



**INSTRUMENT OF GOVERNMENT FOR A CHILDREN'S SCHOOL FOR CHILDREN WITH  
SOCIAL, EMOTIONAL AND MENTAL HEALTH & ASSOCIATED LEARNING  
DIFFICULTIES**

1. **Introduction**

This Instrument of Government is formulated by the charity trustees (the "Trustees") of Talbot House Trust North East (the "Charity"). The Trustees have established a Non-Maintained Special School and Registered Children's Home for Children with Emotional, Behavioural and Associated Learning (now referred to as Social, Emotional and Mental Health referred hereafter as SEMH) Difficulties. This Instrument of Government sets out the terms of reference for the governance of the School in accordance with the Education Act 1996 and the Non-Maintained Special Schools (England) Regulations 2015.

2. **The School**

2.1. The School of the Charity is a Non-Maintained Special School which is and will continue to be approved by the Secretary of State for Education and Skills or any successor minister ("the Secretary of State") under section 342(1) Education Act 1996 and categorised by reference to:

- 2.1.1. the number, age and sex of day pupils; and
- 2.1.2. their respective special educational needs; and
- 2.1.3. the special educational provision for them.

*(The school is currently approved for 60 boys or girls between the ages of 5 and 18 years who require special educational provision because of their SEMH and associated learning difficulties. Up to 60 pupils may attend daily on a full-time basis).*

- 2.2. The School shall be maintained in the present school buildings or in other suitable buildings provided by the trustees of the Charity.
- 2.3. Where any change is proposed in the arrangements referred to in 2.1 or 2.2 above, with the approval of the trustees, the Secretary of State shall be given written notice of the proposed change and effect shall not be given to the proposal unless and until the changed arrangements have been approved by him/her.
- 2.4. No member of the staff shall have a financial interest in the School or other than by reason only of his or her being employed for the purpose thereof at a salary unrelated to the financial performance of the School.
- 2.5. The premises of the School shall conform to standards applicable to maintained special schools prescribed in regulations from time to time in force under S542 of the 1996 Act.
- 2.6. The Regulatory Reform (Fire Safety) order 2005 is complied with as is any amendments or re-enactments thereof.



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3. **Proprietor**

The School must appoint a proprietor, as defined in the Education Act 1996 (the "Proprietor"). The Proprietor shall be the Board of Trustees and they shall comply with the requirements of the Regulations.

4. **National Minimum Standards**

The Trustees and the Governing Body of the School (the "Governing Body") acknowledge that the definition of 'National Minimum Standards' continues to include "children's home". As a non-maintained special school which also has a children's home, the Trustees and Governing Body acknowledge that the requirements of children's homes must be complied with, in order to meet the approved conditions for a non-maintained special school under the Regulations.

5. **Welfare of Pupils**

5.1. The Proprietor must make arrangements for safeguarding and protecting the health, safety and welfare of registered pupils at the School, which include:

- 5.1.1. any guidance, including the National Minimum Standards; and
- 5.1.2. arrangements actively to promote the fundamental British Values of democracy, the rule of law, individual liberty, and mutual respect and tolerance of those with different faiths and beliefs.

6. **School Governing Body**

6.1. The Trustees hereby delegate the running of the School, in accordance with legislative requirements, to the Governing Body. The School shall be managed and conducted in accordance with the Non-Maintained Special Schools (England) Regulations 2015, or such amendment or re-enactment thereof or such legislation as may apply from time to time to Non Maintained Special Schools by the Governing Body (hereinafter called "the School Governors"), constituted as hereinafter mentioned. In particular the School Governors will secure, as far as is practical, that arrangements, as have been approved by the Secretary of State, for safeguarding and promoting the health, safety and welfare of the pupils at the School are carried out.

6.2. The School Governors shall include:

- 6.2.1. at least one member appointed by one or more local authority (but who does not have to be a local authority employer or elected member of the local authority);
- 6.2.2. at least one member elected by teachers at the School from among their number;
- 6.2.3. at least one member elected by or appointed to represent parents of children at the School; and

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6.2.4. at least three Trustees.

- 6.3. All School Governors shall hold office for a period of four years from the date of election of appointment, with the exception of staff governors who may be re-elected but not for more than 4 consecutive years and except in the case of a School Governor of the School who is the head teacher of the School who may hold office as long as that person is the head teacher.
- 6.4. The Governing Body must hold at least three meetings in every school year.
- 6.5. In the event that a School Governor retires or resigns under any of clauses 6.2.1 to 6.2.3, the body electing such trustee shall be notified by the Governing Body that they must appoint an alternative representative.
- 6.6. All School Governors must comply with the Trustee Code of Conduct, as applicable, and may be removed in accordance with it unless he/she is the Headteacher. For the avoidance of doubt, if a Parent or Staff School Governor is removed in accordance with the Trustee Code of Conduct the Parents or Staff respectively will be asked to elect a new Parent or Staff School Governor.

**7. Powers of the School Governors**

- 7.1. To enable them to carry out their duties hereunder, the Trustees shall delegate to the School Governors the management of the School and the School Governors will have the powers set out in the Instrument of Government.
- 7.2. The following powers and other powers expressly retained elsewhere in the Instrument of Government are retained by the Trustees:
- 7.2.1. the power to make an Instrument in substitution for this Instrument or to amend this Instrument subject to the approval of the Secretary of State;
  - 7.2.2. the power to revoke the delegation to the School Governors of all or any of their powers, subject to the approval of the Secretary of State;
  - 7.2.3. the power to confirm or reject as head teacher of the School a nominee recommended by the School Governors;
  - 7.2.4. the power to appoint and remove Trustees in accordance with the provisions contained in the Articles of Association of the Charity;
  - 7.2.5. full powers in relation to all property of the Charity;
  - 7.2.6. the powers of investment conferred upon the Trustees set out in the Articles of Association;
  - 7.2.7. the determination of tuition and other fees payment of which is a condition of attendance at the School;



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7.2.8. full powers in relation to the finances of the School save as expressly delegated by the Trustees;

7.2.9. the power to appoint School Staff;

7.2.10. the power to appoint a Chair and Vice Chair of the Governing Body.

7.3. The Charity shall appoint a Clerk to both the Trustees of the Charity and the Board of School Governors. Such Clerk will provide suitable references.

7.4. The Clerk to the Governors shall be in attendance at meetings and be responsible for the compilation of minutes and other appropriate administrative duties as required.

**8. First School Governors and Meetings**

8.1. The first School Governors to be appointed under this Instrument shall be appointed as soon as possible after the date of the Instrument and their names shall be notified to the Clerk of the School Governors.

8.2. The name of the Parent Governors (at least one but up to two) shall be notified to all parents on appointment and on the occasion of any change.

8.3. Staff may elect up to two Staff School Governors. Election of a Staff School Governor shall be on an annual basis and shall be administered by the Clerk to the School Governors and shall be notified to the School Governors at their meeting next following the election of the Staff School Governor. Nominations with the names of a proposer and seconder shall be handed to the Clerk to the School Governors by the date agreed by the School Governors prior to the date of the next meeting of the School Governors. Such nomination must indicate the consent of the nominee. All permanent staff shall be issued with a voting form indicating the candidate's names and these are to be returned to the Clerk to the School Governors by the dates agreed by the School Governors prior to their meeting. Election results shall be published within a further five working days thereafter. In the event that the Elected Staff School Governor retires or whose position is terminated, for whatever reason, the Staff must elect a new Staff School Governor to fill the remainder of the current term of office.

8.4. The first Meeting of the School Governors shall be summoned by the Clerk to the School Governors as soon as convenient after the School Governors who are not trustees have been appointed or if he/she fails to summon a Meeting for two months after the appointment of all such School Governors by any two School Governors one of whom is also a trustee.

**9. Meetings of the School Governors**

9.1. Ordinary Meetings:

The School Governors shall meet whenever necessary but at least three times a year. The Clerk to the School Governors shall give to each School Governor at least seven



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days' written notice of the date for an Ordinary Meeting and of the agenda for the meeting.

9.2. **Special Meetings:**

The Chair or Vice-Chair shall call a Special Meeting of School Governors at any time upon the requisition of any four School Governors, other than members of staff, provided that at least one of them shall be a Trustee. The Clerk to the School Governors shall give to each School Governor at least two weeks' notice of a Special Meeting, containing particulars of the business for which it is called. Such additional meetings shall be convened within 28 days of the receipt of the request.

9.3. The School Governors shall keep a Minute Book/File in which the names of all School Governors attending Meetings shall also be listed.

9.4. The person presiding at a Meeting must sign written minutes of such Meeting of the School Governors at the same or next Meeting to confirm they are accurate.

10. **Transfer of Administration to School Governors**

Until the opening of the first meeting of the School Governors appointed under this Instrument, the trustees shall administer the School.

11. **Declaration by School Governors**

No person shall be entitled to act as a School Governor whether on the first or any subsequent entry in office until he or she has signed declaration of acceptance and willingness to act in conformity with this Instrument of Government.

12. **School Governors not to be personally interested**

12.1. No School Governor shall take or hold any interest in any property belonging to the School other than as a Trustee for the purpose thereof, or receive any remuneration (other than that payable in respect of salary or other emoluments as Head Teacher or other member of the School).

12.2. Except as provided elsewhere in this Instrument of Government, or in rules properly made thereunder, a School Governor shall withdraw from that part of any Meeting of the School Governors, or a Committee of the School Governors, at which there is to be discussed any matter in which he or she has any personal interest, following the declaration of such interest to the Meeting. All School Governors must comply with the Charity's Conflicts of Interest Policy.

12.3. In relation to any matter affecting or connected with the Staff of the School the Staff Governor, shall absent him or herself from any Meeting of the School Governors during the relevant discussions and take no part in the relative decisions, provided that such School Governors who are invited by resolution of the other School Governors to remain during deliberations concerning the appointment, dismissal, retirement or



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promotion of a member of Staff, may remain if they stand neither to gain nor lose by the decision and has not received notice of termination of contract of service.

- 12.4. In the case of the Chief Executive, Head of Development and Head teacher (or any visiting staff member to the meeting), he or she shall absent him or herself from any part of a meeting of the School Governors during discussions of any matter connected directly with his or her own circumstances, provided that he or she may be invited by resolution of the other School Governors to remain during such deliberations.

13. **Vacancies and Absences**

Every vacancy in the office of Representative, Parent or Staff Governor shall, as soon as possible, be notified to the Clerk of the School Governors and the School Governors may appoint any Parent or Staff Governor from the relevant category of person to fill a casual vacancy only for the unexpired term of office of the School Governor in whose place he or she is appointed.

**Commented [FW1]:** I have inserted an additional sentence at the start of clause 8.3 to deal with your comments here

14. **Disqualification**

- 14.1. All School Governors must be 18 years of age or over at the date they are elected or appointed.
- 14.2. School Governors will be disqualified in circumstances where they would be disqualified from being School Governors of a maintained school under legislation from time to time except that trustees shall not be disqualified for acting as a school governor by reason only of absence from meetings for a continuous period of 12 months.
- 14.3. If any School Governor resigns or is removed from office, the Clerk to the School Governors must be informed in writing.

15. **Quorum and Voting**

- 15.1. There shall be a quorum when three School Governors, of who at least one shall be Trustees are present at a Meeting and every matter shall be determined by the majority of School Governors present and voting on the question.
- 15.2. If at any time of appointment for a Meeting a sufficient number of School Governors to form a quorum is not present or if at any Meeting the business is not completed, the Meeting shall stand adjourned without naming a new date but a Special Meeting may be summoned as soon as convenient.
- 15.3. In the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.



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**16. Proceedings of the School Governors**

- 16.1. The proceedings of the School Governors shall not be invalidated by any failure to appoint or any difficulty in the appointment, election or qualification of any School Governor.
- 16.2. Any resolution of the School Governors may be rescinded or varied at a subsequent Meeting if due notice of the intention to rescind or vary the same has been given in writing to all of the School Governors.
- 16.3. Any Meeting may be adjourned by resolution of the School Governors.

**17. Amendments to the Instrument of Government**

This Instrument of Government may be amended or replaced from time to time by resolution of the trustees with the approval of the Secretary of State and the Charity Commission.

**18. Copies of the Instrument of Government**

A copy of this Instrument of Government shall be given to every School Governor and shall be available for inspection upon request to every member of staff.

Date of Approval:

Signed: .....

(Chair of Trustees)

Next Revision Date: .....