



NCER^{CIC}
National Consortium for Examination Results
Community Interest Company

Corporate Governance Policy

Objective:

To formalise and document the corporate governance arrangements of NCER. Its system of governance is designed to provide a transparent organisational structure with clearly delineated reporting lines.

Detailed job specifications for the Directors are available on the NCER website. The job specifications set out and allocate the specific responsibilities.

Guiding Principles:

One of the key factors of good corporate governance is proportionality. The corporate governance approach has been designed to fit the culture and organisation of NCER and to meet the requirements of the key stakeholders. In forming this policy, consideration has been given to the company's status as: A Community Interest Company (CIC).

Approach to Corporate Governance:

The corporate governance policy of the company is to establish and follow a transparent and consistent governance strategy with clear and appropriate communication to all stakeholders. It operates in a framework of robust systems and controls, effective accountability and in a fair manner, practising good business ethics.

Corporate governance should also encapsulate the Board's stance on the culture it seeks to engender within the business; its ethical stance and the leadership "tone from the top".

An important aspect of a Board's role is to develop standards with regard to the culture, ethics and values of the business. This is particularly important as Local Authorities (our main customer base) will expect this form of leadership to reflect and be seen to determine how NCER provides services to them.

Effective Board:

The Board will act in accordance with a schedule of delegations agreed by the Board, in accordance with specified matters reserved for the Board and in accordance with its own terms of reference.

The Board will hold an annual review of its effectiveness, including an assessment of the information it receives. As part of the annual review each Director will be invited to assess the performance of the Chair and other Board members. The output is shared with all the Board members. Overall effectiveness will be evaluated as part of the annual independent review of NCER.

On resignation, a non-Executive Director will be asked to provide a written statement to the Chairman for circulation to the Board.

At the end of each year, the Board will agree its meeting schedule for the following year.

The Board meets formally at least twice a year and with other ad hoc meetings convened as required.

Only Directors have a right to attend meetings. Others do so by invitation. Attendance records are maintained by the Managing Director. Minutes of each meeting will show a true and accurate reflection of the discussions undertaken and the actions agreed.

Draft minutes are prepared for review by the Chair of the meeting in a timely manner and then circulated to the other Directors for comment. Draft minutes will be signed at the following meeting.

A Minimum number of Board members required for a quorate decision shall be agreed and reviewed by the Board on a regular basis.

Clear Division of Responsibilities between the Chair and the Managing Director:

The NCER Managing Director is responsible to the NCER Board and the other NCER Directors for developing, monitoring and reporting on the effective governance of the NCER and is responsible for the day-to-day running of NCER and its core meetings, and assists the Chair in ensuring that NCER maintains its lead position in enabling local authorities to analyse performance and attainment data.

The Managing Director is responsible for the effective governance of NCER including ensuring effective GDPR compliance.

The NCER Managing Director is responsible for the effective operation and on-going development of NCER financial planning to ensure that the NCER remains financially viable in the short, medium and longer terms.

The NCER Managing Director is responsible for ensuring that the highest standards of corporate financial governance are followed by the NCER, working with the auditors appointed by the Board.

The NCER Managing Director is responsible for day-to-day running of the NCER finances through the external accountants as appointed by the Board

The NCER Managing Director is responsible for ensuring the required banking governance is in place with its appointed bank.

The NCER Chair will lead NCER so that it continues to be the foremost organisation in the area of educational performance data analysis for local authorities.

The NCER Chair will provide strategic direction and leadership to the NCER through chairing the core NCER meetings, and will promote effective professional relationships within the NCER, and between the NCER, its strategic partners in local and national government, and its suppliers.

The NCER Chair will be an external ambassador for NCER and will work to ensure that strategic partners outside local authorities understand and support the work that NCER does. NCER's strategic partners include the DfE, Ofsted, ADCS, Solace, the LGA and NPIMG.

In work with ADCS and the LGA in particular, the NCER Chair will work to ensure that senior and strategic managers are aware of, and promote the effective use of, NCER products within their local authorities.

The company maintains job-profiles for the Chair and the Managing Director that confirm the clear division of their responsibilities.

Board Balance & Independence:

The Board includes an appropriate number of independent non-Executive Directors.

The Board believes there is no undue reliance on any one Director.

The Board aims for an appropriate mix of experience and expertise.

Board Appointments:

The Board considers that appointees, particularly the Chair have sufficient time available to fulfil their duties as Directors.

The Managing Director is responsible for ensuring there are sufficient Directors both in number and experience in order to properly manage the company.

Board and senior management structure is considered, together with succession planning, on a regular basis.

All Executive and Non-Executive Directors operate within a defined job specification, examples of which are available on the NCER website.

Information & Professional Development:

The Board will provide on-going Director Development and the updating of its skills when reviewing Board effectiveness. It is also considered by the Managing Director as part of the process of apportionment and allocation of responsibilities.

The Board considers any request received from Board members for access to independent professional advice at the Company's expense.

The Board has adequate access to the advice and services of specialist professionals eg, finance, Legal, IT etc.

Performance Evaluation:

The Board holds and acts upon a formal Annual Performance Evaluation of its own conduct and effectiveness.

Financial Reporting:

The company presents a balanced and understandable assessment of the company's position and prospects in their annual financial statements.

Directors will explain in their annual report their responsibility for preparing the accounts and include a statement by the auditors, as appropriate, about their reporting responsibilities (if applicable).

The report will state that the business is a going concern and includes supporting assumptions or qualifications as necessary (if applicable).

Internal Controls:

The NCER risk management statement, which addresses key corporate and operational risks, is reviewed quarterly by the Board.

A risk register is maintained to record individual risks.

The statement highlights the roles and responsibilities around risk management activity across the organisation.

An external independent review team will evaluate the effectiveness of key systems and processes on a thematic and specific basis.

The Board will consider the outcomes of the independent external reviews.

Accountability & Audit:

The Managing Director reviews audit and risk matters on behalf of the company.

This policy was approved by the NCER Management Board on 17th March 2020

This policy will be reviewed annually together with an annual review of the compliance and effectiveness of the policy.

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