

These expectations define the way that the Council will manage itself.

### 3. Global Governance Commitment

Council, supporting the work of staff, the well being of pupils and the interest of parents, holds itself accountable to the ownership\* to see that Wynstones (a) achieves its desired aims (as specified in the Aims policies), and (b) avoids unacceptable actions and situations (as specified in Management Limitations policies).

*\* While the 'legal' ownership are members of the Association it has been expanded to include the 'moral' ownership.*

#### 3.1. Council Job Description

Specific job outputs of Council, as an informed representation of the ownership, are those that ensure appropriate performance of the organisation.

Accordingly, Council has direct responsibility to create:

1. The link between the ownership and the school using a proactive approach to ensure constructive two-way dialogue with input from students, parents, staff and other owners.
2. Written governing policies that address the broadest levels of all organisational expectations:
  - 2.1. Aims: Organisational outcomes, benefits (what good we shall accomplish), for whom and their relative worth (value/cost).
  - 2.2. Management Limitations: Prudent and ethical boundaries within which all methods, practices, situations or conduct must take place.
  - 2.3. Governance Process: Specification for how Council conceives, carries out and monitors its own task.
  - 2.4. Council – College Linkage: How responsibility is delegated and its proper use monitored.
3. Monitoring (assurance) of successful performance against:
  - 3.1. Aims
  - 3.2. Management Limitations

### 3.2. Council Member's Code of Conduct

The Council commits itself and its members to ethical, lawful, and professional conduct, including proper use of authority and appropriate decorum when acting as members of Council.

1. Council members must have loyalty to the ownership, un- conflicted by any personal interest as users of the charity.
2. Council members must avoid conflict of interest with respect to their fiduciary responsibility
  - 2.1. Members will disclose their involvements with other organisations, or any associations that might be, or might be seen as, being in conflict.
  - 2.2. When the Council is to decide upon an issue, about which a member has a conflict of interest, that member shall absent themselves without comment from the decision.
  - 2.3. Council members will not use their position to obtain employment in the organisation for themselves, family members, or close associates.
3. Council members may not attempt to exercise individual authority over the organisation.
  - 3.1. Council members interaction with the Chair of College or staff must recognise the lack of authority vested in individuals unless when explicitly Council authorised.
  - 3.2. Council member's interaction with parents/carers, public, press or other entities must recognise the same limitation and the inability of Council members to speak for the Council except to repeat explicitly stated Council decisions.
  - 3.3. Except for Council deliberation about whether the Chair of College has achieved any reasonable interpretation of Council policy, members will not express individual judgements of performance of staff.
4. Council members will not disclose information that could harm either an individual or the organisation.
5. Council members will be properly prepared for Council deliberation.
6. Council members will not undermine the legitimacy of Council decisions, irrespective of the member's personal position on the issue.

### 3.3. Chair's Role

The Chair, a specially empowered member of Council, assures the integrity of the Council's process.

Accordingly:

1. The assigned result of the Chair's job is that Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organisation.

- 1.1. Meeting discussion content will be on those issues which, according to Council policy, clearly belong to Council to decide or monitor.
- 1.2. Information which is for neither monitoring performance nor Council decisions will be avoided or minimised and always noted as such.
- 1.3. Deliberation will be fair, open, thorough, and also timely, orderly, and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by Council policies on Governance Process and Council – College Linkage. The Chair is authorised to use any reasonable interpretation of the provisions in these policies.
  - 2.1. The Chair is empowered to Chair Council meetings in a manner consistent with the ethos of the school, including:
    - 2.1.1. Conducting the meetings with warmth and ensuring emotionally charged statements have no place;
    - 2.1.2. Clearly and objectively summing up discussions and making it clear when a decision is reached.
  - 2.2. The Chair has no authority to make decisions about policies within Aims and Management Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Chair of College.
  - 2.3. The Chair may represent Council to outside parties in announcing Council stated positions and in stating clear decisions and interpretations within the area delegated to her/him.
  - 2.4. The Chair may delegate this authority, but remains accountable for its use.

### **3.4. Company Secretary's Role**

The role of the Company Secretary is to maintain the integrity of Council and its documents.

Accordingly the Company Secretary will:

1. Organise meetings, including assisting with preparation of the agenda and timely delivery of papers and record minutes.
2. Maintain the processes of The Association, including schedule of members, new members and conduct of the Annual General Meeting (AGM).
3. Maintain a suitable induction process for new members of Council.
4. Keep under review relevant legislative, regulatory and governance developments that may impact the school and ensure that Council is appropriately briefed on them.
5. Ensure all regulatory returns are properly submitted, including the Accounts and Annual Return.

### 3.5. Governing Style

Council will govern lawfully, observing good governance principles, with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity in viewpoints, (c) broad strategic leadership more than administrative detail, (d) clear distinction of Council and College roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactive rather than reactive.

Accordingly:

1. Council will cultivate a sense of group responsibility. Council will be responsible for itself. It will not use the expertise of an individual to substitute for the judgement of Council, although the expertise of individual members may be used to enhance the understanding of Council as a whole.
2. Council will govern the organisation through careful establishment of broad written policies reflecting values and expectations. Council's major focus will be on the intended long term impacts outside the organisation, not on the internal means of attaining those impacts.
3. Council will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, and respect of roles. Although Council can change its Governance Process policies at any time, it will observe them scrupulously when in force.
4. Continual Council development will include induction of new members in Council's Governance Process and periodic discussion of improvement.
5. Council will not allow any member or committee of Council to hinder or be an excuse for not fulfilling its group commitments.
6. Council will monitor and discuss Council's process and performance at each meeting and will review its overall performance annually. Evaluation will compare Council activity and discipline to policies in the Governance Process and Council – College Linkage categories.

### 3.6. Agenda Planning

To fulfil its stated role Council will use an annual agenda cycle that schedules continuing review, monitoring and refinement of Aims and Management Limitation policies, linkage activities with the ownership and activities to improve Council performance through education and self evaluation.