



Oxford Sixth Form College

A NORD ANGLIA EDUCATION SCHOOL

GOVERNANCE STRUCTURE AND OBLIGATIONS OF THE BOARD OF GOVERNORS (“GOVERNANCE FRAMEWORK”)

POLICY INTENDED FOR:	Proprietor, Board of Governors, Staff, Parents
CATEGORY:	Governance
POLICY IMPLEMENTED BY:	Proprietor, Board of Governors
REVIEWED BY:	Proprietor, Chair of Board of Governors
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The Three Pillars

- It all starts with you (personalised support)

At Oxford Sixth Form College we'll help you to identify your strengths and achieve your goals. Our expert teachers, tailored programmes and small classes give the support you need to thrive – you'll leave confident, independent and ready for your future.

- A vibrant global community

Our warm and supportive college community is truly special. It's a place of belonging, where students from around the world celebrate diversity and live, learn, and grow together as global citizens.

- Create Your Future

You will leave our college with everything you need for success, ready for the interconnected and diverse world in which you will live and work.

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A. INTRODUCTION

Oxford Sixth Form College ("**OSFC**") is legally owned by Oxford Tutorial College Limited ("**OTCL**"). OTCL is the registered proprietor of OSFC with the Department for Education. Nord Anglia Education Limited ("**NAE**") is the ultimate owner of OTCL. NAE owns and operates over 85 schools globally including OSFC and 3 other schools in the UK.

The purpose of this document is to provide a Governance Framework for OSFC including (a) the governance structure in place at OSFC, (b) the role and responsibilities of the Board of Governors and (c) the reporting arrangements between the Board of Governors and OTCL as the registered proprietor.

This document is approved by the Directors of OTCL in accordance with their authority under OTCL's Articles of Association ("**Articles**").

B. SUMMARY OF GOVERNANCE STRUCTURE

OTCL is governed by a Board of company law directors (the "**Directors**"). The Directors are legally responsible for the operation of OTCL. OTCL operates OSFC and is the registered proprietor of OSFC.

The Directors are employees of NAE and appointed by NAE on the basis of their experience and expertise in UK education and boarding provision.

In accordance with Articles 6 and 7, the Directors have resolved to constitute a committee with delegated authority for the day to day operation of OSFC. The Committee shall be known as the "**OSFC Board of Governors**". The OSFC Board of Governors is a committee of the Directors of OTCL and is overseen by and reports to the Directors. The OSFC Board of Governors shall operate in accordance with this Governance Framework.

In the event of any inconsistency between this Governance Framework and the Articles then the Articles will take precedence.

The Directors will keep the Governance Framework under review, at least annually. The OSFC Board of Governors shall also review the Governance Framework and may make recommendations for amendments to the Directors from time to time.

1. Composition of the OSFC Board of Governors

The members of the OSFC Board of Governors (the "**Governors**") shall be appointed by the Directors.

There shall be **at least 5** Governors.

The Chair of OTCL's board of Directors, employed by NAE as NAE's Managing Director for Europe and a Director, shall be a Governor.

The other Governors may be employees of OTCL and/or employees of NAE and, at least one of the Governors will be independent Governors. Independent Governors will (aside from their roles as Governors) have no material current connection to or interest in any organisation which is operated by an entity owned by NAE.

A Clerk shall be appointed to the OSFC Board of Governors to support the Chair and the administration of the OSFC Board of Governors' activities. The Clerk may be an employee of

OTCL or NAE or be an external professional clerk.

The Directors of OTCL are ultimately responsible for the governance of OSFC. The Directors have delegated certain responsibilities to the OSFC Board of Governors in accordance with this Governance Framework.

The Governors may not, without written authorisation from the Directors:

(a) sub-delegate any of the responsibilities delegated to them by the Directors of OTCL other than to sub-committees or staff at OSFC to assist the Governors manage their workload and in accordance with this Governance Framework; and/or

(b) enter into any contracts or agreements with any third person or otherwise bind OTCL.

In its appointment decisions and succession planning, OTCL notes its obligation to ensure consistent compliance with the National Minimum Standards for Boarding and the requirements under Part 8 of the Education (Independent School Standards) Regulations 2014 that *“the persons with leadership and management responsibilities at the school –*

- i. demonstrate good skills and knowledge appropriate to their role so that the independent school standards are met consistently;*
- ii. fulfil their responsibilities effectively so that the independent school standards are met consistently; and*
- iii. actively promote the well-being of pupils.”*

2. Eligibility

Governors must be over the age of 18 years old and support and act in accordance with OSFC’s ethos and values.

Governors will make reasonable effort to attend the OSFC site in person once a term, but at least once a year where that is not possible. Governors must work to foster good relations with OSFC's Principal (the "**Principal**"), senior leadership team ("**SLT**"), wider staff and the student body and seek to be a visible and engaged presence at OSFC. Attending the College site regularly for formal (and informal) meetings, attending OSFC events and activities and spending time in OSFC is actively encouraged, and Governors must ensure they have the capacity to perform the role to the standard expected.

Governors shall be included on the Single Central Register and will be subject to appropriate checks and vetting, including (but not limited to):

- identity check;
- criminal records checks - including (but not limited to) a satisfactory Disclosure and Barring Service (DBS) check at the appropriate level (and at least an Enhanced Check);
- a check to confirm that they are not prohibited from participating in the management of an independent school, college or further education institution; and
- checks to ensure there are no conflicts of interest which would render the Governor unsuitable to be a member of the Governing Board.

If any of the Governors are/will be engaged in “Regulated Activity” as part of their role they will be subject to an Enhanced DBS Check with Children’s Barred List Check.

The checks on the Chair of the OSFC Board of Governors will be the responsibility of and administered by the Chair of Directors of OTCL. The checks on the other Governors will be the

responsibility of the Chair of the OSFC Board of Governors.

These checks will be refreshed at least every 3 years.

In the event a Governor believes they are unsuitable or unable (for whatever reason) to carry out their duties, they must immediately inform the Chair of the OSFC Board of Governors and the Chair must inform the Chair of Directors of OTCL without delay.

3. Skills and experience

OTCL will seek to ensure a balance of gender, background, relevant experience and skills amongst the Governors, to include some/all of the following:

- Safeguarding
- Education (including boarding provision)
- Governance
- Commercial/business leadership and management
- Finance
- Legal
- HR
- Communications, marketing and admissions
- Property / estate management
- Health & Safety
- Medical
- Immigration/UKVI/guardianship.

There will always be at least one Governor who has a specific leadership responsibility for Safeguarding (the "**Safeguarding Governor**"), however the OSFC Board of Governors holds collective delegated responsibility for making sure that safeguarding procedures are properly followed.

While the Directors delegate oversight of safeguarding to the OSFC Board of Governors, the Directors retain ultimate responsibility for safeguarding in relation to OSFC.

The duties of the Safeguarding Governor include:

- working with the designated safeguarding lead (the "**DSL**") at OSFC
- acting as a main point of contact for the DSL and the Principal in relation to safeguarding matters
- understanding how safeguarding works in practice
- reporting to the OSFC Board of Governors and keeping them up to date on safeguarding matters at OSFC
- acting as the OSFC Board of Governor's safeguarding specialist

4. Chair

The Directors shall appoint a Chair of the OSFC Board of Governors from amongst the Governors

The Chair of the OSFC Board of Governors, along with the Principal, is the visible face of OSFC and should (along with their fellow Governors) act at all times in accordance with OSFC's ethos and values and conduct themselves in a professional manner and in no way that would

bring OSFC into disrepute.

The Chair of the OSFC Board of Governors has primary responsibility for managing the relations between OSFC and OTCL. The Chair has to account to OTCL for discharging those responsibilities that are delegated to the OSFC Board of Governors and be the principal point of liaison between the Principal and the Governors.

5. Audit and review

OTCL will routinely undertake an audit of the skills and experience on the OSFC Board of Governors to evaluate the suitability and balance of the OSFC Board of Governors. This review will inform future appointment decisions, succession planning, and any provision of training or external support or coaching that the OSFC Board of Governors may require from time to time.

C. LIST OF GOVERNORS

The list of Governors is kept accurate and up to date by the Clerk and the Governors and brief biographies of them are published on OSFC's website.

D. ROLES AND RESPONSIBILITIES

The Directors delegate certain responsibilities to the OSFC Board of Governors, which shall diligently undertake their delegated responsibilities and report on execution of them to the Directors.

The Directors set the vision, ethos and strategic direction of OSFC and oversee its implementation. The Directors delegate implementation to the Principal and delegate responsibility to the OSFC Board of Governors to manage and oversee implementation within OSFC.

The OSFC Board of Governors shall carry out the delegated responsibilities set out in paragraphs 1 to 3 (inclusive) below and also take responsibility in particular to monitor and confirm that:

- The Principal and SLT, in particular the DSL, are adequately supported in his/her role and responsibilities to ensure OSFC consistently meets the Independent School Standards ("**ISS**") and the National Minimum Standards for Boarding ("**NMS**") and the student sponsor guidance issued by UKVI.
- The Principal and SLT are working to enhance the educational performance of OSFC and the education, boarding and welfare/pastoral support for the student body.
- Effective Safeguarding and Health & Safety arrangements are in place at OSFC, and that OSFC is consistently compliant with all other applicable regulatory requirements.
- There is sound, proper and effective use of OSFC's financial resources in accordance with the budget approved by the Directors and NAE.

In carrying out its responsibilities, the OSFC Board of Governors shall act with integrity, objectivity, and honesty and in the best interests of OSFC and its pupils.

1. Delegation

The Directors have delegated the responsibilities outlined in paragraphs 1 to 3 below to the OSFC Board of Governors.

The OSFC Board of Governors may sub-delegate to employees of OSFC, including the Principal and SLT, on such terms as they consider appropriate from time to time, subject to appropriate reporting and monitoring requirements which ensure the Governors exercise

sufficient oversight.

The OSFC Board of Governors may also authorise the Principal to sub-delegate the powers sub-delegated to them to the SLT, subject again to appropriate reporting and monitoring requirements which ensure the Governors exercise sufficient oversight.

The OSFC Board of Governors may create such committees as it deems appropriate from time to time and in accordance with terms of reference made by the Governors. These may include:

- Finance Committee
- Education, Safeguarding and Student Wellbeing Committee

2. The OSFC Board of Governors have the following responsibilities:

- a) Ensure oversight of compliance with applicable law and regulations including the Education (Independent School Standards) Regulations 2014, the National Minimum Standards for Boarding, the Department for Education Statutory Guidance and Government Guidance, requirements for sponsorship of students pursuant to OSFC's immigration sponsorship licence and all applicable Health and Safety law and regulations.
- b) Ensure safeguarding policies, procedures and practices (including with respect to safer recruitment and the maintenance of the Single Central Register) are appropriate, understood and effective in keeping students safe at OSFC, are regularly reviewed and improved and are compliant with national statutory guidance including Keeping Children Safe in Education (2024), Working Together to Safeguard Children (2023), Prevent duty guidance (2023) and local requirements, including those of the Oxfordshire Safeguarding Children Board.
- c) Ensure the educational provision and curriculum is appropriate in its scope, content and delivery and is delivered to a consistently high standard (including with respect to co-curricular and extra-curricular provision and PSHE and Sex and Relationship Education).
- d) Ensure that behaviour management and attendance is appropriately monitored and addressed within OSFC and that any trends and emerging issues are identified and suitably managed by OSFC.
- e) Ensure student outcomes are monitored for their wellbeing as referred to in the ISS and defined in section 10(2) of the Children Act 2004.
- f) Be a 'critical friend': asking supportive and challenging questions; providing effective oversight and holding the Principal and SLT of OSFC to account for the effective day to day operation and management of OSFC. Key priorities in this respect will of course be: ensuring OSFC is meeting legal and regulatory requirements, has good financial health, a strong safeguarding culture and effective leadership.
- g) Review and agree OSFC's policies annually to ensure they remain appropriate and aligned with regulatory requirements and best practice. The Governors shall have reference to Education (Independent School Standards) Regulations 2014, the NMS, the Department for Education Statutory Guidance and Government Guidance, to ensure OSFC's suite of policies is comprehensive and appropriate.
- h) Review and agree any improvement or development plans in respect of OSFC's educational, pastoral and boarding provision and UKVI sponsorship duties; and oversee and monitor their implementation.
- i) Review and agree any property-related arrangements.
- j) Ensure oversight of OSFC's compliance with Health & Safety legislation and compliance (Health & Safety at Work Act 1974, and Regulatory Reform (Fire Safety) Order 2005).
- k) Ensure that OSFC is mindful of corporate social responsibility principles.
- l) Ensure that the IT systems are effective and secure and that appropriate filtering and

monitoring is in place.

- m) Ensure oversight of compliance with any applicable data protection law, including but not limited to the Data Protection Act 2018 and the General Data Protection Regulations 2018.
- n) Protect the reputation and assets of OSFC in accordance with the best interests of OSFC and its students.

3. In relation to Finance, the OSFC Board of Governors shall:

- a) Work constructively with the Principal and Finance Manager to agree the annual budget and financial planning.
- b) Monitor OSFC's financial performance termly.
- c) Ensure OSFC manages its business performance responsibly, properly plans for the future and identifies and mitigates against risk.

4. In relation to OSFC's staff and student body, the OSFC Board of Governors shall:

- a) Work constructively with the Principal (and other applicable members of the SLT) to agree the organigram and staffing levels of OSFC including future planning, with input from OTCL as appropriate, in particular in relation to key senior appointments.
- b) Manage and oversee the recruitment of the Principal (subject to the approval of OTCL) and manage their ongoing professional appraisal and development, intervening as appropriate to ensure any performance concerns are addressed in an appropriate and timely manner (in consultation with OTCL).
- c) Participate in any grievance, disciplinary, whistleblowing processes, parental complaints or appeals against exclusions or required removals in accordance with the applicable policies.
- d) Provide access to best practice HR support and other advice from NAE and/or OTCL.
- e) Ensure oversight of compliance with the College's obligations under the Equality Act 2010 and Special Educational Needs and Disability requirements; and works with the Senior Leadership Team to help ensure the College fosters an open, inclusive and supportive environment.
- f) Ensure oversight of compliance with the College's examination arrangements.
- g) Ensure oversight of compliance and fairness in recruitment and the application of the Admissions Policy.
- h) Ensure oversight of compliance with OSFC's immigration sponsor duties under all applicable laws and regulations including the Immigration Act 1986.

For the avoidance of doubt, the responsibilities of the OSFC Board of Governors are not limited to those listed above and OTCL may at any time resolve to amend the scope of responsibilities which are delegated to the OSFC Board of Governors.

E. REPORTING TO THE OSFC BOARD OF GOVERNORS

The Principal (or other staff member to whom powers are sub-delegated, for example the DSL) is responsible for ensuring that the OSFC Board of Governors is provided with sufficient information in the format the OSFC Board of Governors requires.

The information sharing shall include the following:

- a) The SLT shall provide reports and documentation to the OSFC Board of Governors, as they request, for review and comment – to include, but not exclusively, self-evaluation forms, staff/student/parent surveys, termly reports, statistics and trend

- analysis, financial data and development plans.
- b) The Finance Manager to provide a termly Executive report and meets regularly with designated Governors.
 - c) The Principal provides regular updates to the Chair of the OSFC Board of Governors, including weekly calls and at least termly onsite visits.
 - d) The student predicted grades and exam results (in relation to both internal and external examinations) and other associated educational performance data, including student leavers' destinations, are shared with the Board of Governors.
 - e) Attendance and enrolment records.
 - f) Behaviour records including with respect to any exclusions, suspensions or required removals.
 - g) Data around diversity, inclusion and equality (including with respect to Special Educational Needs and Disability) within OSFC.
 - h) At least termly visits by each Governor to OSFC.
 - i) The Safeguarding Governor to produce at least an annual report to the OSFC Board of Governors in his/her capacity as Safeguarding Governor. This should cover statistics and trends, training data and reflections on any areas for improvement, comments on the policies and procedures and an update on the Single Central Register and any changes to law or regulation impacting OSFC and should be debated by the OSFC Board of Governors before being shared with OTCL.
 - j) The Governor responsible for Health & Safety to produce at least an annual report to the OSFC Board of Governors in his/her capacity as Health & Safety Governor. This should cover compliance statement, incident rates and results of Health & Safety monitoring in line with NAE's mandatory Health & Safety audit requirements.
 - k) Detail of any material matters that OSFC becomes aware of including but not limited to:
 - i. safeguarding related matters
 - ii. regulatory/compliance matters e.g. in respect of Education Oversight, UKVI sponsor licence requirements, GDPR, Health & Safety regulation
 - iii. litigation (threatened or actual)
 - iv. significant and/or formal complaints from parents
 - v. breach under contracts including property leases, licences and nomination agreements
 - vi. resignation (actual or threatened) of the Principal or any member of the SLT or other significant staffing issues which may impact on the effective day to day running of the College or have any adverse impact on regulatory or compliance matters.

each a "**Material Matter**".

F. BOARD OF GOVERNOR MEETINGS

The rules relating to meetings of the Directors of OTCL as set out in the Articles shall apply equally to meetings of the OSFC Board of Governors, except as expressly provided for in this document.

Attendance and Process

- The Board of Governors will meet at least three times each academic year, once per term. Attendance may be in person or via video conference or by phone.
- Minutes will be recorded at each meeting. Minutes are to be reviewed by the OSFC Board of Governors at the following OSFC Board of Governors meeting and the Governors will confirm at that following meeting whether the minutes are accurate and complete.
- The quorum for a meeting of the OSFC Board of Governors shall be fifty percent (50%)

of all Governors.

- Votes on any matter at such meeting shall be passed only by at least fifty percent (50%) of all Governors in attendance at the meeting. The Chair of the OSFC Board of Governors shall have a casting vote where there is an equal number of votes for and against a matter. These will be rounded up to a whole number.
- Safeguarding will be standing agenda item at all Board meetings.

G. BOARD OF GOVERNORS REPORTING TO OTCL

The OSFC Board of Governors shall provide to OTCL:

- on a termly basis a written report on the operation of OSFC;
- within 5 business days of an OSFC Board of Governors meeting, draft minutes of that meeting;
- as soon as practicable, detail of any Material Matters; and
- any such other information required by the Directors of OTCL, promptly and in full.

H. TRAINING/ACCREDITATION

Each Governor shall complete sufficient safeguarding training to ensure they can fulfil their role and this training should be refreshed at least annually. All Governors should read and understand the latest version of Keeping Children Safe in Education in particular Part 1 and Oxfordshire Safeguarding Children's Boards local procedures from time to time in force. The Governors will undertake any other training needed (and at such intervals) to ensure they can properly discharge their responsibilities to an appropriate standard, and as required by OTCL from time to time.