

The Education & Schools Stakeholder Advisory Board – Terms of Reference (ToRs)

Function:

The Education & Schools Stakeholder Advisory Board (TESSA Board) is an advisory board to The Education People (TEP) Company Board.

The TESSA Board's primary function is to provide market feedback on the current and future service needs of the Kent educational community and to test new product and service ideas.

Specifically, the TESSA Board will consider the:

- Customer satisfaction and reputation of TEP and the LATCOs in the education sector;
- Quality and relevance of TEP's educational products and services; and
- Development of new educational products and services.

An additional function of the TESSA Board is to act as a critical friend to the company and make expert recommendations to the TEP Board on the educational aspects of the company's work to help ensure that TEP is successful in delivering effective services that improve educational outcomes and life chances for children and young people in Kent.

Specifically, the TESSA Board will advise the TEP Board in respect to the educational aspects of:

- The TEP Business Plan;
- Strategic and educational priorities for the company;
- Relevant general developments and concerns in the education sector; and
- The state of the labour market and the recruitment and retention of specialist staff.

The TESSA Board's specific responsibility for the matters set out above and shall report and make recommendations to the TEP Board via the TESSA Board Chair on a regular basis.

With the prior agreement of the Chair of Kent HoldCo and/or the relevant LATCO company board, the Chair of the TESSA Board will also advise the other LATCO boards and the Kent HoldCo on relevant education matters on an ex-officio basis.

Membership:

The TESSA Board shall be appointed by the TEP Board in consultation with Kent County Council (KCC) Children, Young People and Education (CYPE) Directorate, Kent Association of Headteachers (KAH), the Early Years Provider Association (EYPA), Kent Governors Association (KGA), Employer Guilds and Kent Further Education College Partnership.

The TESSA Board shall comprise at least ten members chosen to represent the broad diversity of the education sector in Kent across early years provision, primary education, secondary education, tertiary education, including apprenticeship provision and special education.

In appointing TESSA Board members, care will be taken to minimise the risk of any conflict of interest or coalition of interests that could arise. Only TESSA Board members have an automatic right to attend meetings.

The TEP Board in conjunction with Kent County Council (KCC) Children, Young People and Education (CYPE) Directorate will appoint the Chair of the TESSA Board.

Subject to the approval of the TEP Board and the Shareholder, which won't be unreasonably withheld, the Chair of the TESSA Board will serve as a specialist non-executive director on the TEP Board.

As a TEP company director, the Chair of the TESSA Board will be a full TEP Board member with all associated voting rights. This gives the TESSA Board an official voice on the TEP Board and a vote in the approval of the TEP business plan and other key governance matters of the Company.

The role of the TESSA Board Chair is to accurately reflect the collective views of the TESSA Board to the TEP Board on all the educational, products and service matters discussed in the TESSA Board.

With the agreement of the Chairman of the TESSA Board, the Director – Education, Planning and Access, the KCC Education Lead Advisor and the Chief Executive Officer of TEP, will regularly attend meetings of the TESSA Board but will not be voting members.

Term:

Whilst they remain engaged in the educational sector they represent; TESSA Board members will serve for a period of three years, as will the Chair.

Remuneration & Budget:

TESSA Board membership is unremunerated but TEP will pay reasonable expenses for members to attend meetings in line with their normal expense policy. All personal and Board expenses will be approved by the TEP Company Chief Executive Officer.

The Chair of the TESSA Board will receive an honorarium to reflect their additional involvement in organising meetings, being a company director and attending the TEP Board.

A budget will also be set aside for TESSA Board meetings, training and other related expenses.

Attendance:

The TESSA Board, through the Chair, may invite any directors or other executives of TEP, KCC LATCOs or KCC to attend all or part of any meetings as and when required by the TESSA Board.

Administrative and Secretarial Support and Venue:

TEP shall furnish the committee with appropriate administrative and secretarial support to take minutes and coordinate meetings as required. TEP will also provide an appropriate venue for TESSA Board meetings and training as required.

Quorum:

The quorum necessary for the transaction of business shall be at least six members of the TESSA Board, one of whom must be the Chair. A duly convened meeting at which a quorum is present shall

be competent to exercise any of the authorities, powers and discretions vested in or exercisable by the TESSA Board.

Without prejudice to the foregoing, all members may participate in a meeting of the TESSA Board by means of a conference telephone or by any other communication equipment which allows all persons participating in the meeting to hear each other or otherwise be party to all elements of the discussion.

A member of the TESSA Board participating remotely shall be deemed to be present in person at the meeting and shall be entitled to fully participate and be counted in the quorum accordingly.

Frequency of Meetings:

The TESSA Board shall meet at least once every 3 months (four times per year) and at any other such time as the Chair of the TESSA Board requests, or at the reasonable request of any of the TESSA Board members as is considered necessary or appropriate.

Notice of Meetings:

Unless otherwise agreed, notice of each meeting confirming the venue, date and time, shall be forwarded to each member of the TESSA Board and to other attendees as appropriate at least four weeks prior to the date of the next meeting.

The agenda of items to be discussed and supporting papers will be issued at least at least one week prior to the date of the next meeting.

Minutes of Meetings

The Secretary shall minute the proceedings and decisions of all TESSA Board meetings, including recording the names of those present and absent plus individuals in attendance. The Secretary shall also minute the proceedings of any meeting between the Non-Executive Directors where executive management are not present at the discretion of the TESSA Board Chair.

The members of the TESSA Board shall, at the beginning of each meeting, declare the existence of any conflicts of interest and the Secretary shall minute them accordingly.

Draft minutes of TESSA Board meetings shall be circulated promptly to the Chair and subsequently agreed by all members of the TESSA Board.

Once approved, minutes of TESSA Board meetings shall be circulated to all members of the TESSA Board and published on the TEP website unless they contain information the Chair deems sensitive. In which case, they will be redacted before publication.

Reporting Responsibilities

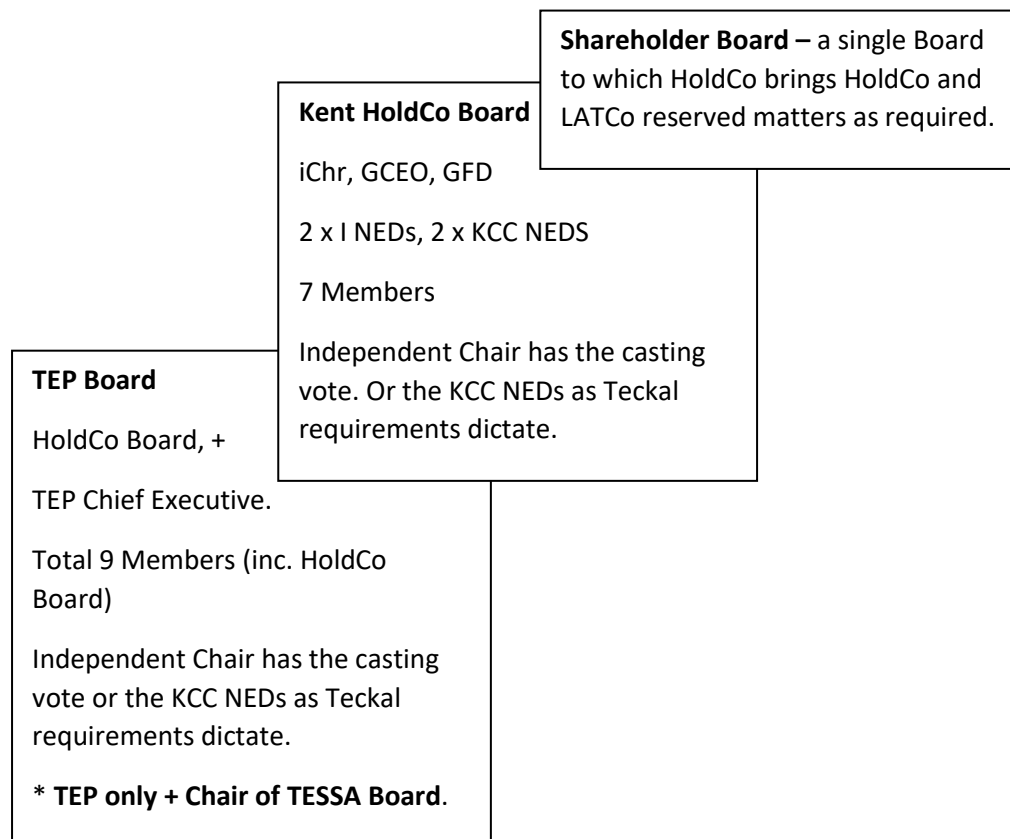
There will be a standing agenda item on the TEP Board for the Chair of the TESSA Board to report formally on its proceedings.

Conflicts of Interest

The TESSA Board shall take care to recognise and manage conflicts of interest when receiving views from members.

Appendix 1 – ‘Single’ Board Structure for TEP (and the other LatCos)

The Board of each LATCO comprises two dedicated directors, the CEO (MD or GM) and an independent or KCC non-executive director PLUS all the members of the HoldCo Board. In the case of TEP this is structured as follows:



Note:

- **The Education & Schools Stakeholder Advisory Board** - TEP will institute a Stakeholder Board, the TESSA Board, comprising a representative group drawn from local schools, early years settings and educational associations, such as KAH, school governors, further education and guilds.
- **The TESSA Chair** – The TESSA Chair will be appointed by the TEP Board in consultation with KCC, CYPE Directorate and will be a specialist NED director for the TEP Board.