

Aim	RAG Rating	Evidence required	Update as at September 2025	Lead person
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C1 There should be evidence that the council and senior management recognise the importance of establishing appropriate and proportionate governance arrangements for the oversight of entities		<p>Council has sufficient control to ensure its investment is protected, appropriate return and entity's activities aligned with values and strategic objectives of the Council</p> <p>Compliance with Teckal exemptions.</p>	<p>Annual report scheduled for submission to Cabinet in September 2025 for 2024/25.</p> <p>Council's CISC reviewed annual report and draft proposals for business improvement plan in 2024. An external review of governance has been commissioned and results presented to members.</p> <p>Cabinet to consider the draft Business Improvement Plan for 2026/27 for approval in December 2025 after it is reviewed by SCF Board in September 2025</p> <p>SCF is in a cycle of regular reporting both internally and to formal member bodies.</p> <p>Formal strategies are taken to Cabinet for approval to ensure alignment with strategic objectives.</p> <p>SCF does not provide services to third party and therefore control and function tests of Teckal met.</p>	Assistant Director Legal and Governance (SRO)

<p>C2 There should be evidence of a culture of challenge and clarity relating to the purpose, efficiency, effectiveness, specific objectives, and freedoms of the entity</p>	<p>Culture of challenge demonstrated by transparent scrutiny by the Council.</p> <p>Clarity of purpose</p> <p>Clear objectives</p> <p>Sufficient freedoms to achieve objectives.</p>	<p>There are clear contractual and governance documents governing the entity and contractual performance indicators linked to the Council's strategic objectives and the company's purpose.</p> <p>Mutual Ventures has reviewed governance arrangements and set out recommendations for the Council and SCF. An action plan for both parties to be discussed at contract monitoring meeting in August 2025 and presented to Cabinet for approval.</p> <p>The objectives are reviewed at internal contract monitoring meetings and reported to Cabinet at least annually.</p>	<p>SCF CE/Chairman/ Director of Finance</p> <p>SRO</p> <p>SCF company secretary</p>
<p>C3 There should be a clearly designated council shareholder role or function which is both understood and recognised by the council and</p>	<p>Designated "shareholder" role to represent council's ownership.</p> <p>Shareholder provides oversight of any decisions taken by the entity</p> <p>Shareholder provides regular review of whether entity provides most effective vehicle to deliver outcomes</p>	<p>The articles have reserved matters set out at a level that allows the company to make operational decisions to achieve its objectives.</p> <p>AD Legal and Governance fulfil "shareholder" rep / SRO role for council.</p> <p>Regular meetings with council appointed director, chair and company secretary. Access to board reports and minutes.</p> <p>Regular reporting to contract meetings and Council member meetings.</p> <p>Council has adopted Connected Entities Protocol in its Constitution</p>	<p>AD Legal and Governance</p>

the entity
(and
documented
in terms of
reference)

C4 There
should be
clarity
regarding the
role of
shareholder,
with reserved
matters
clearly
documented
and updated
as required,
reflecting any
changes
made as the
entity has
developed, in
a
shareholder'
s agreement
(or as set out
in the
company's
governing
articles of
association)

Process for appointing a shareholder is set out in terms of reference.

setting out role of SRO/shareholder role.

SRO is due to attend board away day in September 2025. Entity exists under direction of DfE, and meeting with DfE lead official in August 2025 to discuss slimmed down governance and oversight of DfE to reflect move from commissioner or advisor model.

Shareholder agreement describes powers of the board with reserved matters including:

- Approval of annual business plan
- Approval of significant contracts
- Admission of new shareholders
- Declaring dividends
- Charging / mortgaging assets
- Appointing / removing directors
- Buying / selling assets
- Taking out loans above threshold
- Winding up the company

Evidence that meetings taking place.

As a wholly owned company there is no need for a member agreement, as articles set out reserved matters and service delivery contract sets out further detail on governance.

The reserved matters include:

- (a) Approval of annual business plan
- (b) Approval of significant contracts
- (c) Changing membership of company
- (d) Significant loans
- (e) Appointment and removal of Chair, Chief Executive and council nominated NEDs
- (f) Purchase or disposal of significant assets
- (g) Winding up company
- (h) Ability to give special resolution.

Contractual meetings have agenda and notes and formal reporting to Cabinet for more significant decisions.

SCF company secretary /
AD Legal and Governance

C5 There should be evidence that the individual or committee undertaking the shareholder role is provided with suitable training and support commensurate with the role and is independent of the relevant company

C6 There should be evidence of formal periodic shareholder/Chair/CEO meetings with effective supporting papers to inform subsequent company board meetings

Role and responsibility of the shareholder are reviewed regularly by members

Regular 360 degree reviews with representatives from the entity and the council are conducted

The council has developed requirements for shareholder training

The shareholder has a mechanism to communicate its views to the entity

Periodic and effective shareholder/chair/CEO meetings are documented.

Governance reviews conducted in 2022 and 2025. Local Partnerships guidance used to keep the action plan up to date.

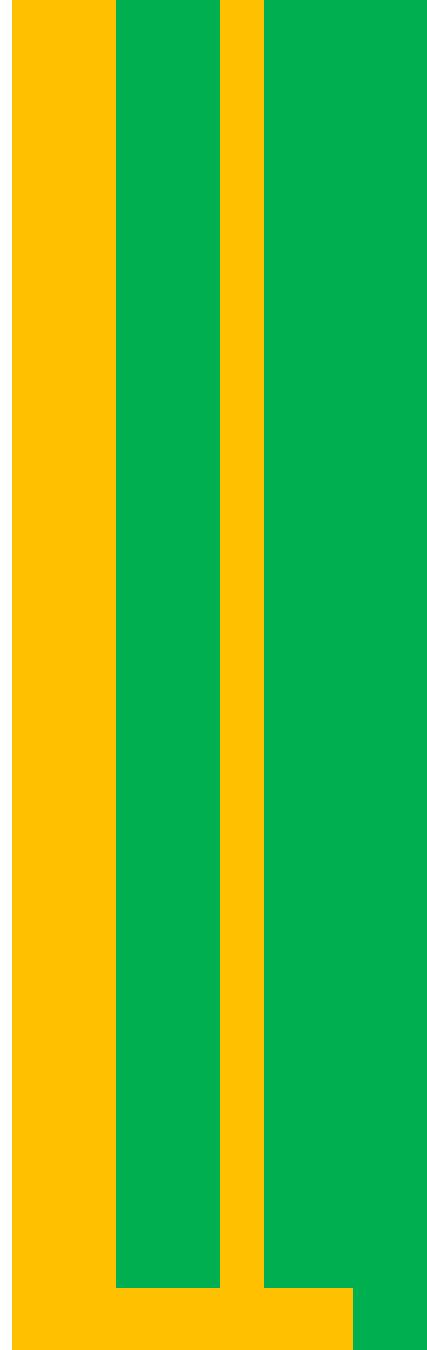
New Connected Entities Protocol in Council's Constitution sets out roles and responsibilities as well as reporting cycle.

Contract monitoring meetings fulfil this requirement. The Chair and SBC CE attend the quarterly strategic meetings.

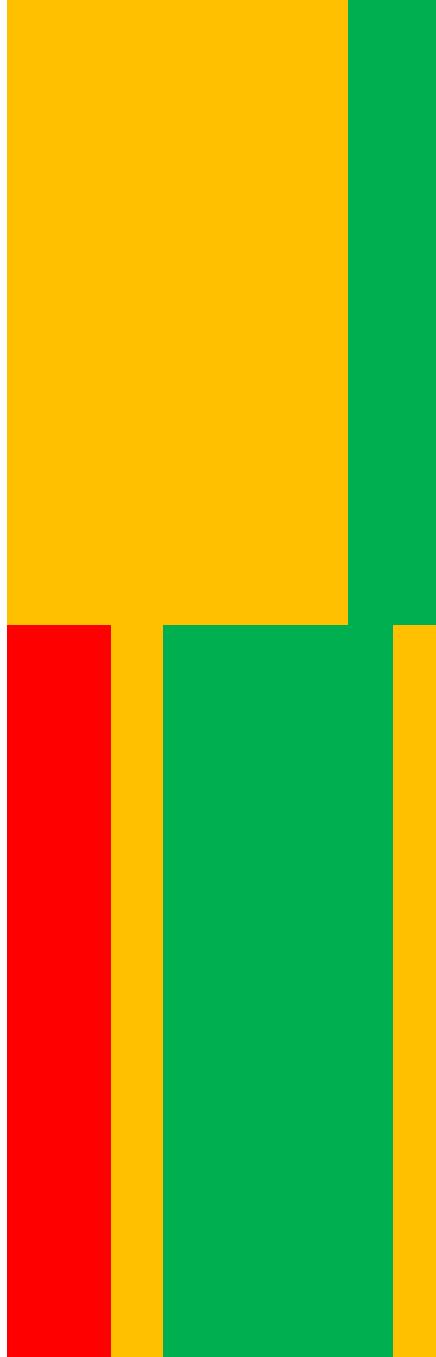
Updates on the governance actions are reported to strategic contract meetings and referenced in formal member reports.

AD Legal and Governance

SBC Chief Executive/company secretary
AD Legal and Governance

C7 There should be documented evidence of transparent member and officer scrutiny, oversight, and approval of business plans		<p>Clearly defined governance framework underpinned by clear governance principles</p> <p>Role of shareholder separate from the board</p> <p>The business plan is current and updated at least annually</p> <p>The business plan is challenged and monitored by the shareholder function</p>	<p>The business plan is approved annually by Cabinet and was last approved in December 2024. There are clear terms of reference for Cabinet Committee in relation to performance reports, although due to functions of SCF, reports are generally taken directly to Cabinet eg. annual report, approval of key strategies.</p> <p>The SRO is not on the board and function is distinct from board.</p>	<p>SCF CE/Chair</p> <p>SRO</p>
C8 There should be		<p>The council regularly undertakes an objective</p>	<p>An annual update on governance is to be presented to Audit and Corporate Governance Committee in September 2025 to increase its oversight of company governance.</p> <p>New contractual KPIs were set in December 2023. Reporting is taken to</p>	<p>SCF CE/ Director of Operations</p>

evidence of a clear set of KPIs that fall out of the business planning process



assessment of how successful each entity supports its policies and strategies

KPIs are relevant to smarter goals

KPIs are reported and monitored within the context of a governance framework

Remedial actions are implemented and monitored if KPIs are not met.

Board, committee, chair and director performance is evaluated annually, including against agreed KPIs.

Performance management routines eg. Annual appraisals, connection to personal objectives

strategic contract meetings, as well as included in annual report and reviewed in business plan, both of which are formally reported in public to elected members.

The KPIs are a mix of SMART targets and more nuanced indicators focused on partnership working. The DfE commissioner was consulted and was supportive of the changes.

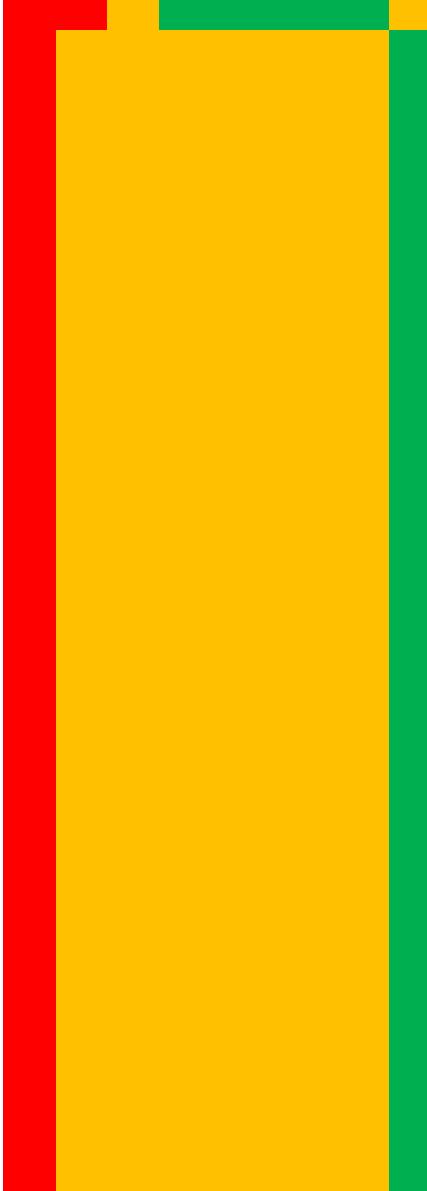
The Chair has jointly set appraisal objectives for SCF CE with SBC CE due to dual nature of role.

Executive directors have all had appraisal meetings and these will be submitted to the RNA Committee for noting in January.

The non-executive director appraisals were completed in June 2025, however the written version has not been supplied to the company secretary or SRO.

There is a lack of transparency on performance management of the Chair and this is being discussed with DfE official in August 2025.

SCF chairman and chair of RNAC SCF CE

<p>C10 There should be evidence of ongoing assessment of value-for-money and quality offered by the entity through an adequately resourced monitoring function</p>		<p>Contract management resource within the council where services are provided by the entity</p> <p>Regular reviews take account of value for money and performance quality</p> <p>Budget setting and business planning takes account of such value for money assessment rather than approving entity payments "on the nod"</p>	<p>The DfE funded a value for money review in 2022. A updated review was conducted in 2025. This included a high-level review of value for money.</p> <p>SCF has contractual indicators based on value for money and medium term financial strategy as well as short term delivery.</p> <p>In 2024.5 SCF returned a £2.8m reduction in core contract funding to the Council. Forecasts are regularly reviewed between the Council and SCF in formal finance meetings. In year revenue savings were also used to fund invest to save initiatives which should reduce future costs.</p>	<p>SCF Director of Finance/ SBC ED Finance and Commercial</p>
<p>C11 There should be ongoing assessment</p>		<p>The Council regularly reviews risks relating to its entities and establishes whether they are</p>	<p>SCFs Audit and Finance committee has reviewed value for money and provides constructive challenge to the executive team. SCF has a NED experienced in CSC commenced in role and will provide another opportunity for constructive challenge on value for money.</p> <p>SCF has risk reporting at Audit & Finance Committee and Board and has harmonised its arrangements with those in the Council. The Council's risk</p>	

<p>of risks relating to the entity, supported by processes to ensure that risks are managed as part of the council's overall risk management approach, with appropriate escalation and reporting</p>		<p>effectively managed and scrutinised.</p> <p>The council's O&S committee provides overview, pre-decision scrutiny and call-in decisions in relation to the entity.</p>	<p>management policies and procedures are under review. The Council's risk board receives reports from SCF and is attended by a SCF representative. The Council's Risk Manager is working closely with SCF. However there is a lack of clarity around the board process for risk management and the Council's process. The board should have responsibility for risk management and should report any risks up through normal contract management processes. There is an example of risks being flagged as red for safeguarding with limited evidence to justify the rating, which calls into question the process sitting behind risk rating.</p>	<p>SBC ED Finance and Commercial</p>
<p>C12 There should be evidence of a consistent approach across the council when it comes to engaging with its entities</p>		<p>All council entities are managed in a consistent way with appropriate support, guidance and controls</p>	<p>There are required improvements to SBC's company governance. However SCF is a company set up under direction of the DfE, is a company delivering statutory functions and is demonstrating that it operates within the Council approved Business Plan . It would therefore not necessarily be appropriate for it to be managed in the same way as other entities.</p>	<p>SBC ED Finance and Commercial</p>

C13 The council's shareholder function and auditors should have clear and unfettered access to audited accounts for its entities

The Council's audit committee pays specific attention to accounts and audit reports.

The Council's internal auditors are able to gain clear and transparent access to financial information and overview of internal controls.

conflicts of interest and a framework for review and reporting for each entity. This helps with consistency, whilst recognising the differences between each entity.

The Council's audit committee has received regular reports on SCF governance and the AGS contains actions in relation to wider company governance. SCF statutory accounts are publicly available through companies house

The Council's external auditors have raised improvement recommendations in relation to company governance and children's social care and have not raised concern about a lack of access to accounts. The external auditors will have access to Mutual Ventures report as external evidence of value for money.

The Council's internal auditors have unfettered access to information in SCF in accordance with contractual arrangements. However the internal audit function had experienced resourcing issues, which mean that there has been no IA for some years. 30 days have been set aside to undertake SCF IA in 2025/26, SCF was set up under direction of the SoS, however a review of financial performance and alternative delivery

SBC ED Finance and Commercial

C14 A business case which

SCF is a company set up under direction of the

SBC Chief Executive / DfE Commissioner / MHCLG Commissioners

assessed the risk involved in establishing the entity and recommended its establishment, taking account of other potential delivery models, should be available to review.

C15
Objectives of the entity should be clearly defined and documented, and regularly reviewed to ensure that its operation continues to support council policy and strategy, including

Secretary of State for Education.

The objectives of the entity are clearly articulated, defined and documented in the Articles

The objectives are regularly reviewed and articulated in the business improvement plan approved annually by the Council

The objectives continue to reflect council policy and strategy

models was commissioned by the DfE in 2022.

Mutual Ventures has undertaken a review for the Council on SCFs progress and performance to inform future operating structures. The review recommended that the current contract is extended past the current end date of July 2026. The Council has advised the DoE that it intends to extend the contract to at least April 2026. The focus remains on convergence with the Council, but the timing for this is subject for further consideration.

SCF and the Council are seeking ways of increasing joint working.

Approved business improvement plan aligns to the objects in the Articles of Association and Council's Corporate Plan. SCF delivers statutory functions on behalf of the Council.

Mutual Ventures conducted a options appraisal in 2022 at request of DfE and in 2025 undertook a review of progress and performance which included outlining different delivery models for children social services.

SCF CE/SCF Chair

periodically reviewing the business case to ensure it is still valid

C16 Agreements should be documented between the council and the entity for any support or services provided by either party to the other party

C17 All agreements should be clear, up-to-date, and regularly monitored and reviewed, with any changes to agreements documented so that a clear audit trail exists

C18 There should be

The business case and objectives are regularly reviewed to ensure they are still valid.

The council and entity have clear and documented agreements for any services or support provided by either party to the other party.

There is a clear process for escalation if the support or services agreements are not performed to either party's satisfaction.

Agreements for support or services between the parties are up to date and regularly monitored and reviewed

Changes to agreements are documented with a clear audit trail.

All parties have been trained and demonstrate a

There are clear contractual provisions in place for service delivery and support services, although the support services agreement is interim and the SLAs have not been reviewed for some time.

Should the contract between SCF and the Council be extended the SLA will be reviewed then.

There is an overarching support services agreement and a detailed service delivery contract. However the SLAs sitting beneath the interim support services agreement have not been recently reviewed.

In 2025 the loan between the parties was repaid and replaced with an updated cashflow agreement

The board consists of experienced NEDs and there is evidence of an

SCF CE/SCF
Company secretary

AD Legal and Governance

SCF Chief Executive / Chairman

evidence that a culture exists whereby actual or potential conflicts of interests are identified, declared, and acted upon, including evidence of appropriate training across the organisation

commitment to avoiding and monitoring actual or potential conflicts of interest

Roles of different Board members (staff, Independent and Council appointed) are clearly expressed and understood

Articles of association contain mechanisms for approving known or situational conflicts that are not materially detrimental to the arrangement.

understanding of conflicts and how to manage these. There is no record of recent training of the board. The Council has a detailed conflict of interest section in its new Connected Entities Protocol which could be used for training potentially at the September away day.

Board minutes record declarations of interest and there is evidence of officers leaving meetings when confidential matters are discussed eg. RNAC.

A copy of the Board declarations of interest document, which will be presented to each meeting for review, has been supplied. Each Board member has in the last few months completed a fresh declaration for this. There is no standalone Dec of Interests policy, but expectations are set out in the Articles.

C19 The council should have clear and up-to-date policies and processes to consistently manage actual conflicts or

There is a clear conflict of interest policy which is managed actively

There is a clear process for investigating and dealing with breaches of the conflicts of interest policy

SBC's has adopted a Connected Entities Protocol in its Constitution which covers rules around management of conflicts of interest. There are no elected members on the SCF board.

The SCF CE has a secondment agreement with a conflict of interest protocol appended to it due to the unique nature of the role.

SBC AD Legal and Governance

potential conflicts of interest, including a clear process for investigation s and procedures for appropriate disciplinary actions in the event of breaches

C20 The roles, responsibilities and reporting lines of officers and members who are involved in council oversight of the entities, the provision of services between the entities or the running of the entities should be clearly

Internal and external auditors review the management of conflicts of interest and escalate concerns to the Monitoring Officer.

Clear separation of functions, with reports being presented to Cabinet not authored by SCF officers or joint officer.

Officers and members make themselves available to scrutiny and other council governance forums

Directors and the SRO have attended member meetings, including audit, scrutiny and cabinet. The Lead Member for CS has attended scrutiny to be held to account.

The Council has adopted a Connected Entities Protocol which sets out roles and responsibilities for directors, SRO and other interested parties.

SBC Monitoring Officer/ ED Corporate Resources

defined and documented
C21 There should be evidence that appointments to the board are subject to a documented formal, rigorous, and transparent procedure based on merit and published objective criteria which also promote diversity

Board members have completed declaration of interest forms

Appointments to the board are relevant to the post or office of the council

Council appointed directors cease to be members if they leave their qualifying roles

The process for the appointment and renewal of directors is set out in the articles of association.

If there is a remuneration committee, relevant matters are referred appropriately.

Appointments are based on a review of skills, qualifications, diversity and other attributes required for the role.

Where a board member is eligible for renewal and appointment this is subject to considering their performance to date

The process and board composition for appointment and removal of directors is contained in the articles. All NEDs have terms of appointment, with bespoke ones for any council officer, clarifying termination if they leave their roles.

A documented recruitment process took place for the Chair and independent NEDs.

Feedback was given to the DfE on improving process of appointment of Chair to increase diversity of applicants.

The Council is consulted on appointment of independent NEDs and this process happened for appointment of new independent NED.

The Council has suggested a slimmed down board, including a longer standing NED standing down at the end of current contract. Discussions are ongoing on this.

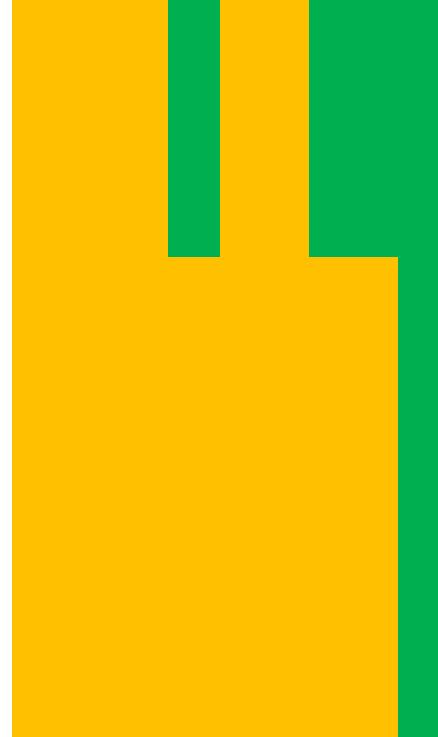
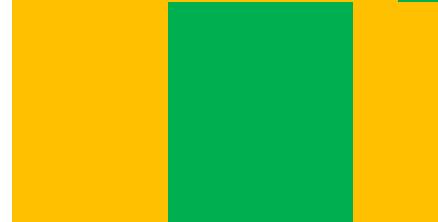
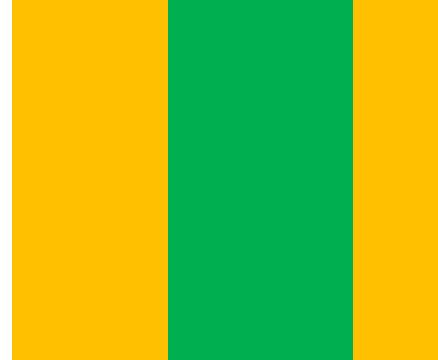
There is also a meeting to discuss the term of the Chair and potential for the Council to have a greater role in appraisal and objective setting. At present there is a lack of transparency in relation to objective setting for the

SCF Chair

DfE/ SBC CE

SCF Chairman

	<p>and skills and needs of the board.</p>	<p>Chair and overall performance appraisal of the board.</p>	
<p>E1 The entity's articles of association should be clear, up-to-date, and reflective of how the entity is run</p>	<p>The articles document the entity's constitution</p> <p>The articles address the entity's purpose, conduct of meetings and role and appointment of directors</p> <p>If Teckal company, the articles demonstrate that the council exercises control.</p>	<p>The articles have been reviewed in readiness for a smaller board.</p>	<p>SBC AD Legal and Governance</p>
<p>E2 There should be evidence of an up-to-date business plan that is reflective of the current circumstances and environment in which the entity operates</p>	<p>There is an up to date business plan setting out how organisation's objectives and how these will be resourced and achieved.</p> <p>Requirements to meet Teckal criteria reflected in business plan.</p>	<p>Cabinet approved the 2025-28 business and improvement plan in December 2024. The update is due to be presented to the Council by the end of September 2025 and approved by Cabinet in December 2025.</p>	<p>SCF Chief Executive / SBC Chief Executive</p>
<p>E3 There should be evidence that the board meets</p>	<p>The board meets regularly and all decisions are recorded and documented</p>	<p>The control and function test are met for SCF as it does not provide services to any third party and is appropriately controlled by the Council.</p> <p>Regular board and committee meetings, agenda'd and minuted, SRO has access to reports and minutes and open access to board meetings as required.</p>	<p>SCF CE / Chair</p> <p>SRO/ SCF company secretary</p>

<p>regularly to consider, review and record discussions and conclusions</p> <p>E4 There should be evidence of delivery of strategies and plans, including scrutinising key operational and finance performance information</p>		<p>Decisions are taken at the appropriate place including deferral and recommendations of decisions on matters that are reserved for the shareholder</p> <p>Board has delegated detailed scrutiny to committees or directors with appropriate skills, including financial management</p>	<p>Board and Committee terms of reference were updated March 2025</p> <p>SCF has a finance committee chaired by the council NED, who is financially qualified. There is evidence of regular monitoring and consideration of risk</p>	<p>SCF Director of Finance / Chairman</p> <p>SCF Chief Executive</p>
		<p>The board challenges performance and key financial and operational reporting</p> <p>Board promotes success of the company</p> <p>The board provides entrepreneurial leadership</p>	<p>Detailed financial information and some benchmarking was provided in the business improvement plan.</p> <p>Operational performance reporting has been updated, resulting in more open debate about issues</p>	<p>SCF Chair</p> <p>SCF Chairman</p>
		<p>Prudent and effective controls are demonstrated where risk is assessed and managed</p> <p>Board sets strategic aims and ensures sufficient resources (financial and human) are available to meet objectives</p>	<p>The board members are clearly committed to the objectives of the company and are keen to set the strategic aims and tailor resources accordingly.</p> <p>With the council's financial situation, the board needs to demonstrate its ability to consider risk and scenario test alternative options to deliver savings and evidence innovation and value for money assessments.</p> <p>On occasions concern has been raised the individual board members seek to get involved in operational detail, which</p>	<p>SCF Chair / SCF CE</p>

E6 The company structures should be regularly scrutinised in order to ensure they remain fit for purpose

Board reviews management performance, including that of the chief executive and leadership team

Board sets corporate values and standards

Board ensures obligations to shareholders and others are met.

Company structures are regularly reviewed

Financial and performance benchmarking exercises are carried out regularly

can lead to tension and blurring of lines between the executive leadership team and the board.

The new independent NED is experienced in CSC and this will provide a further opportunity for constructive challenge of the executive team.

A board self-evaluation review was carried out in 2025 which identified that board members feel there are good relationships there. Relations with the Council are also seen as stable. The SRO is due to attend an away day with the board in September, which will provide an opportunity to consider the findings of the MV review, options for slimmed down governance and a move to a smaller board structure.

The company secretary undertook a review against the Code of Governance 2024. Board and Committee terms of reference were updated in 2025.

There is a forward plan in place to ensure accurate, timely and clear information.

The finance committee considers financial information and a practice quality committee considers performance of statutory services.

SCF Chief Executive

SCF Chair

E7 There should be evidence that the board has clear policies and procedures for its members to ensure that actual or potential conflicts of interests are identified, declared, and acted upon

The board regularly monitors conflicts of interest, including with suppliers and users.

In July 2025 the Finance Cttee reviewed key financial processes. The SRO has recommended that RNAC is no longer needed and its functions subsumed into the board or other committee. The SRO has also recommended that the People and Practice committee take more of a lead on children's services improvement to avoid a separate commissioner led improvement board running separately from the board structure.

Mutual Ventures in 2025 reviewed performance and has commented on alternative delivery models.

The company secretary conducted a review against the Code of Corporate Governance and found the company to be compliant in terms of managing conflicts of interest.

In particular:

- The contract between SCF and SBC contains provisions on management of conflicts of interest
- Whilst commissioners have a significant influence, board members are aware of their duty to make independent decisions

SCF company secretary

E8 There should be evidence that directors have sufficient skills and experience to run the entity

Directors' skills align well to the organisation's purpose and objectives

Directors are trained so that they are competent in undertaking their roles and responsibilities.

- Declarations of interest are made at board and committee meetings.

Experienced NEDs and robust recruitment process to recruit to new NED position, including testing ability to performance NED role as opposed to executive role.

Board undertook a self-evaluation in 2025 which included a review of skills and experience.

Development days held annually and board structure reviewed to include finance committee, chaired by NED with experience in this area.

Executive directors on board were recruited via robust processes and have sufficient skills and experience in their relevant fields.

Directors:

- Act within their powers
- Promote the success of the company
- Exercise independent judgement
- Exercise reasonable care skill and diligence
- Avoid conflicts of interest

Board members have appropriate skills and experience of company governance, including finance, audit and HR. Recruitment of a new NED with CSC experience has concluded.

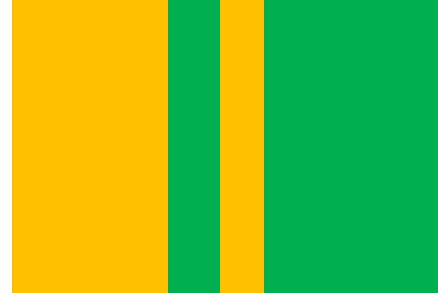
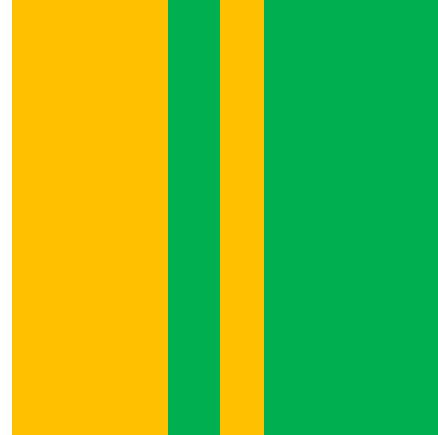
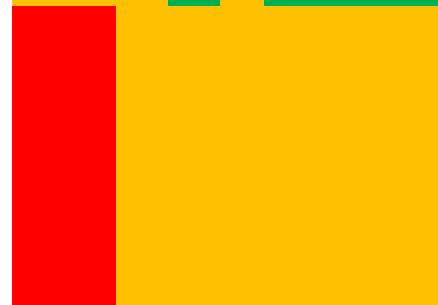
It is accepted that it is necessary to call out behaviours that cause concern, and evidence that this has occurred.

SCF Chairman

SCF Chairman

SCF Chairman/ company secretary

E9 There should be evidence that directors' behaviours are aligned with the requirements of the Companies Act 2006 and the Nolan Principles as well as

Cabinet Office's Code of Conduct for Board Members of Public Bodies		<ul style="list-style-type: none"> • Do not accept benefits from third parties • Declare an interest in proposed transactions or arrangements with the company 	<p>Directors act in accordance with the seven Nolan Principles:</p> <ul style="list-style-type: none"> <i>f</i> selflessness <i>f</i> integrity <i>f</i> objectivity <i>f</i> accountability <i>f</i> openness <i>f</i> honesty <i>f</i> leadership 	E10 The scope of directors' authorities should be documented and clear to all parties		<p>Directors' authorities are demonstrated in a scheme of delegation</p> <p>The scheme of delegation includes reference to matters that are reserved for board decision and cannot be delegated</p>	<p>Updated Board and Committee terms of reference were agreed in March 2025. This clearly identifies matters reserved to the Board and matters where shareholder consent is needed</p>	SCF company secretary/ SCF Chairman
E11 There should be evidence that the board has a diverse membership with the		<p>There are between five and 10 directors on the board</p> <p>At least half of the directors are independent non-executives</p>	<p>The board has maximum of 10, but is currently 7. There are 2 independent NEDs, a council appointed NED, plus an independent Chair, giving the independents the majority at board meetings if allowing for the Chair's</p>	SBC Chief Executive				
				SCF company secretary				

collective skills and attributes needed to lead the entity effectively

Appointments to the board are subject to a formal, rigorous, and transparent selection procedure based on merit and published objective criteria

casting vote and the NEDs have a majority (including the council NED).

The appointment for a new NED was subject to rigorous process and use of external recruitment agency. It would be useful to see efforts which were made to increase diversity of candidates, picking up on learning from The Parker Review.

Within the 2025 Board self-evaluation personal characteristics of the Board were compared with the population of Slough and of CYP. It identified that the Board was older and had a greater proportion of white members than locally.

Skills and experience are relevant to SCFs activities.

The Chief Executive is a ex officio member of the board, with two executive directors at board level. There is a proposal to remove the executive directors and reduce independent NEDs to 2, leading to a board of 5 (Chair, CE, 2 ind NEDs, 1 council nom.). This would still meet recommended size and have independents in majority.

A development day was held in 2024 and is planned for 2025. A board self-evaluation review took place in 2025 alongside a board skills review and an

SCF Chairman/ company secretary

E12 There should be evidence that board

Board composition and individual director performance is reviewed periodically to evaluate

membership is reviewed regularly for composition and fitness for purpose		board composition, the effectiveness of individual contribution, and how effectively board members work together to achieve the objectives of the entity	appraisal exercise carried out by the Chair. Skills and experience are relevant to SCFs activities. See comment under E11.	
E13 There should be evidence that the board understands the organisation's risk profile and the effectiveness of key controls and regularly reviews risks and risk appetite		The board demonstrates ultimate responsibility for risk management within the entity and ensures that appropriate risk management arrangements are in place	SCF has adopted the Council's risk management approach – which is still being rolled out. There is quarterly reporting of departmental and corporate risks to A&F Cttee and of corporate risks to Board and the Council.	SCF Chief Executive / company secretary
E14 There should be documented evidence that the board regularly undertakes a skills audit to ensure that it has an		The board regularly reviews risks and how they are being managed The board is aware of its appetite for risk and determines the risk profile for the entity The board's approach to risk is proportionate and appropriate to its mode The board regularly undertakes skills audits The entity has a board which includes a range of skills and backgrounds including commercial, financial, business development, technical, legal and HR experience	The board has relevant skills in finance, CSC, HR and audit. The board conducted a skills audit in 2025 as part of a self-evaluation exercise	SCF Chairman

<p>appropriate balance of skills and experience</p> <p>E15 There should be evidence of ongoing professional training provided to ensure that all board members are up-to-date in their understanding and supported in their roles</p>		<p>Regular training and updates cover legal roles and responsibilities, company directors' roles and companies generally</p> <p>Directors' training includes responsibilities under the Companies Act 2006, Insolvency Act 1986, Bribery Act 2010, Modern Slavery Act 2015, Data Protection Act 2018 and Health and Safety at Work etc. Act 1974</p>	<p>Board members from their wider lives bring professional skills and ongoing professional development to the Board. They receive regular updates about Children's Social Services, including a workshop and at annual development days.</p> <p>The board holds annual development days. Evidence required of a comprehensive training programme to enable directors to meet their statutory duties. This will be addressed at September Away Day.</p>	SCF Chairman / company secretary
<p>E16 There is evidence that the role of executive directors is clearly defined and documented</p>		<p>Executive directors' roles are clearly defined and documented</p> <p>Directors' roles are focused on running the entity's business activities and implementing the board's plans and policies</p>	<p>The company secretary conducted a review against the Code of Governance 2024. Executive directors have role profiles and there is a separation between board meetings and executive leadership.</p>	SCF company secretary
<p>E17 Non-executive directors are in place to bring an independent</p>		<p>Non-executive directors: <i>f</i> challenge, and contribute to the development of the company's strategy</p>	<p>The board structure appears broadly appropriate, although the MV report highlighted opportunities to slim down the structure and composition. Board meetings are sometimes very long and there are sometimes concerns raised</p>	SCF Chairman / company secretary

judgement to bear on issues of subject matter expertise, strategy, performance, resources including key appointments, and standards of conduct

f scrutinise performance of management in meeting agreed goals and monitor reporting of performance
f satisfy themselves on the accuracy of financial information and that financial controls and risk management are robust and defensible
f determine executive directors' remuneration and prime role in appointing/removing senior management

about the level of detail required. The company secretary is reviewing requests for information, both in terms of its reasonableness and also the method of requesting it.

The Board and Committees have published forward plans. The Board format has been updated to reduce time given to the CE update on the expectation that board members will have read the papers in advance. Board agendas have been restructured to take CYP focused papers before finance papers.

Mutual Ventures 2025 commented *Stakeholders felt governance arrangements had become clearer, and the board is viewed as showing a "stronger grip".*

Finance papers have been praised by board members for being clear and easy to understand.

On occasions there has been concern that NEDs are getting involved in operational detail in a way that could be seen as undermining to the executive leadership team.

Discussion about board composition and structure will be a focus at the September 2025 away day.

E18 There is documented evidence that the board values the role of non-executive directors, and their views are influential in the board's decisions

The board values its non-executive directors, so that they are able to demonstrate:

- f* sound judgement and an enquiring mind
- f* knowledge of the business, its operating environment, and issues it faces
- f* integrity, probity, and high ethical standards
- f* objectivity as the basis for questioning and challenging accepted thinking of executives
- f* strong interpersonal skills

The NEDs appear to understand the business and ask questions and challenge information as reflected in minutes of Committees and Board

SCF Chairman

Monthly meetings take place between SRO and finance NED director, focusing on the Council's financial position and challenges. As a council appointed director, this individual also has meetings with the Council's finance team.

SCF Chairman

E19 There is evidence that the chair provides clear board leadership, supporting the directors and chief executive and taking account of the shareholders views

The chair is primarily responsible for:

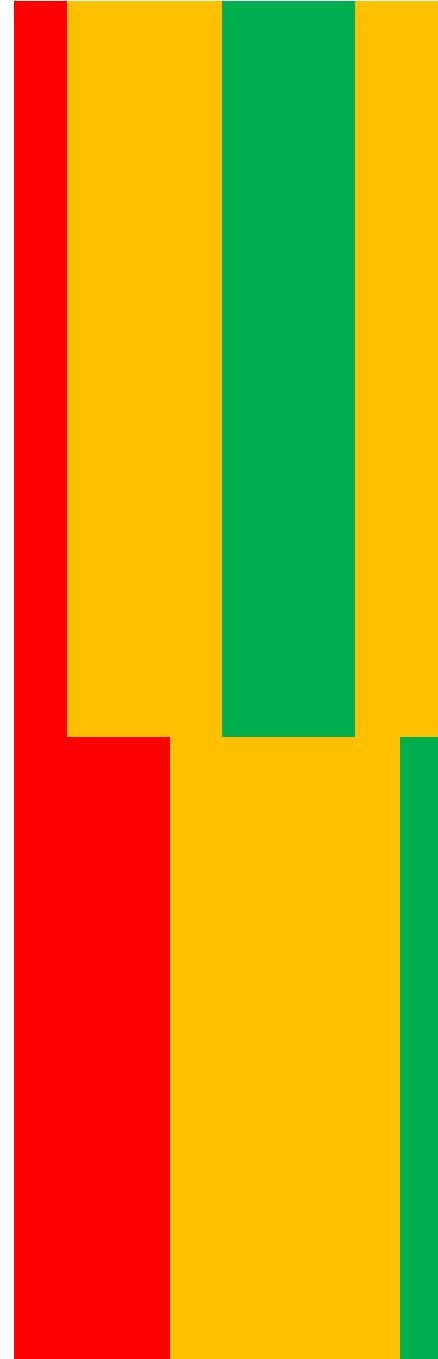
- f* the workings of the board
- f* its balance of membership subject to board and shareholders' approval
- f* ensuring that all relevant issues are on the agenda
- f* ensuring that all directors, executive and non-executive alike, are enabled and encouraged

The Board and Committees have published forward plans. The Board format has been updated to reduce time given to the CE update on the expectation that board members will have read the papers in advance.

There was a Board self-evaluation exercise in 2025 which identified satisfaction with the Chair. The Mutual Ventures 2025 report commented *There is positive feedback about the Chair's management of the Board, and the greatly improved relationships*

SCF Chairman / company secretary

E20 There should be a fully documented and approved business plan that is consistent with and no more than 12 months older than the previous business plan. The changes



to play their full part in activities

The chair is able to stand sufficiently back from the day-to-day running of the business to ensure their board is in full control of the company's affairs

The chair is responsible for:
f formulating the board's strategy
f promoting the efficient and effective use of staff and other resources
f delivering high standards in terms of integrity and propriety
The business plan and business planning process are critical parts of the governance culture and environment

between the Board, the company at large and the Council.

There are ongoing discussions with the Chair about board governance and opportunities to deliver savings and demonstrate value added.

The DfE have historically led on appraisal setting for the Chair. A meeting is being held to discuss the effectiveness of this, particularly in relation to feedback on relationships and roles and responsibilities between the board and the executive leadership team.

There is a Business Plan in place and an updated version will be submitted by end September 2025 in line with contractual expectations.

Budget forecasts are within the trajectory identified in the current business plan.

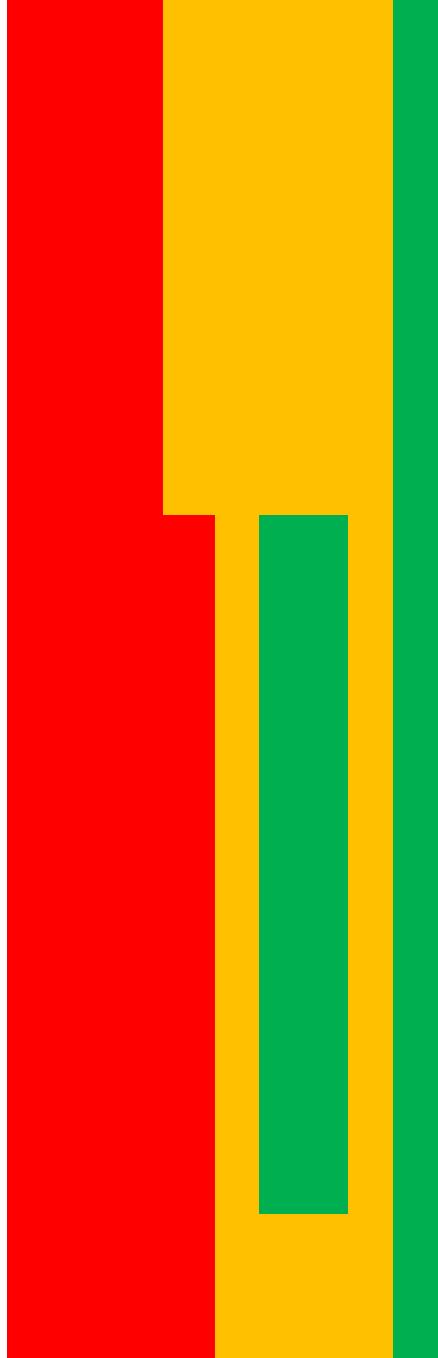
SCF Chairman

SCF Chairman/ SCF CE

within the updated business plan should accord with the trajectories that are apparent from monthly financial and non-financial performance reports

E21 The financial transactions and values attributable to the company within the council's medium term financial plan should agree with the projections in the business plan

E22 Board reports should include clear



The business plan provides the basis for monitoring financial performance and feeds into the medium-term financial planning of the council in situations where it expects to receive dividends, loan repayments, capital receipts or provide financial support in terms of working capital or longer-term finance

Board reports feature clear articulation of the current financial position of the company in terms

The Council's medium term financial plan is informed by SCFs business plan which is annually agreed with the Council. There is regular, transparent reporting of in year conditions.

The MV review highlighted positive direction of travel on value for money. There is ongoing discussion on use of grant and opportunities to utilise a carried over surplus to mitigate risk of overspends.

. As a company under guarantee, the company does not pay dividends and therefore it is important that the contract sum is set at a realistic level and regularly monitored throughout the year.
The A&Finance committee is receiving regular report on financial performance as does Board.

SCF Chairman and SCF Chief Executive

SCF Chief Executive/SBC 151 Director of Finance

SCF Director of Finance ' SCF Council NED

presentation of the monthly income and expenditure position of the company as well as a cash flow statement and balance sheet

E23 There should be evidence of an annual audit letter from the council's external auditors, confirming the degree of confidence they hold in respect of consolidation or treatment of financial instruments entered by the company

E24 Documented financial policies and procedures

of its trading position (income and expenditure), liquidity (cash flow) and solvency (balance sheet)

SCF has separately audited accounts.

SBC s.151 Officer / SCF Director of Finance

The Council's audited statement of accounts 2022/23 states *All other interests in subsidiaries [ie including SCF] and an associate are not material to the Authority and are thus reported as financial instruments.*

The delay in the Council's accounts being audited is impacting on this matter. Grant Thornton issued an interim value for money report and raised improvement recommendations in relation to value for money, company governance and children's social care services, although it noted the direction of travel was positive.

The company has an independent financial status from the council, including separate bank

SCF has separate financial systems from SCF, although some services are provided by SBC.

SBC Director of Finance

SCF Director of Finance

SCF company secretary

should be available		<p>accounts and designated signatories</p> <p>The financial transactions of the company are recorded on the company's own, separate ledger system and the council is able to demonstrate how the results of the company are consolidated into its own group accounts</p> <p>The company has a set of documented financial policies and procedures which describe areas such as borrowing and overdraft limits and levels which are reserved for council approval</p>	<p>There are documented financial procedures and regular review by SCF finance team of expenditure.</p> <p>The finance team are dip sampling spend transactions to ensure correct processes have been followed.</p>	
E25 There should be evidence of an effective annual internal audit programme		<p>The company operates a system of internal controls that are consistent with financial policies and procedures</p> <p>The company's internal controls will be subject to periodic testing by internal auditors in 2025/26</p>	<p>SBC assist SCF by auditing 10% of any cases submitted for payment by results as part of the Strengthening Families Programme.</p>	<p>SCF has internal controls in place, however it is reliant on SBC for its internal audit service. SBC has not provided IA for some years, but 30 days has been identified for 2025/26</p> <p>The Finance Committee in 2024/25 reviewed key controls at each meeting during the year. No concerns were identified.</p> <p>SBC s.151 officer / SCF Chair of Audit Committee</p>

Slough Children First Governance review – Progress update to September 2025