



# Governance Policy

## Executive Summary



Approved by the  
Board of Governors  
16 February 2022



## Audience

Governors and Trustees of the School, Clerk to the Boards of the Association, Srl Board Members, the Principal, Heads of Schools, the Director of Finance and Operations, Parents, Guardians and General Public.

## Key Points

This Executive Summary covers the following points of the Governance Policy:

- The corporate structure and the governance structure of the St George's British International School.
- The statutes of the St George's School Association and the companies within that structure, and the legal framework the various entities operate in.
- The various statutory organs within the governance structure of the Association and the School and their roles and responsibilities.
- The guidelines for best practices for school governance.
- The policies, procedures, rules and guidelines determining governance functioning and interaction.

# 1. Introduction

St George's British International School in Rome (the "School") strives to achieve the highest standard of school governance, in order to effectively and efficiently fulfil its goals and to ensure long-term continuity of the School. The School aims to apply the best governance practices in British international education, while respecting Italian legislation and the specific structure of the School.

To this end, the founders established an Association to own and operate the School. The framework was later modified by creating two limited liability companies ("Srls" in Italian) owned by the Association and entrusted with running the two Schools, and by adopting a set of coherent school policies, defining the ambit for the School's activities and operations.



**The Association's statutory organs are:**

- the Board of Trustees
- the Board of Governors
- the General Assembly

The Chair of the Board of Governors is the legal representative of the Association.

**The School companies statutory organs are:**

- the Boards of Directors.

The Principal is the Managing Director of the two companies.

## 2. Aim

The aim of the Governance Policy is :

- To promote and ensure the effective governance of the School
- To promote constructive collaboration between the Principal and the governing bodies, each being aware of their respective roles.
- To ensure the effectiveness of the Association's Governing Body, by promoting its continuity and the balance in its composition, including in terms of competences and by ensuring an adequate *induction of new Governors*.
- To ensure that any *conflicts of interest* in the Association's governance are addressed appropriately and registered accordingly.
- To ensure the School operates in compliance with Italian legislation and in accordance with British and international best practices.
- To ensure the School's regulations and policies are consistent and coherent, contributing to good management and the effective operation of the School.
- To ensure continuity of the School by keeping oversight of sound management of financial, strategic and operational risk.
- To ensure transparent decision making and dissemination of information among the statutory organs.
- To keep the structure and processes of governance of the school in accordance with the requirements of the school and its stakeholders



## 3. Practices and Procedure

### **Corporate structure**

The School consists of three schools in two locations: the La Storta Senior School, the La Storta Junior School and the City Centre Junior School. The two schools in La Storta, are operated by an Italian limited liability company, the St George's School Srl. This company is the sole shareholder of another Italian limited liability company, officially registered as the Piccolo Mondo Scuola Elementare e Materna Srl, and operating under the name of St George's City Centre School.

The sole shareholder of St George's School Srl is the St George's School Association an association whose members are non-staff parents of current students of the School.

### **Ownership and Rental Arrangements**

The Association owns the premises of the school (land and buildings) at La Storta and rents them to its wholly owned operating company, the St. George's School S.r.L. This rental agreement was stipulated in September 1999, when the S.r.L. was set up.

The St George's School S.r.l. is, in turn, the sole shareholder of Piccolo Mondo Scuola Elementare e Materna Srl (PM srl), which has an 18-year rental agreement with the Knights of Columbus for the City Centre premises.

### **Legal compliance**

The School operates in compliance with Italian law and with educational best practices in a British context. The Association was created more than 60 years ago, with a non-profit status, as successively recognised by a decree of the President of the Republic (n. 239 of 14<sup>th</sup> February 1966). The statutes of the Italian association are deposited at the Prefettura di Roma. The School operates under the terms of a license from the Italian Ministry of Education as a Scuola Privata non-Paritaria.

### **Oversight**

The Association members meet once a year at the Annual General Meeting (AGM). They delegate the strategic oversight of the School to the Board of Governors.



The Board of Governors selects individuals to be appointed to the Boards of Directors of the two companies at their shareholders' assemblies. The Company Boards include the Principal and two members of the Board of Governors.

### **The Board of Trustees: role and duties**

The Board of Trustees consists of three members nominated by the Board of Governors and appointed by the AGM for a three-year renewable mandate.

The Trustees have a safeguarding role but cannot alter decisions by the BoG. The statutes require the BoG to refer certain major decisions to the Trustees before they can come into effect. The Trustees are subject to the same conflict of interest and code of conduct policy as the Governors.

### **Board of Governors: role and duties**

The Board of Governors has the following duties:

- To ensure the School has a clear strategic vision that is shared and agreed to by Governors and the Principal.
- To support and challenge the Principal in making sure the strategic vision is analysed, expressed, implemented and regularly reviewed via a strategic plan that includes a clear set of objectives, balancing the long-term and short-term needs of the School.
- To ensure that prudent and sound financial management and risk management are in place, by overseeing and approving the annual budget and by overseeing the review and update of the School's policies and their execution.
- To appoint the Principal.
- To perform an annual performance review of the Principal and others on dirigenti contracts.
- To propose candidates for election to the company boards.
- To identify any conflicts of interest of Governors, keeping a record of them and of related mitigating actions.
- To resolve complaints and safeguarding allegations that escalate beyond the level of the Principal.
- To organise a new Governor induction programme in a timely manner



**The Board of Governors must not be involved in operational management of the School unless very particular circumstances dictate.**

Governors are appointed by the AGM for a four-year renewable mandate, whilst Staff Governors are appointed for 1 year mandates. The Board of Governor elects a Chair and Vice-Chair, and nominates the Treasurer of the Association every year. It may also nominate a Safeguarding Governor and a Whistleblowing Governor. The Board of Governors is supported by the Clerk.

Before any newly elected governor can take up his/her function, she/he needs to complete a *New Governor Induction process*, in order to familiarise him/herself with the duties and responsibilities of the position and with relevant details of the School.

To prevent individual Governors acting in their family's or their own personal interest instead of the School's, each Governor must declare any conflict of interest he/she may have when taking up the function and must sign a Code of Conduct.

**Association**

The General Meeting of the Association takes place once a year. During the General Meeting, the Board of Governors presents to the assembly the highlights of the past year of school governance and objectives for the coming year. The Assembly is called to approve the annual accounts of the Association of the previous year, following their approval by the Board of Governors and their audit by the Association's auditors.

The Association may also be convened in an Extraordinary General Meeting to vote in particular on any changes in the Association statutes or other matters.

**Meetings and organisation**

The Board of Governors holds meetings according to the rules set out in the *Association Statutes*, which allows for online meetings in certain cases. Meetings shall be called with at least a 14 days' notice and an agenda and supporting documentation should be provided within 7 days of the meeting. The Clerk will take minutes of meetings, and normally



distribute draft minutes as soon as possible, but ultimately within 5 business days, to all members.

The Board of Governors may create committees to which it can delegate research and evaluation of any specific subject. The Board of Governor gives all committees *Terms of Reference* defining the committee's scope of operation and a designated management interface.

The Board of Governors meets around five times per year, and the Committees meet around once per term. However, additional meetings may be called as needed.

### **Board composition**

Following the Association Statutes, the Board of Governors can consist of a maximum of 16 members. 8 of the 16 positions are available for Association members, to be elected by the AGM, 2 of the 16 are available for staff-governors chosen by the Staff Association, 3 can be appointed by the Board of Governors and 3 by the Board of Trustees. The staff, Board and Trustee proposed appointees all have to be ratified during the AGM of the Association. A minimum of 9 positions need to be filled at all times. Decisions which are voted upon have to garner a majority of the voted in order to become effective.

### **Interaction between Board of Governors and the Principal**

Constructive collaboration between the Principal and the governing body, each respecting their roles is a prerequisite for successful operation. The role of the Board of Governors should be that of a 'critical friend': supportive to the Principal, and challenging when needed.

### **Assessment and Record Keeping**

The assessment of the School governance is part of the regular external school inspections. The Clerk to the Boards of the Association is required to keep records of activities and decisions in a manner appropriate to assure easy and timely consultation by all members and management, subject to any confidentiality limitations, which shall be known to all.



## Monitoring and Review

This Executive Summary will be reviewed by **the Governance and Risk Committee** in **2024**.