



Advisory Board Terms of Reference

Date: October 2025

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Approved by the Advisory Board: October 2025

Signed:

S. Day

Version Control

Version	Date of review/change(s)	Page and paragraphs affected	Summary of update
V2	Nov 2021	P3 para 1.5	'Of' changed to 'on'
		P7 point 2 'Quorum'	'one advisor appointed by the Directors and 2 non-staff members of the Advisory Board' changed to 'the Headteacher'
		P9 (table) 'Funding' Column 'Detail'	Changed to: The proposed budget for the following academic year will be presented to the Advisory Board at the first meeting of the summer term.
		P9 (table) 'Funding' Column: 'Timeframe'	Changed to: The Advisory Board is to review the budget for the coming academic year and an evaluation report on the previous year.
		P10 (table) 'School Website' Column: 'Timeframe'	Changed to: An audit of this should be conducted and the results presented to the Advisory Board once a year.
V3	November 2023	P4 2.4	Trustees changed to Directors
		P5 5.1.1	by Mrs Judith Gardiner - removed
		P6 4.2	Every 2 years changed to 'reviewed annually'
		P6 annexe 2 1.3	Re. online participation in meetings – removed. Subsequent numbering changed
V4	November 2024	P4 1.8	arrange to visit or have a remote review instead of to support in this area
		P6 Quorum	The quorum must include one director and the Headteacher, or in the absence of the Headteacher, the Deputy Headteacher.
		P9 table: Appointment of Clerk	The Directors are responsible for ensuring the appointment of a Clerk.
		P10 table – last point	'periodically' [review the school] changed to "annually"
V5	October 2025	P4 1.5 P4 2.3.2	Added: and may incorporate an external expert. Increased to 'up to 7 co-opted members'
		P6 1.4	Apologies for absence added
		P7	shall be included as an agenda item
		P7 2.Quorum	Quorum now five instead of four.

Adopted by resolution of the All Saints School Lessingham Advisory Board on 25 October 2019

1. INTRODUCTION

1.1 All Saints school Lessingham is controlled by Directors who are accountable to the Department for Education and have overall responsibility and ultimate decision-making authority for all the work of the School.

1.2 In order to assist with the discharge of their responsibilities, the school has established an Advisory Board. The Directors may review these terms of reference at any time but shall review them at least annually. Any review will take into account the views of the Advisory Board.

1.3 Specifically, the Advisory Board exists to:

- a. Offer support and advice in the key areas of ISS whilst holding no statutory responsibility
- b. Support the school in complying with statutory ISS and Ofsted standards
- c. Assist in developing accountability, vision, ethos and strategic direction
- d. Utilise the various skills of the Board to enable the senior leadership team to focus on the areas of:

- Quality of education
- SMSC/CC
- Student welfare
- Staffing and safer recruitment
- Premises and finance

1.4 The board will provide non-executive advice and support.

1.5 The directors on the board will manage the performance of the headteacher and assist in setting annual targets. The review body will also include a member(s) of the Advisory Board and may incorporate an external expert.

1.6 The board will actively challenge and support the headteacher in monitoring school and student performance and assist in setting whole school targets.

1.7 The board will meet half termly in a minuted meeting forum.

1.8 Board members will undertake to support on a specific ISS area and to arrange a visit to school or remote review, reporting this to the full board within the meeting forum.

1.9 These terms of reference may only be amended by the Directors.

2. CONSTITUTION OF THE ADVISORY BOARD

2.1 Members of the Advisory Board shall be known as “advisors”.

2.2 Directors have the right to appoint such persons to the Advisory Board as they shall determine from time to time. In making any such appointment Directors shall consider the skill set of any appointee and where appropriate consult with the Advisory Board members about the proposed appointee.

2.3 Subject to clause 2.2, the composition of the Advisory Board for the school shall be as follows:

2.3.1 the Headteacher of the School and the Directors

2.3.2 up to 7 co-opted members.

2.4 The procedure for the appointment and the removal of advisors shall be as set out in Annex 1 and may be changed and or varied by the Directors by ordinary resolution from time to time.

3. PROCEEDINGS OF THE ADVISORY BOARD

The proceedings for meetings of the Advisory Board shall be as set out in Annex 2.

4. RELATIONSHIP BETWEEN ADVISORY BOARD AND DIRECTORS

4.1 The Advisory Board shall in carrying out its role:

4.1.1 Support in promoting high standards and aim to ensure that children are attending a successful school which provides them with a good education and supports their well-being;

4.1.2 be responsible to the Directors for its actions and follow the expectations of advisors as laid down by the Directors in the Code of Conduct;

4.1.3 aim to establish that it is competent, accountable, independent and diverse and that it promotes best practice;

4.1.4 aim to ensure that its members promote and uphold high standards of conduct, probity and ethics; and

4.1.5 report to and supply such information as may be reasonably required from time to time by the Directors for the purposes of monitoring and managing its role as set out in these Terms of Reference.

4.2 Directors shall support the work of the Advisory Board by:

4.2.1 setting a clear strategic vision to allow members to set and achieve its own aims and objectives within such vision;

4.2.2 ensuring that systems are put in place to allow the advisors to be presented with timely and appropriate data to allow the Advisory Board to analyse the school's performance in order to support and challenge the Headteacher and the senior leadership team of the school; and

4.2.3 ensure that the advisors have access to high quality training.

4.3 Without prejudice to the Directors' other rights to remove any member and the Directors' rights to amend these Terms of Reference at any time, where the Directors have concerns about the performance of the Advisory Board they may amongst other actions, and having given reasonable notice in writing:

4.3.1 require the Advisors to adopt and comply with an action plan in such form as is determined by the Directors;

4.3.2 suspend or remove any or all of the matters delegated to the Advisory Board.

4.4 Directors may require action where:

4.4.1 the school has failed to meet the targets as laid out in the School Improvement and Development plan; and

4.4.2 where the composition of the Advisory Board or the way it is functioning in the opinion of Directors is such that it is unable to discharge its duties and/or responsibilities.

4.5 Directors may vary the matters delegated where:

4.5.1 the Advisory Board acts outside its delegated powers and limitations;

4.5.2 the advisors are in breach of these Terms of Reference.

4.6 Directors may remove advisors where:

4.6.1 the advisory board is in material breach of these Terms of Reference or has persistently breached any part of these Terms of Reference.

4.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of directors to suspend or remove any or all of the matters delegated to the Advisory Board or any or all of the Advisors. In circumstances where directors have to take such action it will be communicated in writing.

5 DELEGATED POWERS

General principles

5.1 In the exercise of its delegated powers and functions, the Advisors of the Advisory Board shall:

5.1.1 Support the SLT in ensuring that the activities of the school are conducted in accordance with the terms of the company and any agreement entered into with the Department for Education;

5.1.2 Work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the school;

5.1.3 Keep confidential all information of a confidential nature obtained by them relating to the school.

5.2 The powers retained by the Directors and delegated from them to the Advisory Board shall be as follows:

5.2.1 in respect of the school, Annex 3 sets out the powers retained by the Directors, the powers delegated to Headteacher and the Advisory Board.

5.3 For the avoidance of doubt, where a power is not expressly delegated to the Headteacher or Advisory Board it will be deemed to have been retained by the Directors regardless of whether it is specified in Annex 3.

5.4 Annex 3 may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the Advisory Board.

5.5 Notwithstanding the application of any provision of these Terms of Reference, if the Chair of the Advisory Board (or the Vice Chair) is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the school, any student or their parent or a person who works at the school, then they may exercise any function of the Advisory Board which can be delegated to an individual or any function relating to the exclusion of students after consultation with the Directors.

Annex 1 – Appointment and Removal of Advisors

1 Co-opted advisors

- 1.1.1 Co-opted advisors of the Advisory Board shall be appointed by the Directors on the advice of Advisory Board members. He or she must be a person who, in the opinion of the Directors, has the necessary skills set and is committed to the success of the school.

2 Associate members

- 2.1 The Advisory Board can also appoint a number of associate members who are appointed in reply to specific needs at a particular time.
- 2.2 They will be appointed for a set period of time, not to be greater than 2 academic years.
- 2.3 They can be reappointed in the future should the need arise. This should not exceed 2 more appointments.
- 2.4 They will be bound by the same confidentiality regulations as advisors and will undergo the same level of checks.
- 2.5 They can make school monitoring visits where this is integral to their responsibilities and should complete the school monitoring forms.
- 2.6 They will not have voting rights and may only advise on the area they are appointed to.
- 2.7 They can access meeting papers and minutes but need only attend meetings where their area of expertise is under discussion. If this meeting involves any confidential matters they would be asked to leave for this part of the meeting.

3 Resignation and Removal

- 3.1 A person serving on the Advisory Board shall cease to hold office if:
- a) they resign their office by giving notice in writing to the clerk of the Advisory Board;
 - b) the Directors terminate the appointment of an advisor, in writing, whose presence or conduct is deemed by the Directors, at their sole discretion, not to be in the best interests of the school.

4 Disqualification members of the Advisory Board

- 4.1 A person shall be disqualified from serving on the Advisory Board if they do not meet the necessary checks.

5 Appointment and removal of Chair and Vice Chair

- 5.1 The Chair and Vice Chair of the Advisory Board shall be appointed by the Advisors. The Chair and Vice-Chair may be removed from office by the Directors at any time and the reasons for such a decision will be given in writing.

- 5.2 The term of office of the Chair and Vice Chair shall be reviewed annually. Subject to remaining eligible to be an advisor any advisor, other than an advisor who is employed by the school, may be re-appointed as Chair or Vice Chair of the advisory board.

- 5.3 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Directors and the Advisory Board. The Chair or Vice Chair shall cease to hold office if:

- a) they cease to serve on the Advisory Board;
- b) they are employed by the Directors whether or not at the school; or
- c) in the case of the Vice Chair, they are appointed to fill a vacancy in the office of the Chair.

- 5.4 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the advisors of the Advisory Board shall elect one of their number to act as chair for the purposes of that meeting.

Annex 2 – Proceedings of the Advisory Board

1. Meetings

1.1 The Advisory Board shall meet at least once in every half term and shall hold such other meetings as may be necessary.

1.2 Meetings of the Advisory Board shall be convened by the Clerk to the Advisory Board, who shall send the members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.

1.3 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the Advisory Board.

1.4 Apologies for absence must be sent to the Clerk of the Advisory Board in advance of the meeting.

2. Quorum

The quorum for a meeting of the Advisory Board, and any vote on any matter at such a meeting, shall be five of the advisors of the Advisory Board. The quorum must include one director and the Headteacher, or in the absence of the Headteacher, the Deputy Headteacher.

3. Conflicts of Interest

3.1 Any member who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below) which conflicts or may conflict with his duties as an advisor of the advisory board shall disclose that fact to the Advisory Board as soon as he becomes aware of it. A person must absent himself from any discussions of the Advisory Board in which it is possible that a conflict will arise between his duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any Personal Financial Interest).

4. Minutes of meetings

4.1 At every meeting of the Advisory Board the minutes of the last meeting shall be included as an agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.

4.2 The Clerk to the Advisory Board shall ensure that a copy of the agenda for every meeting of the Advisory Board, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Clerk of the board.

SCHEME OF DELEGATION FOR All Saints School, Lessingham

ANNEX 3

Requirement	Detail	Timeframe
Strategy and Leadership		
Approve the Strategic objectives of the School	The Advisory Board will consider the in-year school improvement and development plan (SIDP). The plan must reflect the strategic aims of the Directors where appropriate and must also meet needs as identified by the Headteacher.	The Plan must be approved at the first meeting of the advisory board at the beginning of the academic year.
Independent School Standards	The Advisory Board will oversee the school is meeting the Independent School Standards.	The standard must be checked annually.
Scrutiny and Quality Assurance	The Advisory Board is required to the review the school’s performance against the SIDP.	The Advisory Board is required to review the SIDP on a termly basis and is to ensure that the whole plan is reviewed by the end of the academic year. The programme of review is determined by the Advisory Board.
Self-Evaluation	The Advisory Board will examine the school self-evaluation (SEF). The plan must reflect the outcomes of the QA process and the other evaluations that take place at the school across the academic year.	The SEF should be approved by the AB at the start of each year. The SEF will reflect the previous year’s activities – their successes or otherwise – and an evaluation of where the Headteacher/AB believes the school to be performing against the relevant Ofsted framework.
Advisory Board		
Declaration of Interests	The Clerk to the Advisory Board is to ensure that each advisor has a Register of Interests (Rofl) that is updated as required. The agenda of each meeting should have a standing item to allow advisors to declare any conflicts of interest.	The Clerk is to ensure that the Rofl is updated at least annually. This is to be published on the school’s website.
Appointment of Advisors	The Advisory Board will ensure that there are sufficient advisors to carry out its business in accordance with its TORs and this Scheme of Delegation.	Where it is known that there will be advisor shortages, the Chair of the Advisory Board is to contact the Directors to discuss what alternatives may be available to allow the Advisory Board to continue to function. Any Advisory Board appointments must be in accordance with the TORs.

Appointment of Clerk	The Directors/Headteacher are responsible for ensuring the appointment of a Clerk.	The Directors/Headteacher should ensure that they have appropriate clerking support which can either be through an agency or a directly appointed Clerk.
Advisors Training	The Advisory Board should undertake a self-review that should identify training needs.	The Chair will discuss the outcomes of the review with the Headteacher and the Directors.
Policies		
Policy review	The Advisory Board will examine all policies in place to meet statutory requirements including the Independent School Standards. All appropriate policies i.e. those required by the DfE are to be displayed on the school website.	The Advisory Board is not responsible for writing policies. Policies will either be provided by the Directors or by the Headteacher.
Education, Curriculum		
Quality of Teaching	The Advisory Board is to satisfy itself that the quality of teaching and level of support and intervention is appropriate to meet the aims of the SIDP.	The programme of review should form part of the QA process noted above.
Curriculum	The Advisory Board is to monitor the content and delivery of curriculum provision through its QA process to ensure that it is fit-for-purpose and meets the needs laid out in the Independent School Standards.	The Advisory Board is to ensure that the school's curriculum plan is displayed on the school website.
Funding	The proposed budget for the following academic year will be presented to the Advisory Board at the first meeting of the summer term.	The Advisory Board is to review the budget for the coming academic year and an evaluation report on the previous year.
School Admissions Policy	The Advisory Board is to review and the Admissions Policy each year.	The approval process including the consultation period must follow the timelines laid down by the DfE.
Student Issues	The Advisory Board is to receive regular reports on student matters (academic), exclusions (fixed-term and permanent) and attendance.	The Advisory Board should consider all of these issues either through scrutiny of the Headteacher's report or as part of their QA process.
School Hours	The Advisory Board is to consider the school opening and closing times.	The Advisory Board should consider any decisions made about changing opening and closing times at the school has been subject to proper consultation.
Term dates	The Advisory Board is to consider the term dates on behalf of the Board.	The Advisory Board is to ensure that any changes to term dates are subject to proper consultation.

Safeguarding	The Advisory Board is to appoint a Safeguarding member who has specific responsibilities to monitor safeguarding at the school. This must include a meeting with the DSL, a check of the single central record and a check that all staff safeguarding training is up-to-date. The Advisory Board is to review the school safeguarding policy.	The Safeguarding member must meet with the DSL at least termly. The Safeguarding member must report the outcome of their meeting and any other safeguarding activities they engage in to every meeting of the Advisory Board. The safeguarding policy must be reviewed annually. The Board should receive an annual safeguarding update/training at the beginning of each year or as necessary.
HR and Operations		
Appointing the Headteacher	The Advisory Board shall be involved in the appointment of recruitment of the Headteacher.	The process of recruitment of the Headteacher shall be agreed between the Directors and the Chair of the Advisory Board.
Appointment of SLT	The Advisory Board shall be involved in the recruitment of members of the SLT.	The process of recruitment shall be decided between the Directors the Chair of the Advisory Board and the Headteacher.
Headteacher Performance Management	A member of the Advisory Board shall be involved in the Headteacher Performance Management process.	The Performance Management of the Headteacher shall be the responsibility of the Directors but with input from the Advisory Board.
Staff handbook	The Advisory Board shall check that a staff handbook is available to all staff.	The Advisory Board should examine the Staff handbook annually and consider whether it reflects the school operation.
School Website	The Advisory Board is to annually review the school website to ensure that it meets all DfE requirements while promoting the school in the most effective way.	An audit of this should be conducted and the results presented to the Advisory Board once a year.