

**Report to the Wellesley College Board of Trustees
(Revision) 29 May 2017**

Policy Statement on School Governance

1.0 Purpose

This paper seeks ratification by the Wellesley College Board of Trustees of the attached policy on school governance.

2.0 Context

In November 2016 the Board of Trustees approved a schedule which set out a prioritised list of topic areas where the Board agreed it should develop broad policy statements. The Principal would then be expected to align management policies and procedures to give effect to the Board's policy.

The second policy area that the Board agreed should be developed was in the area of governance, with a focus on the Board's roles and responsibilities with respect to oversight of the running of the school. The attached draft policy meets this need for a policy on governance. The content of the policy is intentionally high level, and it does not delve into a number of areas that other schools' policies explore, for example:

- Composition of the board
- Length of board members' tenure
- Board meeting procedures, agendas
- The role of the board chair
- (Detailed) board reporting expectations
- Public attendance at board meetings
- Detailed lists of policies/procedures to be established by management
- Terms of reference for committees (e.g. finance and audit sub-committee).

These areas or others could be readily added if that was desired. Note: in drafting this policy, content was drawn from a set of New Zealand School Trustees Association policies, and this should be acknowledged in the final document.

3.0 Recommendation

It is recommended that the Wellesley College Board of Trustees:

Either:

1. Provide direction for revision or redrafting of the attached draft policy on school governance, with a view to the redrafted policy being reported back at the next Board meeting for review and ratification;

Or:

2. Ratify the attached policy on school governance as it stands.

Signature:

Name of submitter: Matthew Allen

Wellesley College Board of Trustees

Policy Statement on School Governance

Purpose

The purpose of this policy is to outline the Wellesley College Board of Trustees' ('the BoT's') role and responsibilities, and its expectations of the Principal, in relation to its governance of the school.

Context/Background

The BoT's priority focus is on ensuring that Wellesley College ('the College') provides a learning environment where boys have every opportunity to excel. As described in the College's Strategic Plan 2016-2025 this involves blending over a century of tradition with future-focused teaching and learning.

To ensure effective school performance, the BoT is committed to maintaining a strong and effective governance framework that incorporates legislative requirements, good practice and the Wellesley way of doing things. The framework should also be consistent with the College's 1932 Trust Deed which sets out 'standing orders' related to the operation of the Board and school.

Definitions: governance versus management

The following is the BoT's agreed understanding of the division of roles with respect to the governance and management of the College.

The BoT's role is one of *governance*. In this regard it acts in a stewardship role and is entrusted to work on behalf of all stakeholders. It is accountable for the school's performance, sets the strategic vision for the school and ensures compliance with legal and policy requirements. The BoT is proactive rather than reactive in its operations and decision-making but does not involve itself in the administrative details of the day to day running of the school.

The BoT delegates all authority and accountability for the day-to-day operational organisation (*management*) of the school to the principal who must ensure compliance with both the BoT's policy framework and the law of New Zealand. Except to the extent that any enactment or the general law of New Zealand provides otherwise, the principal –

- (a) is expected to comply with the BoT's general strategic and policy directions and other guidance and delegated authority; and
- (b) subject to paragraph (a), has discretion to lead the school, managing the school's day to day operations, as she/he sees fit.

Only decisions made by the BoT are binding on the principal unless specific delegations are in place. In the absence of such delegations, decisions or instructions by individual BoT members, committee chairs, or committees are not binding on the principal except in rare circumstances when the BoT has specifically authorised it.

Implementation

BoT roles and responsibilities

The following table outlines the BoT's roles and how it will operate, and sets standards and performance expectations. These standards provide a basis for the BoT to monitor and evaluate its performance as part of an ongoing monitoring and review cycle.

BoT role	The Standards
1. Sets the strategic direction and monitors the College's progress against the strategic direction and annual plans	1.1 The BoT leads the strategic planning process 1.2 The BoT approves the annual plan and targets 1.4 Regular BoT meetings include a report on progress towards achieving strategic aims, and implementation of the annual plan 1.5 The Strategic Plan is the basis for BoT decision-making
2. Monitors and evaluates student progress and achievement	2.1 The BoT approves an annual review schedule covering curriculum and student progress and achievement reports 2.2 Reports at each regular BoT meeting, from principal, on progress against annual plan, highlighting risk/success 2.3 Targets in the annual plan are met, the curriculum policy is implemented and there is satisfactory performance of curriculum priorities
3. Protects the special character of the school	3.1 The special character of Wellesley College is a key factor in BoT considerations and decisions 3.2 The Anglican spirituality of the school is acknowledged and embraced by the BoT
4. Appoints, assesses the performance of and supports the principal	4.1 Principal's performance management system in place and implemented
5. Approves the budget and monitors financial management of the school	5.1 Budget approved before the first meeting each year 5.2 Satisfactory performance of school against budget 5.3 Appropriate financial delegations are in place 5.4 Effective financial management procedures are in place 5.5 There is active and effective oversight of the financial performance and management of the school
6. Effectively manages risk	6.1 The BoT has an effective governance model in place, including the setting of BoT policies and the implementation of those policies through management policies/procedures 6.2 The BoT ensures the principal maintains an appropriate risk management framework and reports to the BoT regularly 6.3 The BoT ensures an annual audit of the College's financial statements and its financial management is undertaken and any audit findings are appropriately addressed 6.4 The BoT takes all necessary actions in response to potential or actual risk 6.5 Effective health and safety policies are in place 6.6 Appropriate insurance is in place for the College and trustees
7. Ensures compliance with legal requirements	7.1 New members have read and understood the governance framework including BoT policies, the strategic plan, BoT induction materials and requirements and expectations of BoT members

BoT role	The Standards
	<p>7.2 New and continuing members are aware of any changes in legal and reporting requirements for the school. BoT has sought appropriate advice when necessary</p> <p>7.3 Accurate minutes of all BoT meetings, approved by BoT and signed by chair</p> <p>7.4 Individual staff/student matters are always discussed in public-excluded sessions</p> <p>7.5 BoT meetings have a quorum</p>
<p>8. Meetings are effective and add value to the governance of the school</p>	<p>8.1 BoT meetings are effectively run</p> <p>8.2 Trustees attend BoT meetings having read BoT papers and reports and are ready to discuss them</p> <p>8.3 The Chair is active in managing meetings to ensure that all agenda items are dealt with and the views of all Trustees are canvassed before decisions are made. In the absence of the Chair, or at his/her request, the deputy chair is able to step in quickly, and run meetings effectively</p> <p>8.4 Trustees are expected to give sufficient advance notice should they need to miss meetings. In the event of repeated absences by a Trustee, the Chair will meet with them to discuss barriers to attendance.</p> <p>8.5 Trustees ensure that they have / obtain a range of information from appropriate sources in order to ensure that they are fully informed on the progress and running of the school</p> <p>8.6 Trustees are responsive to requests from the Chair or Principal to address matters at short notice</p>
<p>9. Approves major policies and programme initiatives</p>	<p>9.1 Approve programme initiatives as per policies</p> <p>9.2 The BoT monitors implementation of programme initiatives</p>
<p>10. Has a strategic focus to property management</p>	<p>10.1 The BoT leads the development of a property master plan</p> <p>10.2 The BoT monitors the implementation of the master plan</p> <p>10.3 Property/resources meet the needs of the student achievement aims</p> <p>10.4 The BoT monitors the ongoing protection and maintenance of the college's assets</p>
<p>11. Respects the intent of the Treaty of Waitangi by valuing and reflecting New Zealand's dual cultural heritage</p>	<p>11.1 The BoT, principal and staff are culturally responsive and inclusive</p> <p>11.2 The BoT ensures that the Treaty of Waitangi and tikanga Maori is appropriately reflected in curriculum delivery</p>
<p>12. Approves and monitors human resource policy/procedures which ensures effective practice and contribute to its responsibilities as a good employer</p>	<p>12.1 Becomes and remains familiar with the broad employment conditions which cover employees (i.e. Staff employment agreements and arrangements)</p> <p>12.2 Ensures there are personnel policies in place and that they are adhered to e.g. Code of Conduct</p> <p>12.3 Ensures there is ongoing monitoring and review of all personnel policies</p>
<p>13. Deals with disputes and conflicts referred to the BoT as per the school's concerns and complaints procedures</p>	<p>13.1 Successful resolution of any disputes and conflicts referred</p>

BoT role	The Standards
14. Represents the school in a positive, professional manner	14.2 Trustees adhere to the <i>Trustees Code of Behaviour</i> (Annex A) 14.2 A conflicts of interest (Col) register is maintained for all Trustees 14.3 Trustees avoid any conflicts of interest with respect to their fiduciary responsibility or, if such conflicts arise, declare those at the earliest opportunity and abide by any arrangement put in place to manage those conflicts
15. Effectively manages succession on the BoT	15.1 The BoT explicitly considers and plans for succession 15.2 New trustees are fully briefed and able to participate following induction 15.3 Trustees participate in appropriate professional development

The Relationship between the BoT and the Principal

The performance of the College is highly dependent on the effectiveness of the relationship between the BoT and the principal. As such, a positive, productive working relationship must be developed and maintained. The following principles for this relationship have been endorsed by the BoT:

- The relationship is based on mutual respect, trust, integrity and ability, as well as a 'no-surprises' approach
- The relationship must be professional
- The principal reports to the BoT as a whole rather than to individual trustees
- Day to day relationships between the BoT and the principal are delegated to the chair
- All reports presented to the BoT by the staff (unless specifically requested by the BoT) arrive there with the principal's approval and the principal is accountable for the contents
- The BoT expects the principal to keep it informed of the true and accurate position of the outcomes of curriculum; teaching and learning; financial position; and all matters having real or potential legal considerations and risk for the college
- There are clear delegations and accountabilities by the BoT to the principal through policy
- The two must work as a team and there should be no surprises
- Neither party will deliberately hold back important information or knowingly misinform the other
- The BoT must maintain a healthy independence from the principal in order to fulfil its role. The BoT is there to encourage and support the principal, but also critique the information that comes to it, acting in the best interests of students at the school
- The principal should be able to share his/her biggest concerns with the BoT.

Committees

The principal reports to the BoT as a whole, with committees used sparingly and only when a need is identified in order to contribute to BoT work.

The BoT may set up committees to assist the BoT carry out its responsibilities and due process (e.g., staff appointments, finance and audit, property, disciplinary).

All BoT committees are to have clear terms of reference, covering:

- purpose
- committee members
- method and duration of work
- delegated authority.

Monitoring and reporting

At the beginning of each year the BoT will agree a reporting schedule. This schedule will identify reports that the BoT expects to receive, strategic topics to be discussed, and the timing for both. Without limitation, such reports may include:

- Monthly reports on health and safety, progress against the strategic and annual plans, risks and mitigation, financial performance, etc.
- Curriculum and student progress and achievement reports
- Progress reports on particular projects or programmes of work.

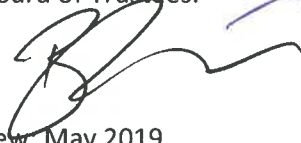
Policy version: Draft 1.2, 13 April 2017 (Matthew Allen)

Date policy approved: 26 June 2017

Signature by Chair of the Board of Trustees:



Signature by the Principal:



Proposed date of next review: May 2019

Annex 1

Trustees' Code of Behaviour Policy

The BoT is committed to ethical conduct in all areas of its responsibilities and authority. Trustees shall:

1. Understand and maintain the strategic vision of the school
2. Protect the special character of the school
3. Ensure the needs of all students and their achievement is paramount
4. Be loyal to the school and its vision and mission
5. Publicly represent the school in a positive manner
6. Respect the integrity of the principal and staff
7. Observe the confidentiality of non-public information acquired in their role as a trustee and not disclose to any other persons such information that might be harmful to the school
8. Be diligent and attend BoT meetings prepared for full and appropriate participation in decision making
9. Ensure that individual trustees do not act independently of the BoT's decisions
10. Speak with one voice through its adopted policies and ensure that any disagreements with the BoT's stance are resolved within the BoT
11. Avoid any conflicts of interest with respect to their fiduciary responsibility or, if such conflicts arise, declare those at the earliest opportunity and abide by any arrangement put in place to manage those conflicts
12. Recognise the lack of authority in any individual trustee or committee/working party of the BoT in any interaction with the principal or staff
13. Recognise that only the chair or a delegate working under written delegation, can speak for the BoT
14. Continually reflect on their individual performance as trustees against policies and any adopted BoT evaluation tools
15. Be available to undertake appropriate professional development

I, _____, have read and understood this Code of Behaviour Policy and agree to follow and abide by it to the best of my ability.

Signature:

Date: