

## THE GOVERNANCE OF ARDVRECK SCHOOL

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| <b>HEAD</b>              | Mr Dan Davey   |
| <b>BURSAR</b>            | Mrs Diane Crighton   |
| <b>SECRETARIES</b>       | Ardvreck School Limited  |
| <b>COMPANY NUMBER</b>    | 35577  |
| <b>CHARITY NUMBER</b>    | SCO09886   |
| <b>REGISTERED OFFICE</b> | Gwydyr Road<br>Crieff<br>Perthshire<br>PH7 4EX                               |
| <b>SOLICITORS</b>        | Miller Hendry<br>10 Blackfriars Street<br>Perth<br>PH1 5NS                   |
| <b>ACCOUNTANTS</b>       | Scott-Moncrieff<br>Exchange Place 3<br>Semple Street<br>Edinburgh<br>EH3 8BL |
| <b>BANKERS</b>           | Bank of Scotland<br>1 Galvelmore Street<br>Crieff<br>PH7 4DN                 |

## STRUCTURE, GOVERNANCE AND MANAGEMENT

### Governing Document

Ardvreck School Limited is a charitable company in Scotland No. SCO9886, its registered office being at Ardvreck School, Gwydyr Road, Crieff, PH7 4EX. It was founded as a private school in 1883 and remained as such until the present company (Ardvreck School Limited) was incorporated on 17th August 1960 and bought out the then owner, Mr David Smythe. The company is governed by its Memorandum and Articles of Association (M&A) (incorporated 17<sup>th</sup> August 1960) which were revised and adopted 24<sup>th</sup> June 2010.

### Aims, Objectives and Principal Objectives

Ardvreck School exists to provide high quality all-round education for boys and girls between the ages of three and thirteen. It is a family school valuing selfless care for others, individuality, hard work, success measured against ability and a real sense of community.

### Strategic Aim

The School aims to achieve the above through clear vision, strong leadership, excellent staffing and a sound financial footing.

## **Objectives for the Year**

The School's principal objectives for the year were:

- To ensure that top-year leavers make a successful transition, by scholarship or Common Entrance, to their senior schools of choice;
- To ensure that teams and other groups or individuals represented the school honorably and successfully; and
- To recruit for each September a number of new pupils greater than those who will leave each July.

## **Principal Activity**

The principal activity of the company is the administration of a preparatory school at Ardvreck, Crieff, Perthshire. This School is sub-divided into a Little Ardvreck of approximately ten pupils and a Main School of around a hundred and forty pupils.

## **Future Plans**

The main effort will be to continue with the delivery of a high standard of education and wide opportunities for the pupils. To enable this it is essential that the school continues trading with the success which has characterised the last ten years. Strategic planning makes an essential contribution to this by ensuring that priorities are correctly addressed. The in-year management of the School will be directed by a development plan. Continuing sound governance will ensure that there is full compliance with all regulatory and statutory requirements.

## **Financial Review and Results for the Year**

The abbreviated financial results for each year (1 August to 31 July) are available on application to the Bursar and are also available from Companies House.

## **Public Benefit**

The School is a charity and its charitable aims relate primarily to its educational activity, in particular in the field of providing bursary support to families. Full details are available from the Bursar.

Ardvreck School seeks to provide Public Benefit in a variety of ways. The school's main aim and purpose is to provide an excellent all-round education for up to 150 boys and girls aged 3-13. It draws on the best of the Scottish *Curriculum for Excellence* in providing successful learners, confident individuals, responsible citizens and effective contributors to society, achieving this through:

- a. The provision of bursaries to support children who might not otherwise be able to come to the school. Ongoing efforts are made to ensure that the percentage of fee income devoted to this are in line with or above the Office of the Scottish Charities Regulator's (OSCR) expectations. The School was subject to a review of its charitable status by OSCR in 2012/13 and following on from that review, OSCR confirmed that Ardvreck School met the charity test and as such continues to be eligible to be registered as a charity in Scotland.
- b. Sharing the expertise of its teaching staff with the local community.
- c. Having a Learning Support Department to assist pupils who are weak academically or who have a specific learning difficulty, such as dyslexia.

- d. Creating a boarding community that offers stability and support for children of servicemen and expatriates who attend the school. In particular we support the military covenant by providing a duty of care to the Armed Forces.
- e. As part of the ethos of the School, encouraging the development of good citizenship amongst the pupils.
- e. Providing free access to its buildings and sports facilities to a range of organisations, both local and from further afield. These include sports and musical groups.
- f. Hosting sporting and cultural events to which the local community is invited.
- h. Being a good employer within the local community in Crieff.
- j. Fostering good links with the local community.
- k. Supporting local companies who supply the school's catering, housekeeping and maintenance departments throughout the year.

### **Grant Making Policy**

A number of pupils enjoy bursary awards of a variety of types. Any significant bursary is awarded on the basis of a statement of assets and means made by applicants. In addition full-time staff at Ardvreck and Glenalmond College will, under normal circumstances, receive bursary support to enable them to afford the fees.

### **Use of Volunteers**

The school makes some limited use of volunteers. The *Friends of Ardvreck* is an organisation run by current parents with the twin aims of 'fun-raising' and 'fund-raising'.

### **Risk Management**

The Health and Safety Committee meets each term and produces a written report to the Board. The School's rolling Risk Register, which includes aspects of Health and Safety, is used to manage and mitigate identified risks and is formally reviewed by the Board at Governors' Meetings. It is regularly updated and is available to Governing Board members, School Inspectors and properly accredited representatives of organisations such as the Health & Safety Executive at any time.

The Headmaster is responsible for Health and Safety with specific remit to develop and take forward both policy and risk assessment.

### **Appointment and Conduct of the Governors**

Each governor of the school is *de facto* a company director. The composition of the Board of Governors is kept under review to ensure that a balance of expertise is maintained. This will include representation from education (head of a senior and/or preparatory independent school), financial management, estate management, and pastoral care, ensuring that the Governors provide a wide range of experience that effective governance can be exercised and appropriate advice provided to the Headmaster and Senior Management Team.

The following factors are taken into account in the appointment of governors:

- Up to 12 governors can be appointed and a quorum of four Governors is required at any Board Meeting or before any decision is taken that may fundamentally bear on the satisfactory operation of the School.

- From amongst the Board, a Chairman and Deputy Chairman will be appointed. The selection of a new Chairman is decided by the current Chairman with advice from members of the Governing Board and in consultation with the Headmaster.
- An appropriate male/female balance will be maintained.
- A maximum of two governors will be appointed from the parent body.
- Governors will be appointed to sit on the following Committees:
  - Finance and Estates;
  - Education, the Ardvreck Experience, Pastoral Care and Child Protection;
  - Health & Safety Committee;
  - Marketing Committee.
  - Governors may also be tasked to carry out other specific roles as required from time to time.
- Representation, so far as is possible, will be from across Scotland and the Armed Forces/expatriate communities from where the pupils are drawn.
- Several governors will have previous experience of Ardvreck, either as pupils, or past and present parents, but others are selected with no such background to encourage impartiality and objectivity in decision making.

The Headmaster is not a Governor, but is present at all Governors' Board Meetings except when issues of his remuneration or the appointment of a successor are being discussed. In addition the Bursar and School Secretary may be present at meetings for the provision of advice/writing of minutes.

### **Conduct of the Board of Governors**

The Governors determine the general policy of the School. The day-to-day management of the School is delegated to the Headmaster who acts in the capacity of Chief Executive; he is answerable to the Governing Board. The Governing Board routinely meets three times per year during the school terms. The decision making process of the Board is consensual; matters are thoroughly discussed and decisions made. Although there is direction in the Memorandum and Articles of Association on voting protocols, votes are usually only taken when they are required as a formality, such as for the approval of minutes or accounts, or in cases where it is evident there is not unanimous agreement by the Board Members.

### **Governors Induction and Training**

Identifying a potential candidate for appointment as a Governor is discussed at a Board Meeting. The Chairman then writes to the prospective governor providing an outline of the responsibilities; a copy of the Governors' Induction Booklet is provided. A meeting follows this between the Chairman and the prospective governor to discuss the appointment. After due consideration the prospective governor then has the opportunity to either accept or decline the post. Induction will begin at and extend from the Chairman's initial one-to-one meeting with the new governor.

The Induction Booklet for Governors outlines the responsibilities of Governors and provides relevant information and references relating to the operation of Ardvreck School. The Bursar makes all the governance documents and copies of the accounts available. In addition the School makes available to Governors details of a wide range of courses and other in-service training events run by the Scottish Council of Independent Schools (SCIS) and other such bodies.

## **Governors' Responsibilities**

Charity Regulations, legislation and the Memorandum and Articles of Association require the Governors to prepare financial statements for each financial year that give a true and fair view of the financial activities of the School and of the financial position at the end of that year.

In preparing these financial statements the Governors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements;
- prepare financial statements on the going concern basis unless it is inappropriate to presume that the School will continue to operate.

The Governors acknowledge responsibility for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the School and to enable them to ensure that the financial statements comply with all relevant legislation. They also acknowledge responsibility for safeguarding the assets of the School and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Code of Conduct for Governors**

All Governors of Ardvreck School must:

Satisfy themselves that they understand their duties and responsibilities as Governors by:

Referring to the OSCR document cited in footnote 1.

Inviting the chairman or secretary to arrange for training when appropriate.

Commit to pursuing the stated aims and interests of Ardvreck School. These are set out in the annual Reports and Accounts.

Undertake to declare any conflict of interest<sup>1</sup> that may arise in respect of either a particular issue under discussion or matters more generally affecting their Governorship. In the event of any conflict of interest being declared Governors must refrain from participating in the discussion and decision. Examples of conflict of interest are:

Trusteeship/Governorship of another charity/school with conflicting or rival aims.

An interest in a third party seeking to do business with the school.

Issues where there is a personal interest in the outcome of the discussion.

Undertake to declare any matter that might call into question their continuing eligibility or qualification to remain trustees. Examples of such matters are:

Bankruptcy.

Criminal or civil conviction.

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<sup>1</sup> OSCR defines a Conflict of Interest as “any situation where there is a potential for a trustee’s personal or business interests (or the interests of someone they are connected with) to clash with the interests of the charity. In this situation, it is difficult or impossible for the trustee to make an impartial decision.”