

GOVERNANCE POLICY

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| Last reviewed: | September 2025 |
| Next review due: | September 2026 |
| Reviewed by: | Principal |
| Approved by the Board of Governors: | |

1. Introduction

d'Overbroeck's Limited is the legal owner of the school. d'Overbroeck's Limited is 100% owned by Nord Anglia Education. The school Board of Governors is comprised of members of d'Overbroeck's Limited and the parent company, Nord Anglia Education, alongside experienced external education professionals.

Governance is provided, as per the Education (Independent School Standards) Regulations 2014, by a body that includes a representative of the Proprietor.

In common with all companies, the Board of Governors has delegated responsibility from the Proprietor and is subject to fiduciary duties (under the Companies Act and under common law).

The Board of Governors has a number of regulatory responsibilities:

- resting with individual governors personally;
- resting collectively with the Board;
- for protection of the assets of d'Overbroeck's Limited and ensuring that all decisions are carried out solely in the Company's best interests.

2. d'Overbroeck's Board of Governors structure

The following is the intended structure for the Board of Governors. There may be vacancies or dual roles during transitional times.

Chair of Governors

Vice Chair of Governors

Proprietor's Representative

Education Governor

Safeguarding Governor

Health and Safety Governor

Independent Governor(s)

The governance is underpinned by the requirements of Keeping Children Safe in Education (September 2025); the National Minimum Standards for Boarding and the Educational (Independent Schools Standards) regulations.

3. Key Function

The function of the Board of Governors is to include:

- Ensuring that the vision, ethos and strategic direction of the school are clearly defined.
- Ensuring that the Principal fulfils his or her role and responsibility to enhance the educational performance of the school.
- Ensuring the school maintains compliant and robust Safeguarding and Health & Safety practices.
- Ensuring the sound, proper and effective use of the school's financial resources.
- Acting with integrity, objectivity and honesty and in the best interests of the school.

It is the Principal's role to ensure the Board is provided with sufficient information in the format it needs to do its job well. It is likely the information will cover the following areas of responsibilities:

Overall responsibilities include that the Board of Governors ought to:

- a) Ensure that statutory duties under company law legislation are met (Companies Act 2006).
- b) Ensure compliance with the Department for Education regulations; Independent Schools Inspectorate and the National Minimum Standards for Boarding (Education and Skills Act 2008; Education Act 2002; Education (Independent School Standards) Regulations 2014).
- c) Be a critical friend: asking supportive and challenging questions; providing effective oversight and holding the Principal and Senior Leadership Team of the school to account.
- d) Review and agree the school's planning and policies annually.
- e) Review and agree the school Quality Improvement/ Development Plan.
- f) Ensure the school meets H&S legislation and compliance (Health & Safety at Work Act 1974 & Regulatory Reform (Fire Safety) Order 2005).
- g) Ensure Safeguarding procedures are compliant (Keeping Children Safe in Education Sep 2025; Prevent Duty; FGM multi agency statutory guidance).
- h) Ensure the school's behaviours are mindful of Corporate Social Responsibility.
- i) Ensure compliance with the data protection law (Data Protection Act 2018).

In relation to Finance, the Board of Governors ought to:

- a) Work with the Principal to agree the annual budget.
- b) Monitor the school's financial performance monthly.
- c) Ensure the school manages its business performance responsibly.

In relation to People, the Board of Governors ought to:

- a) Work with the Principal to agree the staffing levels of the school, with governing body involvement as appropriate in relation to key senior appointments.
- b) Appoint the Principal.

- c) Agree and give input into discussion around levels of staff pay.
- d) Participate in any grievance against the Principal, and possibly other senior management of the school.
- e) Provide access to best practice HR support and other advice within Nord Anglia Education where available.
- f) Ensure compliance with equality and discrimination law.
- g) Ensure compliance and fairness in application of the Admissions Policy and compliance with the UKVI (Immigration Act 1986).

Note: the responsibilities of the Board are not limited to the above.

4. Reporting

School to Board of Governors:

- a) The Senior Leadership provide reports and documentation to Board of Governors, as they request, for review and comment – to include, but not exclusively, self-evaluation forms and development plans.
- b) The Director of Finance and Operations provides a monthly Executive report and meets regularly with designated members of the Board.
- c) The Principal provides regular updates to the Chair of Governors, including regular calls and onsite visits.
- d) The student 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) Termly visits by members of the governing body to the school is a minimum standard.
- f) An annual visit by the Governor responsible for Safeguarding with a resulting annual report to be provided to the governing body.

5. Board Meetings

The Board of Governors will meet at least three times each academic year, once per term.

Minutes will be recorded at each meeting and reviewed by the Chair at the next meeting.

The quorum for a meeting of the governing body and for a vote on any matter at such a meeting, is one half (rounded up to a whole number) of the membership of the governing body, not including vacant positions.

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