

# GOVERNANCE STRUCTURE

October 2021



## The Two Counties Trust

<b>Why do we exist?</b>	To provide our students with opportunities and experiences to enhance their life choices, making a positive contribution to the world we share.
<b>How do we behave?</b>	Ambition: we maximise our potential through striving for excellence. Teamwork: we give 100% effort, displaying kindness and humility for the benefit of all. Honesty: we are respectfully open about our successes and areas for growth.
<b>What do we do?</b>	We serve our communities by educating and preparing our students for the next steps in their lives.
<b>How will we succeed?</b>	Creating a healthy organisation, free from politics and confusion through clarity following the empowered to lead operating model. Building a compelling school culture built on strong professional relationships where all students can achieve. Crafting and implementing a high-value curriculum which is knowledge rich to allow meaningful application of skills. Putting people first through high impact professional development and instructional coaching.
<b>How will we know we have been successful?</b>	All schools will be judged at least good within three years of joining the MAT. Priority students will have made at least the same progress as all students nationally. The MAT will be in the top 20 MATs in the country for student outcomes. The Two Counties will be MAT of choice for staff, students, and families.



## Table of Contents

Item	Title	Page	Item	Title	Page
<b>1</b>	The Governance Model	4	10	Standing Orders	19-24
<b>2</b>	Multi Academy Trust Structure	5	10.1	Operation of the LGB	19
<b>3</b>	Our Mission and Strategic Anchors	6	10.2	Arrangements for meetings of the LGB	19-20
<b>4</b>	Core Values	6	10.3	Expectations on Governors attending LGB meetings	20
<b>5</b>	Strategic Projects	7	10.4	Attendance at meetings	20-21
<b>6</b>	The structure of governance within the Trust	8	10.5	The role of the Chair	21
<b>7</b>	Members	9	10.6	Staff Governor nominations and elections	21
<b>8</b>	Board of Trustees	10	10.7	Parent Governor nominations and elections	22
<b>9</b>	Local Governing Body Terms of reference	11	10.8	Co-opted Governors	22
<b>9.1</b>	How Trustees support the work of the LGB	11	10.9	Terms of office	22
<b>9.2</b>	Where Trustees have concerns about the LGB	11	10.10	Resignation, removal & disqualification of Governors	22-23
<b>9.3</b>	Governance Action Plan	11	10.11	Election and removal of the Chair and Vice Chair	23
<b>9.4</b>	Composition of the LGB	12	10.12	Committees	23-24
<b>9.5</b>	Operation of the LGB	12	11	Scheme of Delegation	25
<b>9.6</b>	Delegated powers	12	11.1	Governance	26
<b>9.7</b>	General responsibilities of the LGB	13-14	11.2	Strategy and Leadership	27
	Specific Responsibilities of the LGB for:		11.3	Education and the Curriculum	28
<b>9.8</b>	Admissions	14	11.4	Financial Management	29
<b>9.9</b>	Behaviour and exclusions	14	11.5	Employment	30
<b>9.10</b>	Finance, Risk and Audit	15	11.6	Operations	31
<b>9.11</b>	Curriculum	15	11.7	Scheme of delegation on financial controls	32
<b>9.12</b>	Health and Safety	15			
<b>9.13</b>	Safeguarding and Child Protection	15			
<b>9.14</b>	School organisation	16			
<b>9.15</b>	SEND students	16			
<b>9.16</b>	Pupil Premium Students	16			
<b>9.17</b>	Employment and Performance Management	16			
<b>9.18</b>	Student target setting and Achievement	17			
<b>9.19</b>	Teaching and Learning	17			
<b>9.20</b>	Link roles delegated to individual Governors	17-18			



## 1. The Governance Model

Effective governance in the Trust is supported by:

- Members who are guardians of the constitution.
- The Board of Trustees who are accountable for educational standards and financial conduct across the Trust.
- The Risk and Audit Committee who maintain oversight of risk and compliance.
- The Finance Committee who maintain oversight of the financial position.
- Local Governing Bodies who have delegated authority as per the Terms of Reference and Scheme of Delegation set out in this document.

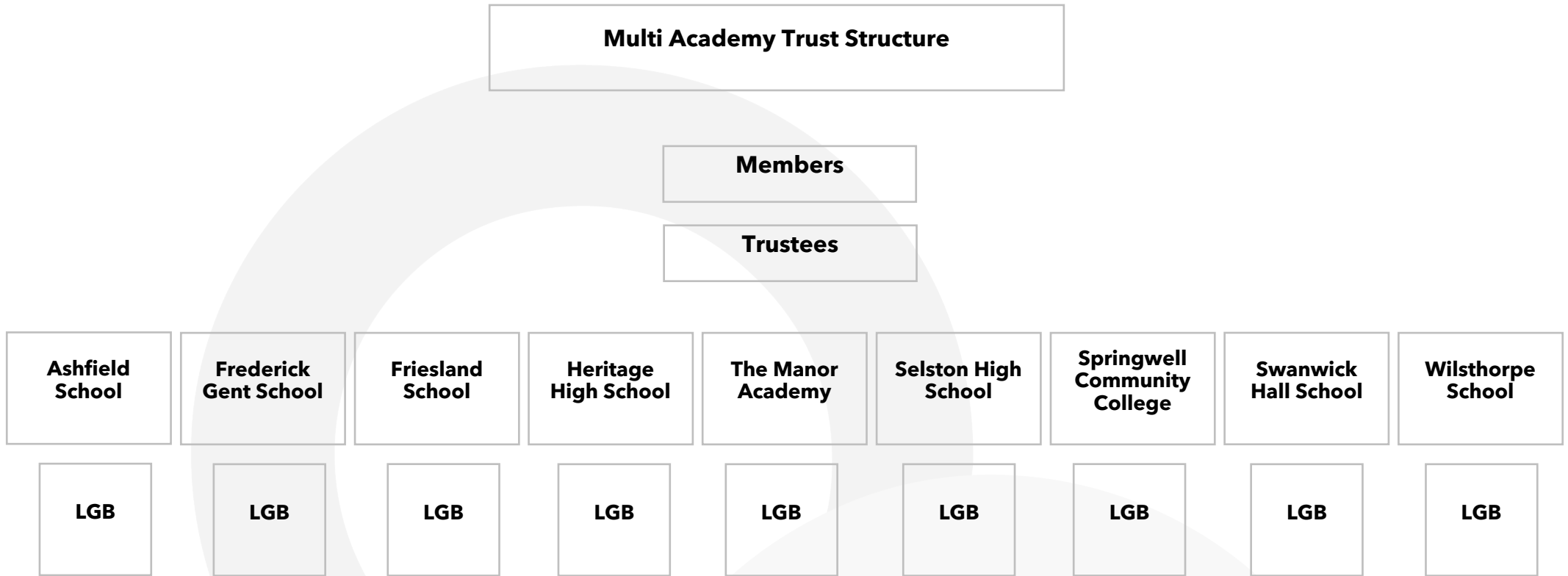
The Two Counties Trust is governed by the Board of Trustees who are accountable to the DfE. They have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.

To assist with the discharge of their responsibilities, the Trustees have established a Local Governing Body for each of the academies. The LGB shall be a committee established pursuant to Articles 100 and 104 of the Articles of Association.

The governance structure is underpinned by the Articles of Association and the Local Governing Body Scheme of Delegation which shall be reviewed at least annually.

Financial governance, must as a foundation, be compliant with the principles and regulations set out in the Academies Trust Handbook and the Funding Agreement.





### 3. Our Mission:

#### Our Mission

To provide our students with opportunities and experiences to enhance their life choices, making a positive contribution to the world we share.

#### Our Strategic Anchors

To:

- Create a healthy organisation, free from politics and confusion through clarity following the empowered to lead operating model.
- Build a compelling school culture built on strong professional relationships where all can achieve.
- Craft and implement a high-value curriculum that is knowledge-rich to allow the meaningful application of skills.
- Put people first through high impact professional development and instructional coaching.



## 4. Core Values

**Ambition:** We maximise our potential through striving for excellence

**Teamwork:** We give 100% effort, displaying kindness and humility for the benefit of all

**Honesty:** We are respectfully open about our successes and areas for growth

## 5. Key Strategic Projects 2021-2024

Develop a strategy for students needing an alternative pathway to ensure they have both tailored and high-quality provision which fully prepares them for their next stage in education, training or employment.

Ensure our Sixth Forms offer a high-value curriculum in an adult like environment and exploits opportunities for students to benefit from different sites.

Launch a talent strategy which maximises our ability to recruit, develop and retain exceptional people.

Facilitate an efficient and coherent estates and site strategy to improve working and learning conditions.



## 6. The structure of Governance within The Two Counties Trust

### Members

The Trust has up to five members whose role is similar to shareholders in a company. Members have ultimate control over the Trust and ensure the charitable object is fulfilled. The Members appoint some of the Trustees and can exercise reserve powers to appoint and remove Trustees, but it is anticipated that this power will be rarely exercised. Members may also amend the Articles of Association and, if necessary, wind up the Multi Academy Trust. Members will meet as often as is necessary to carry out their duties, but at least on an annual basis.

### Board of Trustees

The Board of Trustees holds overall responsibility and accountability for the performance of the Trust. Trustees are company directors registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and to the wider community for the quality of the education received by all students and for the expenditure of public money. The Trustees are required, as Trustees and pursuant to the Funding Agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Academy Trust.

A Link Trustee acts as a conduit between the Board of Trustees and a Local Governing Body. Link Trustees engage with Local Governing Bodies and support them to develop their understanding of the role of the Trust Board and to fulfil the expectations of the Trust. Link Trustees also engage with Local Governing Bodies to better understand their challenges and open communication channels between the Governors and Trustees.

### Trust Board Committees

Trust Board Committees provide high-level scrutiny. The principle of 'no duplication of governance' requires a clear differentiation of the nature of the scrutiny and challenge provided by the Trust Board Committees of each Academy's contribution to the overall performance of the Trust. The Board of Trustees will nominate a Risk and Audit Committee who will be accountable for standards and risk, a Finance Committee who will be accountable for compliance and overseeing the management of the Trust Finances, as well as a Remuneration Committee who will be accountable for the performance management and pay review of the Executive Team including the CEO.

### The Local Governing Body (LGB)

Each LGB supports the work of the Trust Board by taking decisions / making recommendations as set out within this document. The LGB is comprised of Governors and other representatives drawn from the Academy's community, both as elected and appointed members.

The Local Governing Body is accountable to the Board of Trustees.

The broad duties of a Local Governing Body are set out in the Terms of Reference.

### The Two Counties Trading Company

The Trust operates a limited company to manage Lettings and Nursery operations across a number of sites. The Trustees will appoint up to five Company Directors to oversee the management of the Trading Company. The Trading Company Board of Directors meets at least three times a year.





## 7. Members

### Members

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Gillian Haslam

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Richard Crisp

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Richard Stones OBE

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Scott Knowles

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Vacancy

The Trust has up to five members whose role is similar to shareholders in a company.

Members have ultimate control over the Trust and ensuring the charitable object is fulfilled.

The Members appoint some of the Trustees and can exercise reserve powers to appoint and remove Trustees, but it is anticipated that this power will be rarely exercised. Members may also amend the Articles of Association and, if necessary, wind up the Multi Academy Trust.

In the event that the MAT is wound up without enough assets to satisfy its creditors, each Member would be liable to pay up to £10 towards these debts.

Members will meet as often as is necessary to carry out their duties, but at least on an annual basis.



## 8. Board of Trustees

### Trustees

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Co-opted Trustee: Vacancy

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Co-opted Trustee: Chris Hallam

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Co-opted Trustee Alison Chmiel

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Co-opted Trustee: Andrew Durrant

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Co-opted Trustee: Ann McLaughlin

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Co-opted Trustee: Vacancy

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Member Appointed Trustee: Karen Potts

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Member Appointed Trustee: Ruth Wheelhouse

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Member Appointed Trustee: Ian Greenaway

The Board of Trustees holds overall responsibility and accountability for the performance of the Trust.

There are:

- 6 co-opted Trustees appointed by the Board of Trustees (according to their skills and experience e.g. Business, Education, Finance, HR, H & S)
- 3 Member Appointed Trustees

A nominated Member may attend Board of Trustee meetings.

The Board of Trustees will also have the following committees:

- Finance
- Risk & Audit
- Remuneration



## 9. Local Governing Body (LGB) Terms of Reference

The terms of reference of each Local Governing Body (LGB) set out in this document are approved by the Board of Trustees.

All decisions reserved for the LGB are determined by the Board of Trustees and are reviewed at least annually.

### 9.1 How Trustees support the work of the LGB

Trustees support the work of the LGB by:

- Setting a clear strategic vision for the Trust to allow the LGB to set its own vision, ethos and objectives.
- Ensuring that systems are put in place to allow LGBs to be presented with timely, accurate and meaningful data to allow Governors to analyse performance.
- Analysing Academy performance in order to support and challenge the Headteacher and the SLT of the academy.
- Ensuring that Governors have access to high quality training.

### 9.2 Where Trustees have concerns about the performance of an LGB

Without prejudice to the Trustees' rights to remove any Governor, and the Trustees' rights to amend the terms of reference at any time (following consultation with the LGB), where the Trustees have concerns about the performance of an LGB they may, amongst other actions:

- Require the relevant LGB to adopt and comply with a governance action plan in such a form as determined by the Trustees.
- Suspend or remove any or all of the matters delegated to the relevant LGB.
- Suspend or remove any or all of the Governors of the relevant LGB.

### 9.3 Governance Action Plan

The Trustees may require a governance action plan where:

- The Academy has a deficit budget (both revenue and capital) in excess of £50,000.
- The LGB are in breach of the terms of reference / scheme of delegation.
- The Academy is in material breach of its funding arrangement.
- The Academy goes into an Ofsted category following an inspection.



## 9.4 Composition of the LGB

The composition of the LGB is set out below and has been agreed by the Board of Trustees.

The composition may be amended from time to time by the Board of Trustees. Members of the LGB are known as Governors. The Board of Trustees have the right to appoint such persons to the LGB as they determine from time to time.

The LGB shall not normally exceed 14 members or have less than a minimum of 9 members and will be composed of:

- The Headteacher
- Up to 2 elected staff Governors, noting that the total number of Governors who are employees shall not exceed one third of the total number of Governors;
- Up to 3 elected parents;
- Up to 7 Governors co-opted by the LGB to ensure an adequate skill set.
- Up to 4 Governors appointed by the Trust, should the Trustees determine it necessary to do so, including an appointed chair;

## 9.5 Operation of the LGB

- Project Groups may be set up for specific tasks as determined by the Chair of Governors and the Headteacher.
- Monitoring is an important role of the LGB. Effective governance is driven by informed decision making which comes from focussed monitoring.
- Governors will be assigned a 'link' role which will focus on a key statutory area or priority for the Academy. Additional, non-routine tasks may be assigned to Governors as determined by the LGB.

## 9.6 Delegated powers

In exercising its delegated powers and functions, the Governors of the LGB shall:

- Ensure that Academy business is conducted in accordance with the objects of the Trust, the terms of any Trust governing the use of land which is for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference.
- Promptly implement and comply with any policies or procedures communicated to the LGB by the Trustees.
- Review delegated policies and practices on a regular basis and in view of any advice or recommendations made by the Trustees.
- Work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy.
- Be open about decisions and be prepared to justify those decisions.
- Keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.
- Adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to the LGB.



## 9.7 General responsibilities of the Local Governing Body

- To work within their delegated remit of the Trust's Terms of Reference and Standing Orders and be responsible for the actions of the LGB.
- To adopt the Trust's Code of Conduct for Governors.
- To foster and maintain community cohesion.
- To seek the views of stakeholders.
- To ensure, via the Governance Professional, that governance information on the website is up to date and compliant.
- To adhere to the expectations of Governors as laid down by the Trustees.
- To appoint (or remove) the LGB Chair and Vice Chair annually (noting that the Board of Trustees can exercise its power to remove or appoint to these roles should it deem this to be necessary).
- To hold at least four LGB meetings and two challenge days per year.
- To recruit new co-opted Governors as vacancies arise in accordance with the outcome of the LGB skills audit.
- To hold elections for parent and staff Governors as vacancies arise.
- To arrange induction and mentoring for newly appointed or elected Governors.
- To aim to ensure that its Governors promote and uphold high standards of conduct, probity and ethics.
- To organise and participate in appropriate training.
- To suspend or dismiss any Governor from the LGB, informing the Board of Trustees of any such action taken via the Lead Governance Professional.
- To ensure that a register of Governors' pecuniary interests is maintained.
- To assign monitoring responsibility for each of the agreed areas.
- To receive monitoring reports from other members of the LGB.
- To consider whether any action by the LGB is necessary in response to a Governor report.
- To receive reports from the Headteacher at each meeting.
- To receive data reports.
- To respond to requests from the Trust for reports and feedback on academy performance.
- To regularly review the vision and values of the academy.
- To ensure that the vision and values are shared with all stakeholders.



- To promote high standards and take steps to ensure that students are attending a successful academy which provides them with a good education and which supports their well-being.
- To take an active role in School Self Evaluation, External Reviews and Subject Reviews (Quality Assurance), recognising success while identifying and monitoring areas requiring improvement.
- To review and monitor the School Improvement Plan throughout the year, ensuring that it is updated regularly and focussed on key priorities.
- To review the School Improvement impact document at the end of the year.
- To review and challenge student KPI data termly ensuring that priority areas are fed into the School Improvement Plan.
- To be aware of how the academy is regarded by students and parents, seeking and acting on feedback.
- To be aware of academy policies and regularly review policies delegated to the LGB, consulting with representative stakeholders as appropriate.
- To follow the Complaints Procedure.
- To ensure that the LGB complies with duties delegated to it by the Trust Board.
- To approve and review the academy's Equality Objectives.
- Each Governor shall be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

### **9.8 Specific Responsibilities of the LGB: Admissions**

- To ensure the Headteacher complies with the Admissions Policy.

### **9.9 Specific Responsibilities of the LGB: Behaviour and Exclusions**

- To review the Behaviour Policy in line with the policy renewal schedule.
- To monitor the application of the Behaviour Policy.
- To receive information on and review the use of detentions and exclusions.
- To review and determine whether or not to uphold permanent exclusions.
- To review and determine whether or not to uphold fixed term exclusions where a student is either excluded for +15 days in a term or would lose the opportunity to sit a public exam, or if above 5 days and the parent(s) request a meeting.
- To monitor attendance, punctuality and disciplinary matters for students including all exclusion related matters, determining follow up action for the academy where required.



### **9.10 Specific Responsibilities of the LGB: Finance, Risk and Audit**

- To receive financial reports from the Trust's Director of Finance.
- To respond to any issues raised by the Trust Board / Director of Finance in the manner requested.
- To understand the financial situation of the academy.
- To respond to issues relevant to the LGB which have been raised by the Trust's Finance and / or Risk and Audit Committee in the manner requested.
- To ensure that the LGB fulfils its responsibilities as set out in the Risk Management policy.

### **9.11 Specific Responsibilities of the LGB: Curriculum**

- To review and agree the curriculum model.
- To monitor delivery of agreed curriculum.

### **9.12 Specific Responsibilities of the LGB: Health & Safety**

- To ensure that Health & Safety regulations are followed and appropriately prioritised.
- To ensure that the academy is compliant with the Trust's Health & Safety Policy.
- To receive a report termly on Health and Safety from the academy.
- To receive and act on reports and / or audit findings published by the Trust.

### **9.13 Specific Responsibilities of the LGB: Safeguarding and Child Protection**

- To ensure that the safety and protection of all students is prioritised.
- To ensure the safeguarding policies, procedures and training are effective and comply with the law (Keeping Children Safe in Education).
- To receive and approve the safeguarding audit and report annually.
- To undertake training on Safeguarding.



#### **9.14 Specific Responsibilities of the LGB: School Organisation**

- To approve the time of the academy sessions and the dates of academy terms and holidays.
- To approve home/school agreements.
- To approve the academy and sixth form prospectus.
- To ensure that up to date information is published on the academy website including academy policies, statutory documents and the operation of the LGB.

#### **9.15 Specific Responsibilities of the LGB: SEND Students**

- To check that 0-25 Special Educational Needs and Disabilities Code of Practice is implemented in the academy.
- To ensure that the academy has suitable arrangements in place for consulting with parents/carers.
- To check that a qualified teacher is designated as the SENCO.
- To ensure arrangements are in place to support students with medical conditions.
- To check that the academy publishes the SEN policy and Information Report on its website.
- To check that the academy sets and publishes information for the admission of SEND children, the steps taken to prevent SEND children being treated less favourably than others, the facilities provided to assist access of SEND children and accessibility plans.

#### **9.16 Specific Responsibilities of the LGB: Pupil Premium Students**

- To check that required information is published on the academy website as set out in the funding agreement.
- To review the pupil premium strategy and impact of Pupil Premium funding.

#### **9.17 Specific Responsibilities of the LGB: Employment and Performance Management**

- To participate in the appointment of senior staff and other staff appointments where appropriate.
- To ensure that the LGB has a Pay Committee.
- To ensure that the LGB has a Appraisal Committee, including the Trust CEO, for the appraisal and pay determination of the Headteacher.
- At least two Governors participate in the appointment process for a Headteacher.
- Governors (other than staff Governors) participate in panels to consider staffing disputes as set out in the Trust's employment policies.
- To review and approve proposals from the Headteacher to change the current staffing establishment.





### **9.18 Specific Responsibilities of the LGB: Student Target setting and achievement**

- To understand and approve annual targets for student achievement.
- To monitor student achievement against published targets.
- To hold the Headteacher and SLT to account for achievement of targets.

### **9.19 Specific Responsibilities of the LGB: Teaching & Learning**

- To monitor the quality of teaching and the impact of action taken by leaders.
- To receive reports on CPD and the impact on teaching and learning.

### **9.20 Link roles delegated to individual Governors**

- Health & Safety
- Safeguarding (Child Protection & e-Safety) including Pupil Premium and Children Looked After Governor
- Anti-bullying
- Careers
- SEND
- GDPR

The following terms of reference apply to these link roles. Link Governors should:

- Monitor an area of the academy's activity as assigned and report to the LGB.
- Report in line with the relevant protocol and scope for the link areas as determined by the academy, including challenge days.
- Complete at least two monitoring visits each year ensuring that all visits to the academy are arranged with the Headteacher's agreement and in accordance with the relevant protocol and scope. Although preferable, a visit need not necessarily take place during the time when students are in the academy.
- Meet with the relevant lead professional to gain an understanding of the activities the academy is conducting to achieve success in the relevant area. A meeting between Governor/s and Teacher/s or SLT members at the beginning or end of the academy day may substitute for a conventional monitoring visit. Other forms of communication between Governor/s and academy (such as telephone calls and emails) may be substituted for one or more monitoring visit.
- To submit a monitoring report to the Governance Professional within 2 weeks of the visit on the template supplied, not to exceed more than one side of A4.



- Reports will be submitted to the Headteacher and/or relevant lead professional within the academy, and then be lodged with the Governance Professional for discussion at the next LGB meeting.
- To undertake any necessary training (in or out of the academy) to enable effective monitoring of link responsibility and governance in general.



## 10. Standing Orders

### 10.1 Operation of the LGB

- The usual term of office for all members of the LGB will be 4 years except for the Headteacher who is ex-officio.
- The members of the LGB shall, upon their appointment or election, give a written undertaking to the Members and Board of Trustees to uphold the objects of the Company as set out in the Articles of Association and all policies and procedures agreed by the Trust or LGB from time to time by signing the Code of Conduct.
- The Chair and Vice Chair of the LGB will be elected annually by members of the LGB, normally at its first meeting in each academy year.

### 10.2 Arrangements for meetings of the LGB:

- All LGB meetings will be convened by the Governance Professional.
- An agenda for each meeting will be finalised by the Governance Professional, in liaison with the Chair of Governors and the Headteacher.
- The Governance Professional will circulate the agenda and any papers seven clear days in advance of the meeting.
- Any 3 members of the LGB may request an extraordinary meeting by giving written notice to the Governance Professional, to include a summary of the business proposed for discussion. The Governance Professional will then prepare an agenda and call a meeting.
- The LGB will meet as often as is necessary to fulfil its responsibilities but as a minimum, the LGB will meet at least four times each year.
- The quorum for any meeting of the LGB meeting is 40% of those members of the LGB currently in post.
- In the absence of either the Chair and Vice Chair or the Governance Professional at a meeting of the LGB, the LGB will agree a replacement for the meeting.
- Any Governor shall be able to participate in meetings of the Governors by telephone or video conferencing provided that they have given reasonable notice to the Governance Professional and that Governors have access to the appropriate equipment.
- Meetings will be limited to two hours in duration. Where business has not been completed within the agreed time, those present may resolve to continue the meeting in order to complete the agenda. Any business not completed will form part of the agenda for the next meeting.
- Each member of the LGB shall have one equal vote. Where there is an equal division of votes, the Chair of the LGB will have the casting vote.
- Votes will normally be taken by a show of hands; however, the Chair of the meeting may call for a secret ballot where this has been requested by two or more Governors. A Governor may vote by proxy.
- All recommendations and decisions made at a meeting of the LGB will be recorded accurately in writing. These draft minutes will be forwarded by the Governance Professional within two weeks of the meeting date.
- The Trust Board may request the Chair of the LGB to attend any Board meeting and present a summary of the issues discussed and recommendations made at any previous LGB meeting.
- An annual timetable of LGB meeting and training dates will be prepared and circulated to Governors.



- Governors wishing to suggest items for consideration at a meeting should inform the Governance Professional in advance and provide a copy of any supporting papers.
- Items proposed for consideration under Any Other Business should be communicated to the Governance Professional no later than one week prior to the meeting.
- Governors and attendees will be invited to declare any interests they may have in relation to agenda items at the start of each meeting.
- Governors with an interest in an agenda item will refrain from discussing it and voting.
- Draft minutes of each meeting will be approved by the Chair of Governors for email circulation within two weeks of the meeting where possible.
- Minutes of the previous meeting will be approved by Governors at their next meeting.

### **10.3 Expectations on Governors attending LGB meetings:**

- Governors are expected to:
  - Diarise published meeting and training dates.
  - Arrive in good time for the start of any meeting.
  - Read the paperwork distributed in advance and identify questions/challenges to raise.
  - Be familiar with the contents of the School Plans (SIP and SEF).
  - Refrain from inappropriate personal criticism.
  - Participate in discussions, paying due attention to the views and comments of others.
  - Be brief and adhere to any time limits allocated to agenda items.
  - Follow up on action points between meetings.
  - Maintain confidentiality.
  - Uphold decisions made by the LGB.

### **10.4 Attendance at meetings**

- All Governors should achieve an attendance rate of at least 80%
- The following persons have the right to attend any or all meetings of the LGB:
  - Any Trustee
  - The Headteacher



- The Governance Professional to the LGB and/or the Trust Board
- Members
- The Link Trustee
- The Chair of the Trust (will customarily attend by Governors' invitation)
- The CEO of the Trust (will customarily attend by Governors' invitation)
- The Chief Finance Officer of the Trust (will customarily attend by Governors' invitation)
- The following persons will attend meetings of the LGB by Governors' invitation:
- Members of the Senior Leadership Team (SLT)
- Any prospective Governor in the course of recruitment.

### **10.5 The role of the Chair**

- The Chair of the LGB will:
- Ensure that the business of the LGB is conducted properly in accordance with the Scheme of Delegation.
- Ensure, as far as is possible, that the LGB is fully populated and has a balance of skills and experience.
- Ensure that LGB meetings are run effectively, prioritising business, making best use of the time available and ensuring that all Governors have an equal opportunity to participate in discussion and decision-making.
- Establish and foster an effective relationship with the Headteacher.
- Establish and foster a professional relationship with the Governance Professional.

NB: Governors who are paid to work at the school, e.g. the Headteacher and staff Governors, are not eligible to be elected Chair or Vice Chair of the LGB.

### **10.6 Staff Governor nominations and elections**

- Trustees have delegated the process for staff Governor nominations and elections to the LGB.
- The Governors shall invite nominations from staff employed under a contract of employment for the role of Staff Governor.
- Where there are any contested posts, the academy shall hold a secret ballot.



### **10.7 Parent Governor nominations and elections**

- Trustees have delegated the process for parent Governor nominations and elections to the LGB.
- Parent Governors of the LGB shall be elected by Parents of registered students at the Academy. They must be a Parent of, or have parental responsibility for, a student at the Academy at the time when they are elected.
- The LGB shall make all necessary arrangements for, and determine all other matters relating to, an election of Parent Governors.
- Where a vacancy for a Parent Governor is required to be filled by election, the LGB shall take such steps as are reasonably practical to ensure that every person who is known to them to be a parent of a registered student at the Academy is informed of the vacancy and that it is required to be filled by election, that they are entitled to stand as a candidate, vote at the election and given an opportunity to do so.
- Any election of persons who are to be the Parent Governors which is contested, shall be held by secret ballot. The arrangements made for the election of Parent Governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the Academy by a registered student at the Academy.
- Where the number of Parents standing for election is less than the number of vacancies, the LGB may appoint a person who is the Parent of a registered student at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered student of another Academy within the Trust.

### **10.8 Co-opted Governors**

- Trustees have delegated the process for the appointment of co-opted Governors to the LGB.
- Co-opted Governors should be those who, in the opinion of the LGB, have the necessary skill set and are committed to the governance and success of the Academy.
- The LGB may not appoint an employee of the Trust as a co-opted Governor.

### **10.9 Terms of office**

- The term of office for any Governor shall be 4 years, save for the Headteacher of the Academy who shall remain a Governor until they cease to work at the Academy.
- Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the LGB.

### **10.10 Resignation, removal and disqualification of Governors**

A person serving on the LGB shall cease to hold office if:

- they resign office by giving notice in writing to the Governance Professional.
- the Headteacher or a staff Governor ceases to work at the Academy.



- the Board of Trustees terminates the appointment of a Governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.
- For the avoidance of doubt, a Parent Governor shall not automatically cease to hold office solely by reason of their child ceasing to be a student at the Academy.
- A person shall be disqualified from serving on the LGB if they would not be able to serve as a Trustee in accordance with Articles 68-80 of the Articles of Association.

### **10.11 Election and removal of the Chair and Vice Chair**

- The Chair and Vice Chair of the LGB shall be elected by the LGB and may be removed from office by the LGB or the Board of Trustees at any time.
- The term of office of the Chair and Vice Chair shall be 1 year. Subject to remaining eligible to be a Governor, any Governor may be re-elected as Chair or Vice Chair.
- The holders of the posts of Chair and Vice Chair may at any time resign their office by giving notice in writing to the Governance Professional.
- The Chair or Vice Chair shall cease to hold office if:
  - they cease to serve on the LGB.
  - they are employed by the Trust whether or not at the Academy; or
  - in the case of the Vice Chair, they are appointed to fill a vacancy for the position of Chair.
- Where the Chair is absent from any meeting or there is at the time a vacancy for the position of 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 for the position of Vice Chair, the Governors of the LGB shall elect one of their number to act as Chair for the purposes of that meeting.

### **10.12 Committees**

- Subject to the prior agreement of the Trustees, the LGB may establish sub-committees which may include individuals who are not members of the LGB, provided that such individuals are in a minority.
- The LGB cannot delegate its powers to a sub-committee save for the following:
  - The Pay Committee which has delegated authority to make pay decisions in accordance with the Trust policy.
  - The Appraisal Committee which has delegated powers for the appraisal and pay determination of the Headteacher.
  - The Governors' Discipline Committee which has delegated authority to make decisions regarding exclusions in accordance with the Trust policy.
  - The Disciplinary Committee which has delegated authority to make decisions in accordance with the Trust policy.
  - A staff Appeal Committee which has delegated authority to make to make appeal decisions in accordance with the Trust policy.



- To be quorate a committee must have a minimum of 3 Governors in attendance.





## 11. Scheme of Delegation

In this Scheme of Delegation, the phrases have the following meanings:

**Recommend:** the individual / group that should make the recommendations as to how a particular task should be completed.

**Approve:** the individual / group that has the authority to approve the task.

**Deliver:** the individual / group that has responsibility for undertaking the task.

**Consult:** the individual / group that will be consulted before recommendations are presented.

### The Role of Members

As charitable companies limited by guarantee every Trust has Members who have a similar role to the shareholders of a company limited by shares. They:

- are the subscribers to the Trust's Memorandum of Association (where they are Founding Members).
- may amend the Articles of Association (the Articles include a definition of the Trust's charitable objects and governance structure) subject to any restrictions in the articles or in the Trust's funding agreement or charity law.
- have powers to appoint and remove Trustees in certain circumstances.
- appoint the Trust's auditors and receive the Trust's audited annual accounts (subject to the Companies Act).

In deciding and agreeing the Scheme of Delegation, senior officers of the MAT will consult with Chairs of Governors annually to ensure effective governance arrangements exist within The Trust.



<b>11.1 GOVERNANCE</b>	<b>Member</b>	<b>Trustees</b>	<b>CEO</b>	<b>Dir Fin</b>	<b>Dir Op</b>	<b>LGB</b>	<b>Headteacher</b>
Member Appoint/Remove	A D		R				
Role Description of Members	A D		R				
Articles of Association: review and agree	A	R D	C				
Trustees Appoint/Remove	A	A R D					
Appointment and review of Trust Committee Members		A R D					
Recruit/Dismissal of Governors		C	C			A D R	
Appointment of Accounting Officer		A D R					
Appointment, review and dismissal of the Lead Governance Professional		A R	D		C		
Appointment, review and dismissal of LGB Governance Professional					C	A	R D
Election of Chairs and Vice Chairs of Governors of LGB						R A D	
Election of Chair and Vice Chair of Trustees		R A D					
Determination of Trust Committee membership, Chair and Vice Chair		A			R		
Governance Structure		A	R D				
Engagement with stakeholders		A	R D			R	D
Succession plan of LGB's and Trust		A D	R				
Skills Audit complete and recruit to fill gaps for LGBs and Trust board		A R D				A R D	
Annual report on performance of the Trust, submit to Members and publish		A R D	C	C	C	D	
Under exceptional circumstances Trustees have the right to remove the LGB / replace individual Governors		A R D	C				
Self-review of Trust Board - complete annually		A R D					
Self-review of LGBs - complete annually						A R D	
Appoint External Auditor	A D	R					
ESFA required reports and submissions		A R	C	D			



<b>11.2 STRATEGY AND LEADERSHIP</b>	<b>Trustees</b>	<b>CEO</b>	<b>Dir Fin</b>	<b>Dir Op</b>	<b>LGB</b>	<b>Headteacher</b>
Set strategic objectives of the Trust	A	R D				
Set strategic objectives of the Academy		C			A	R D
Scrutiny - review & challenge progress of the Trust against its strategic objectives and KPIs	A	R D				
Scrutiny - review & challenge progress of the Academy against strategic objectives and KPIs		C			A	R D
Compliance: Funding Agreement -comply with all obligations including the Academies Trust Handbook	A	C	R D			
Compliance: Regulatory - with all regulations affecting the Trust (charity law, company law, employment law, H&S)	A	C	R D	R D		
Compliance: Financial - ensuring that there are appropriate financial controls so that there is regularity, probity and value for money in relation to the management of public funds	A	C	R D			
Compliance: completing the register of pecuniary interests and procedures for conflicts of interest and connected third party transactions (Trust)	A	C	R D			
Compliance: completing the register of pecuniary interests and procedures for conflicts of interest and connected third party transactions (Academy)			A		D	R
Consider requests from other schools to join the MAT	A	R D				
Establishment of Finance, Audit & Remuneration committees	R A D					
Policies - review and approval of Trust wide policies	A	R D	R D	R D		C
Policies - review and approval of school policies		C			A	R D
Consistent terms of references for LGBs	R A	R		C	D	
Appropriate terms of reference for committees	A				R D	
Training programme for Trustees and Governors	R A D				R A D	
Annual schedule of business for LGBs	R A	C			D	
Development and implementation of the post Ofsted inspection action plan		A			A	D R
Establish controls framework which includes internal audit	A	R	D			



<b>11.3 EDUCATION AND THE CURRICULUM</b>	<b>Trustees</b>	<b>CEO</b>	<b>Dir Fin</b>	<b>Dir Op</b>	<b>LGB</b>	<b>Headteacher</b>
School Improvement Plan - in line with strategic aims of the Trust		C			A	R D
Key Performance Indicators - setting & reviewing performance of each Academy					A	R D
Quality of teaching					A	R D
Establish and implement the Curriculum Policy and monitor its impact on outcomes and progress		C			A	R D
Pupil Premium & Catch-up Premium- reviewing and challenging value for money and impact					A	R D
Determine the admission arrangements	A	R				C D
Set the admissions criteria	A	R				C D
Admissions decisions						D
Collective Worship arrangements					A	R D
Student issues: attendance, exclusions, disciplinary matters		C			A	R D
Academy hours - setting opening & closing times					A	R D
Term dates and length of school day		C			A	R D
School lunch - ensure provided to appropriate nutritional standards					A	R D
Provision of free school meals					A	R D
To approve targets for student achievement		C			A	R D



<b>11.4 FINANCIAL MANAGEMENT</b>	<b>Trustees</b>	<b>CEO</b>	<b>Dir Fin</b>	<b>Dir Op</b>	<b>LGB</b>	<b>Headteacher</b>
Funding model: agreeing a funding model across the Trust to secure the Trust's financial health in the short and long term	A	C	RD			
Trust's Annual Budget - formulating and setting a Trust wide budget	A	C	R D			
Delegated budgets and finances - in the form of a scheme of delegation to each Academy	A	C	R			D
Academy annual budgets - formulating and determining the proportion of the overall budget to be delegated to each Academy	A	C			C	D
Expenditure and ensuring delivery of Annual budgets			C		A	R D
Reporting: financial reporting and KPIs for the multi academy trust	A		R D			
Financial policies - establishing policies and procedures to ensure compliance with the Trust's financial and reporting requirements	A	C	R D			
Approving annual accounts	A		R D			
Corporate Risk Register - Trust Risk Register, review and monitor	A	D	R D			
Corporate Risk Register - Academy Risk Register			C		A	R D
Investments - agreeing an investment policy in line with Academies Trust Handbook and any internal policies and controls	A	C	R D			
Follow the mandatory requirement to advise the ESFA's accounting officer if the Trustees intend to proceed or act against the Accounting Officer's advice		A D	R			
Send the Annual Report to the ESFA	A		R D			
Send the Annual Report to Companies House	A		R D			
Procure new buildings in line with 5-year Capital Build Plan	A	R	C D			
Maintain buildings with a properly funded maintenance plan in line with 5-year Capital Build Plan	A	R	C D			
Implementation of the external post audit action plan	A		R D			
Implementation of any internal post audit action plan	A		R			D
Approve the annual audit report	A		D			



<b>11.5 EMPLOYMENT</b>	<b>Trustees</b>	<b>CEO</b>	<b>Dir Fin</b>	<b>Dir Op</b>	<b>LGB</b>	<b>Headteacher</b>
Appointing the CEO	R A D					
Appointing any other senior Trust staff	A	R		D		
Appointing the Headteacher at each Academy		C		D	R A D	
Appointments SLT at each academy			C	D	A	R D
Staffing appointments at each academy			C	D	A	R D
Appointing other staff to MAT Central Team		C		R A D		
Establishing Trust HR policies in accordance with appropriate regulations including Pay / Appraisal	A	R		D		C
Pay progression decisions (excluding Headteacher)				C	A	R D
Appraisal of the Headteacher and pay decisions		R A D			R A D	
Determine annual pay and performance review for the Executive Team	R A D	C				
Cost of living pay increases (all staff) & confirmation of pay scales	A	R	C	R D		
Terms & Conditions of Employment	A	C		R D		
Suspend or dismiss staff from MAT Central Team in accordance with Trust disciplinary / capability policies		A		R D		
Suspend or dismiss the CEO / Senior staff from MAT Central Team in accordance with Trust disciplinary / capability policies	R A D					
Appeals associated with the above	R A D					
Suspend or dismiss a Headteacher in accordance with Trust disciplinary and capability policies		R		C	A D	
Appeals associated with the above		R		C	A D	
Suspend other academy staff in accordance with Trust disciplinary and capability policies				C D	A	R D
Dismiss other academy staff in accordance with Trust disciplinary and capability policies				C D	A	R
Appeals associated with the above				C	A D	R
Set the Discipline and Grievance Procedure	A			R D		
Determining and allocating Central Services Team to Academies in the Trust		A	R D	R D		



<b>11.6 OPERATIONS</b>	<b>Trustees</b>	<b>CEO</b>	<b>Dir Fin</b>	<b>Dir Op</b>	<b>LGB</b>	<b>Headteacher</b>
Overseeing the effectiveness of services provided centrally by the Trust	A	R D				
Asset and Premises Maintenance Strategy	A		R D			
Health and Safety Strategy and operations	A		R D			
IT Strategy and operations	A	C		RD		
Acquiring and disposing of Trust land Changing use of assets	A		R D			
Arranging insurance for the Trust and academies	A		R D			
Academy Prospectus		C			A	R D
Media & PR - overseeing public relations for Trust and Academies	A	R D		D		
Trust Prospectus and website	A	R D		D		
Approve and set up Trustees and Governor Expenses Scheme	A		R D			
Determine Trusts Vision, Strategy and Key Priorities		A R D	D C	DC		
Determine Schools Vision, Strategy and Key Priorities		C			A R	D
Carrying out DBS checks				D		



## 11.7 SCHEME OF DELEGATION ON FINANCIAL CONTROLS

Delegated Duty	Value	Delegated Authority
Ordering goods and services (raising requisitions)	£500,000	Trustees
	£250,000	Trading Company Directors
	£100,000-£250,000	Local Governing Bodies
	£250,000-£500,000	CEO & Director of Finance
	£250,000	CEO
	£200,000	Director of Finance
	£150,000	Director of Operations/School Improvement
	£100,000	Head Teachers
	£50,000	Trust Finance Manager/School Business Manager
	£30,000	Trust Central Department Managers
	£25,000	Deputy Head Teachers
	£20,000	School Office Manager
	£10,000	Assistant Head Teachers
	£5000	Department Budget Holder
	£1000	Finance Assistants
Signatories for cheques	Any	Some Heads, CEO and Director of Finance
BACS payment authorisations and other bank transfers	Any	Finance Assistants, Director of Finance
Signatories for DfE grant claims and DfE returns	Any	CEO
Disposal of assets (Excluding land and buildings: DfE approval needed)	<£5000	CEO
	>£5000	Trustees
Write off Bad Debts	Any	Director of Finance
Purchase or Sale of any Freehold Property	Any	DfE Approval Required
Granting / take up of any leasehold or tenancy agreement exceeding 3 years	Any	DfE Approval Required
Raising invoices to collect income	Any	Finance Assistants in central or school team
Payroll	BACS run	Director of Finance
	Discretionary Payments	CEO, Director of Finance/Operations

