

Terms of Reference of London and South East Education Group Board

As a joint governance committee of:

- (1) **The Corporation of Bromley College:** a further education corporation established under the Further and Higher Education Act 1992; and an exempt charity, trading as **London South East London Colleges:** Principal Office: Rookery Lane, Bromley, BR2 8HE (*“the College”*).
- (2) **London South East Academies Trust:** Registered Company 0902812; and an exempt charity; operating as a Multi-Academy Trust: Registered Office: Bromley College, Rookery Lane, Bromley, BR2 8HE (*“the MAT”*).

Dated: 31 March 2021

Background:

- (A) The College is a multi-campus educational institution dedicated to a core role in ensuring that learners in its sub-region of South East London and surrounding areas (*“the Learners”*) have access to high quality, integrated education and training, at all levels and across the maximum range of subjects.
- (B) The MAT is Multi Academy Trust comprising eight schools across Bromley, Bexley and Surrey with ambition to grow to a maximum of fifteen schools. The MAT comprises, Special, Alternative and Primary provision dedicated to a core role in ensuring that pupils in its sub region of London and the South East (*“the Pupils”*) have access to high quality teaching, learning, support and progress.
- (C) The College and the MAT (*“the Group Organisations”*) are closely associated organisations, with complementary public benefit objects and a common mission, comprising a charitable, corporate group (*“the Group”*). The College, as the lead group company, has sole member constitutional control of the MAT.
- (D) The Group has been established, by the College, to optimise collaboration and integration between the further and higher education activities of the College, the school education activities of the MAT.
- (E) The College, the MAT each retains the legal status of an independent charitable organisation, pursuing its charitable objects for the public benefit, which is subject to distinct regulation and which is governed by its own Board of Governors/Trustees (*“the Independent Boards”*).
- (F) The Independent Boards have each determined that, for the benefit of the Learners and Pupils and by extension for the public benefit, it is desirable to maximise the strategic and operational integration of the Independent Boards and for this purpose to maximise the alignment of their respective decision making processes, in pursuit of the common charitable objects of the Group Organisations (subject to their non-delegable primary governance responsibilities and authority; their regulatory obligations; and potential conflict of interest/loyalty management).
- (G) On this basis, the Independent Boards have determined and agreed to establish the *“London and South East Education Group Board”* (*“the Group Board”*), as a joint co-ordinating, governance committee of the Independent Boards, which may serve, strategically, as an overarching committee and operationally, as a co-ordinating sub-committee, on the following Terms of Reference.

1. Establishment and Status

- 1.1 The Group Board is established:
- (a) by agreement of the Independent Boards;
 - (b) to act, simultaneously, in the best interests of Learners and Pupils, for the public benefit and in the collective and collaborative best interests of the Group Organisations, in pursuit of their common charitable objects.
 - (c) on the basis of formal resolutions of the Independent Boards, approving these Terms of Reference;
 - (d) as a joint, over-arching strategic committee and a co-ordinating, operational subcommittee of the Independent Boards.
- 1.2 These Terms of Reference may be varied by written agreement of the Independent Boards.
- 1.3 These Terms of Reference may be revoked by written agreement of the Independent Boards, or by written notice from any Independent Board to the other two Independent Boards.

2. **Mandate and Authority**

- 2.1 The Group Board has the mandate and authority to:
- (a) consider Group strategic and operational matters, at an overarching level, as far as legitimately applicable, as the first Group governance forum applying itself to such matters;
 - (b) make (and review) decisions, within the scope of legitimately maximised delegated authority from the Independent Boards, in an integrated manner, on behalf of the Group Organisations;
 - (c) make (and review) recommendations to the Independent Boards for non-delegable decisions, to be integrated as far as possible and in relation to further matters as appropriate; and
 - (d) act as an advisory committee to the Independent Boards.
- 2.2 Non-delegable matters, for which the Independent Boards retain exclusive decision making authority, include (non-exhaustively), high level core institutional and related core financial decisions determining:
- (a) Legal, regulatory and constitutional compliance;
 - (b) business planning and framework strategy, policy and operational activities;
 - (c) infrastructure and operating systems;
 - (d) senior appointments and standard terms and conditions of employment;
 - (e) external engagements;
 - (f) internal grievance/complaint/investigation procedures;
 - (g) delegation to the Group Board;

(h) formal legal action.

3. Composition of Group Board and Independent Boards

3.1 The Group Organisations recognise that the practical desirability of the Group Board being co-extensive with each of the Independent Boards needs to be balanced against the discipline of corporate separateness, the need to manage potential conflict of interest and conflict of loyalty between and in relation to Group Organisations and regulatory prescription.

3.1 As the College is the lead Group Organisation, on a routine basis, the Group Board will be co-extensive with the College Board, provided the College Board includes at least two individuals who are also on the MAT Board (who may be the same individuals) and at least three individuals who are not on the Group Board (which may include learner and staff members of the College Board).

3.2 The Group Board shall consider co-opting one or more Group Board members who are not also members of any of the Independent Boards, for the purpose of consolidating the collective, collaborative perspective of the Group, as such.

3.3 The MAT will each ensure that their membership includes a sufficient number of Board members, who are not on either of the other Independent Boards, to constitute a quorum of the respective Independent Board, in a situation where conflict of interest/loyalty management will, or may, require Board members also on one, or both, of the other Independent Boards to recuse themselves from the proceedings of the relevant Independent Board.

3.4 The College Board will ensure that the College Board membership includes a sufficient number of Board members, who are not on either of the other Independent Boards to constitute a quorum of the College Board in a situation where conflict of interest/loyalty management will, or may, require Board Members also on one, or both, of the other Independent Boards to recuse themselves from the proceedings of the College Board.

3.5 All members of the Group Board, when acting as Group Board members, shall act in the best interests of the Group as a whole and not as representatives, or advocates, of the distinct position, or any potentially distinct interest, of any of the Group Organisations.

3.6 A Group Board member may and naturally will bring the informative perspective of a Group Organisation with which he, or she, is connected.

3.7 The Group Board shall ensure members of the Group Board from the Independent Boards are fully consulted on regulatory, strategic and operational matters that are distinctive to the separate Group Organisations.

3.8 The Group Board may invite members of the Independent Boards who are not Group Board members to attend, observe and speak at Group Board meetings.

3.9 The Group Board may convene special Group Board meetings, formally including all members of all the Independent Boards.

4. Status of Group Board Members

4.1 Group Board members are members of a joint committee of the Group Organisations, which operates as an overarching advisory committee to the Independent Boards and an operational sub-committee to the Independent Boards.

4.2 The structure established by these Terms of Reference is designed precisely to ensure that the Group Board does not usurp the non-delegable functions of the Independent Boards and

it is incumbent on all parties to maintain vigilance in the application of these Terms of Reference.

5. Procedures and Protocols of Group Board

5.1 The Group Board shall, for convenience and as far as applicable, follow the procedures and protocols of the College Board and may agree, by resolution, further procedures and protocols and variations to procedures and protocols.

5.2 The Group Board shall meet routinely within the same business and operating cycle as the College and MAT Boards. The meetings shall be called distinctly and will proceed separately and sequentially.

6. Costs of Group Board

The costs of the Group Board will be met by the College as the lead Group Organisation.

7. Minutes of Group Board

The minutes of the Group Board will be circulated, at the same time, to all members of the Group Board.

8. Reports to Independent Boards

The minutes of the Group Board shall include clear and full and designated records of, as appropriate:

- (a) first discussions of Group strategic and operational matters, at an overarching level;
- (b) formal decisions made under the authority delegated to the Group Board jointly by the Independent Boards;
- (c) recommendations to the Independent Boards of non-delegable decisions and as applicable in respect of other matters;
- (d) advice to the Independent Boards.

9. Group Board Decision Ratification/Reversal

If the Group Board makes any decision that any party considers was a non-delegable decision of any Independent Board, the Group Board shall urgently consider the matter and if considered appropriate the matter shall be remitted to the relevant Independent Board(s) indicating the desirability, or requirement, for the issues relating to the Group Board decision to be duly and fully considered by the relevant Independent Board(s) and either:

- (a) ratified by the relevant Independent Board(s); or
- (b) reversed by the relevant Independent Board(s), allowing for a replacement decision, or decisions, by the relevant Independent Board(s).

10. Delegation within Group Organisations

To maintain institutional clarity, any Group Board view that a new delegation to any committee, or personnel, within a Group Organisation is desirable or necessary, shall be referred to the relevant Independent Board as a recommendation, or advice and not as a decision.

11. **Confidentiality, Information Management and Data Protection**

In the course of engagement between the Group Board and the Group Organisations, the Group Board and the Independent Boards shall rigorously apply the obligations and the processes and protocols of Group Organisations in relation to confidentiality, information management and data protection.

12. **Raising and addressing matters of concern**

12.1 Any Group Board or Independent Board member who is concerned about any aspect of the operation of the Group Board may raise it directly with the Chair of the Group Board.

12.2 The Chair of the Group Board shall be responsible for any such concern being addressed in an appropriate manner. In an extreme case appropriate action may include organising a Group dispute resolution process.

13. **Potential Conflict of Interest/loyalty Management**

In the course of engagement between the Group Board and the Group Organisations, the Group Board and the Independent Boards shall rigorously apply the obligations and the processes and protocols of Group Organisations in relation to potential conflict of interest and potential conflict of loyalty.

These Joint Terms of Reference were formally approved by each of the Independent Boards, on behalf of each of the Group Organisations, as confirmed below, with effect from the date set out in the heading of this Document: