison Grover	Parent governor
	Nicola Elson	Appointed governor (SEND education)
<b>Attended by</b>	Simon Yates	Headteacher
	Denise Banks	<b>Director of Social Care <a href="#">Link</a></b>
	Andrew Lewis	Head of Residential Operations
	Neil James	Head of Community Operations

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### GOVERNOR AND TRUSTEE FINANCE COMMITTEE

<b>Nature of the Committee</b>	TFC and GFC Committees meet jointly but have different levels of responsibility	
<b>Link Manager</b>	Director of Finance	
<b>Membership</b>	Trustees' Finance Committee	Governors' Finance Committee
	3 Trustees plus up to 2 co-opted Trustees	3 Governors including the Chair of the Governing Board  Trustee members of TFC attend the Governors' Finance Committees as an observer and adviser
<b>Attendance by</b>	Chief Executive Director of Finance Professional Advisers	Director of Finance Headteacher or Deputy Head Director of Social Care
<b>Quorum <sup>10</sup></b>	Two Trustees	One less than membership with a minimum of two Governors
<b>Scope of Responsibilities</b>	Annual Budget setting and 3 year budget planning for the charity including <ul style="list-style-type: none"> <li>• capital budget for 3 years</li> <li>• fundraising budget</li> <li>• setting and monitoring the Trustees' operating budget</li> </ul> The Charity's financial performance and cash flow	Operational financial performance  Financial KPIs  Monitoring financial performance  Management of identified financial risk

<sup>10</sup> A Trustee may be both on the Governors' and Trustees' Committee

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	<p>Donated monies and grants from public fund in restricted and designated funds</p> <p>Financial Risks</p> <p>The Charity's assets and reserves, investments and management thereof.</p> <p>Annual Report and Accounts Procurement of Financial Services (audit, investment management and banking)</p> <p>Oversight of insurances ensuring that the insurance cover is appropriate to the level of risk, the range of services and the Charity's buildings, grounds and equipment and provides good value.</p> <p>Audit Arrangements</p> <p>Trading Company</p> <p>Due Diligence</p>	<p>Data Protection and Data Security</p> <p>IT Strategy</p> <p>IT infrastructure – hardware and software</p> <p>Financial systems and internal controls including procurement</p> <p>Business Continuity</p>
<p>Scope of Common Responsibilities</p>	<ul style="list-style-type: none"> <li>• Guidance and assistance to senior managers</li> <li>• Finance Department Improvement Plan</li> <li>• Adequacy and capacity of the Finance Function</li> <li>• Application of new statutory / regulatory financial duties</li> <li>• Fiduciary and regulatory compliance</li> <li>• Securing good value for money</li> </ul>	
<p>Specific Responsibilities</p>	<p><b>Approval of</b></p> <ul style="list-style-type: none"> <li>• The annual report and accounts</li> <li>• Letter of representation to the Auditors</li> </ul>	<p><b>Approval of</b></p> <ul style="list-style-type: none"> <li>• High value expenditure and contracts as defined in financial procedures</li> <li>• Key statutory/regulatory policies</li> </ul>

## TERMS OF REFERENCE: GOVERNOR COMMITTEES

	<ul style="list-style-type: none"> <li>• Authorisation of signatories to bank accounts</li> <li>• Writing off major debts<sup>11</sup></li> <li>• Major Strategic Capital Budgets</li> <li>• Approval of Pension arrangements for staff</li> <li>• To approve recommendation of the rephasing between operational and / or capital budgets between financial years</li> <li>• To approve recommendation of the Chief Executive's Reserve</li> </ul>	<ul style="list-style-type: none"> <li>• Business continuity processes and plan</li> <li>• Data Protection Policy and Procedures</li> <li>• Teachers' Pension Audit (TPA)</li> <li>• Charging policies</li> <li>• Statutory/regulatory policies relating to finance</li> <li>• IT and communications systems: ensuring they are robust, secure, sustainable, sufficient and compliant with relevant Data Protection regulations</li> </ul>
	<p><b>Recommendations to Trustee Board on:</b></p> <ul style="list-style-type: none"> <li>• The level of the Trustee Operating budget for the Charity by August each year</li> <li>• The level of the Fundraising Budget</li> <li>• Investment advisors and investment policy</li> <li>• Disposal of major assets including property<sup>12</sup></li> </ul>	<p><b>Recommendations to TFC on</b></p> <ul style="list-style-type: none"> <li>• Cash flow and cash requirements</li> <li>• Annual pay levels and awards</li> <li>• The rephasing between operational and /or capital budgets between financial years</li> <li>• The Chief Executive's Reserve</li> </ul>
	<p><b>Monitoring and scrutinising</b></p> <ul style="list-style-type: none"> <li>• The annual audit process and output</li> <li>• Auditor's annual management letter</li> </ul>	<p><b>Monitoring and scrutinising<sup>13</sup></b></p> <ul style="list-style-type: none"> <li>• The implementation of financial systems and internal controls</li> <li>• The register of Governors' pecuniary interests</li> </ul>

<sup>11</sup> As identified in the Finance Manual

<sup>12</sup> As identified in the Finance Manual

<sup>4</sup> Including unscheduled audits

### TERMS OF REFERENCE: GOVERNOR COMMITTEES

	<ul style="list-style-type: none"> <li>• Investment performance against agreed benchmarks</li> <li>• The adequacy of the arrangements for insurance</li> <li>• The financial and regulatory affairs of the Charity including tax</li> <li>• The charity's compliance with regulatory and good practice requirements</li> </ul>	<ul style="list-style-type: none"> <li>• The Risk Register and the identification and management of financial risks</li> <li>• Data Protection and Data Security</li> <li>• IT Services DIP</li> </ul>
	<p><b>Liaison with</b></p> <ul style="list-style-type: none"> <li>• Governors' Strategy Committee</li> <li>• Trustees' Strategy Committee</li> </ul>	<p><b>Liaison with</b></p> <ul style="list-style-type: none"> <li>• People Performance and Pay</li> <li>• Estates and Environmental</li> <li>• Progress Outcomes and Wellbeing and Development including relevant Ad Hoc committees</li> </ul>

## TERMS OF REFERENCE: GOVERNOR COMMITTEES

<p><b>Joint Responsibilities</b></p>	<p><b>Recommendations on</b></p> <ul style="list-style-type: none"> <li>○ The operating budget for charity and its constituent services by August each year</li> <li>○ The capital budget for the charity by August each year</li> <li>○ The rolling 3 year financial projections on operating and capital budgets considering their feasibility, associated risks and implications for the Charity's finances and sustainability</li> <li>○ On actions relating to financial performance Governing Board and /or Trustee Board</li> <li>○ On levels of financial delegation to managers</li> </ul> <p><b>Approval of</b></p> <ul style="list-style-type: none"> <li>○ Fees increases</li> <li>○ Finance DIP</li> </ul> <p><b>Monitoring and scrutinising</b></p> <ul style="list-style-type: none"> <li>○ Financial performance - actual against operating and capital budgets</li> <li>○ Implementation of the Finance DIP</li> <li>○ Value for money and efficiencies</li> </ul> <p><b>Liaison with</b></p> <ul style="list-style-type: none"> <li>○ Governors' Strategy Committee</li> </ul>
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### TERMS OF REFERENCE: GOVERNOR COMMITTEES

	<b>TFC</b>	<b>GFC</b>
<b>Standing Items</b>	<p>Risk Register</p> <p>Financial Performance YTD</p> <p>Finance related KPIs</p> <p>Finance DIP / Update</p> <p>Investment Report</p> <p>Reserves Report</p> <p>Legacies Report</p> <p>Fundraising Report</p>	<p>Risk Register</p> <p>Financial Performance YTD</p> <p>Finance related KPIs</p> <p>Finance DIP /Update</p> <p>IT Service DIP / Update</p> <p>Financial implications from other Committees</p> <p>Required Policies</p> <p>Impact</p> <p>Data Protection Update</p>
<b>Autumn</b>	<p>Audit arrangements</p> <p>Draft Annual Report &amp; Accounts</p> <p>Annual Review of investment performance (report on meeting with investment manager)</p> <p>Agree level of Designated Reserves at year end</p>	<p>Occupancy Update &amp; Analysis School /Residential /Futures/ LSC/Hub</p>
<b>Spring</b>	<p>Annual Audit and Auditor's Management Letter (dealt with in a separate meeting in January)</p> <p>Report on Renewal of Insurances (support of budget)</p>	<p>Annual Data Protection and Data Security Report</p> <p>Agreement for Fees<sup>14</sup></p>

## TERMS OF REFERENCE: GOVERNOR COMMITTEES

<b>Summer</b>	<p><b>Budget Meeting</b></p> <p>Financial Performance YTD</p> <p>Annual Budget Proposals including any fee and salary changes and insurance requirements</p> <p>Capital Budget</p> <p>Rolling 3 year operating and capital projections and 3 year cashflow</p>	
<b>Summer</b>		<p>Occupancy Projection for budget School /Residential /Futures/ LSC/Hub</p> <p>Annual Terms of Reference</p> <p>Annual Report from IT Manager</p>

	Name	Role
<b>Members 2017-18</b>	Mike Atkinson **	Chair of Governors' Finance Committee
	David Crowther**	Chair of Trustees' Committee
	Jenny Clark**	Governor and Trustee
	Alison Grover **	Governor and Trustee
	Robin Meyer **	Trustee
<b>Attended by</b>	Helen Hewitt**	Chief Executive
	Jane Cope**	Director of Finance
	Richard Green	Deputy Head
	Denise Banks	Director of Social Care

\*\* Trustees' Finance Committee

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<sup>5</sup> Increased each April from 2016



## TERMS OF REFERENCE: GOVERNOR COMMITTEES

Safeguarding Committee	
<b>Nature of the Committee</b>	<p>A committee of the Governing Board meeting regularly, <u>three</u> times a year</p> <p>This Committee will have an overview of</p> <p>Members are expected: to</p> <ul style="list-style-type: none"> <li>• know the services well and to observe what goes on in services through focus visits, drop ins etc. and to become known to staff.</li> <li>• have an good understanding of statutory guidance in relation to safeguarding and to keep up to date with changes to KCSIE and Working Together</li> <li>• support the safeguarding governor in fulfilling their role and secure the highest standards and compliance</li> <li>• contribute to the critical appraisal of safeguarding within services, understanding strengths and areas for improvement</li> <li>• develop an understanding of the clinical roles undertaken by CHF staff, clinical governance and risk</li> </ul> <p>Given the sensitive and confidential nature of discussions at this committee, governors are reminded to the Foundation's policy confidentiality and any other relevant policy</p>
<b>Link Manager</b>	Simon Yates Headteacher and Safeguarding Lead for the Foundation
<b>Scope of Responsibilities</b>	<ol style="list-style-type: none"> <li>2) All aspects of safeguarding</li> <li>3) Clinical Practice and Governance</li> <li>4) Risk Management in relation to safeguarding, accidents, incidents and clinical practice</li> <li>5) Impact</li> <li>6) Policy and Procedures</li> </ol>
<b>Specific Responsibilities</b>	<p><b>1. Safeguarding</b></p> <ol style="list-style-type: none"> <li>a) To ensure managers are compliant with all regulatory requirements relating to safeguarding including to notifications, training, and working with other agencies.</li> <li>b) To secure that effective policies processes are in place to keep children and young people safe for the child protection</li> <li>c) To receive and scrutinise a termly report and case work overview by the safeguarding lead</li> <li>d) To receive a termly report analysing attendance at school</li> </ol>

## TERMS OF REFERENCE: GOVERNOR COMMITTEES

	<p>e) To review and approve the Foundation’s safeguarding policy at least annually<sup>15</sup></p> <p>f) To receive reports on safeguarding training and refreshers for the Foundation’s workforce and to ensure that there are effective systems in place to ensure that the Foundation meets statutory requirements</p> <p>g) To monitor progress on the implementation improvement plans or action plans related to safeguarding</p> <p>h) To have oversight - through the safeguarding governor – of all investigations related to serious safeguarding incidents or whistleblowing allegations and, be assured that lessons learned any actions required are implemented in a timely and effective way.</p> <p>i) To receive and recommend to Trustees an annual report on safeguarding from the Foundation Safeguarding Lead</p> <p><b>2. Medicines and Clinical Practice</b></p> <p>a) For School and Residences</p> <ul style="list-style-type: none"> <li>i. To receive reports on issues from the Medicines Forum and Joint Medicines Working Group and to offer advice and support in securing safe practice</li> <li>ii. To keep under review arrangements for clinical training, assessment and sign off for CHF staff</li> <li>iii. To oversee the implementation of new systems of medicines and clinical procedures including the MSOP</li> </ul> <p>b) For Community Services - LSC Pathways I</p> <ul style="list-style-type: none"> <li>i. To be part of the clinical governance arrangements for CHF’s community services and ensure that appropriate arrangements are in place for the professional supervision and support of the clinical lead</li> <li>ii. To oversee the implementation of new systems of medicines and clinical procedures and approve the CHF MSOP for Community Services and any in year changes</li> </ul>
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<sup>15</sup> Generally after the annual report on safeguarding

## TERMS OF REFERENCE: GOVERNOR COMMITTEES

	<p>iii. To ensure that the clinical practice in Community Services is of a high quality and follows, as far as practicable, s NHS good practice support</p> <p>iv. To oversee the implementation of the clinical elements of the Community Services Action Plan</p> <p><b>3. General</b></p> <p>a) To have oversight of joint arrangements with Chailey Clinical Services for the management of safeguarding, accidents and incidents within school and residential services</p> <p>b) To monitor the statutory referrals to the relevant agencies for adults and for children</p> <p>c) To monitor trends and implementation of proposed actions in reported incidents relating to / lessons learned</p> <ul style="list-style-type: none"> <li>• safeguarding</li> <li>• accidents and incidents</li> <li>• medicines errors</li> </ul> <p><b>4. Risk</b></p> <p>a) To have oversight of the strategic and operational risks associated with service delivery, to review the risks and their mitigation.</p> <p>b) To take a view on what levels of risk can be managed safely and be satisfied that mitigations are safe and effective,</p> <p>c) To ensure, that where risks relate to Health and Safety, any concerns are notified to the Estates Manager and, where necessary, referred to the Estates Committee</p> <p>d) To escalate to the Chair of Governors, Chief Executive and Governing Board any such risks with the Committee consider to be rapidly increasing or diminishing and to offer advice on any new mitigation actions required.</p>
<p><b>Standing Items</b></p>	<p>1. Safeguarding (HT)</p> <ol style="list-style-type: none"> <li>a. Safeguarding Governor's Report</li> <li>b. Termly Safeguarding Report including <ul style="list-style-type: none"> <li>• Case work overview including E safety</li> <li>• Issues arising for Joint Safeguarding Working Group</li> </ul> </li> <li>c. Safeguarding Training Report</li> <li>d. Attendance Report and analysis (DHT)</li> </ol> <p>2. Clinical Practice (DOSEC)</p>

### TERMS OF REFERENCE: GOVERNOR COMMITTEES

	<ul style="list-style-type: none"> <li>a. Data report <ul style="list-style-type: none"> <li>i. Clinical Training</li> <li>ii. Meds Errors</li> <li>iii. Accidents &amp; Incidents including restraints &amp; DOLs</li> <li>iv. MCA applications</li> </ul> </li> <li>b. Issues arising from Medicines Forum (with SCFT)</li> <li>c. Issues raised by Joint Meds Working Group</li> <li>d. Issues raised by the Clinical Lead for Community Services</li> </ul> <p>3. Policies and Procedures</p> <p>4. Risk Register Review</p>
<b>Autumn</b>	Annual Foundation Safeguarding Report for the Trustee Board Annual Review of Safeguarding Policy
<b>Spring</b>	Annual Report from the Clinical Lead (Community Services)
<b>Summer</b>	Annual Report on Advocacy
<b>Quorum</b>	Three Governors

	Name	Role
<b>Members</b>	Paul Crawford	Appointed Governor
	Nicola Elson	Appointed Governor
	Peter Griffiths	Appointed Governor
	Sarah Healey – (SG Governor)	Appointed Governor
	Carole Oram	Parent governor
	Deirdre Prower	Appointed Governor
<b>Attended by</b>	Simon Yates	<b>Headteacher <a href="#">Link</a></b>
	Denise Banks	Director of Social Care
	Richard Green	Deputy Head – Safeguarding

### TERMS OF REFERENCE: GOVERNOR COMMITTEES

	Sarah Otway	Deputy Head – Meds
	Claire Bailey	SCQA Manager
	Neil James	Community Operations Manager
	Helen Hewitt	Chief Executive