



Governance Framework

Effective from 1 September 2016

Contents		Page
1	General	1
2	Constitutional Issues	5
3	Delegated Power and Authority	7
4	Trustees, School Governors and Committee Members	13
5	Reporting, Meetings, Decision Making and Record Keeping	20
6	Review	23
7	Glossary of Terms	24

Appendices	
A	Membership Policy
B	Terms of Reference for the Board of Trustees
C	Terms of Reference for the Audit & Risk Committee
D	Terms of Reference for the Finance & Resources Committee
E	Terms of Reference for the HR, Remuneration & Selection Committee
F	Terms of Reference for the Chief Executive's Appraisal Panel
G	Terms of Reference for a School Governing Body (Model)
H	Terms of Reference for the Executive Leadership Team
I	Terms of Reference of the Chairs' Group
J	Board & Committee Membership Policy
K	Role Profile for Trustees, School Governors & Committee Members
L	Person Specification for Trustees, School Governors & Committee Members
M	Additional Responsibilities for Positions of Office
N	Additional Competencies & Commitments for Positions of Office
O	Duties of the Clerk to the Trustees
P	Code of Conduct
Q	Expenses & Remuneration Policy
R	Skills, Performance & Development Policy
S	Standards for Effective Meetings
T	Urgent & Efficient Decision Making Policy
U	Openness & Accountability Policy

1. GENERAL

The Trust

- 1.1 Palladian Academy Trust (the Trust) was established in 2016. It operates within the city of Bath. The Trust includes one secondary and seven primary academies:



- 1.2 The Trust is developing a shared vision and a set of values that will encapsulate the spirit of the new partnership of schools and what it wishes to achieve in the longer term. It is also developing a new strategic plan that will set out its aims and objectives, short to medium term priorities and how it will allocate its resources in order to achieve them.
- 1.3 The Trust is a group of geographically close secondary, primary, infant and junior schools that have chosen to work together in partnership. The Trust is a

mix of Church of England and non-denominational schools, sharing the same vision that puts respect, team-working and achieving “personal best” at the heart of their approach, while proudly retaining their own ethos and identity. Together it forms a community of more than three thousand students and staff.

- 1.4 The Trust takes its name from the famous Palladian bridge in Prior Park Landscape Garden, appropriately symbolising both the local area of the Trust, and its aspiration to take every opportunity to forge links both within the Trust, and externally.

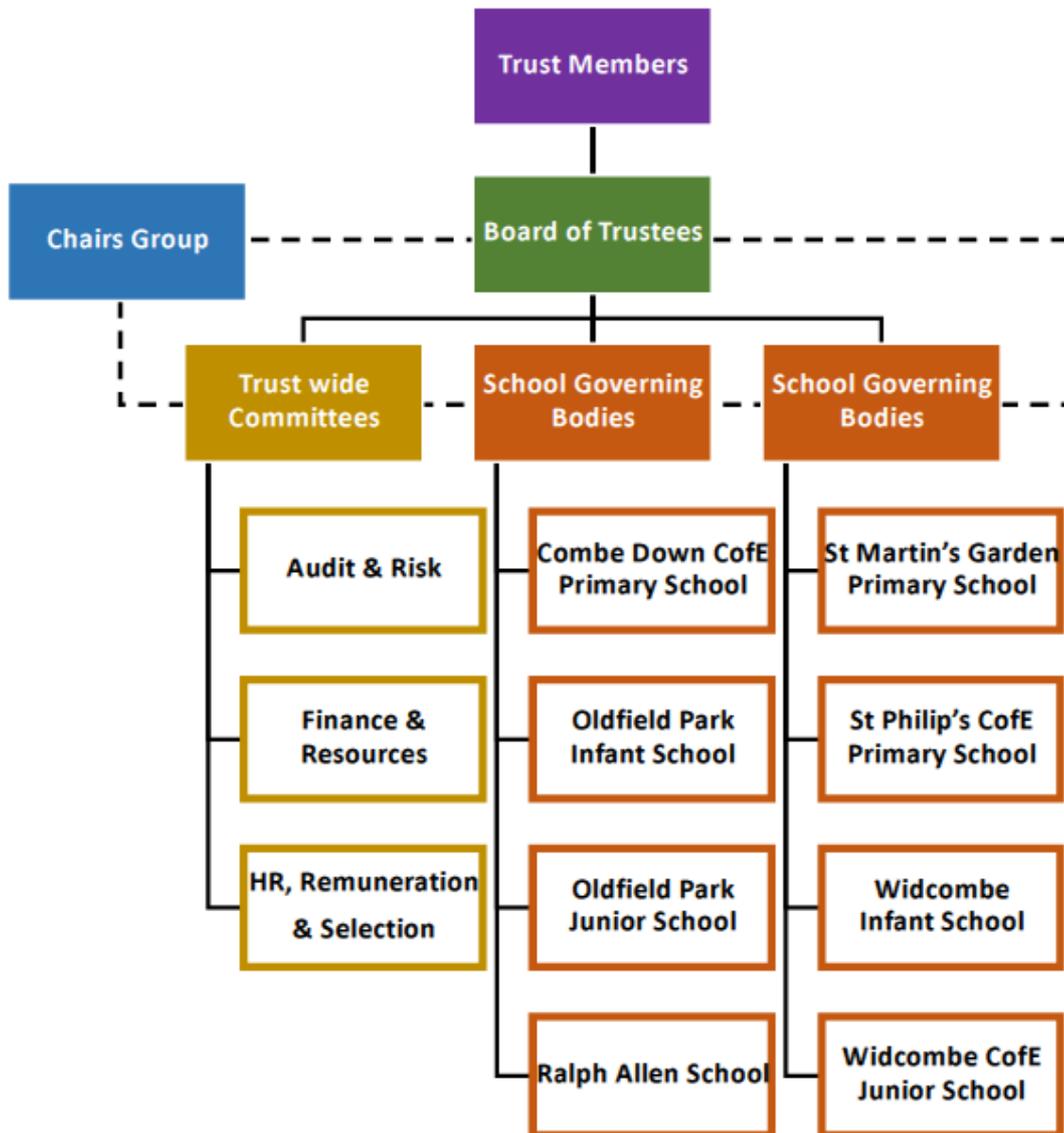
The Trust's Academies

- 1.5 **Ralph Allen School** is a non-denominational 11-18 school for girls and boys on Bath's skyline. The school became an academy in August 2012 and a member of the Palladian Academy Trust in 2016. The school has approximately 1000 pupils and takes 180 students in each year in six forms of entry (Years 7-11) with approximately 230 students in the sixth form. The school is named after Ralph Allen (1693-1764), the Bath mine owner, entrepreneur and philanthropist who contributed much to the building of Georgian Bath and the early development of the post office. The school was built in 1957 and has been further extended and developed since then.
- 1.6 **Combe Down Church of England VC Primary School** is located on the south eastern edge of Bath in the old stone mining village of Combe Down. The school traces its history back to the 1850s when the children of miners in the local quarries went there. It has approximately 406 pupils across seven year groups from Reception up to Year 6. It retains a strong Christian ethos and a number of the school's governors are appointed by the Bath and Wells Diocese. The school became an academy and joined the Trust on 1 July 2016.
- 1.7 **Oldfield Park Infant School** is located in southern Bath. The school dates back to 1878 and has a long tradition of serving the local community. It is a non-denominational, two-form entry community school for children aged 4-7 (Key Stage 1), and currently has 180 pupils on roll. The school became an academy and joined the Trust on 1 November 2016.
- 1.8 **Oldfield Park Junior School** is located in southern Bath. The school has served the local community since 1893, starting life as South Twerton School. It has distinctive and iconic buildings which are listed with English Heritage. It is a non-denominational community school for children aged 7-11 (Key Stage 2) and has approximately 259 pupils across ten classes. The school became an academy and joined the Trust on 1 November 2016.

- 1.9 **St Martin's Garden Primary School** is located on the southern edge of Bath. The school buildings were constructed in 1951 on the site of the gardens of the old St Martin's workhouse (later converted to St Martin's Hospital). The current primary school was opened in 2001 when the former infant and junior schools amalgamated. It has 230 pupils across seven year groups, including 21 pupils in the Margaret Coates Centre (MCC). The MCC shares the St Martin's Garden site, and has provided education services to autistic children since 1973, becoming a Children's Centre in 2006. The school became an academy and joined the Trust on 1 September 2016.
- 1.10 **St Philip's Church of England VC Primary School** is located in the old stone mining village of Odd Down on the southern edge of Bath. The oldest part of the school dates back to 1847 but much has been added since then. It has 280 pupils across seven year groups from Reception to Year 6. It has a strong Christian ethos which permeates the school and its staff team. The school became an academy and joined the Trust on 1 November 2016.
- 1.11 **Widcombe Infant School** is located in the heart of Bath. Until 1974 the infant children in Widcombe attended the Church of England National School which provided primary education. Widcombe Infant School was then established as a school in its own right in 1974 following the demolition of a large area of old terraced houses in the Dolemeads. It is a non-denominational, two-form entry community school for children aged 4-7 and has 180 pupils, taking 60 pupils in each year. It has strong links with the neighbouring Widcombe Church of England Junior School. The school became an Academy and joined the Trust on 1 August 2016.
- 1.12 **Widcombe Church of England VA Junior School** is located in the heart of Bath. The school was founded in 1839 when it offered primary education as the Church of England National School provided by the local parish church of St Matthew's. It is a two-form entry school with 237 pupils, and prides itself in its strong links with the community and the neighbouring Widcombe Infant School. The school became an academy and joined the Trust on 1 November 2016.
- 1.13 The academies are managed by the Trust as an independent education provider authorised by the Secretary of State for Education. The Trust has the power to establish new academies and existing academies may also join the Trust.

Governance Structure

- 1.14 The following diagram illustrates the governance structure of the Trust:



- 1.15 The main aim of the framework is to ensure that decision making powers and delegated authorities are clear. Delegation of power by the Board of Trustees to a school governing body, Trust-wide committee or to the Executive Leadership Team collectively, are included in this document. Delegation of financial authority is defined within the financial regulations and procedures.
- 1.16 The framework has a number of appendices which are referenced appropriately under the relevant headings.
- 1.17 The framework is intended to clarify and give guidance on the effective governance of the Trust. Should there be any dispute or misunderstanding in relation to the framework and its interpretation then the statutory duties on the Trust and its powers and objects within its articles of association will take precedence.

- 1.18 Terminology is as far as possible consistent with the articles of association. However there are some exceptions which have been adopted for ease of use and clarity of understanding:

Articles of Association	Governance Framework
Academy	School
The Company	The Trust
Chairman	Chair
Local Governing Body	School Governing Body
Local Governor	School Governor
Vice Chairman	Vice Chair
Chief Executive Officer	Chief Executive
Principal	School Headteacher

- 1.19 The framework will be maintained by the Chief Operating Officer and may be updated from time to time by resolution of the Board of Trustees. It will be subject to an annual review to ensure operational efficiency and compliance with regulatory requirements.

2. CONSTITUTIONAL ISSUES

General

- 2.1 The Trust is a private company limited by guarantee and registered with Companies House in England and Wales. Its company registration number is 08061092.
- 2.2 The Trust is subject to company law. Its articles of association define its objects i.e. the range of things which it was set up to do (Article 4). They also define its powers i.e. the range of things it can do to further the objects (Article 5). The articles of association represent the Trust's constitution.
- 2.3 The articles define the way in which the Trust should conduct its business in respect of general meetings, appointment and removal of members, liability of the Trust's Members and restrictions on changes to the articles. They further define the composition of the Board of Trustees, the processes for the appointment and removal of Trustees, and positions of office.
- 2.4 The Trust has been established to enable it to include both non-denominational academies (whether with or without a religious character) and designated

Church of England academies.

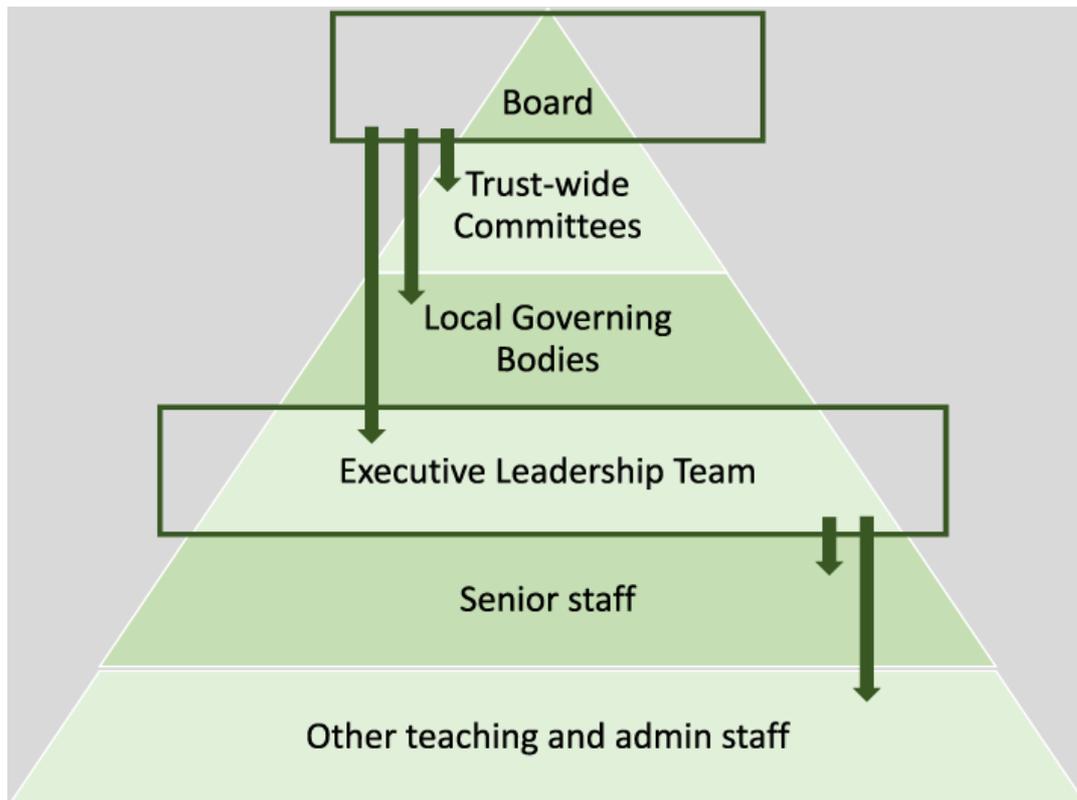
- 2.5 Of the latter group, the constitutional structure of the Trust enables it to include academies that were previously voluntary controlled schools and voluntary aided schools within the Diocese of Bath and Wells. These academies must be conducted in accordance with the principles, practices and tenets of the Church of England. On such matters the Trust takes advice and follows directives issued by the Diocesan Board of Education (Article 5^(r)).
- 2.6 In most areas of the governance of the Trust there is no difference between Church of England Schools and those which are non-denominational. There are however some key differences most notably:
- The Bath & Wells DBE Trust has the right to appoint two Foundation Members but they must not represent more than 40% of the total membership (detail included in Appendix A).
 - The Bath & Wells DBE Trust has the right to appoint a number Foundation Trustees providing they do not exceed one third of the Board of Trustees (detail included in Appendix J).
 - The Bath & Wells DBE Trust has the right to appoint a number of Foundation School Governors to Church of England school governing bodies. These should be in the same proportions as set out in the school's instrument of government in place at the time the school joined the Trust (detail included in Appendix J).
 - All school governors appointed to a Church of England School must sign an undertaking to the Bath & Wells DBE Trust to uphold the designated religious character of the school (detail included in Appendix J).
 - The terms of reference for a school governing body for a Church of England school includes statements regarding its responsibilities to ensure that the school continues to preserve and develop its religious character and provides an education within the context of Christian belief and practice (detail included in Appendix G).
- 2.7 The Trust is an exempt charity. As an exempt charity it must comply with charitable law and may benefit from charitable tax relief. The Trust has a principal regulator in the Department for Education. As an exempt charity with an alternative principal regulator it is not directly regulated by The Charity Commission.
- 2.8 The Trust is also regulated by the Office for Standards in Education, Children's Services and Skills (Ofsted). The Trust is registered with the Education Funding Agency.

- 2.9 The Trust's Members are the custodians of the constitution. They have limited liability, undertaking to contribute a sum not exceeding £10 if the Trust is wound up (Article 8).
- 2.10 The Trust has three categories of Members (Article 12):
- The two Foundation Members
 - The Chair of the Trustees (an ex-officio position)
 - Other persons appointed by the Members
- 2.11 The Members will consider, and if appropriate, approve any changes to the articles of association at a general meeting (either the annual general meeting or an extraordinary general meeting). The Trust's Members will also receive the statutory accounts.

3. DELEGATED POWER AND AUTHORITY

General

- 3.1 The Trust is established on the basis that the Board of Trustees has significant levels of power and authority to ensure solvency and to determine strategy, policy and standards for the Trust as a whole. School governing bodies and other Trust-wide committees have duties to support the Board of Trustees in these responsibilities, to focus on the delivery of the vision against the Trust's standards and engage with stakeholders internally and externally to ensure that their needs are being met.
- 3.2 The power of the Board of Trustees to manage the Trust's business is established in the articles of association (Articles 93-94). The Board of Trustees has the power under the articles of association to establish committees and to delegate power to them (Article 100) – this includes school governing bodies and other committees.
- 3.3 The Trust has a scheme of delegation illustrated below:



- 3.4 This shows that the authority of the Board is the source of delegation to committees and school governing bodies. It also delegates to the Executive Leadership Team and its members. All delegation to staff then flows from that level.
- 3.5 The Board of Trustees has established committees known as ‘school governing bodies’ for each academy within the Trust. It may establish further school governing bodies for new joiner academies in the future. It may, if necessary and appropriate, establish one school governing body to oversee more than one school. Their terms of reference primarily focus on the teaching, learning and well-being of pupils/students within their academies.
- 3.6 The Board of Trustees has established three other committees and has delegated authority to them to carry out a range of related functions for the Trust. These committees carry out Trust-wide duties.

Board of Trustees

Terms of Reference - Board of Trustees

Appendix B

- 3.7 The terms of reference set out the following:
- Purpose
 - Membership

- Frequency of meetings
- Quorum and voting
- Core functions (including reserved matters)

3.8 The terms of reference provide a summary of the duties and responsibilities of the Board of Trustees collectively and provide a framework for exercising its powers (Articles 93-96). It also sets out matters that are reserved by the Board of Trustees and cannot be delegated to a school governing body, a Trust-wide committee, or to the Executive Leadership Team (collectively or as individuals).

3.9 The core functions of the Board of Trustees include responsibility for oversight of all of the Trust's governance structure and arrangements, keeping them under review and agreeing changes as appropriate subject to the articles of association (in that some changes may require Members' consent at a general meeting).

3.10 The Board of Trustees will oversee the strategic direction and leadership of the Trust as a whole and be explicit in its expectations for the following:

- Ensuring solvency, with robust frameworks for internal controls, risk and financial management
- Setting high standards and levels of pupil/student achievement
- Instigating effective mechanisms for monitoring performance and ensuring accountability
- Driving continuous improvement through regular review planning and evaluation activities
- Managing all corporate communication, marketing and public relation activity
- Managing all stakeholder engagement

3.11 It will agree all standards, strategies and policies that will apply across the Trust and its academies.

3.12 The terms of reference set the size and composition of the Board of Trustees within the parameters of the articles of association. The lead senior member of staff for meetings of the Board of Trustees is the Chief Executive. Other senior staff may attend.

Audit & Risk Management Committee

Terms of Reference - Audit & Risk Management Committee

Appendix C

3.13 This standing Trust-wide committee has a number of core functions that include internal controls, external and internal audit, fraud prevention, and risk management. The committee also receives and considers in detail the statutory

accounts for the Trust and recommends them to the Board of Trustees for approval prior to presentation to Trust Members at the AGM. It also recommends the appointment of the external auditors to the Board of Trustees.

- 3.14 The Audit & Risk Management Committee has the authority to investigate any activity within its terms of reference and if necessary to obtain legal or other independent advice to enable it to properly conduct its business.
- 3.15 In line with best practice, the committee chair will not be the Chair of the Trustees. The lead senior member of staff is Chief Operating Officer.

Finance & Resources Committee

Terms of Reference - Finance & Resources Committee

Appendix D

- 3.16 This standing Trust-wide committee's role is to ensure that a framework is established and maintained for optimising the employment of all of the Trust's finances and other resources (other than human) to enable it to deliver the vision and support the objectives approved by the Board of Trustees.
- 3.17 The committee has a critical role in overseeing budget formulation, monitoring, and treasury management. Its financial functions extend into value for money and procurement. It also has a wider brief covering asset management, facilities management, lettings, information technology, and health and safety.
- 3.18 The lead senior member of staff is Chief Operating Officer.

HR, Remuneration & Selection Committee

Terms of Reference - HR, Remuneration & Selection Committee

Appendix E

- 3.19 This standing committee's role is to oversee all matters relating to the contracts, terms and conditions, and remuneration of the Executive Leadership Team and the rest of the staff team. It covers all matters relating to human resources including staff related performance management/review, disciplinary, under-performance and capability issues, continuing professional development, attendance, welfare and quality of work-life balance.
- 3.20 It also has a wider brief in relation to governance and deals with all matters relating to recruitment and selection of trustees, school governors and other committee members; skills audits and succession planning; training and development. The committee also deals with the review of performance of all trustees, school governors and other committee members.

- 3.21 The Chief Executive will not be appointed to this committee (nor will any other staff members). The lead senior member of staff is Chief Operating Officer although the committee may take external advice as required.

Terms of Reference - Chief Executive's Appraisal Panel

Appendix F

- 3.22 The HR Remuneration and Selection Committee has a key role in overseeing the process of reviewing the Chief Executive's performance. In line with best practice the committee will establish a panel to appraise the Chief Executive and, if appropriate, recommend any proposals for pay and benefits.
- 3.23 The purpose of the panel also includes ensuring the post holder is effective in securing improved standards and outcomes for the pupils/students of the Trust, through the implementation of the Trust's strategic plan and oversight of each academy's annual development plan.

School Governing Bodies

Model Terms of Reference - School Governing Body

Appendix G

- 3.24 The Board of Trustees has established other committees, known as school governing bodies, for its academies to oversee all matters relating to pupils'/students' learning and wellbeing.
- 3.25 The core functions of a school governing body covers all factors which relate to, and underpin, good teaching and learning. It has a critical role in monitoring the progress and impact of personalised learning interventions to ensure high standards and pupil/student outcomes in line with the Trust's vision and strategy.
- 3.26 A school governing body has a wide brief covering the following:
- Teaching and learning plus quality assurance processes across all key stages and partnership organisations
 - Careers, information, advice and guidance, work experience
 - Behaviour (including inclusion, exclusion and reintegration) and attendance
 - Safeguarding of pupil/students (in particular monitoring and tracking progress for vulnerable pupil/student groups)
 - Management of the school budget (within the financial framework established by the Trust).
- 3.27 These are model terms of reference agreed by the Board of Trustees for a well performing academy with a strong school governing body. The Board of Trustees may reduce the levels of delegated authority within the model terms of reference on any basis it considers appropriate. For example:

- For newly created academies
- For existing or joining academies with ‘requires improvement’ or ‘inadequate’ Ofsted judgements for overall effectiveness
- Where the school governing body requires strengthening

3.28 The Board of Trustees will set the terms upon which delegated authority may be increased and will require that the school governing body provide regular reports on progress towards achieving the required standards.

The Executive Leadership Team

Terms of Reference - Executive Leadership Team

Appendix H

- 3.29 The Executive Leadership Team has corporate responsibility for the overall formulation of Trust-wide strategies and policies for approval by the Board of Trustees or by a school governing body or other committee (as appropriate within their terms of reference) or other delegated body/individual.
- 3.30 The Executive Leadership Team has responsibility for the implementation of those strategies and policies through the development of procedures, guidelines, action plans and the further delegation of responsibility to school headteachers (and their senior leadership teams), managers and other staff as appropriate.
- 3.31 The Executive Leadership Team meeting is a means by which the Chief Executive exercises strategic management of the Trust and seeks to gain agreement and/or commitment to decisions and recommendations. The Executive Leadership Team is empowered to determine its own working methods.
- 3.32 The boundaries of the Executive Leadership Team’s responsibilities are as set by the strategic plans that have been approved by the Board of Trustees. They are further set by the strategies, policies and standards agreed by the Board of Trustees, school governing bodies and other committees. The scope of their individual responsibilities is defined by their job descriptions.
- 3.33 For the efficient and effective management of the Trust, the Board of Trustees has delegated specific decision making authority to members of the Executive Leadership Team acting collectively or as individuals to make decisions (including financial commitments) within strategies and policies agreed by the Board of Trustees, school governing bodies or other committees and in full compliance with all relevant regulatory expectations, including the Academies Financial Handbook.

- 3.34 The Executive Leadership Team is authorised to agree the further delegation of these specific decision making authorities to other staff providing that the authorities are commensurate with their duties, responsibilities and accountabilities.

Chairs Group

Terms of Reference - Chairs Group

Appendix I

- 3.35 The Chairs Group includes the Chair of the Trustees (who chairs the Group) plus all of the School Governing Body Chairs and the Trust-wide Committee Chairs.
- 3.36 The purpose of the Group is to act as a sounding board for the development of Trust strategy and policy including the growth of the Trust; to facilitate effective internal and external partnerships (including between the Board of the Trustees and the school governing bodies); and to focus on educational standards and performance across all schools the Trust.

4. TRUSTEES, LOCAL GOVERNORS AND OTHER COMMITTEE MEMBERS

Membership

Board & Committee Membership Policy

Appendix J

- 4.1 The policy covers issues related to membership of the Board of Trustees and its committees (school governing bodies and Trust-wide committees). It specifies the processes for appointing trustees, school governors and other committee members; and their terms of office.
- 4.2 Without compromising its capacity to ensure that it has the necessary skills, knowledge and experience amongst the membership of the Board of Trustees, the Trust aims to have a board of twelve trustees for optimum effectiveness in debate and decision making. The Trust also applies a similar principle to school governing bodies and given the scope of their responsibilities the Trust aims for a membership of between eight and ten school governors. Other committees have smaller memberships but again appointments will be based on skills, knowledge and experience relevant to the purpose and functions of the committee.
- 4.3 The size and composition of the Board of Trustees is set within the parameters of the articles of association and is further defined in the Board & Committee Membership Policy.

- 4.4 The size and composition of Trust-wide committees is a matter for the Board of Trustees, subject to (Article 101):
- the terms of reference, constitution and membership being reviewed at least every 12 months;
 - the majority of the membership of such a committee being trustees; and
 - no decisions being taken by the committee unless a majority of the members of the committee present are trustees
- 4.5 The size and composition of school governing bodies is a matter for the Board of Trustees, subject to the terms of reference, constitution and membership being reviewed at least every 12 months (Article 101). For any Church of England academy that was formally a voluntary controlled or voluntary aided school, the size and composition of the school governing body is influenced by the former instrument of government in place at the time they joined the Trust (Article 101B). This requires foundation school governors to be appointed (by the Bath & Wells BDE Trust) in the same ratio as existed prior to joining the Trust.
- 4.6 The Trust requires individuals to be appointed as trustees, school governors and other committee members who can bring with them skills, knowledge, experience and competencies that enable the various bodies within the governance structure to be both accountable for effective education provision and have the capacity to oversee an efficient business. These principles will be applied in determining the memberships of the Board of Trustees, the school governing bodies and Trust-wide committees.
- 4.7 Trustees may be appointed as school governors on school governing bodies and/or as members of other committees. The Board of Trustees may also appoint others to serve on Trust-wide committees (who are neither trustees nor school governors).

Terms of Office

- 4.8 The Board & Committee Membership Policy also sets out the terms of office and the arrangements for retirement and renewal of trustees, school governors and other committee members. There is a standard term of office in the articles of association of four years for all trustees (Article 64) other than the Chief Executive who remains a trustee for as long as they are in post (Article 57). For school governors and other committee members there is no defined term of office in the articles but the Board of Trustees has also agreed a standard four year term; retaining the power to vary terms of office to aid succession planning.
- 4.9 All trustees may serve a maximum of eight years in office, which may be extended by two further years in exceptional circumstances and with the consent of the Board of Trustees. There is no maximum term for school governors but

the Board of Trustees will (as it would in any event) carry out a review prior to any re-appointment and take into account the collective skills required and the individual's performance over the previous term of office.

Appointments

- 4.10 The Trust aims to recruit, retain and retire the majority of trustees and school governors through a robust and objective selection process based on collective and pre-determined skills, knowledge and experience requirements and the ability of applicants to demonstrate the competencies and meet the commitments set out in the person specification. The Trust cannot control the appointment of foundation trustees or foundation school governors by the Bath & Wells DBE Trust but will work with them to try and ensure the Trust's policy aims are achieved. Parent school governors will usually be elected, as will staff school governors.
- 4.11 All appointees will receive a letter of appointment which must be counter-signed at the start of each individual's term of office. The letter will include the role profile and person specification (plus any additional responsibilities and competencies required of those holding positions of office), the code of conduct and register of interests form. In counter-signing the letter each individual agrees to work to their roles and responsibilities; to the best of their ability attain the expected competencies; and abide by the code of conduct. Trustees, school governors and other committee members are expected to refer to them throughout their term of office in order to remind themselves of their obligations to the Trust.
- 4.12 All Trustees, school governors and other committee members are appointed subject to the completion of satisfactory references and an enhanced check by the Disclosure Barring Service. The person to be appointed will be disqualified from taking up the position if they fail to provide the certificate or if, in the opinion of the Chair, the information disclosed confirms their unsuitability to work with children (Article 78).

Roles and Responsibilities

Role Profile for Trustees, School Governors & Committee Members

Appendix K

Person Spec for Trustees, School Governors & Committee Members

Appendix L

- 4.13 All Trustees, school governors and other committee members have a duty to act at all times in accordance with the position of trust that they hold. Therefore, in conducting the Trust's business, they must ensure that the interests of the Trust and its academies are protected and at all times they must concern themselves

with two principal questions: whether the Trust is keeping within its objects and powers; and whether its actions are financially responsible.

- 4.14 The Trust's regulators expect all trustees, school governors and other committee members to ensure that the Trust's interests are protected by evidencing consistent and highly effective governance policy and practice. The reputation of the Trust as a whole may be implicated if the practice in any one school is judged to be less than satisfactory.
- 4.15 It is therefore important that all trustees, school governors and other committee members have clarity around their roles and fully understand their responsibilities and these are set out in the role profile. It is also important to ensure that there is clarity on core competencies expected of those involved in the governance of the Trust and these are set out in the person specification.

Positions of Office

Additional Responsibilities for Positions of Office

Appendix M

Additional Competencies & Commitments for Positions of Office

Appendix N

- 4.16 Within The Trust there are a number of positions of office which have additional areas of responsibility. These are:
- The Chair of the Trustees
 - The Vice Chair
 - The Committee Chairs
 - The School Governing Body Chairs
- 4.17 These documents supplement the generic role profile and person specification for all trustees, school governors and committee members and apply to those holding these positions of office.
- 4.18 The Board of Trustees at its first meeting after the start of the school year will elect a Chair of the Trustees (Article 82). The Trust has agreed that the Chair of the Trustees shall be independent of the school governing bodies to ensure that there is an appropriate separation of duties to enable full and robust scrutiny of school governing body activity; and to ensure that no one school has any perceived higher level of influence within the Board of Trustees. The Chair of the Trustees is required to ensure the effective management of the Trust's business, good governance and to give support to the Chief Executive.
- 4.19 The Board of Trustees at its first meeting after the start of the school year will also elect a Vice Chair of the Trustees (Article 82). The Vice Chair of the

Trustees shall act for the Chair in their absence and support them in fulfilling their role and responsibilities.

- 4.20 At the first meeting of the Board of Trustees after the start of the school year, the Board of Trustees will appoint the Committee Chairs. They will be appointed from amongst the trustees taking into account the skills and competencies required for the positions and the balance of chairing responsibilities across the Trust. A Committee Chair is required to ensure the effective management of the committee's business, good governance, and to give support to the lead member of staff for the committee.
- 4.21 At the first meeting of the Board of Trustees after the start of the school year, the Board of Trustees will appoint the School Governing Body Chairs. They will be appointed taking into account the skills and competencies required for the positions. A School Governing Body Chair is required to ensure the effective management of the school governing body's business, good governance, and to give support to the relevant school headteacher.

The Clerk to the Directors

Duties of the Clerk to the Trustees

Appendix O

- 4.22 The Clerk to the Trustees must be appointed by the Board of Trustees (Article 81). The Clerk is responsible for ensuring the maintenance of key records at the Trust's registered office and for ensuring that all statutorily required returns are made on time to the local authority, Companies House, Charity Commission, Ofsted, Department for Education, and any other relevant regulatory bodies. The Board of Trustees may also appoint a joint, assistant or deputy Clerk to the Trustees (Articles 1^(h) and 81).
- 4.23 The Clerk has the duty and the right to provide appropriate challenge and support to all trustees, school governors, other committee members and staff, including the Chief Executive and the Chair of the Trustees, to ensure compliance with good governance policy and practice. They may make all reasonable enquiries should they believe that a breach of the law, regulatory requirements or guidance, or the constitution has occurred.
- 4.24 The Trust may appoint individuals to be a patron or to hold any other honorary office. Such appointments (and their term) will be made by the Board of Trustees (Article 127).

Conduct and Probity

Code of Conduct

Appendix P

- 4.25 The Trust recognises the need to set and achieve high standards of conduct for its trustees, school governors and other committee members, as it does for its staff. It is important that the Trust maintains the highest standards of probity in all its dealings so that trustees, school governors and other committee members are not open to possible criticism or any charge of undue influence.
- 4.26 The Code of Conduct applies to all trustees, school governors and other committee members operating inside or outside of the Trust or their individual school. This includes any meetings, events or activities which they formally attend on behalf of their school or the Trust. It also covers any circumstances where they may not be representing their school or the Trust but where their presence and/or behaviour will reflect upon their school or the Trust. It also covers the conduct of trustees, school governors and other committee members in their dealings with staff, partner organisations and members of the public.
- 4.27 All alleged breaches of the Code of Conduct will be investigated by the Chief Executive or their nominee in consultation with the Chair of the Trustees and any other relevant chair. Ultimately the Board of Trustees may terminate the appointment of any trustee, school governor or other committee member found to have been in breach of the Code of Conduct.

Expenses and Remuneration

Expenses & Remuneration Policy

Appendix Q

- 4.28 The Trust will reimburse the reasonable travel expenses of trustees, school governors and other committee members. It will also reimburse the cost of subsistence (where provision is not otherwise made).
- 4.29 Claims will only be reimbursed in accordance with the policy following submission on a form and in line with a process approved by the Business Manager. Claims will be authorised by the Business Manager and reviewed annually by the Audit & Risk Committee.
- 4.30 The Trust's articles of association are clear in stating that remuneration is not usually a feature for those undertaking a voluntary role as a trustee, school governor or other committee member. They do however contain provisions permitting payments to a trustee in certain circumstances (Articles 6.7 and 6.8).

- 4.31 The essential and desirable skills, knowledge and experience required on the Board of Trustees, the school governing bodies and the Trust-wide committees are also regularly reviewed to ensure that each body is as effective as possible. Skills gaps are met through good succession planning and renewal i.e. the retirement and recruitment of trustees, school governors and other committee members and potential co-option.
- 4.32 Collective performance and effectiveness is reviewed by way of a self-assessment questionnaire to all trustees, school governors and other committee members covering a range of issues such as roles and responsibilities, decision making, strategic leadership, communications, relationships, accountability and team working.
- 4.33 The Trust will also consider the use of external challenge and validation of its assessment where appropriate to ensure that it is progressing towards, or maintaining excellent standards of governance taking into account the various codes and best practice which exist for the sector and in the wider business environment.
- 4.34 Training and development needs are also assessed regularly as part of the skills audit and/or the collective effectiveness review process. Each trustee, school governor or other committee member however has a duty to identify training and development needs they may have during the course of the year. The outcomes will inform the annual governance development programme.
- 4.35 The effectiveness of trustees, school governors and other committee members as individuals is kept under review by the relevant chair. Any performance issues during the year will be managed by the relevant chair. Where the issues relate to the Chair of the Trustees, then the Vice Chair in consultation with the Chief Executive will take necessary action in line with the articles of association and this framework.
- 4.36 The Trust recognises that annual individual performance review enhances personal effectiveness and the accountability of trustees, school governors and other committee members. The Trust will apply a competency based performance review scheme for individual trustees, school governors and other committee members which draws on the role profile and person specification, and the additional responsibilities and competencies for those in positions of office. The scheme is designed to measure personal effectiveness in the ability to lead, inspire and add value to the governance of the Trust.

- 4.37 The Trust will maintain a governance development programme. The aim is to enhance the collective performance of the Board of Trustees, the school governing bodies and other committees and the capacity of individuals to contribute to the good governance of the Trust.
- 4.38 The Clerk to the Trustees will maintain a log of all trustee, school governor and other committee member training. All trustees, school governors and other committee members are encouraged to complete a personal development action plan as an effective method of evidencing their commitment to on-going professional development.

5. REPORTING, MEETINGS, DECISION MAKING AND RECORD KEEPING

Reporting

- 5.1 It is the duty of the Chief Executive, the other members of the Executive Leadership Team, other senior managers and agents to ensure that the Board of Trustees, the school governing bodies and the Trust-wide committees are well informed so as to be able to carry out their responsibilities.
- 5.2 Trustees, school governors and other committee members have a range of skills, knowledge experience and competencies. In order to keep them properly informed, staff must provide usable, clear and concise information; enabling individuals to extract the key points from text and data with ease. Any item requiring a decision must be supported by a written report. All written reports should follow the Trust's report writing standards.
- 5.4 Report authors must consider and set out where appropriate in the report the impact upon and any implications arising for the following areas: legal, financial, human and other resources, environment, community, equality and diversity. It is particularly important that reports clearly identify the financial implications of the decision sought from the meeting. The assessment of financial implications should include where relevant the following:
- The impact on budget
 - The impact on the strategic plan
 - The impact on school development plans
- 5.5 Implications do not always need to appear as headings but must be considered and information provided within the report so that it flows logically and aids reading and understanding of the issues.
- 5.6 Reports should also set out where there has been consultation with key stakeholders. The extent of consultation will depend on the matter in hand.

Where appropriate, matters for consideration can be subject to consultation before presented to the Board of Trustees, a school governing body or other committee, provided they are in line with agreed strategy. Matters of principle should still be reported to the Board of Trustees, relevant school governing body or Trust-wide committee for consideration before consultation.

- 5.7 There are clear links between the governance structures of the Trust and the stakeholder engagement structures. These operate on different levels. Reference should be made at the appropriate level of engagement to help inform the reporting and decision making processes.

Meetings

Standards for Effective Meetings

Appendix S

- 5.8 It is the aim of the Trust that all meetings of the Board of Trustees, school governing bodies, Trust-wide committees, working groups and panels should be:

- efficiently administered
- able to deal effectively with the business on the agenda within a reasonable timeframe
- conducted in a respectful and business-like atmosphere
- chaired in such a way that business in hand is dealt with and that everyone is able to make an effective contribution

- 5.9 It is important that the standards are maintained as consistently as possible across the Trust in all meetings. Trustees, school governors and other committee members should be able to expect the same standards at any meeting they attend and not encounter variations in how they are applied which detract from effective decision making. The standards cover amongst other things: the scheduling of meetings, agenda planning, agenda dispatch, meeting preparation, chairing, debating, and the role of staff at meetings.

Decision making and record keeping

- 5.10 The Standards for Effective Meetings also cover the preparation of recommendations, the framing of resolutions and the recording of decisions.
- 5.11 Resolutions should be clear and concise without any potential for misinterpretation. Resolutions should flow from the recommendations within the report which should be drafted with resolutions in mind.
- 5.12 Minutes of meetings should be concise and to the point. They must set out the key issues which were for consideration and then highlight only points within the

debate which were pertinent to the decision making. A minute tracking system will be maintained by the Clerk to the Trustees (or relevant meeting clerk). A copy of all final versions of reports and minutes should be kept indefinitely and only be disposed of after consideration by the Board of Trustees.

Briefing Notes

- 5.13 Briefing notes will be issued as required on matters that are for information and do not require scrutiny or decision by the Board of Trustees, a school governing body or Trust-wide committee. An item will be included on the agenda of each meeting listing the briefing notes issued since the last meeting. Trustees, school governors or other committee members will have an opportunity to discuss or comment on the content of the briefings notes. Individuals should give advance notice to the lead member of staff if they intend to raise issues on briefing notes at the meeting particularly if it may require further action or research.

Urgent and Efficient Business

Urgent & Efficient Decision Making Policy

Appendix T

- 5.14 Reports should only be tabled at meetings on a very exceptional basis and with the agreement of the relevant chair. Where the need for decisions arise between meetings, these should be dealt with in accordance with policy.
- 5.15 The policy provides for urgent decisions to be taken outside routine meetings at two levels: those that involve issues of strategy, policy or principle, or financial risk to the Trust; and other decisions within the parameters of the strategies and polices adopted by and retained within the authority of the Board of Trustees or a school governing body or Trust-wide committee (as appropriate) and without financial risk.
- 5.30 The Trust in seeking to manage its workload effectively recognises that from time to time decisions may be taken outside routine meetings where it will lead to the more efficient use of Trustees, school governors or other committee members' time. The policy provides for efficient decisions to be taken in relation to matters which are not decisions of strategy, policy or principle, performance, or present major financial risk to the Trust.
- 5.31 Minutes relating to items taken under this policy must run sequentially from the minutes of any previous meetings or urgent/efficient decision making. These minutes must form part of the papers to the next relevant meeting.

E-Governance

- 5.32 The Trust is committed to minimise its impact upon the environment and ways of working which maximise effective use of electronic communications. Trustees, school governors and other committee members are required to have access to a computer at home which they can use to receive e-mails and open attachments.
- 5.33 It is acknowledged that some individuals may not have a computer at home and may find some difficulties in paying for one or maintaining it. The Chief Operating Officer in consultation with the Chair of the Trustees may therefore consider options to support individuals to become and/or remain a trustee, school governor or committee member.

Openness & Accountability

Openness & Accountability Policy

Appendix U

- 5.34 Trustees, school governors, other committee members and staff within the Trust are committed to being open, accountable, accessible and transparent in their work. The policy exists so that pupils/students, parent/carers, staff, and the wider community can be aware of how the Trust and any of its academies work and how decisions are made. At the same time it respects the fact that some information and decisions are confidential for reasons of commercial sensitivity or the inclusion of personal data.

6. REVIEW

- 6.1 This framework and all of its appendices will be reviewed annually or in line with relevant changes in the law, regulatory standards, codes of practice, or the constitution, whichever is the sooner. Updates or recommendations for changes will be presented to the Board of Trustees.

7. GLOSSARY OF TERMS

7.1 Throughout the framework and elsewhere in other documents a number of terms are or may be used for which contextualised definitions have been provided in the table below:

Term	Definition
Academy	Maintained school directly responsible to the Department of Education.
AGM	Annual General Meeting.
Articles	Often used as shorthand for 'articles of association' – the Trust's written constitution.
Chief Executive	Heads up the Executive Leadership Team of the Trust. The post holder is directly accountable to the Board. They are also a Trustee by virtue of their post.
Clerk	The Clerk to the Trustees is a position of office defined within the articles.
DfE	Department for Education. A government department headed by a Secretary of State. The DfE is the principle regulator of the Trust.
Education Funding Agency	The government agency responsible for academy funding.
ELT	The Executive Leadership Team - headed by the Chief Executive.
Framework	The documentation setting out how the policy and practice of governance related activity will operate.
Headteacher	A member of the SLT, responsible for the leadership of a school (academy) within the Trust.
Member	The Trust's Members are the custodians of the Trust's constitution. As a charity there are no shareholders and no distribution of profits. Members have limited liability.
Position of office	Those holding additional responsibility as a chair of the Board of Trustees or of a school governing body or other committee; or those holding the position of vice chair.
School Governor	A member of a school governing body for a school (academy).
School Governing Body	A committee of the Board of Trustees responsible for the governance of a school (academy) within the Trust.
SLT	The Senior Leadership Team for each school within the Trust, headed by the School Headteacher.
Stakeholder	All parties with an interest in the Trust e.g. pupils/students, parent/carers, staff, partner organisations, local authorities, local communities etc.
Trust	The Palladian Academy Trust is referred to in the Articles of Association and this framework as 'the Trust'.
Trustee	The Trust is a company limited by guarantee and registered with Companies House. Members of the board are trustees and collectively referred to as the 'Board of Trustees'.
Values	The Trust's values, which all trustees, school governors, other committee members and all staff are expected to uphold in the way they fulfil their roles and responsibilities, including the way they engage with stakeholders and represent the Trust internally and externally.
Vision	This statement sets out the Trust's aspirational aims.

TRUST MEMBERSHIP POLICY

1. Introduction

- 1.1 The aim of this policy is to help define the role of the Trust's membership (including how the Trust's Members are appointed and removed) and what happens at general meetings of the Members.
- 1.2 In the event that there is any dispute or lack of clarity over the interpretation of the contents of this policy the articles of association will take precedence.
- 1.3 The minimum number of Members is three (Article 18). There is no limit on the number of Members in the articles although the Trust will endeavour to keep the membership to a size that enables the efficient and effective application of this policy within the parameters of the articles of association.

2. The Role of the Trust's Members

- 2.1 The Trust's Members shall act at all times in the interests of the Trust and for the benefit of the students and communities that it serves. Members shall act as guardians of the Trust's objects (Article 4). The liability of Members is limited (Article 8).
- 2.2 Members must agree to act as ambassadors for the Trust and promote its vision, objectives and achievements within the local communities served by the Trust; within wider communities where the Trust may wish to work in the future; and within the education sector as a whole.
- 2.3 Members must use their best endeavours to participate in general meetings and other events organised by the Trust to which Members are invited. All of the Trust's Members agree to uphold the principles and spirit of the Code of Conduct (even if they are not directly bound to it as a trustee, school governor or committee member).
- 2.4 Members are entitled to attend and vote at general meetings. The following activities are to be conducted at the annual general meeting (AGM):
 - Receiving the annual report of the Board of Trustees which will include amongst other things:

- the financial statements for the last accounting period
- the auditor's report on those financial statements
- the Board of Trustees' report on the affairs of the Trust
- Noting the appointment of the external auditors by the Board of Trustees
- The appointment (Article 16) and if necessary removal of Members of the Trust (Article 15A)
- The appointment of trustees (other than the Foundation Trustees, Parent Trustees or the Chief Executive) (Article 50)
- The removal of trustees appointed by the Members (Article 66)
- Noting the co-option, suspension, resignation or disqualification of trustees
- The transaction of any other general business which requires the Trust's Members' approval proposed by the Board of Trustees and included in the notice convening the meeting. Such business may include any amendments to the articles of association.

3. Admission to Membership of the Trust

3.1 The Trust's Membership shall comprise (Article 12):

- The two Foundation Members:
 - The Bath & Wells DBE Trust acting corporately by hand of its trustee
 - One person appointed by Bath & Wells DBE Trust
- The Chair of the Trustees (for as long as they hold office)
- Any person appointed by special resolution of the Members and with the prior written consent of the Diocesan Board of Education (Article 16)

3.2 The interests of the DBE Trust must not exceed 40% of the total number of Members providing there are at all times two Foundation Members. Thus the Trust's Membership may also include:

- Any person appointed by ordinary resolution of the Members (prior written consent of the Diocesan Board of Education is not required) to replace a Member (other than the Bath & Wells DBE Trust) who has resigned or been removed to ensure that the interests of the Church of England do not exceed 40% of the total number of Members (Article 16A)
- Any person appointed by the Bath & Wells DBE Trust if the interests of the Church of England falls below 40% of the total number of Members (Article 16B)

3.3 The Chair of the Trustees will be appointed as a Member when they take up office. The Chair will cease to be a Member upon leaving office even if they remain a trustee.

3.4 An employee of the Trust cannot be a Member (Article 12A).

- 3.5 The Trust recognises the role of its Members in governance but wishes to ensure that numbers are manageable within the constraints of the proportionality set down in the articles and as described above. As a consequence the Trust will seek to restrict the numbers admitted to the Trust's membership to five Members at any point in time.
- 3.6 All candidates for membership of the Trust must sign their written consent to become a Member on a form agreed by the Clerk. This will include their full name and address, confirming that they meet the necessary criteria for admission to Trust Membership, and agreeing to uphold the duties and obligations of Members (Article 17).
- 3.7 All non-Foundation Member candidates will be considered by the Board of Trustees who will make their recommendations to the Members on admissions based on this policy. The Trust's Members have the absolute power to accept or reject any application. All admissions to the Trust's membership must be approved by resolution of the Members voting in person or by proxy at a general meeting (some appointments require special and others require ordinary resolution - see 3.1 and 3.2 above).
- 3.8 Foundation Members (other than the Bath & Wells DBE Trust as a corporate entity) will be appointed directly by the Bath & Wells DBE Trust by notice to the Clerk. Prior to making the appointment the Bath & Wells DBE Trust will discuss candidates with the Chair of the Trustees and the Clerk to ensure that the proposed appointment meets the requirements of the articles of association and is within the principles of this policy.
- 3.9 All those admitted as a Member of the Trust must agree to contribute such an amount as may be required (not exceeding £10) in the event of the Trust being wound up for the payment of the Trust's debts and liabilities and other costs associated with the winding up (Article 8). The requirement to contribute extends to all current Members and those whose membership ceased within the preceding 12 months. In the event that the Trust is wound up and all debts and liabilities discharged any remaining assets will not be distributed to Members but will be transferred to another charity or charities with similar objects to the object of the Trust. (Article 9).
- 3.10 The names of those admitted will be entered into the Register of Members which will be maintained by the Clerk. It will include their name and address and date of appointment. It will also include the category of appointment (as set out in 3.1 and 3.2 above) and whether they are a local authority associated person (see section 4 below).

3.11 A Member's right to vote on the appointment of new Members of the Trust will cease (Article 14) if:

- they are an individual and they die or become legally incapacitated; or
- they are a corporate entity and cease to exist and there is no successor organisation; or
- they become insolvent or make an any arrangement with their creditors generally.

4. Exclusions to Trust Membership

4.1 To avoid local authority influence affecting the status of the Trust, no local authority associated person may be admitted as a Member if the proportion of Members of the Trust who are local authority associated persons would then represent 20% or more of the total number of Members (Article 139).

4.2 Local authority associated persons are defined (Article 1^(r)) as 'any person associated with any local authority within the meaning given in section 69(5) of the Local Government and Housing Act 1989'. This includes therefore any person who:

- is currently serving as a councillor of any local authority
- has served as a councillor of any local authority within the last 4 years
- is currently an employee of any local authority, police authority, fire authority or national park
- is currently a senior employee of any local authority controlled company

4.3 The definition extends further to also cover 'any person associated with any local authority by whom the Trust is influenced'.

4.4 If for any reason the actual number of Members who are or become local authority associated persons represent 20% or more of the total number of Members, then their aggregate vote exercisable at general meetings shall never exceed 19.9% of the total votes exercisable; the other Members' votes being increased on a pro-rata basis. (Article 139).

4.5 The Board of Trustees in considering applications for membership (or proposed appointments by the Bath & Wells DBE Trust) will advise the Members to exclude from admission to membership the following persons:

- Those under the age of 16.
- Anyone previously expelled from being a Member of the Trust.
- Anyone previously removed as a trustee.
- Current members of staff.
- Current students.

- Corporate bodies whose objectives and values are incompatible with those of the Trust.
- Anyone who (were they to become a Member) might otherwise be automatically disqualified or recommended for removal as set out in 5 below.

5. Ending of Trust Membership

5.1 Membership of the Trust will cease automatically (Article 15):

- If the Member is a corporate entity and ceases to exist and there is no successor institution.
- If the Member (who is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs.
- If the Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

5.2 The Chair of Trustees will cease automatically to be a Member when they vacate the office of Chair of the Trustees.

5.3 A proposal to remove a Member may be considered by the Board of Trustees and (subject to the consent of the Diocesan Board of Education) provided the removal is in the interests of the Trust, may be recommended to the Members who must pass a special resolution in writing (i.e. at least 75% of the Members voting in favour) for the removal to take effect (Article 16).

5.4 The Board of Trustees will take into account such circumstances as where:

- their conduct is deemed to be in breach of the principles within the Code of Conduct; or
- their conduct is deemed to be incompatible with the position of a Member; or
- they have failed to participate (in person or by proxy) at any meeting of the Members during any period which includes two successive AGMs; or
- they fail to respond to a notice within a specified period (not less than three months) asking whether they wish to retain their Trust membership; or
- for any other reason which the Board of Trustees considers appropriate in the circumstances.

5.5 Membership will cease immediately (or on a specified date) upon receipt of notice of resignation or removal by the Trust. A notice of removal or resignation will however only take effect if the number of Members does not then fall below three. In such an event the removal or resignation will be refused until such time as further Members have been appointed. Notice to appoint further Members of the Trust may be provided simultaneously to the notice of removal or resignation, in which case it may be accepted (Article 18).

5.6 Membership will also cease immediately if at any time the proportion of Members who are local authority associated persons would represent 20% or more of the total membership of the Trust. Those Members who are local authority associated persons who were most recently appointed will be deemed to have resigned immediately prior to the breach in order to comply (Article 143).

6. General Meetings and Voting Rights

6.1 General meetings will usually require 14 clear days' notice. The notice will specify the time, date and place of the meetings and the general nature of the business to be conducted (Article 21). Shorter notice may be called provided it is agreed by:

- a majority in number of those Members entitled to attend; and
- providing those Members agreeing represent at least 90% of the voting rights at that meeting.

6.2 The quorum for any general meeting is two Members present in person or by proxy (Article 23).

6.3 The Chair of the Trustees if they are present will chair the meeting (Article 25). If the Chair is not present (within 15 minutes of the scheduled start of the meeting) then the Members present will elect one of their number to chair a general meeting (Article 26).

6.4 Any member of the Board of Trustees may attend and speak at a general meeting whether they are a Member themselves or not (Article 27). A corporate entity may authorise such person as it thinks fit to act as its representative at a general meeting and they may exercise the same powers as if they were an individual Member (Article 44). The Bath & Wells DBE Trust has authorised the Trustee of the Board of Education to exercise its vote (Article 12 ^{(a)(i)}).

6.5 Votes may be taken on each resolution by a show of hands by those Members present in person (Article 29) and each Member has one vote (Article 36). A vote will be taken by show of hands unless a poll is requested either before the vote or on the declaration of the vote by either:

- the chair of the meeting; or
- at least two Members with the right to vote at the meeting; or
- any Member or Members who represent not less than 10% of all of the voting rights of all of the Members of the Trust with the right to vote at the meeting.

- 6.6 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting (Article 31). On a poll each Member present or by proxy shall have one vote (Article 36).
- 6.7 The form of poll is at the discretion of the chair of the meeting (Article 32). It may be carried out at the meeting or at a later date. The chair of the meeting will either announce the result at the meeting or notify Members at the conclusion of the poll if it is held on a later date. The outcome of the poll will be binding on the meeting.
- 6.8 A Member unable to attend a general meeting may appoint a proxy providing the notice of the appointment is received no later than 48 hours before the general meeting is due to commence (there are shorter timescales for polls demanded and deferred) (Articles 40-42).
- 6.9 The person appointed as the proxy by default will be the chair of the meeting unless otherwise stated by the Member who is unable to attend the meeting. The person so appointed as the proxy may be given authority by the Member who is unable to attend to vote on the resolutions as they see fit. Alternatively they may instruct the proxy how to vote on any of the resolutions. A proxy vote may be used in the event of a poll being taken but may not be used in a show of hands.
- 6.10 The Members may also pass a resolution in writing which will be binding on the Trust as if it had been passed at a general meeting (Article 35).
- 6.11 Ordinary resolutions will require a simple majority (at least 50%) of Members voting in favour. Some matters require a special resolution which requires at least 75% of Members to vote in favour. Matters that require a special resolution are defined in the articles and include changes to the articles and the appointment and removal of some Members.

TERMS OF REFERENCE: BOARD OF TRUSTEES

1. Purpose

1.1 The overall purpose of the Board of Trustees is:

- To determine a vision for the Trust that promotes learning and the moral, social and cultural development of pupils/students.
- To ensure that the vision and its achievement underpins all strategic planning and decision making.
- To develop the values of the Trust and ensure that they underpin all decision making.
- To develop, agree, implement and monitor all the Trust's strategies and policies for the achievement of the vision.
- To develop, review and take ownership of the Trust's strategic plan, incorporating school financial plans, and monitor its implementation.
- To ensure that the Trust keeps within legal obligations and complies with all necessary constitutional and regulatory requirements.
- To ensure that the Trust remains solvent through effective financial planning, performance monitoring, risk management and a focus on value for money.
- To ensure that all academies within the Trust attain high standards and demonstrate at least good progress against national indicators.
- To agree and oversee the implementation of a strategy for the development of the Trust.
- To provide challenge and support to the Chief Executive and the other members of the Executive Leadership Team.
- To maintain overall control and consistency of approach across the Trust and its academies through:
 - strong governance arrangements
 - clear and appropriate levels of delegated authority
 - unified frameworks for strategic planning, risk management, policy making and performance review
 - the promotion of collaborative working and sharing of resources across all academies within the Trust

2. Membership

2.1 Without compromising its capacity to ensure that it has the necessary skills, knowledge and experience amongst the board's membership, the Trust aims to

have a board of twelve trustees for optimum effectiveness in debate and decision making. The parameters for board composition are set by the articles of association and further defined in the Board & Committee Membership policy.

2.2 The lead member of staff for the Board of Trustees will be the Chief Executive but other members of the Executive Leadership Team will be in attendance unless otherwise directed by the Chair of the Trustees.

2.3 The Business Manager will ensure that clerking support is available for each meeting.

3. Frequency of meetings

3.1 There shall be at least three meetings in every school year (Article 109). The Trust has agreed that it will usually hold six (termly) meetings of the Board of Trustees a year.

3.2 Additional ad hoc meetings may be arranged to deal with identified significant issues.

3.3 The Clerk will convene meetings of the Board of Trustees by a least seven clear days' notice in writing. (Articles 109 and 111). The notice for meetings of the Board of Trustees cannot be sent by electronic communication (Article 132).

4. Quorum and Voting

4.1 The quorum shall be any three trustees, or, where greater, any one third (rounded up to a whole number) of the total number of trustees holding office at the date of the meeting (Article 117).

4.2 If the number of trustees falls below the required quorum (i.e. three trustees), the remaining trustees may act only for the purpose of filling vacancies or of calling a general meeting of the Trust's Members (Article 118).

4.3 For the following specific matters the quorum shall be any two thirds (rounded up to a whole number) of the total number of trustees entitled to vote on: appointing a Parent Trustee; voting to remove a Trustee; or voting to remove the Chair of the Trustees (Article 119).

4.4 Every matter which requires a decision at a meeting of the Board of Trustees shall be determined by a majority of the votes of the trustees present and voting on the question. Every trustee shall have one vote (Article 120). The Chair of the Trustees shall ensure that a vote is taken by way of a show of hands on all matters that require a decision.

5. Core Functions

Reserved matters which cannot be delegated are denoted (R)

5.1 Governance

- (a) Annually electing a Chair of the Trustees, who shall be independent of the school governing bodies, and a Vice Chair of the Trustees. (R)
- (b) Approving any changes to governance structures including the size and composition of the Board of Trustees, school governing bodies and Trust-wide committees. (R)
- (c) Ensuring adequate succession planning for all trustees, school governors and other committee members within the Trust and in particular the Chair of the Trustees. (R)
- (d) Agreeing the terms of reference for the Board of Trustees. (R)
- (e) Establishing and delegating authority to school governing bodies for the academies within the Trust; agreeing or varying their terms of reference (based on the agreed model); and appointing school governors and chairs. (R)
- (f) Establishing and delegating to properly constituted Trust-wide committees; agreeing their terms of reference; and appointing committee members and chairs. (R)
- (g) Establishing and delegating to panels or time limited working groups; agreeing their terms of reference; appointing their memberships and chairs.
- (h) Ensuring that the Board of Trustees, school governing bodies and Trust-wide committees have the skills, knowledge and experience amongst the collective memberships to fulfil their purpose and functions. (R)
- (i) Carrying out an annual review of the membership of the Board of Trustees, school governing bodies (and any sub-committees), Trust-wide committees, panels and working groups; and a review of all positions of office.
- (j) Agreeing a process for the regular appraisal of performance and effectiveness of the Board of Trustees, school governing bodies and Trust-wide committees and for individual trustees, school governors and committee members.
- (k) Approving annual objectives for the Chair of the Trustees. (R)
- (l) Reviewing annually, the governance framework and the financial regulations.
- (m) Reviewing annually the terms of reference of the Board of Trustees, school governing bodies, Trust-wide committees and the Executive Leadership Team.
- (n) Appointing staff to, and removing from, the office of Clerk to the Trustees. (R)

5.2 Strategic Planning

- (a) Agreeing the Trust's strategic plan (incorporating school financial plans), ensuring that it is robust, accountable and promotes outstanding teaching and learning; regularly reviewed and fully informed by the assessment of strategic threats and opportunities.
- (b) Ensuring that the Trust (including all academies) is working towards achieving the

vision and delivering against strategic objectives, targets and key performance indicators. (R)

- (c) Establishing a strategic planning framework which sets out a unified approach to the development and review of all strategies and action plans. (R)
- (d) Developing and agreeing a range of corporate and service strategies ensuring they are linked to strategic plan goals and priorities and aimed at achieving the vision. (R)

5.3 Finance

- (a) Approving annually, and keeping under review, school financial plans and budgets. (R)
- (b) Approving annually the Trust's budgets (by school and consolidated) (R)
- (c) Approving the Trust's annual report and financial accounts after scrutiny by the Audit & Risk Committee and prior to presentation to the Trust's Members at the AGM. (R)
- (d) Appointing the Trust's Responsible Officer. (R)
- (e) Approving the Trust's treasury policy and investment plans. (R)
- (f) Establishing and overseeing a framework for borrowing and monitoring full compliance with all covenants (especially financial) contained in loan facilities.
- (g) Keeping the bank mandate and banking provision under review.

5.4 Education Access, Provision and Improvement

- (a) Approving, and keeping under review the Trust's admissions policy, including any specific variations for individual schools.
- (b) Setting the standards for the delivery of a high quality of education provision for pupils/students, including appropriate school curricula, and keeping them under review.
- (c) Establishing a framework for the review and continuous improvement of education provision and services across the Trust which involves pupils/students, staff, parents/carers and external challenge as appropriate.
- (d) Monitoring the implementation of development plans against agreed strategic objectives, moving the Trust towards achieving excellence in all areas.

5.5 Performance Review and Intervention

- (a) Establishing a framework for reviewing the performance of the Trust and its academies through key indicators and annually setting targets in all areas. (R)
- (b) Carrying out regular reviews of performance in line with agreed objectives, standards, targets and indicators.
- (c) Taking action to intervene in the governance and/or management of any of the Trust's academies where performance is below expected levels of performance, taking corrective action as required to ensure sustainable improvement. (R)

5.6 Asset Management

- (a) Agreeing the Trust's strategy for the management of all assets, ensuring the provision of good quality learning resources for pupils/students, maintaining the value of assets and ensuring continuing availability for future student cohorts. (R)
- (b) Agreeing the Trust's annual stock investment programme, ensuring it is in line with the asset management strategy and informed by up to date asset condition data; and that it is within the parameters of the strategic plan. (R)
- (c) Ensuring that the Trust's assets are protected by the maintenance of adequate insurance cover.

5.7 Procurement and Value for Money

- (a) Agreeing the Trust's strategies for procurement and value for money.
- (b) Agreeing procurement policies in relation to pre-tender, tender, and post tender processes.
- (c) Monitoring compliance in relation to procurement and measure the effectiveness of procurement processes and other efficiency measures in delivering value for money.

5.8 Communications and Stakeholder Engagement

- (a) Agreeing the Trust's communication strategy covering both public relations and internal staff communications
- (b) Agreeing and promoting the Trust's strategy for engaging and involving stakeholders ensuring that it sufficiently addresses a diverse cross section of stakeholder groups (with particular regard to the view of parents and carers) to enable strategies, policies and standards to be set, and decisions to be made, which properly take into account their views.
- (c) Ensuring effective working relationships with the Bath & Wells Diocese Board of Education (and the DBE Trust); specifically on matters relating to schools with a religious character and the appointment of Foundation Members and Trustees; and generally on the strategic direction and performance of the Trust.

5.9 Human Resources

- (a) Agreeing the Trust's strategies for employment and organisational development. (R)
- (b) Agreeing the staffing structure and establishment for the Trust including all academies. (R)
- (c) Agreeing changes to the staffing structure and establishment which are outside budget or may result in redundancies. (R)
- (d) Agreeing a process for the selection and appointment of the Chief Executive and other members of the Executive Leadership Team.
- (e) Delegating such powers to the Executive Leadership Team as a whole and to individual members of the team to enable the day-to-day running of the Trust and

- its academies. (R)
- (f) Keeping the Trust's pension arrangements under review.
- (g) Overseeing the establishment of formal and informal arrangements for negotiation and consultation with staff and trade unions.
- (h) Establishing performance management/review schemes for staff to reflect the operational needs of the Trust and its academies.
- (i) Overseeing a process for the regular appraisal of performance and effectiveness of the Chief Executive (R) and other members of the Executive Leadership Team.
- (j) Agreeing a strategy on equality, diversity and inclusion and ensuring that the Board of Trustees demonstrates leadership in terms of its workforce, procurement and service delivery.

5.10 Remuneration

- (a) Establishing and keeping under review a job evaluation scheme.
- (b) Agreeing the Trust's remuneration strategy and policy within the context of national and local agreements, contractual arrangements and TUPE; recognising the need to recruit and retain high calibre teaching and support staff to deliver the Trust's vision. (R)
- (c) Agreeing the annual pay review for staff; taking into account agreed strategy and policy, local and national circumstances, and taking professional advice as required. (R)
- (d) Agreeing the remuneration of the Chief Executive and other members of the Executive Leadership Team, taking into account contractual terms and market circumstances, and taking professional advice as required. (R)
- (e) Agreeing the form and content of contracts for the Chief Executive and other members of the Executive Leadership Team. (R)
- (f) Agreeing terms and conditions of service for staff. (R)

5.11 Audit and Risk Management

- (a) Agreeing a strategy for the management of risk, overseeing the effectiveness of risk management practice and ensuring that the Trust operates a framework that effectively identifies and manages risks. (R)
- (b) Agreeing policies and making decisions on all matters that might create significant financial or other risk to the Trust or which raise material issues of principle. (R)
- (c) Establishing and overseeing a framework of delegation and systems of control including internal and external audit systems and procedures. (R)
- (d) Ensuring that the system of internal controls is regularly reviewed.
- (e) Approving the statement of internal controls to be included in the annual report. (R)
- (f) Agreeing the appointment or removal of internal and external auditors. (R)

5.12 Partnerships and Growth

- (a) Overseeing the development of effective external strategic partnerships that support the achievement of the Trust's vision and strategic plan.
- (b) Agreeing the Trust's growth strategy including its approach to new joiners, diversification and other partnerships. (R)
- (c) Setting out the parameters within which the Chief Executive and other staff may engage with other organisations and individuals in furtherance of the growth strategy. (R)
- (d) Considering any matters which are outside the growth strategy but which may contribute to the longer term sustainability and viability of the Trust. (R)

5.13 Compliance

- (a) Monitoring the performance the Trust, including all academies, ensuring compliance with all legal and regulatory requirements. (R)
- (b) Ensuring the Trust's affairs are conducted within the law and the constitution and in accordance with generally accepted standards of performance and probity. (R)
- (c) Ensuring that the Trust complies with the DfE Academies Financial Handbook.
- (d) Considering and agreeing the contents of statutory and regulatory returns to the Department for Education, Companies House and if required to the Charity Commission. (R)
- (e) Reviewing compliance against any recognised best practice standards and codes of practice.
- (f) Considering and responding as appropriate to Ofsted's regulatory judgement and reporting. (R)
- (g) Ensuring that those Church of England academies within the Trust are conducted in accordance with the principles, practices and tenets of the Church of England having regard to advice and directions from the Diocesan Board of Education.

5.14 Contracts

- (a) Approving any major capital programmes and projects (R)
- (b) Approving contracts which are material, strategically or by reason of size such as loan agreements, acquisition or disposal of fixed assets over £10,000 other than where expressly delegated in line with approved policies, projects or programmes. (R)
- (c) Approving any major investments other than those agreed as part of treasury policy (R)

5.15 Information Systems

- (a) Agreeing the Trust's strategy for information systems and technology. (R)
- (b) Agreeing any capital investments in IT ensuring that there is a robust business case which demonstrates value for money and a clear project management

structure.

- (c) Reviewing the Trust's business continuity plan and disaster recovery arrangements.

5.16 Health and Safety

- (a) Agreeing the Trust's statutory health and safety policy. (R)
- (b) Establishing and monitoring the implementation of the Trust's health and safety framework.
- (c) Ensuring that the Trust is meeting its statutory obligations concerning health and safety.
- (d) Nominating a trustee to be the health and safety champion.

5.17 General

- (a) Compromising, settling, conducting, enforcing or resisting either in a court of law or by arbitration any suit, debt, liability or claim by or against the Trust which are material, by reason of value or impact on the reputation of the Trust or any of its academies. (R)
- (b) Agreeing the Trust's strategies for the environment and sustainability. (R)
- (c) Approving all policy unless expressly delegated to a school governing body or other committee or expressly delegated to individual or groups of trustees, school governors, other committee members or senior staff to make minor amendments. (R)

TERMS OF REFERENCE: AUDIT & RISK COMMITTEE

1. Purpose

1.1 The overall purpose of the Audit & Risk Committee is:

- To monitor and assess internal controls to ensure that the Trust as a whole is operating at appropriate levels of risk and in compliance with the Code of Audit Practice.
- To take responsibility for external and internal audit matters, oversee the work programme and performance quality of the internal and external audit services.
- To support the Board of Trustees in ensuring that a framework is established and maintained for the identification and management of risk
- To support the Board of Trustees in providing an added level of scrutiny in the monitoring of audit and risk.
- To keep the Board of Trustees regularly informed of the committee's activities and key decisions.

2. Membership

2.1 The Trust has agreed that the membership of the Audit & Risk Committee will comprise a minimum of three committee members, including a majority who are trustees (Article 101).

2.2 In appointing the membership, the Board of Trustees will ensure that the committee has the right balance of skills, knowledge and experience overall to fulfil its remit.

2.3 Any school governing body that does not have one its school governors as part of the committee's membership may, with the consent of the Committee Chair, send an observer to meetings of the committee.

2.4 The Committee Chair will be a trustee and will be appointed by the Board of Trustees taking into account the required skills and experiences required for the position and the balance of chairing responsibilities within the Trust. The Committee Chair will not be the Chair of the Trustees nor the Chief Executive. The Chair of the Trustees will not be a voting member of the committee. The committee membership may appoint a vice chair.

2.5 The committee will be supported by Chief Operating Officer as the lead member of

staff in attendance.

- 2.6 The committee may meet with the internal or external auditors without the presence of members of the Executive Leadership Team.
- 2.7 The Chief Operating Officer will ensure that clerking support is available for each meeting.

3. Frequency of meetings

- 3.1 There will be four standing meetings a year scheduled to enable recommendations to be referred to the Board of Trustees and/or school governing bodies with minimum delay.
- 3.2 Additional ad hoc meetings may be arranged to deal with identified significant issues or to cope with increased workload.

4. Quorum and Voting

- 4.1 The quorum shall be three committee members.
- 4.2 Every matter which requires a decision at a committee meeting shall be determined by a majority of the votes of the committee members present and voting on the question. Every committee member shall have one vote. The committee chair shall ensure that a vote is taken by way of a show of hands on all matters that require a decision.
- 4.3 The committee may not make any decision unless those present at the meeting includes a majority of trustees (Article 101).

5. Core Functions

5.1 General

- (a) Agreeing all audit, fraud, and risk management policies and keeping them under review.
- (b) Ensuring co-operation and co-ordination between the internal and external auditors.

5.2 Internal Controls

- (a) Ensuring that all policies and procedures comprehensively cover all necessary controls to permit the Trust to be managed efficiently and effectively at an appropriate level of risk.
- (b) Ensuring, and reporting to the Board of Trustees, that there is a sufficient, systematic review of internal control arrangements of the Trust including individual academies, both operational (relating to effectiveness, efficiency and economy) and of financial reporting controls to ensure probity and to employ reasonable

measures to prevent errors.

- (c) Monitoring the correction of weaknesses in control, reporting the action that is needed to the Board of Trustees.
- (d) Submitting to the Board of Trustees an annual report of the effectiveness of the Trust's internal control environment, enabling the Board of Trustees to complete its annual statement of internal control.

5.3 External Audit

- (a) Agreeing the external audit plan each year and advising the Board of Trustees on the performance of the external auditors.
- (b) Overseeing a regular process of review and renewal of the external audit contract; establishing a process of tendering for the service, and recommending a suitable appointment to the Board of Trustees.
- (c) Recommending to the Board of Trustees the fee to be paid to the external auditor within approved budget.
- (d) Undertaking such detailed discussion as may be necessary with the external auditors on the draft annual accounts and the underlying accounting policies of the Trust and reporting back to the Board of Trustees with recommendations.
- (e) Reviewing the audited annual financial statements before recommendation to the Board of Trustees for approval and presentation to the Trust's Members at the AGM.
- (f) Reviewing the external auditor's management letters, agreeing the management response, and submitting them to the Board of Trustees for consideration and approval and presentation to the Trust's Members at the AGM.

5.4 Internal Audit

- (a) Ensuring that the Trust has appropriate internal audit arrangements and approving the scope and/or limitations of such arrangements.
- (b) Overseeing a regular process of review and renewal of the internal audit contract; establishing a process of tendering for the service, and recommending a suitable appointment to the Board of Trustees.
- (c) Recommending to the Board of Trustees the fees to be paid to the internal auditor.
- (d) Annually assessing the risks to the Trust and subsequently reviewing and agreeing the three year plan and annual programme of internal audit work.
- (e) Receiving reports of progress against the plan and programme, and agreeing any revisions to it.
- (f) Receiving internal audit reports and management action plans and monitoring the ongoing completion of actions at each meeting ensuring that they are addressed in line with the committee's agreed priorities.
- (g) Monitoring the completion of management actions to obtain assurance that internal audit recommendations, which have been endorsed by the committee, are implemented as timetabled.

- (h) Regularly appraising the effectiveness of the approach, nature and scope of internal audit activities and compliance with professional standards, good practice guidance and performance indicators.

5.5 Fraud, Bribery & Whistle Blowing

- (a) Receiving reports from management on all cases of fraud, attempted fraud or other irregularities, including any whistle blowing and to consider whether appropriate action has been taken and that internal controls are satisfactory.
- (b) Ensuring that a fraud register is maintained and reviewed.
- (c) Ensuring that the impact of alleged or fraudulent activity on the framework of internal control is properly assessed and where it considers it is necessary, to recommend changes to strengthen the control framework.
- (d) Notifying the Board of Trustees (and the relevant school governing body if appropriate) of any material incidence of fraudulent activity of which the committee becomes aware.
- (e) Notifying the regulator of any incidence of fraudulent activity in line with regulatory guidance.
- (f) Reviewing the Trust's systems and controls for the prevention of bribery and money-laundering and receive reports on non-compliance.
- (g) Reviewing the adequacy and security of the Trust's arrangements for its staff and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.
- (h) Ensuring that such whistle blowing arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

5.6 Risk Management

- (a) Developing and recommending to the Board of Trustees the Trust's strategy for risk management.
- (b) Agreeing a framework for the production of the Trust's risk maps and policies and procedures, ensuring that key risks are identified and monitored, that appropriate controls are in place, and action is being taken to offset or manage them.
- (c) Conducting twice yearly reviews of all strategic risks to the Trust and all high operational level risks.
- (d) Holding the Executive Leadership Team to account for the identification and management of risk, and that risk management is embedded in the culture of the Trust.
- (e) Advising the Board of Trustees where action is required to avoid adversely affecting the ability of the Trust to deliver its strategic objectives or ensure regulatory compliance.
- (f) Ensuring that appropriate disaster recovery and contingency plans are in place and tested regularly.

- (g) Ensuring that the Trust's assets are protected including the maintenance of adequate insurance cover; reviewing insurance claims history and making appropriate recommendations to the board.
- (h) Ensuring that risk awareness is included in the annual governance development programme (as standalone session or as part of an away day programme) and that the session is open to all trustees, governors, committee members and senior staff within the Trust.

6. Authority and Access

6.1 The committee's authority includes:

- (a) Initiating reports and investigations on any activity as it sees fit, having the right of access to all minutes, books, documents or any other information maintained by the Trust; requiring staff (or contractors or agents) to supply such information, either written or verbal, on any matter relating to operational or financial management.
- (b) Obtaining, if necessary, external legal or other independent professional advice (and being authorised to request the financial resources to do so) to enable it to properly conduct its business.
- (c) Having the right to report any decision of the committee directly to the internal or external auditors and/or regulators, having first raised any issues of concern and the committee's intentions with the Board of Trustees.
- (d) Having the right to ensure direct access to the committee by all persons appointed by the Trust to carry out internal audits or investigations of possible or actual fraud, and the Trust's external auditors.

TERMS OF REFERENCE: FINANCE & RESOURCES COMMITTEE

1. Purpose

1.1 The overall purpose of the Finance & Resources Committee is:

- To ensure that The Trust's framework of financial planning, treasury management, systems and controls is enabling the proper management of the financial resources across the Trust.
- To support the Board of Trustees in ensuring that a framework is established and maintained for optimising the employment of all financial and other resources (not human) available to the Trust to enable it to meet its business and financial objectives.
- To support the Board of Trustees in providing an added level of scrutiny in the monitoring of finance and resources.
- To keep the Board of Trustees regularly informed of the committee's activities and key decisions.

2 Membership

2.1 The Trust has agreed that the membership of the Finance & Resources Committee will comprise a minimum of five committee members including a majority who are trustees (Article 101).

2.2 In appointing the membership the Board of Trustees will ensure that the committee has the right balance of skills, knowledge and experience overall to fulfil its remit.

2.3 Any school governing body that does not have one of its school governors as part of the committee's membership may, with the consent of the Committee Chair, send an observer to meetings of the committee.

2.4 The Committee Chair will be a trustee and will be by the Board of Trustees taking into account the skills and experiences required for the position and the balance of chairing responsibilities within the Trust. The Committee Chair will not be the Chief Executive. The committee membership may appoint a vice chair.

2.5 The committee will be supported by Chief Operating Officer as the lead member of staff in attendance.

2.6 The Chief Operating Officer will ensure that clerking support is available for each

meeting.

3 Frequency of meetings

- 3.1 There will be four standing meetings a year scheduled to enable recommendations to be referred to the Board of Trustees and/or school governing bodies with minimum delay.
- 3.2 Additional ad hoc meetings may be arranged to deal with identified significant issues or to cope with increased workload.

4 Quorum and Voting

- 4.1 The quorum shall be three committee members.
- 4.2 Every matter which requires a decision at a committee meeting shall be determined by a majority of the votes of the committee members present and voting on the question. Every committee member shall have one vote. The committee chair shall ensure that a vote is taken by way of a show of hands on all matters that require a decision.
- 4.3 The committee may not make any decision unless those present at the meeting includes a majority of trustees (Article 101).

5. Core Functions

5.1 General

- (a) Setting the standards for the delivery of all financial and business support services across the Trust and keeping them under review.
- (b) Agreeing all financial and business support policies and keeping them under review.
- (c) Monitoring key financial and business support services performance indicators across the Trust adding an additional level of more detailed scrutiny to the Board of Trustees' responsibility for setting and reviewing performance, benchmarking internally and externally, and directing corrective action where necessary.
- (d) Considering and making recommendations to the Board of Trustees on compliance with all regulatory and other financial reporting requirements.

5.2 Finance

- (a) Reviewing and recommending to the Board of Trustees the budget strategy for the coming year.
- (b) Monitoring the Trust's performance against budget and alerting the Board of Trustees to any significant variances.
- (c) Keeping the bank mandate and banking provision under review.
- (d) Reviewing and recommending treasury management policy to the Board of

Trustees.

- (e) Maintaining the stability of the Trust's financial position by monitoring the cash flow and ensuring the effectiveness of financial controls.

5.3 Procurement and Value for Money

- (a) Developing and agreeing the Trust's strategies for procurement and value for money.
- (b) Agreeing procurement policies in relation to pre-tender, tender, and post tender processes.
- (c) Monitoring compliance in relation to procurement and measuring the effectiveness of procurement processes and other efficiency measures in delivering value for money.

5.4 Health and Safety

- (a) Developing and recommending to the Board of Trustees the Trust's statutory health and safety policy.
- (b) Establishing and monitoring the implementation of the Trust's health and safety framework.
- (c) Ensuring that the Trust is meeting its statutory obligations concerning health and safety.
- (d) Nominating a member of the committee to be the health and safety champion for the Trust who will play an active advisory role to support the Executive Leadership Team in their leadership of staff health and safety forums.
- (e) Ensuring that the processes designed to support trustees in discharging their health and safety duties are robust and implemented effectively.

5.5 Asset and Facilities Management

- (a) Developing and recommending to the Board of Trustees, the Trust's strategy for the management of all assets.
- (b) Overseeing the Trust's annual stock investment programme.
- (c) Ensuring the Trust's school buildings and land, offices and other premises are fit for purpose, value for money and compliant with all legal and regulatory requirements.
- (d) Ensuring that the Trust's school buildings and land, offices and other premises are adequately serviced, maintained and provisioned; and capable of providing a good and safe environment for all pupils/students, staff and other visitors.
- (e) Developing and recommending to the Board of Trustees a lettings policy for buildings, rooms and other facilities within the Trust including a review of fees and other charges.

5.6 Communications

- (a) Developing and recommending to the Board of Trustees the Trust's strategies for

information technology, internal communications and public relations; and keeping their implementation under review.

- (b) Considering and agreeing any capital investments in IT ensuring that there is a robust business case which demonstrates value for money and a clear project management structure.

6. Authority and Access

6.1 The committee's authority includes:

- (a) Initiating reports on any activity within its terms of reference.
- (b) Obtaining, if necessary, external legal or other independent professional advice (and being authorised to request the financial resources to do so) to enable it to properly conduct its business.

TERMS OF REFERENCE: HR, REMUNERATION & SELECTION COMMITTEE

1. Purpose

1.1 The overall purpose of the HR, Remuneration & Selection Committee is:

- To develop a strategy for the employment of all Trust staff and all strategic issues relating to staff including salary and benefit packages.
- To consider issues relating to the contracts of employment for the Chief Executive and other members of the Executive Leadership Team including the review of salary and benefits and appraisal.
- To oversee processes for the recruitment, induction, appraisal and training of all trustees, school governors and committee members.
- To keep under review the skills, knowledge and experience on the board, school governing bodies and Trust-wide committees and advise the Board of Trustees on succession planning and renewal.
- To oversee the Trust's strategy in relation to equality, diversity and inclusion.
- To support the Board of Trustees in providing an added level of scrutiny in the monitoring of HR and governance.
- To keep the Board of Trustees regularly informed of the committee's activities and key decisions.

2. Membership

2.1 The Trust has agreed that the membership of the HR, Remuneration & Selection Committee will comprise a minimum of three committee members including a majority who are Trustees (Article 101).

2.2 In appointing the membership the Board of Trustees will ensure that the committee has the right balance of skills, knowledge and experience overall to fulfil its remit.

2.3 Any school governing body that does not have one of its school governors as part of the committee's membership may, with the consent of the Committee Chair, send an observer to meetings of the committee.

2.4 The Chief Executive (or any other member of staff) will not be a member of the committee.

2.5 The chair of the Remuneration & Selection Committee will be a Trustee and will be appointed as the committee chair by the Board of Trustees taking into account the required skills and experiences required for the position and the balance of

chairing responsibilities within the Trust. The committee membership may appoint a vice chair.

2.6 The committee will be supported by Chief Operating Officer as the lead member of staff in attendance.

2.7 The Chief Operating Officer will ensure that clerking support is available for each meeting.

3. Frequency of meetings

3.1 There will be four standing meetings a year scheduled to enable recommendations to be referred to the Board of Trustees and/or school governing bodies with minimum delay.

3.2 Additional ad hoc meetings may be arranged to deal with identified significant issues or to cope with increased workload.

4. Quorum and Voting

4.1 The quorum shall be three committee members.

4.2 Every matter which requires a decision at a committee meeting shall be determined by a majority of the votes of the committee members present and voting on the question. Every committee member shall have one vote. The committee chair shall ensure that a vote is taken by way of a show of hands on all matters that require a decision.

4.3 The committee may not make any decision unless those present at the meeting includes a majority of trustees (Article 101).

5. Core Functions

5.1 Human Resources

- (a) Developing and recommending to the Board of Trustees, the Trust's strategies for employment and organisational development.
- (b) Recommending to the Board of Trustees any changes to the staffing establishment which are outside budget or may result in redundancies.
- (c) Keeping the Trust's pension arrangements under review and making recommendations on any changes or key issues to the Board of Trustees.
- (d) Overseeing the establishment of, and keeping under review, formal and informal arrangements for negotiation and consultation with staff and trade unions.

5.2 Equality, Diversity and Inclusion

- (a) Developing and recommending to the Board of Trustees, the Trust's strategy for equality, diversity and inclusion.

- (b) Ensuring that the Trust is meeting its statutory and regulatory obligations concerning equality, diversity and inclusion and is actively developing structures, services, and policies which are responsive to the needs of individuals, groups and communities and free from discrimination.

5.3 Staff Remuneration

- (a) Establishing and keeping under review a job evaluation scheme.
- (b) Developing and recommending remuneration strategy and policy to the Board of Trustees within the context of national and local agreements, contractual arrangements and TUPE; recognising the need to recruit and retain high calibre teaching and support staff to deliver the Trust's vision and meet the strategic plan objectives.
- (c) Agreeing terms and conditions of service for staff.
- (d) Considering and recommending to the Board of Trustees the proposed annual pay review for staff; taking into account agreed strategy and policy, local and national circumstances, and taking professional advice as required.

5.4 Executive Remuneration and Performance

- (a) Reviewing and recommending the salary reviews of the Chief Executive and other members of the Executive Leadership team to the Board of Trustees having taken external advice on market salaries and benefits and having regard to contractual terms.
- (b) Reviewing and recommending to the Board of Trustees the form and content of contracts for the Chief Executive and other members of the Executive Leadership team.
- (c) Establishing a panel for the appraisal of the Chief Executive, within the terms of reference agreed by the Board of Trustees, managing the process and reporting to the Board of Trustees on outcomes including an action plan developed to address any improvements required and to set targets for the coming year.
- (d) Establishing and overseeing a process for the regular appraisal of performance and effectiveness of other members of the Executive Leadership Team, providing the necessary assurances to the Board of Trustees on process and outcomes.

5.5 Board and Committee Membership

- (a) Reviewing and recommending the memberships of the Board of Trustees, the school governing bodies and Trust-wide committees, taking into account their terms of reference and seeking to ensure that there is an appropriate balance of skills, knowledge, experience and competencies on each body, enabling them to properly fulfil their purpose and exercise their core functions.
- (b) Overseeing the implementation of trustee, school governor and committee member recruitment and selection processes across the Trust.

5.6 Board and Committee Member Skills, Performance and Development

- (a) Carrying out regular skills audits and maintaining up to date succession plans for trustees, school governors and committee members taking account of the challenges and opportunities facing the Trust and the balance of skills, knowledge and experience required on the Board of Trustees, the school governing bodies and Trust-wide committees.
- (b) Overseeing a process for the regular appraisal of the collective performance and effectiveness of the Board of Trustees, school governing bodies and Trust-wide committees and the performance and effectiveness of trustees, school governors and committee members, ensuring that outcome reports are presented to the Board of Trustees and action plans developed to address any improvements required.
- (c) Reviewing annually the commitment of all trustees, school governors and committee members ensuring that attendance and contribution is consistent with the proper exercising of their roles and responsibilities.
- (d) Developing and overseeing the implementation of a governance development programme which addresses issues identified in collective and individual appraisals as well as emerging priorities such as changes in services, legislation or regulation, or new business.
- (e) Developing and overseeing the implementation of an induction programme for new trustees, school governors and committee members.

5.7 Non-Executive Remuneration and Expenses

- (a) Reviewing and recommending to the Board of Trustees any proposals for payment of trustees for services within the parameters of the articles of association.
- (b) Reviewing the expenses policy for trustees, school governors and committee members.

6. Authority and Access

6.1 The committee's authority includes:

- (a) Initiating reports on any activity within its terms of reference.
- (b) Obtaining, if necessary, external legal or other independent professional advice (and being authorised to request the financial resources to do so) to enable it to properly conduct its business.

TERMS OF REFERENCE: CHIEF EXECUTIVE'S APPRAISAL PANEL

1. Purpose

1.1 The overall purpose of the Appraisal Panel is:

- To oversee the process of appraisal for the Chief Executive's performance in line with the Trust's appraisal and remuneration policies and other related HR policies and procedures.
- To ensure the post holder is effective in securing improved standards and outcomes for the students of the Trust through the implementation of the Trust's strategic plan and oversight of each school's development plan; in line with the DfE's National Standards for Headteachers.

2. Membership

2.1 The Trust has agreed that the membership of the Appraisal Panel will comprise three trustees, and will include the Chair of the HR, Remuneration & Selection Committee, who will chair the Appraisal Panel, and the Chair of the Trustees.

2.2 The other member(s) of the Appraisal Panel will be appointed by the HR, Remuneration & Selection Committee from within the membership of the Board of Trustees. The Committee will ensure that the Appraisal Panel has the right balance of skills, knowledge and experience overall to fulfil its remit.

2.3 In the event that any of the Appraisal Panel members are unable to attend a meeting at any stage of the process, and in order to ensure that timescales are achieved, the Chair of the HR, Remuneration & Selection Committee or Chair of the Trustees may agree suitable replacement members if time and availability permits or may agree to proceed with the process, providing the membership of the Appraisal Panel is not less than two trustees at any time.

2.4 The panel will be advised by:

- an appropriately experienced external advisor
- the Trust's appointed HR advisor or legal team, if required

2.5 The Chief Operating Officer will ensure that clerking support is available for each meeting.

3. Frequency of meetings

- 3.1 The Appraisal Panel will meet at least once in each academic year to carry out the formal appraisal of the Chief Executive.
- 3.2 Additional meetings may be arranged to plan the process or to address other issues as required.

4. Quorum and Voting

- 4.1 The quorum shall be two trustees appointed to the Appraisal Panel.
- 4.2 Every matter which requires a decision at a meeting shall be determined by a majority of the votes of the members of the Appraisal Panel present and voting on the question. Every member of the Appraisal Panel present shall have one vote.

5. Core Functions

- (a) Overseeing an annual twelve month appraisal process for the Chief Executive that is both robust and fair.
- (b) Ensuring that the appraisal process is carried out in line with the Trust's agreed appraisal policy.
- (c) Demonstrating compliance with any legal and statutory requirements applicable to academies.
- (d) Ensuring all panel members complete the appropriate training and implement good practice.
- (e) After consultation with the external adviser, setting performance objectives for the Chief Executive before, or as soon as practicable after, the start of each appraisal period.
- (f) Ensuring that the Chief Executive's professional learning and development needs are identified and properly resourced.
- (g) Having regard to the Chief Executive's work/life balance and wellbeing.
- (h) Ensuring that before, or as soon as practicable after, the start of each appraisal period, the Chief Executive is informed in writing of the standards against which their performance in that appraisal period will be assessed.
- (i) Agreeing arrangements for monitoring the progress of the performance objectives during the year, ensuring that an interim review is carried out halfway through the year.
- (j) Ensuring that constructive feedback is given throughout the year to highlight particular areas of strength as well as any areas that need attention.
- (k) Ensuring that where there are concerns about any aspects of the Chief Executive's performance the panel meets the Chief Executive formally to:

- give clear feedback about the nature and seriousness of the concerns
 - give the Chief Executive the opportunity to comment and discuss the concerns
 - agree any support (e.g. coaching or mentoring) that will be provided to address the specific concerns raised
- (l) In consultation with the external adviser, providing the Board of Trustees as a whole with an overview of the panel's assessment of the Chief Executive's overall performance during the defined appraisal period.
- (m) Recommending any salary and/or benefits proposals to the Remuneration & Selection Committee and provide an assurance that the appraisal process has been completed satisfactorily.
- (n) Taking human resource and/or legal advice on any potential contractual matters which may influence the panel's recommendations or the committee's or the board's decision making.
- (o) Authorising one of the panel members (with the support of the external adviser if required) to communicate the appraisal outcomes to the Chief Executive at the earliest possible opportunity.
- (p) Ensuring that as soon as practicable after the completion of the appraisal meeting that a written report is provided to the Chief Executive , detailing the following and allowing 10 days for the Chief Executive to add written comments:
- an assessment of the Chief Executive's performance of their role and responsibilities against their objectives and the relevant standards
 - an assessment of their professional learning and development needs and identification of any action that should be taken to address them
 - a recommendation on pay/benefits where that is relevant
- (q) Retaining a written copy of the Chief Executive's appraisal documentation in a secure place for six years before destroying it.

TERMS OF REFERENCE: SCHOOL GOVERNING BODY (MODEL)

Note: these are model terms of reference agreed by the Board of Trustees for a school governing body of a well performing school with a strong school governing body. The Board of Trustees may reduce the levels of delegated authority within the model terms of reference on any basis it considers appropriate. For example:

- *For newly created academies*
 - *For existing or joining academies with 'requires improvement' or 'inadequate' Ofsted judgements for overall effectiveness*
 - *Where the school governing body requires strengthening*
- The Board of Trustees will set the terms upon which delegated authority may be increased and will require that the school governing body to provide regular reports on progress towards achieving the required standards.*

1. Purpose

1.1 The overall purpose of the school governing body is:

- To ensure all pupils/students within the Trust have access to a high quality education provision in line with the shared vision.
- To monitor the implementation of the school's development plan ensuring that it is delivering against agreed strategic and local objectives; moving the school and the Trust as a whole towards achieving and sustaining a regulatory judgement of outstanding in all areas.
- To ensure that the academic and wellbeing needs of pupils/students are being met effectively through the design and delivery of a broad and balanced curriculum which, through use of personalised, developmental support, helps to maximise each student's success and enjoyment.
- To ensure all pupils/students are safeguarded.
- To ensure the Trust's collective published admission number (PAN) is full.
- To uphold and promote the ethos of the school within the context of the Trust's vision and values.
- To ensure the school's allocated resources are applied and managed effectively within the context of Trust's financial framework and other relevant regulations, policies and procedures.
- To maintain the religious character of the school (*For inclusion in Church of England School LGB TOR*)

1.2 In exercising its delegated authority, the school governing body acknowledges that the Board of Trustees retains responsibility for the control of all of the Trust's financial and other resources (human, assets, facilities, ICT etc). The school

governing body should ensure that the Trust's financial and other resources are applied efficiently and effectively in meeting its purpose and delivering its core functions for the school and the Trust as a whole, and can provide assurance to the Board of Trustees and its committees to that effect on a regular basis.

2. Membership

- 2.1 Without compromising its capacity to ensure that the necessary skills, knowledge and experience exist amongst the school governing body's membership, the Trust's policy aims are to have a school governing body of between 8 and 10 school governors for optimum effectiveness in debate and decision making.
- 2.2 The Board of Trustees will ensure that the school governing body has the right balance of skills, knowledge and experience to fulfil its remit. School governing body membership and appointments to positions of office are all subject to processes set out in the Board & Committee Membership Policy. This includes the arrangements for the parent school governors and staff school governors.
- 2.3 The School Governing Body Chair will be appointed by the Board of Trustees taking into account the required skills and competencies required for the position. The school governing body may appoint a vice chair from within its membership at the first meeting after the chair has been appointed. The School Governing Body Chair or Vice Chair will not be the School Headteacher nor the Chief Executive.
- 2.4 The school governing body will be supported by the School Headteacher who will be in attendance as the lead member of staff unless otherwise directed by the School Governing Body Chair or Chief Executive.
- 2.5 The Chief Operating Officer will ensure that clerking support is available for each meeting.

3. Frequency of meetings

- 3.1 There will usually be six (termly) meetings per academic year.
- 3.2 Additional ad hoc meetings of the school governing body may be arranged to deal with identified significant issues or to cope with increased workload.
- 3.3 Time limited task and finish groups may be arranged to support the completion of the delegated work schedule and/or deal with identified significant issues.
- 3.4 Standing sub-committees of the school governing body may be required depending on the size and complexity of the school. School governing bodies may establish sub-committees providing there is the justification of the additional

time commitment and preparation for school governors; reporting and meeting attendance requirements for staff; and cost implications for clerking support. Clear, written terms of reference must be developed to clarify the purpose and reporting lines to the school governing body. The Board of Trustees may require the school governing body to account for the justification of any sub-committees taking into account the nature of their work and the benefits to the overall governance of the school and the Trust as a whole.

4. Quorum and Voting

- 4.1 At least half of the school governors appointed or a minimum of four school governors, whichever is the higher, shall form a quorum for meetings of the school governing body.
- 4.2 Every matter which requires a decision at a school governing body meeting shall be determined by a majority of the votes of the school governors present and voting on the question. Every school governor present shall have one vote. The school governing body chair shall ensure that a vote is taken by way of a show of hands on all matters that require a decision.

5. Core Functions

5.1 Compliance

- (a) Promoting high expectations for standards and student outcomes; driving continuous improvement and ensuring rigorous processes of personalised target setting.
- (b) Ensuring consistency, diversity and inclusion through implementation of the Trust's strategies, policies and procedures.
- (c) Ensuring the school and Trust complies with the requirement for every learner to receive any statutory curriculum content in accordance with government directives for academies.
- (d) Ensuring all statutory assessments, including the administration and invigilation of exams, are conducted effectively in line with the Trust's policy and adhere to examining body criteria/specifications, seeking assurances that all results have been forwarded in a timely manner to pupils/students, parent/carers and the appropriate bodies.
- (e) Liaising with the Board of Trustees to consider and respond as appropriate to Ofsted's regulatory judgements and reporting.
- (f) Ensuring school governors are kept up to date about the national educational and regulatory developments affecting the Trust's approved curriculum and pedagogy; ensuring that changes are built into strategic planning and monitoring processes and reported to the Board of Trustees to inform strategic decision making.

5.2 Governance

- (a) Reviewing annually, and recommending for the consideration of the Board of Trustees, any amendments to the school governing body's agreed terms of reference.
- (b) Designating a panel to hear formal complaints about areas falling under the school governing body's remit (i.e. curriculum, teaching and learning / behaviour or wellbeing of pupils/students) according to school policy and DfE guidance (where appropriate).
- (c) Designating a panel to hear any appeal to lift or change the statutory requirements for a child.

5.3 Strategic Planning

- (a) Contributing to the delivery of the Trust's long term strategic plan; ensuring that the school is working towards the Trust's vision.
- (b) Overseeing the development, implementation and monitoring of the school's development plan; delivering against strategic objectives, targets and key performance indicators in relation to its remit.
- (c) Ensuring that the school governing body's agenda planning enables effective scrutiny of data and reporting which focuses activity upon the strategic and local priorities identified for the forthcoming year.
- (d) Recommending an annual attendance target for pupils/students for the approval of the Board of Trustees; ensuring that proper procedures are in place for recording absence of pupils/students and the impact of any follow up action taken.
- (e) Recommending the annual pupil/student performance targets for the approval of the Board of Trustees.
- (f) Liaising with the Board of Trustees, and Trust-wide committees as required, in considering any matters which are outside the strategy but which may contribute to the longer term sustainability and viability of the Trust.

5.4 Policy Application & Review

- (a) Reviewing relevant Trust policies in line with the policy review schedule and making appropriate recommendations to the Board of Trustees for implementation with the school.
- (b) Monitoring the effectiveness of implementation and level of congruence between policy and practice particularly in relation to:
 - The behaviour policy and all strategies relating to behaviour, social and emotional aspects of learning (SEAL), sanctions and rewards.
 - Equality, diversity and inclusion; and robustly challenging any discrimination against learners on the grounds of gender (including gender reassignment), race disability, sexual orientation, religion and belief, marital/civil partnership status or age where applicable.

- (c) Recommending for consideration and approval by the Board of Trustees, any changes to policy and/or decision-making on any matter that might create significant financial or other risk to the Trust or any school or which raise material issues of principle.

5.5 Finance & Resources

- (a) Ensuring adequate financial management systems are in place within the school.
- (b) Reviewing the draft annual budget for the school for approval by the Board of Trustees, having regard to the priorities set out in the school's development plan and the Trust's strategic plan.
- (c) Monitoring the school's allocated budget; ensuring that any variances are reported to the Finance & Resources Committee together with adequate explanatory information and clear recommendations should any change in the budget be required.
- (d) Monitoring the day to day management and maintenance of buildings, land and other assets within the context of the Trust's asset management strategy and its procured contracts and locally operating staff and contractors.
- (e) Ensuring that the Trust's health and safety policy is applied within the school and monitoring its implementation including any local arrangements agreed for the effective supervision of health and safety matters.

5.6 Audit & Risk

- (f) Ensuring suitable arrangements are in place to support the internal and external audit of the school and the Trust in line with the Trust's agreed audit plans.
- (g) Regularly reviewing the school risk register and advising the Audit & Risk Committee of any material changes in risk factors and highlighting any emerging risks.
- (h) Supporting the Headteacher in the mitigation of risk and contributing the implementation of the Trust's risk management policy.

5.7 Performance Review

- (a) Conducting in-depth scrutiny of data and the reporting of standards, examination results, assessments and progress in order to ensure accountability.
- (b) Carrying out regular reviews of student progress and attainment data to ensure performance and outcomes are in line with agreed objectives, targets and indicators.
- (c) Tracking and monitoring of pupil/student progress and assessing the impact of interventions where progress is low.
- (d) Ensuring, measuring and benchmarking quality assurance and evaluation processes to drive continuous improvement and secure high levels of pupil/student attainment and achievement.

5.8 Education Provision & Service Delivery

- (a) Monitoring the implementation of Trust standards to ensure the delivery of a high quality of education provision and services for pupil/students of the school and keeping them under review.
- (b) Ensuring the provision of a broad and well balanced curriculum, assessing its impact upon pupil/student learning and encouraging innovative teaching practice to achieve consistently good or better teaching standards.
- (c) Ensuring a high quality of careers information, advice, guidance & support (CIAGS) so that pupils'/students' interests and abilities are matched to appropriate pathways in order for them to achieve the best possible outcomes.
- (d) Overseeing the quality of learning, progress and attainment for pupil/students with special educational needs and/or disabilities (SEND) and other identified vulnerable groups including: black and other minority ethnic groups; travellers; looked after children; and those in receipt of free school meals.

5.9 Stakeholder Engagement

- (a) Promoting, and implementing for the school, the Trust's strategy for involving stakeholders and outward facing pupil/student activity.
- (b) Ensuring that the school sufficiently engages with a cross section of stakeholder groups to secure its full published admission number (PAN) and enable strategies, policies and standards to be set, and decisions to be made, which properly take into account the views of key stakeholder groups.
- (c) Establishing and maintaining a relationship with local elected community representatives.

5.10 Religious Character *For inclusion in Church of England School LGB TOR*

- (a) Ensuring that the school continues to preserve and develop its religious character in accordance with the principles of the Church of England and in partnership with the Church at parish and diocesan level.
- (b) Ensuring that the school serves its community by providing an education of the highest quality within the context of Christian belief and practice; encouraging an understanding of the meaning and significance of faith; and promoting Christian values through the experience it offers to all its pupils.

6. Authority and Access

6.1 The school governing body's authority includes:

- (a) Initiating reports on any activity within its terms of reference.
- (b) Obtaining, with the consent of the Board of Trustees, external legal or other independent professional advice, to enable it to properly conduct its business.

TERMS OF REFERENCE: EXECUTIVE LEADERSHIP TEAM

1. Overall Purpose

1.1 The overall purpose of the Executive Leadership Team (ELT) is to support the Board of Trustees, local governing bodies and Trust-wide committees in:

- setting strategy, policy and standards for the Trust
- exercising financial management and control
- strategic planning
- monitoring of performance
- service development

1.2 In addition its purpose is to lead and manage all staff in:

- implementing strategy and policy agreed by the Board of Trustees, local governing bodies and Trust-wide committees
- delivering high quality front line, central and support services to agreed standards
- maintaining and improving the standards of education and outcomes for the Trust's students
- engaging with pupils/students, parent/carers, staff and local communities
- managing budgets and maximising income
- developing effective relationships with partner organisations, local authorities, regulatory bodies, and all other stakeholders

2. Membership

2.1 The membership of the ELT is as follows:

- Chief Executive
- Chief Operating Officer
- School Headteachers x 8

2.2 The Chief Executive may nominate any member of the ELT who, with the consent of the Chair of the Trustees, will act as the Chief Executive in their absence.

- 2.3 In the absence of one member of ELT a nominated representative may substitute at ELT meetings. Decisions taken in respect of the business of the Trust will be regarded as if all members of the ELT had been present.
- 2.4 Other direct reports of ELT members may have standing invitations to attend meetings with the agreement of the Chief Executive.
- 2.5 Other members of staff and advisers may be invited to attend meetings of the ELT as required and as requested by the Chief Executive.

3. Frequency and Conduct of meetings

- 3.1 The ELT will usually meet on a fortnightly basis. The Chief Executive may call ad hoc meetings to discuss specific issues or may vary the frequency of meetings to deal with high volumes of business. Meetings of the ELT will be chaired by the Chief Executive or a member of the ELT authorised to act as Chief Executive in their absence.
- 3.2 Matters for consideration and decision under the ELT's collective delegated authority will usually require a written paper following the format prescribed for board and committee meetings. The Chief Executive's personal assistant will prepare the agenda to be approved by the Chief Executive.
- 3.3 Any member of the ELT has the right to put items on the agenda that are within the ELT's terms of reference or where they consider it to be a matter of material significance that should properly be brought to the attention of the ELT as a whole.
- 3.4 Decisions of the ELT made within the parameters of the agreed strategic plan, financial plans, strategies and policies may be implemented forthwith. Matters which may have a material significance on the Trust, its financial or risk management, or its relationships or reputation will however be referred to the Board of Trustees, or relevant local governing body or Trust-wide committee. Matters requiring new (or revisions to existing) strategy or policy will be referred to the Board of Trustees or relevant local governing body or Trust-wide committee.
- 3.5 The Chief Executive's personal assistant will ensure that minutes are kept of all ELT meetings and that these are circulated to all ELT members within one week of the relevant meeting. The Chief Executive will agree the form and levels of distribution of ELT minutes (or its activities in general) to others.

4. Quorum

- 4.1 The ELT has no quorum for routine business other than where it is exercising authorities delegated to it to act as a team in which case the quorum shall be three

members of the team and must include the Chief Executive or a member of the ELT authorised to act as Chief Executive in their absence.

- 4.2 Where decisions have significant financial implications the quorum shall also include the Chief Operating Officer or their nominated finance representative at the meeting.

5. Core Functions

5.1 Governance

- (a) Agreeing draft agendas and co-ordinating the production of papers for the Board of Trustees, local governing bodies and Trust-wide committees and to agree ELT and other senior staff representation at the meetings.
- (b) Ensuring that all advice and reporting to the Board of Trustees, local governing bodies, Trust-wide committees and the ELT is carried out in an accurate and co-ordinated way across all departments and academies.
- (c) Ensuring that there is effective and proactive consultation and communication between staff in the preparation of reports and performance monitoring information.

5.2 Strategy and Policy

- (a) Formulating, developing and reviewing strategies, policies and standards for consideration by the Board of Trustees, local governing bodies and Trust-wide committees (as appropriate within their terms of reference) which are consistent with achieving the Trust's vision and its strategic objectives.
- (b) Reviewing and developing the draft strategic plan for consideration by the Board of Trustees as part of the agreed planning cycle; ensuring that there are mechanisms in place for trustees, local governors and committee members to play an active part in the process.
- (c) Overseeing the implementation of all strategies and policies, ensuring that they are put into practice efficiently and in a consistent and co-ordinated way and that agreed standards are maintained.
- (d) Ensuring that school development plans (to take forward the strategic plan) are established for the approval of the local governing bodies and the Board of Trustees and that the plans are reviewed at least every month.
- (e) Taking corrective action where necessary and within delegated authority to ensure that development plans remain on target and that there is sufficient explanatory information included within reporting to the Board of Trustees, local governing bodies and Trust-wide committees (as appropriate).

5.3 Business Development

- (a) Promoting and developing major new initiatives, activities and opportunities which

are consistent with the Trust's aspirations for growth and to provide excellent education services.

- (b) Agreeing the same where they are within the agreed strategic plan, financial plans, and strategies or to otherwise bring them forward for consideration by the Board of Trustees.
- (c) Keeping under review any business development activities ensuring that they remain on target in terms of all agreed parameters for resource inputs and delivery outputs.

5.4 Finance & Resources

- (a) Reviewing and developing budgets for consideration by the Board of Trustees as part of the agreed planning cycle; ensuring that there are mechanisms in place for Trustees, local governors and other committee members to play an active part in the process.
- (b) Considering and scrutinising monthly management accounts prior to consideration by the Board of Trustees, any relevant local governing bodies, and the Finance & Resources Committee.
- (c) Ensuring that corrective action is taken where necessary to address significant variances in the accounts and that there is sufficient explanatory information included within reporting to the relevant meetings.
- (d) Varying individual budgets provided that such variations: are in accordance with the percentage threshold contained within the financial regulations; remain within the overall approved budget; and are reported to the Board of Trustees in the next quarterly management accounts.
- (e) Submitting to the Board of Trustees at least once each term (and on such further occasions as they may specify) a strategic report on all expenditure incurred and commitments entered into, together with details of any income generated and including a comparison of latest figures with the Trust's budget for the year.
- (f) Developing an asset management strategy for the approval of the Board of Trustees.
- (g) Keeping the Trust's assets (including school buildings, land, offices and other premises) under review ensuring that they are fit for purpose, value for money and compliant with all legal and regulatory requirements.
- (h) Reviewing and recommending programmes for investment, repairs, maintenance, and servicing of assets and regularly reviewing progress against agreed targets, expected outcomes and budgets.

5.5 Performance Review & Project Management

- (a) Reviewing key performance indicators in line with the agreed performance management framework at least every term prior to their consideration by the Board of Trustees, local governing bodies and Trust-wide committees.

- (b) Ensuring that corrective action is taken where necessary to address significant variances in performance and that there is sufficient explanatory information included within reporting to the relevant meetings.
- (c) Agreeing the scope for any strategy or service reviews or major projects and ensure that they are managed in a structured way, resourced sufficiently, and sponsored by a member of the ELT.
- (d) Receiving regular updates against the agreed project plan, draft reports, and agreeing recommendations to be implemented or referred to the Board of Trustees, local governing bodies or Trust-wide committees (as appropriate).

5.6 Audit & Risk

- (a) Developing and reviewing risk maps in line with the agreed risk management framework at least every term prior to their consideration by the Audit & Risk Management Committee, the Board of Trustees and any relevant local governing body.
- (b) Ensuring that corrective action is taken where necessary to mitigate increases in the levels of risk or new risks identified and that there is sufficient explanatory information included within reporting to the meeting(s) as appropriate.
- (c) Considering the significance of risks arising from matters being reported to, and decided by, the ELT, agreeing mitigating actions and including the same on the risk register reported to the Audit & Risk Management Committee, the Board of Trustees and any relevant local governing body.
- (d) Agreeing the internal audit planning memorandum for each review.
- (e) Receiving and considering all internal audit reports, reporting to the Audit & Risk Management Committee within the scope of their terms of reference.
- (f) Reviewing the audit recommendation register at least termly and in particular satisfying the Audit & Risk Committee that items to be removed as 'completed' are adequately supported with evidence.
- (g) Reporting to the Board of Trustees any legal action taken under delegated powers which it considers has a significant impact upon the Trust's strategic plan or its strategies.
- (h) Keeping under review a commercial view of the risk arising from any legal action through seeking regular advice from a legal adviser acting on the Trust's behalf.

5.7 Staffing

- (a) Keeping the establishment under review and agreeing any changes within delegated authority.
- (b) Maximising the most effective use of staffing resources across the Trust.
- (c) Varying the establishment, providing that the variation: remains within the employee budget; does not involve members of the ELT; does not result in redundancies; does not significantly affect the balance of services between schools; and is

consistent with achieving the vision and strategic objectives.

- (d) Ensuring the consistent application of the Trust's competency and appraisal framework, including the award of performance related pay, and ensuring that poor performance is tackled.
- (e) Maintaining effective communication with employees and their representatives.
- (a) Agreeing the further delegation of powers provided the delegations:
 - are commensurate with the duties, responsibilities and accountabilities of the post holders; and
 - are necessary and desirable for the efficient and effective management of the Trust's operations and resources; and
 - do not unduly increase the Trust's openness to risk.

TERMS OF REFERENCE: CHAIRS GROUP

1. Overall Purpose

1.1 To overall purpose of the Chairs Group is to:

- Act as a sounding board for the development of Trust strategy and policy including the growth of the Trust
- Facilitate effective internal and external partnerships (including between the Board of the Trustees and the school governing bodies)
- Focus on educational standards and performance across all schools the Trust

1.2 The Chairs Group is not a committee of the Board of Trustees. It does not have decision making powers but it can be a means by which the Chair of the Trustees seeks to consult and engage with Chairs of School Governing Bodies prior to further consideration and/or decision making by the Board.

2. Membership

2.1 The membership of the Chairs Group is as follows:

- The Chair of the Board of Trustees
- The Chairs of the three Trust-wide standing committees
- The chairs of the eight school local governing bodies

2.2 Any chair may nominate their Vice Chair to attend a meeting of the Chairs Group if they are unavailable.

2.3 The Chief Executive and the Chief Operating Officer have a standing invitation to attend if they so wish. They may also be specifically invited to attend by the Chair of the Trustees. Other members of staff and advisers may be invited to attend meetings of the Chairs Group as required and as requested by the Chair of the Trustees.

3. Frequency and Conduct of meetings

3.1 The Chairs Group will usually meet on a [quarterly] basis. The Chair of Trustees may call ad hoc meetings to discuss specific issues or may vary the frequency of meetings to deal with high volumes of business.

- 3.2 Meetings of the Chairs Group will be chaired by the Chair of Trustees or Vice Chair of Trustees in their absence.
- 3.3 Matters for consideration will be circulated at least one week in advance of the meeting.
- 3.4 Any member of the Chairs Group may ask that a matter be considered at a meeting if they feel that it falls within the terms of reference of the Group or is a matter of material significance that requires discussion. The Chair of Trustees will agree the final agendas for meetings and the timing of discussions.

4. Quorum

- 4.1 The Chairs Group has no quorum, however the Chair of Trustees will endeavour to arrange meetings in order to maximise attendance.

5. Core Functions

5.1 Strategy & Policy

- (a) Considering changes in the Trust's internal and external operating environment and how they may impact on:
- the delivery of current strategy and policy
 - the development of future strategy and policy
 - the availability and allocation of resources
 - risk appetite and mitigation
- (b) Considering proposals for the growth and development of the Trust and the implications for school partnership working and resources including:
- admission of new academies
 - creation of new academies
 - sponsorship of failing academies
 - diversification into new activities
 - development of commercial services
 - entering into strategic partnerships

5.2 Standards & Performance

- (a) Coordinating the analysis of performance data against expected standards (prior to consideration by the Board) across the Trust including:
- Achievement of pupils
 - Quality of teaching
 - Effectiveness of leadership and management

- Outcomes for students/pupils
 - Inspection outcomes
- (b) Considering proposals for improvements in standards and curriculum to enhance academic performance:
- Promoting consistency across the Trust
 - Advising on resource implications
 - Enabling curriculum-related contributions into school development plans

5.3 Partnership

- (a) Considering any matters as they may impact upon the effectiveness of communication and relationships:
- between the Board of Trustees and the school governing bodies
 - between governance and senior management structures
 - with students and their parents/carers
 - with staff
 - with key stakeholders and the wider community
- (b) Considering any matters of dispute between any part of the Trust's governance structures and seek to resolve matters through discussion and if necessary mediation prior to any formal consideration/intervention by the Board of Trustees.

BOARD AND COMMITTEE MEMBERSHIP POLICY

1. Introduction

- 1.1 This policy applies to the Board of Trustees and its committees – the school governing bodies and other Trust-wide committees. The Board of Trustees has ultimate legal responsibility for the control and conduct of the Trust's affairs. As the Trust is a significant provider of education services in its areas of operation and uses substantial public funds it is important for the Board of Trustees, the school governing bodies and Trust-wide committees to be well equipped to carry out their duties.
- 1.2 The Trust requires individuals appointed as trustees, school governors and other committee members to provide the collective skills, knowledge and experience required to deliver effective governance. They must possess the competencies necessary and be able to demonstrate the commitment required to be an effective trustee, school governor or committee member. These requirements reflect the need to be both accountable for effective education provision and oversee an efficient business.
- 1.3 The Board of Trustees, school governing bodies and Trust-wide committees are responsible for carrying out their functions in furtherance of the Trust's vision and as set down in the relevant terms of reference. This document specifies the processes for appointing trustees, school governors and committee members; and their terms of office.
- 1.4 At the inception of the Trust as a new multi-academy trust in 2016, all school governing bodies (including schools already part of the Trust or joining the Trust) will maintain their size and composition and incumbent school governors will remain in post during a period of transition. During this period (of around a year) the Trust in consultation will review (and in consultation with) all school governing bodies and move towards the full implementation of this policy.

2. Size and Composition

- 2.1 The trustees will determine the size and composition of the Board of Trustees, the school governing bodies and other committees, within the parameters of the articles of association, to ensure that they are able to fulfil their purpose and core functions.

Board of Trustees

- 2.2 Without compromising its capacity to ensure that it has the necessary skills, knowledge and experience amongst the board's membership, the Trust aims to have a board of twelve trustees for optimum effectiveness in debate and decision making.
- 2.3 The articles of association state that there shall be a minimum of three trustees (Article 45); there is no maximum number.
- 2.4 The articles state that the Trust shall have the following trustees (Article 46):
- Up to eleven trustees including:
 - up to seven appointed by the Members (Article 50)
 - a number of 'foundation trustees' appointed by the Bath & Wells DBE Trust providing they do not exceed one third of the total number of trustees (Article 50AA)
 - The Chief Executive (Articles 46^(b) and 57)
 - A minimum of two 'parent trustees' unless there are at least two parent school governors on each school governing body (Articles 53-56)
 - Up to two other trustees co-opted by the Board of Trustees, if any (Article 58)
- 2.5 The Trust will work closely with the Bath & Wells DBE Trust to enable foundation trustees to be appointed by Bath & Wells DBE Trust within the terms of this policy.
- 2.6 The Board of Trustees may co-opt new trustees (Article 58) that help support its objective to have a board with the required skills, knowledge and experience to fulfil its duties and functions. Only the Member appointed trustees and the foundation trustees may vote on the co-option of trustees. The Trust must seek the consent of the Bath & Wells DBE Trust in order to co-opt a trustee. The Trust may, having brought in a co-opted trustee to fill a skills gap, then agree to nominate them for appointment by the Members. This would be subject to satisfactory performance and commitment and subject to there being a vacancy.
- 2.7 Two parent trustees must be appointed to the Board of Trustees unless each of the school governing bodies includes at least two designated 'parent school governors' (Article 53). The Board of Trustees will seek to ensure that each school governing body has two parent school governors at all times (see 'parents' in section 5).
- 2.8 The Chief Executive will be appointed to the Board of Trustees, unless the Chief Executive elects not to be so appointed (Articles 46^(b) and 57).
- 2.9 To avoid local authority influence affecting the status of the Board of Trustees may not include 20% or more local authority associated persons (Article 140). A local authority person is defined as 'any person associated with any local authority within

the meaning given in section 69 of the Local Government and the Housing Act 1989' (Article 1^(f)). This includes therefore any person who:

- is currently serving as a councillor of any local authority
- has served as a councillor of any local authority within the last four years
- is currently an employee of any local authority, police authority, fire authority or national park
- is currently a senior employee of any local authority controlled company

2.10 The definition extends further to also cover 'any person associated with any local authority by whom the Trust is influenced'. Anyone who is a local authority person must have their appointment authorised by the local authority to which they are associated (Article 141).

2.11 If for any reason the actual number of trustees who are or become local authority associated persons represent 20% or more of the total number of trustees, then their aggregate votes shall never exceed 19.9% of the total votes exercisable; the other trustees' votes being increased on a pro-rata basis. (Article 140).

School Governing Bodies (non-denomination schools)

2.12 Without compromising its capacity to ensure that the necessary skills, knowledge and experience exist amongst the memberships, the Trust's policy aims are for the school governing bodies of those schools within the Trust that are not Church of England schools, to comprise between 8 and 10 school governors for optimum effectiveness in debate and decision making.

2.13 There is no constitutional minimum size for a school governing body but the Trust has agreed that the membership of a school governing body should not be less than six school governors.

2.14 The Trust has agreed that the School Headteacher will be appointed as a staff school governor on the appropriate school governing body unless they opt not to be appointed. The Trust has agreed that the number of other designated 'staff school governors' be set at a maximum of one per school governing body and at any time together with the School Headteacher the total number of designated 'staff school governors' will represent no more than one third of the membership of a school governing body (see 'designations' in section 7).

2.15 The Trust will seek to ensure that there are two designated 'parent school governors' on each of the school governing bodies within the Trust. The Trust has also agreed that at any time no more than one third of the membership of a school governing body shall be designated as 'parent school governors' (see 'designations' in section 7).

2.16 If at any time the numbers or proportions of designated parent or staff school governors (as set out above) are exceeded due to the resignation, retirement or removal of school governors (or during the start-up period of a new school governing body) then the school governing body may continue to act without removing any of the remaining school governors, provided that the Board of Trustees has agreed and is actively pursuing new school governor recruitment. The Board of Trustees may however adjust the school governing body's terms of reference for such time and on such terms as it deems appropriate to ensure that the highest standards of governance are maintained across the Trust as a whole.

School Governing Bodies (Church of England schools)

2.17 The membership of a school governing body for a CofE school within the Trust must include foundation school governors and these should be appointed in the 'same ratio as in the instrument of government' for the school prior to joining the Trust. Foundation school governors are appointed by Bath & Wells DBE Trust.

2.18 There is no specific defined role for a foundation school governor in the articles of association but the Trust acknowledges that they have a particular duty to safeguard the school's responsibilities to preserve and develop its religious character in accordance with the principles of the Church of England and in partnership with the Church at parish and diocesan level; provide an education service of the highest quality within the context of Christian belief and practice; encourage an understanding of the meaning and significance of faith; and promote Christian values through the experience it offers to all its pupils.

2.19 The Trust will therefore seek as far as possible to achieve the same policy objectives as set out above for non-denomination schools in terms of the size and composition of the school governing body subject to ensuring that school governors appointed by the Bath & Wells DBE Trust as foundation school governors enable the Trust to meet the prescribed proportions.

2.20 Meeting the exact 'same ratio' may be difficult with varying numbers of school governors, thus the Trust's policy aims are not to fall below the prescribed proportions and will use the following table as a guide:

School	Instrument of Government prescribed %	Total number of school governors									
		5	6	7	8	9	10	11	12	13	14
Combe Down CofE Primary School	3/16 th = 18.75%	1	2	2	2	2	2	3	3	3	3
St Philip's CofE Primary School	4/16 th = 25%	2	2	2	2	3	3	3	3	4	4
Widcombe CofE Junior School	8/14 th = 57.14%	3	4	4	5	6	6	7	7	8	8

Other Committees

- 2.21 The Board of Trustees has agreed parameters for the memberships of the other committees of the Trust as follows:
- The Audit & Risk Management Committee - minimum of three committee members
 - The Finance & Resources Committee - minimum of five committee members
 - The HR, Remuneration & Selection Committee - minimum of three committee members
- 2.22 The memberships of these committees must include a majority of trustees and the committees may not make decisions unless a majority of trustees are present (Article 101).
- 2.23 The Trust has agreed that any school governing body that does not have one of its school governors as part of the committee's membership may, with the consent of the Committee Chair, send an observer to meetings of the committee.
- 2.24 There are restrictions on who can chair committees and who can be members of some committees and these are set out in the respective terms of reference.

3. Terms of Office

- 3.1 All trustees shall be appointed for a term of office of four years and will start on the date of appointment and will expire on the fourth anniversary of the appointment. (Article 64). The four year term will not apply to the Chief Executive if so appointed to the Board of Trustees; their term of office as a trustee will run concurrently with the term of their employment.
- 3.2 School governors and other committee members who are not trustees will usually be appointed for a fixed term of office of four years. The four year term will not apply to the School Headteacher if so appointed to the school governing body; their term of office as a school governor will run concurrently with the term of their employment.
- 3.3 In order to ensure good succession planning (e.g. to avoid large numbers standing down together), a term of office for a school governor or other committee member (not a trustee) may be varied by the Board of Trustees from between one and four years.
- 3.4 Members of school governing bodies may be appointed as trustees, and trustees may be appointed as school governors under this policy. The Board of Trustees may therefore determine their terms of office run concurrently if it is deemed

appropriate and can be achieved within the fixed term rule for trustees.

- 3.5 All trustees, school governors and other committee members may stand for re-election or re-appointment at the end of their term of office subject to the maximum term of office for trustees (see below).
- 3.6 In line with best practice the Trust has agreed that all trustees (other than the Chief Executive if appointed) will be subject to a maximum term of office of two fixed terms or eight years in total. The maximum term of office may be extended by a period of two years at the discretion of the Board of Trustees if there are exceptional circumstances relating to the overall skills and competencies on the Board of Trustees. School governors will not be subject to a maximum term of office.
- 3.7 Re-appointment for a new term at the end of any fixed term of office is subject to confirmation that the overall skills mix justifies the re-appointment; that there has been satisfactory performance and compliance with the Code of Conduct including good attendance; and that there are no conflicts of interests.

4. Appointment of Community Trustees and School Governors Appointment of Foundation Trustees and School Governors

- 4.1 The Trust aims to recruit, retain and retire trustees and school governors through a robust and objective selection process based on collective and pre-determined skills, knowledge and experience requirements and the ability of applicants to demonstrate the competencies and meet the commitments set out in the person specification.
- 4.2 The Trust will where ever possible co-ordinate its efforts for recruitment and may therefore advertise, select and appoint in the most effective way to the most appropriate part of the governance structure.
- 4.3 The selection process for recruitment of community trustees and school governors, and foundation trustees and school governors, is as follows:
 - (a) Suitable candidates may be sourced using an appropriate database (such as kept by the School Governors One Stop Shop).
 - (b) An advertisement may be placed in national, regional or local newspapers and may be circulated to professional trade bodies if appropriate. It will be placed on the Trust's website(s).
 - (c) An advertisement will be placed in the school newsletters and on the websites.
 - (d) Candidates known to existing trustees, school governors, other committee members, senior staff or the Bath & Wells DBE Trust as having the appropriate skills, knowledge and experience may be invited to apply.
 - (e) All potential candidates identified or approaching the Trust will be sent an

application pack and invited to apply for the position.

- (f) A recruitment panel will be established by the HR, Remuneration and Selection Committee.
- (g) The panel will assess the applications received to short list those who meet the requirements and can avoid conflicts of interest with the Trust's work.
- (h) Shortlisted applicants will be invited to complete a self-assessment of their skills, knowledge and experience.
- (i) The panel will then invite applicants for interview.

4.4 The recruitment panel should include:

- at least one trustee
- at least one school governor if the recruitment is for school governors
- the Chief Executive or their nominated member of the Executive Leadership Team
- a representative of the Bath & Wells DBE Trust if there is a vacancy for a foundation trustee or foundation school governor (NB they will be invited but may decline to be involved and let the Trust handle the recruitment)
- others with relevant skills and experience depending upon the vacancies to be filled

4.5 At the conclusion of the selection process the HR, Remuneration and Selection Committee will agree the next steps for successful candidates:

- Community trustee candidates will be recommended to the Board of Trustees for co-option to the Board or may be nominated directly to the Members of the Trust for appointment as a trustee.
- Community school governor candidates will be recommended to the Board of Trustees for appointment to a school governing body as a school governor.
- Foundation trustee candidates will be recommended to the Bath & Wells DBE Trust for appointment to the Board of Trustees.
- Foundation school governor candidates will be recommended to Bath & Wells DBE Trust for appointment to a school governing body of a Church of England school.

4.6 The Bath & Wells DBE Trust will be notified of all those designated as 'foundation trustees' and provided with confirmation that the proportion of foundation trustees is in accordance with the prescribed proportions in the articles of association (see para 2.4 above).

4.7 The Bath & Wells DBE Trust will be notified of those designated as 'foundation school governors' and provided with confirmation of the proportion of foundation school governors on the school governing body. All school governors appointed to a Church of England school governing body (not just the foundation school governors) must sign an undertaking to the Bath & Wells

DBE Trust to uphold the designated religious character of the school. Their willingness to sign the undertaking will be tested at the application and interview stage.

- 4.8 All offers of appointment will be subject to the receipt of satisfactory references, completion of an enhanced check by the Disclosure Barring Service, and signature and return of a declarations form within a 30 day period.

5. Appointment of Parent Trustees or Parent School Governors

- 5.1 The Board of Trustees may appoint a parent to be a trustee if they apply and if they have the skills, knowledge and experience required to meet identified gaps in collective skills, knowledge and experience and they can demonstrate they meet the required competencies as set out in the person specification (as would any other trustee). Any parent appointed as a trustee will not be designated as a 'parent trustee' - the Trust aims at all times to have two parent school governors on each school governing body and avoid the need for the election of parent trustees.
- 5.2 Parent school governors will usually be elected to school governing bodies (Article 54). If, however there are fewer candidates than the number of places available then the Board of Trustees may appoint directly (Article 54A). If there are more candidates than the number of places available then the Clerk (or their nominee) will call an election. The election will involve a secret ballot (Article 55).
- 5.3 A parent school governor (or parent trustee) must be a parent (or individual exercising parental responsibility) of a registered pupil at one or more of the academies within the Trust at the time when they are appointed (Article 54). If however it is not practical to do so then a parent school governor (or parent trustee) may be a parent of a child who is of the age range of at least one of the academies within the Trust (Article 56).
- 5.4 The process for the election of parent school governors should include:
- (a) Notice of the vacancy posted on the website, advertised in the school newsletter (if the timing works) and through any other means of communication deemed appropriate by the Clerk in order to ensure as wide spread notification as possible to parents/carers of students/pupils in the relevant school.
 - (b) Receipt of expressions of interest by the Clerk within an agreed deadline (including confirmation that there is nothing that would bar them from taking up office).
 - (c) Circulation of an information pack to those who have expressed an interest including important information about the role.

- (d) Receipt of confirmed applications including a short profile and personal statement setting out why they would make a good school governor.
- (e) Circulation of candidates profiles and ballot papers by the Clerk to each household per registered student/pupil at the relevant school.
- (f) Receipt of ballot papers by the Clerk within an agreed deadline.
- (g) A count carried out by the Clerk and overseen by at least one school governor or trustee.
- (h) Confirmation of outcomes to all candidates within 48 hours.
- (i) Confirmation of elected parent school governors to the Board of Trustees and appropriate school governing body.
- (j) Notice of election outcome posted on website.

5.5 All appointments will be subject to the completion of an enhanced check by the Disclosure Barring Service, and signature and return of a declarations form within a 30 day period.

6. Appointment of Staff Trustees or Staff School Governors

6.1 The Chief Executive may be appointed to the Board of Trustees (Article 57). The Trust has agreed that there will be no other 'staff trustees'.

6.2 Staff school governors may be appointed to a school governing body (subject to the maximum limits of two in number or one third in proportion). One of these will usually be the School Headteacher of the relevant school (although they may decline to be appointed). The other will usually be an elected staff school governor.

6.3 The process for electing staff school governors will involve a secret ballot held amongst all staff within the relevant school for which the staff school governor vacancy exists within the school governing body following a similar procedure to that set out above for parent school governor elections.

6.4 All appointments will be subject to signature and return of a declarations form within a 30 day period.

7. Designations

- 7.1 The Clerk will record the designations of all trustees, school governors and other committee members in the relevant membership registers in order to ensure that maximum limits (see section 2) are not breached:
- Any parent who is elected (or appointed if an election is not required) will be designated as a 'parent trustee' or 'parent school governor'.
 - Any member of staff elected to a school governing body and the School Headteacher (if appointed) will be designated as a 'staff school governor'.

- Any trustee who is appointed by the Bath & Wells DBE Trust will be designated as a 'foundation trustee'.
- Any school governor who is appointed by the Bath & Wells DBE Trust will be designated as a 'foundation school governor'.
- Any trustee or school governor who is not an elected parent or member of staff or appointed by the Bath & Wells DBE Trust will be designated as a 'community trustee' or 'community school governor'.
- Any individual that also fits within the definition of a 'local authority associated person' will also be designated as such.

8. Appointments to Trust-wide Committees

- 8.1 The Board of Trustees will appoint all members of the Trust's three standing committees. It will look at the essential skills required on each committee and select trustees to serve on the committees at the start of each school year.
- 8.2 The Board will be mindful of the need to ensure that a majority of the membership of the committee are trustees.
- 8.3 The Board may also select school governors who have the necessary skills to serve on the committees.
- 8.4 The Board may also select individuals who are neither trustees of school governors to serve on the committees. It may exercise this option if there are key essential skills required on the committees that cannot be sourced within the memberships of the Board and its school governing bodies.

9. Appointment to Positions of Office

Chairs and Vice Chair of the Board of Trustees

- 9.1 Each year the trustees will appoint from within their number a Chair and a Vice Chair of the Trustees (Article 82). The Chair or Vice Chair cannot be an employee of the Trust. The Trust has agreed that the Chair of the Trustees shall be independent of the school governing bodies.
- 9.2 If the incumbent Chair is willing to stand for a further year, and there are no other trustees who wish to stand, then the Board may be canvassed as to a re-appointment without any further process.
- 9.3 If there are other candidates who also wish to stand as Chair, or if the incumbent is standing down, then the HR, Remuneration & Selection Committee will establish a process for interview and selection. The process will take into account the competencies and commitment required of those in

positions of office. If there are no suitable internal candidates then an enhanced process based upon the above external recruitment process will be agreed by the HR, Remuneration & Selection Committee.

- 9.4 The process for the election of the Chair will commence prior to the end of the summer term so that the formal appointments may be made at first meeting of the Board of Trustees at the beginning of the next school year.
- 9.5 The Clerk will invite nominations from the trustees for the role of Vice Chair of Trustees prior to the first meeting of the school year. The Board will elect one of their number from the nominees as the Vice Chair for the next year.

Chairs and Vice Chair of the School Governing Bodies

- 9.6 For each school, each year the trustees will appoint to the position of School Governing Body Chair. If the incumbent is willing to stand for a further year, and there are no other school governors who wish to stand then the Board may be canvassed on a re-appointment without any further process. The Board will also canvass the views of the members of each school governing body.
- 9.7 For any particular school, if there are other candidates who also wish to stand, or if the incumbent is standing down, then the HR, Remuneration & Selection Committee will establish a process for interview and selection. The process will take into account the competencies and commitment required of those in positions of office. If there are no suitable internal candidates then an enhanced process based upon the above external recruitment process will be agreed by the HR, Remuneration & Selection Committee.
- 9.8 The process will commence prior to the end of the summer term so that the formal appointments may be made at first meeting of the Board of Trustees at the beginning of the next school year.
- 9.9 The Clerk will invite nominations from the school governors on each school governing body for the role of Vice Chair prior to the first meeting of the school year. The school governing body will elect one of their number from the nominees as Vice Chair for the next year.

Chairs and Vice Chair of the Trust-wide Committees

- 9.10 The chairs and vice chairs of the three standing Trust-wide committees will be appointed by the Board of Trustees each year. All committee chairs will be trustees.

- 9.11 The Chair of Trustees will canvass and consider suitable candidates for the roles, taking into account the committee memberships, the skills required for each committee, and the balance of chairing responsibilities across the Trust.
- 9.12 The appointments will all be made at first meeting of the Board of Trustees at the beginning of the next school year.

10. Skills and Succession

- 10.1 All appointments should be made on the basis of the collective skills, knowledge and experience required on the Board of Trustees, the school governing bodies and other committees, to meet all of its responsibilities effectively. A skills assessment will be completed during the application process for external candidates. The data for appointed candidates will be added to that for existing trustees, school governors and committee members and kept under review by the HR, Remuneration & Selection Committee.
- 10.2 The Trust will produce a succession plan, updated annually, and encourage and/or recommend turnover in the best interest of the Trust. Further information is set out in the Skills, Performance and Development Policy.

11. Induction and Training

- 11.1 Trustees, school governors and other committee members will be provided with induction training on first appointment and will be provided with regular training and development opportunities regularly thereafter. Further information is set out in the Skills, Performance and Development Policy.

12. Equality, Diversity and Inclusion

- 12.1 The Trust will seek through its governance and senior leadership to promote equality, diversity and inclusion across the Trust and its schools and all of their activities. The Trust will seek to recruit the most suitable people as trustees, school governors or other committee members by ensuring the processes and the people involved in selection are wholly objective (to eliminate any subjective bias) and that there is a diverse range of candidates.

ROLE PROFILE
FOR TRUSTEES, SCHOOL GOVERNORS AND OTHER COMMITTEE MEMBERS

Note: there are additional responsibilities applicable to those in positions of office

1. Introduction

1.1 This generic role profile is designed to support those involved in the governance of the Trust in fulfilling their duties and responsibilities.

2. Principal duties of the role

2.1 The principal duties of all trustees, governors, and other committee members are set out below:

- (a) To exercise independent judgment and to act only in the interests of the Trust and not on behalf of any constituency or interest group.
- (b) To act in accordance with the constitution of the Trust and only exercise powers for the purpose for which they are conferred.
- (c) To act in a way that enhances the success of the Trust and its schools.
- (d) To exercise reasonable care, skill and diligence.
- (e) To promote the values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs.
- (f) To avoid a situation where there is or may be a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the academies or the Trust.
- (g) To ensure that no benefit is accepted from a third party conferred by reason of being a trustee, governor or other committee member or of doing (or not doing) anything as a trustee, governor or other committee member.
- (h) To declare the nature and extent of any interest to the Board of Trustees, school governing body or other committee (as appropriate) if in any way, directly or indirectly, interested in a proposed transaction or arrangement with an individual school or the Trust as a whole and at all times be aware of the standards expected in the Code of Conduct.
- (i) To be highly accountable to a variety of stakeholders including parent/carers, pupils/students, local authority partners, other strategic and operational partner schools, and regulators.
- (j) To have regard to any relevant advice provided by the Chief Executive, other members of the Executive Leadership Team and other advisers when reaching decisions.

3. Main responsibilities of the role

3.1 The main responsibilities of all trustees, governors, and other committee members are set out below.

(a) Strategic leadership:

- To help develop and share in the Trust's vision.
- To uphold and demonstrate the Trust's values.
- To participate as appropriate in the development of strategies and policies for approval by the Board to guide the Trust's work.
- To focus on the setting and monitoring of objectives, performance targets and benchmarks.
- To contribute to the growth and development of the Trust.
- To keep up to date with sector issues.

(b) Good governance:

- To be focused on ensuring that the Trust and all of its schools are managed efficiently, effectively and in compliance with the requirements of the law, the constitution, regulation, adopted codes and best practice.
- To ensure the integrity of financial and other management information presented to the Board, school governing body or committee (as appropriate).
- To challenge the robustness of frameworks for financial planning, management of risk, internal controls and safeguarding.
- To comply with, and act within, the Trust's policies, procedures and guidance as set and amended from time to time by the Board or other authorised body.
- To fully participate in the work of the Board, school governing body or other committees (as appropriate)
- To commit as required to participate in working groups, focus groups, or panels in support of the overall governance of the Trust.
- To uphold the Code of Conduct and the reputation of the Trust and not do anything which may bring discredit upon the Trust.
- To promptly declare any relevant interests, financial or non-financial, for entry in the register.
- To act as a role model for good governance practices and behaviours.

(c) Effective meetings and decision making:

- To prepare for meetings and other events by reading the reports, seeking clarification where necessary and when possible from report authors before meetings.
- To receive and consider reports prepared by staff, agents and advisers and question these to ensure that decisions are well founded.
- To regularly attend meetings of the Board, school governing body or other committee (as appropriate).

- To participate fully in discussions and share responsibility within the decision making process.
- To treat written information labelled as confidential, or oral information provided in confidence, as strictly confidential at all times unless otherwise authorised to release such information.
- To debate in a proper, respectful manner, addressing only matters in hand, keeping contributions relevant, not making speeches and avoiding operational detail.
- To contribute to, share responsibility for, and uphold the decisions of the Board, school governing bodies and other committees (as appropriate) irrespective of any individual position taken in debate or voting.
- To ensure all decisions are made in the best interests of the Trust.

(d) Performance, development, communication and relationships:

- To participate openly and honestly in collective and individual appraisals, skills audits and succession planning.
- To attend appropriate training and other events and represent the Trust as required.
- To work effectively with all staff, recognising the Trust's duty of care as an employer and the Chief Executive's responsibilities for management and supervision.
- To be open in communication and maintain good working relationships with all others involved in the governance and leadership of the Trust.
- To demonstrate proficiency in the use of information technology in conducting business with the Trust.
- To act as an ambassador for the Trust; networking and promoting the achievements and benefits of the Trust.
- To demonstrate commitment to equality and diversity.

**PERSON SPECIFICATION
FOR TRUSTEES, SCHOOL GOVERNORS AND OTHER COMMITTEE MEMBERS**

Note: there are additional competencies and enhanced commitments applicable to those in positions of office

1. Introduction

1.1 This generic person specification is designed to guide those involved in the governance of the Trust in fulfilling their duties and responsibilities as effectively as possible. It will also be used to support the appraisal of board member performance.

2. Skills, knowledge and experience

- 2.1 Each trustee, school governor or other committee member is expected to contribute at least one or more of the essential areas of skills, knowledge and experience required on the Board of Trustees, school governing body or other committee (as appropriate) and as set out in the Skills, Performance and Development Policy. Any gaps in skills, knowledge and experience will be a consideration when carrying out succession planning and recruiting new trustees, school governors and other committee members.
- 2.2 The extent to which individuals have made effective use of their strengths in skills, knowledge and experience will be taken in to account as part of appraisals.

3. Core competencies

3.1 Core competencies are used to measure personal effectiveness in the ability to lead, inspire and add value to the governance of the Trust. The performance of trustees, school governors or other committee members will be reviewed and will focus on the core competencies (and supporting effective behaviours) set out below:

(a) Strategic thinking and direction:

- Able to influence the development of vision and strategic objectives.
- Understands the difference between strategy and operations; delegates responsibility effectively to staff.

- Is sensitive to the political, economic, social and technological external impacts upon the Trust and its schools.
- Anticipates and understands risks and consequences for the Trust at a strategic level.
- Identifies opportunities and brings forward new ideas for organisational effectiveness.
- Encourages creativity, is open to new ways of working and able to adapt flexibly to change.

(b) Analysis and understanding:

- Assimilates and makes sense of complex data; evaluates options and understands different perspectives.
- Focuses on the key issues and makes them clear to others.
- Understands the sensitivities of key assumptions in options and propositions.
- Satisfies themselves on the integrity of financial information and risk appraisal.
- Possesses confidence to provide challenge; asks questions appropriately and keeps to appropriate level of detail.
- Brings an original perspective to discussions.

(c) Decision making:

- Shows independent judgement and original thought.
- Signs up to the collective ownership of decisions once agreed irrespective of position taken in debate.
- Actively participates in decision making with objective analysis, reasoned and rational judgement of the issues in hand.
- Prepared to take difficult decisions and measured risks; is not easily deflected by obstacles or problems.
- Respects and is open to the views of others in discussions on key issues.
- Focused on the mission, objectives and priorities when making decisions.

(d) Communication and Interpersonal skills:

- Communicates clearly and persuasively; expresses opinions, listens and takes account of the views of others.
- Builds and maintains good relationships based on personal credibility and integrity.
- Engages effectively with key stakeholders as an 'ambassador' for the Trust and its schools.
- Challenges without appearing aggressive; prepared to say what people may not want to hear.
- Expects constructive feedback; is aware of own strengths, weaknesses and motivations.
- Gets to know individuals and their aspirations.

(e) Team working and development:

- Supports a strong team spirit; able to work collaboratively.
- Works with senior management in productive working relationships built on mutual respect.
- Works as a part of the team and adds value to collective effectiveness.
- Demonstrates commitment, is reliable and punctual and comes fully prepared.
- Supports others, praises achievements and celebrates success with the team.
- Open to learning and development at an individual and collective level.

(f) Organisational purpose and ethos:

- Committed to meeting the welfare and progress of all pupils/students.
- Open to the views of pupils/students, parents/carers and other stakeholders in the how the Trust and its schools are run and developed.
- Supports the development of organisational culture built around the values.
- Committed to the recruitment and development of a skilled and competent workforce.
- Encourages partnership working with organisations that add value to the work of the Trust.
- Promotes and demonstrates leadership in relation to equality, diversity and inclusion.

4. Commitment to the Role

4.1 Trustees and school governors are expected to have the capacity to be able to commit to fulfilling their duties and responsibilities as effectively as possible. The following is a guide to what people usually commit to the role:

- Attending one day of induction training in the first 3 months following appointment.
- After induction being able to commit around 7-10 hours a month to the role to include:
 - Effectively preparing for, attending and participating in formal meetings (and potentially other committees, panels, working groups and any special meetings called from time to time).
 - Attending away days and training activities.
 - Participating in ad hoc discussions and electronic communications between meetings.
 - Preparing and participating in own appraisal.
 - Attendance at events to support the staff and pupils/students and engage with parent/carers and other stakeholders.

4.2 Meetings are usually held in the evenings and preparation time is often done at weekends.

ADDITIONAL RESPONSIBILITIES FOR POSITIONS OF OFFICE

Note: This document supports (and should be read in conjunction with) the generic role profile for trustees, school governors and other committee members. If required (for recruitment, contracts, and appraisal), standalone documents can be produced.

1. Introduction

1.1 In addition to their role as a trustee, school governor or committee member, those in positions of office are responsible for ensuring good governance through the Board, school governing bodies or committees (as appropriate); and providing support, guidance and challenge to senior staff. The additional responsibilities of those in a position of office, to supplement those set out in the role profile, are set below.

2. Additional Responsibilities of the Chair of the Trustees

2.1 The additional responsibilities conferred through the position of office are:

(a) General:

- To ensure the efficient and proper conduct of the Board's business; working with the Chief Executive to monitor the effectiveness of the governance arrangements; and ensuring the Trust effectively fulfils its statutory, regulatory and constitutional obligations.

(b) Agenda planning and reporting:

- To establish, with the Chief Executive, the agenda for meetings of the Board of Trustees and ensure that its structure and content is consistent with the terms of reference.
- To ensure that the quality of report writing (information, options and recommendations) are at a standard which enable the Board to carry out proper scrutiny and make effective decisions in discharging its responsibilities.
- To ensure that the Chief Executive and any other relevant member of staff and advisers are available at meetings if required.

(c) Meeting management and decision making:

- To satisfy themselves that every meeting has been properly convened by notice and properly constituted by the attendance of a quorum.
- To satisfy themselves that the minutes of the meetings are an accurate and complete record and if so satisfied, to sign the same.
- To guide meetings through the items on the agenda; encourage full participation

during meetings and enable all trustees to express their views.

- To make best use of the skills, knowledge and experience of trustees in matters that require board planning, evaluation and decision making.
- To seek to create consensus on complex issues, drawing together diverse views; and ensure clarity of decision making in relation to recommendations and resolutions.
- To give immediate rulings on complaints or queries relating to the procedure and conduct of the meeting.
- To exercise, if necessary and appropriate, a second vote in the case of equality of voting.
- To oversee the use of policies and procedures to deal with urgent and efficient decision making between meetings.

(d) Working with the Chief Executive:

- To establish a constructive working relationship with the Chief Executive providing them with support, guidance and challenge.
- To have regular engagement with the Chief Executive to receive briefings on issues of strategy, policy and other significance.
- To help plan and balance the workload of the Chief Executive in terms of preparing, presenting and reporting to the Board of Trustees (and committees) at meetings, away days and other events.
- To ensure that the Board of Trustees delegates sufficient authority to the Chief Executive to enable efficient day-to-day management of the Trust.
- To ensure that the Board of Trustees receives professional advice when it is needed either through the Chief Executive, other members of staff, or through the use of consultants and advisers as necessary.
- To ensure that there is a clear division of responsibilities between the Board of Trustees and the Chief Executive and other employees.
- To take a lead in the annual appraisal of the Chief Executive.

(e) Internal and external communication and relationships:

- To play a role in internal and external communications, training and development sessions, and other Trust events.
- To represent the Trust on occasion, potentially hosting events at which key stakeholders are in attendance and if required undertaking public speaking duties.
- To maintain good working relationships with all trustees, in particular with the Vice Chair, Committee Chairs and School Governing Body Chairs.
- To maintain good relationships with key stakeholders, including regulators (and in particular the DfE), key local authorities and stakeholder groups.
- To act as an ambassador and representative for the Trust, promoting its success and upholding its reputation through personal integrity.

(f) Trustee performance and conduct:

- To review the performance of each trustee; address any individual issues arising during the year and in consultation with the Chief Executive to agree any corrective action, training or support requirements.
- To work with the Chief Executive to ensure compliance with the Code of Conduct; ensuring that cases are resolved in order to provide confidence in the probity of the Trust as a whole.

3. Additional Responsibilities of a Committee Chair

3.1 The additional responsibilities conferred through the position of office are:

(a) General:

- To ensure the efficient and proper conduct of the committee's business; working with the Chief Operating Officer to monitor the effectiveness of the committee in contributing to the effectiveness of the Trust's governance arrangements; ensuring the Trust effectively fulfils its statutory, regulatory and constitutional obligations.

(b) Agenda planning and reporting:

- To establish, with the Chief Operating Officer, the agenda for meetings of the committee and ensure that its structure and content is consistent with the terms of reference.
- To ensure that the quality of report writing (information, options and recommendations) are at a standard which enable the committee to carry out proper scrutiny and make effective decisions in discharging its responsibilities.
- To ensure that the Chief Operating Officer and any other relevant member of staff or agent are available at committee meetings if required.

(c) Meeting management and decision making:

- To satisfy themselves that every meeting has been properly convened by notice and properly constituted by the attendance of a quorum.
- To satisfy themselves that the minutes of the meetings are an accurate and complete record and if so satisfied, to sign the same.
- To guide meetings through the items on the agenda; encourage full participation during meetings and enable all committee members to express their views.
- To make best use of the skills, knowledge and experience of any committee member in matters that require committee planning, evaluation and decision making.
- To seek to create consensus on complex issues, drawing together diverse views; and ensure clarity of decision making in relation to recommendations and resolutions.
- To give immediate rulings on complaints or queries relating to the procedure and conduct of the meeting.
- To oversee the use of policies and procedures to deal with urgent and efficient

committee decision making between meetings.

(d) Working with the Chief Operating Officer (as the lead for each committee):

- To establish a constructive working relationship with Chief Operating Officer providing them with support, guidance and challenge within the scope of the committee's terms of reference.
- To have regular engagement with the Chief Operating Officer to receive briefings on issues of strategy, policy and other significance as they relate to the committee's terms of reference; and to plan the workload of the committee.
- To ensure that the committee receives professional advice when it is needed either through the Chief Operating Officer, other members of staff, or through the use of consultants and advisers as necessary.

(e) Internal and external communication and relationships:

- To play a role in internal and external communications in relation to the committee's business.
- To maintain good working relationships with all trustees and school governors, in particular with the Chair, Vice Chair, other Committee Chairs and the School Governing Body Chairs.
- To maintain good relationships with key stakeholders e.g. contractors, suppliers, auditors etc in relation to the committee's business.

(f) Committee member performance and conduct:

- To support the Chair in their role as they appraise the performance of trustees; advising on individual performance on committee business.
- To identify any issues around committee member performance or conduct during the course of the year; working with the Chair and the Chief Executive as necessary to agree any corrective action, training or support requirements.

4. Additional Responsibilities of a School Governing Body Chair

4.1 The additional responsibilities conferred through the position of office are:

(a) General:

- To ensure the efficient and proper conduct of the school governing body's business; working with the School Headteacher to monitor the effectiveness of the school governing body in contributing to the effectiveness of the Trust's governance arrangements; ensuring the Trust effectively fulfils its statutory, regulatory and constitutional obligations.

(b) Agenda planning and reporting:

- To establish, with the School Headteacher, the agenda for meetings of the school governing body and ensure that its structure and content is consistent with the terms of reference agreed by the Board of Trustees.
- To ensure that the quality of report writing (information, options and

recommendations) are at a standard which enable the school governing body to carry out proper scrutiny and make effective decisions in discharging its responsibilities.

- To ensure that the School Headteacher and any other relevant member of staff or agent are available at committee meetings if required.

(c) Meeting management and decision making:

- To satisfy themselves that every meeting has been properly convened by notice and properly constituted by the attendance of a quorum.
- To satisfy themselves that the minutes of the meetings are an accurate and complete record and if so satisfied, to sign the same.
- To guide meetings through the items on the agenda; encourage full participation during meetings and enable all school governors to express their views.
- To make best use of the skills, knowledge and experience of any school governor in matters that require school governing body planning, evaluation and decision making.
- To seek to create consensus on complex issues, drawing together diverse views; and ensure clarity of decision making in relation to recommendations and resolutions.
- To give immediate rulings on complaints or queries relating to the procedure and conduct of the meeting.
- To oversee the use of policies and procedures to deal with urgent and efficient decision making between meetings.

(d) Working with the School Headteacher:

- To establish a constructive working relationship with School Headteacher providing them with support, guidance and challenge within the scope of the school governing body's terms of reference.
- To have regular engagement with the School Headteacher to receive briefings on issues of strategy, policy and other significance as they relate to the school governing body's terms of reference; and to plan the workload of the school governing body.
- To ensure that the school governing body receives professional advice when it is needed either through the School Headteacher, other members of staff, or through the use of consultants and advisers as necessary.

(e) Internal and external communication and relationships:

- To play a role in internal and external communications in relation to the school governing body's business.
- To maintain good working relationships with all school governors on the school governing body, the trustees and in particular the Chair, Vice Chair, Committee Chairs, and other School Governing Body Chairs.
- To maintain good relationships with key stakeholders e.g. parents groups, community groups, etc in relation to the school governing body's business.

(f) School governor performance and conduct:

- To review the performance of each school governor; address any individual issues arising during the year and in consultation with the School Headteacher and the Chief Operating Officer to agree any corrective action, training or support requirements.
- To work with the School Headteacher and the Chief Operating Officer to ensure compliance with the Code of Conduct; ensuring that cases are resolved in order to provide confidence in the probity of the Trust as a whole.

**5. Additional Responsibilities of Vice Chairs
(Board of Trustees, Committee, School Governing Body)**

5.1 The additional responsibilities conferred through the positions of office are:

(a) Deputising:

- To assume the duties and responsibilities of the (relevant) Chair in the following circumstances:
 - In the absence of the Chair from a meeting or any other meeting where the Chair cannot attend and otherwise would have chaired the meeting.
 - When the Chair has a conflict of interest at a meeting.
 - In relation to action required urgently between meetings where the Chair is unavailable or has a conflict of interest.
 - In the event that the Chair is absent from office due to illness, holiday, or other special dispensation.
 - In the event that no Chair is in office due to resignation, retirement, suspension or dismissal from office and with the consent of the Board of Trustees.

(b) General:

- To support the Chair as appropriate and when requested to do so in ensuring good governance
- To support the Chair as appropriate in ensuring good working relationships within the governance and leadership structures of the Trust.
- To bring to the attention of the Chair any performance or conduct issues arising amongst the trustees/committee members/school governors, and to support the Chair as required in resolving any issues.
- To represent the Trust on occasion as requested by the Chair, potentially hosting events at which key stakeholders are in attendance and, if required, undertaking public speaking duties.
- To exercise authority where specifically delegated to take decisions in between meetings.
- To undertake any special duties allocated by the Chair that are commensurate with the office of Vice Chair and in furtherance of the effective governance of the Trust.

ADDITIONAL COMPETENCIES & COMMITMENTS FOR POSITIONS OF OFFICE

Note: This document supports (and should be read in conjunction with) the generic person specification for trustees, school governors and other committee members. If required (for recruitment, contracts, and appraisal), standalone documents can be produced.

1. Introduction

1.1 In addition to the competencies and commitment required of a trustee, school governor or committee member, those in positions of office are expected to have and demonstrate additional competencies and an enhanced level of commitment in order to effectively fulfil the duties and responsibilities required. The additional competencies to supplement those set out in the person specification are set below. The enhanced level of commitment required to supersede those set out in the person specification are set below.

2. Additional Competencies for the Chair of the Trustees

2.1 The additional competencies of those holding the position of office are set out below:

(a) Leadership and inspiration:

- Sets out a compelling view of the future; secures buy in to strategy and policy through persuasive presentation of the issues and anticipated outcomes.
- Leads the Trust through periods of change, instilling confidence in governance and providing clarity of strategic direction.
- Projects themselves as open and approachable, leading by example, setting and maintaining high standards.
- Inspires colleagues to achieve more and add value to the work of the Board.
- Resolves conflict and delivers solutions through negotiation and mediation.
- Acts as a figurehead and presents themselves to others as a role model for the governance of the Trust.

(b) Management and facilitation:

- Encourages participation in debate, makes best use of skills, listens to diversity of views, and enables constructive challenge.
- Seeks consensus and guides decision making ensuring clarity of resolution and appropriate delegation of authority.
- Leads and supports trustees to work collaboratively and build consensus.

- Develops a strong working partnership with the Chief Executive; providing an effective balance of challenge, guidance and support.
- Articulates clarity of purpose and contextualises the strategic relevance of decision making.
- Delegates to others where necessary to make best use of time and resources, and the skills and experience available amongst all trustees.

3. Additional Competencies for a Committee Chair

3.1 The additional competencies of those holding the position of office are set out below:

(a) Leadership and inspiration:

- Enables buy in to strategy and policy through persuasive presentation of the issues and anticipated outcomes.
- Instils confidence in governance and provides clarity of strategic direction.
- Projects themselves as open and approachable, leading by example, setting and maintaining high standards.
- Inspires colleagues to achieve more and add value to the work of the committee.
- Resolves conflict and delivers solutions through negotiation and mediation.
- Acts as a figurehead and presents themselves to others as a role model for the governance of the Trust.

(b) Management and facilitation:

- Encourages participation in debate, makes best use of skills, listens to diversity of views, and enables constructive challenge.
- Seeks consensus and guides decision making ensuring clarity of resolution and appropriate delegation of authority.
- Leads and supports committee members to work collaboratively and build consensus.
- Develops a strong working partnership with the Chief Operating Officer; providing an effective balance of challenge, guidance and support.
- Articulates clarity of purpose and contextualises the strategic relevance of decision making.
- Delegates to others where necessary to make best use of time and resources, and the skills and experience available amongst all committee members.

4. Additional Competencies for a School Governing Body Chair

4.1 The additional competencies of those holding the position of office are set out below:

(a) Leadership and inspiration:

- Enables buy in to strategy and policy through persuasive presentation of the issues and anticipated outcomes.
- Instils confidence in governance and provides clarity of strategic direction.
- Projects themselves as open and approachable, leading by example, setting and maintaining high standards.
- Inspires colleagues to achieve more and add value to the work of the school governing body.
- Resolves conflict and delivers solutions through negotiation and mediation.
- Acts as a figurehead and presents themselves to others as a role model for the governance of the Trust.

(b) Management and facilitation:

- Encourages participation in debate, makes best use of skills, listens to diversity of views, and enables constructive challenge.
- Seeks consensus and guides decision making ensuring clarity of resolution and appropriate delegation of authority.
- Leads and supports school governors to work collaboratively and build consensus.
- Develops a strong working partnership with the School Headteacher; providing an effective balance of challenge, guidance and support.
- Articulates clarity of purpose and contextualises the strategic relevance of decision making.
- Delegates to others where necessary to make best use of time and resources, and the skills and experience available amongst all school governors.

5. Additional Competencies for Vice Chairs

- 5.1 There are no specific additional competencies for those holding the position of office of Vice Chair although they should be able if required to demonstrate that they can or have the potential to demonstrate the additional competencies required of their respective Chair.

6. Enhanced Commitment to the Role of Chair of the Trustees

- 6.1 The Chair of the Trustees is expected to have the capacity to be able to commit to fulfilling their duties and responsibilities as effectively as possible. The following is a guide to what people usually commit to the role:
- Attending two days induction for familiarisation with the business of the Trust as a whole.
 - After induction being able to commit around 16-20 hours a month to the role to include:

- Preparing for and attending meetings of the Chairs Group.
- Having regular engagement with the Chief Executive.
- Effectively preparing for, attending and participating in formal meetings of the Board and committees if appointed (and potentially other panels, working groups and any special meetings called from time to time).
- Effectively preparing to chair board meetings.
- Preparing for, attending and chairing general meetings of the Trust's Members.
- Preparing for, and taking a lead role at, away days.
- Attending board away days and training events.
- Instigating and participating in ad hoc discussions and electronic communications between meetings with trustees and staff.
- Proactively maintaining good communications and effective relationships within the Trust's governance and leadership structures.
- Preparing for and attending (including occasional speaking at) Trust events.
- Participating in other ad hoc events such as trustee recruitment, meetings with regulators, etc.
- Managing the appraisal of other trustees and the Chief Executive.
- Preparing and participating in own annual appraisal.
- Managing issues relating to trustee or Chief Executive performance or conduct during the year.

6.2 Meetings are usually held in the evenings (although the Chair may be required occasionally to attend day time meetings) and preparation time is often done at weekends.

7. Enhanced Commitment to the Role of a Committee Chair

7.1 A Committee Chair is expected to have the capacity to be able to commit to fulfilling their duties and responsibilities as effectively as possible. As a guide, the following commitment (equivalent days) is expected:

- Attending two days induction for familiarisation with the business of the Committee and the Trust as a whole.
- After induction being able to commit around 10-13 hours to the role including:
 - Attending meetings of the Chairs Group.
 - Maintaining a regular dialogue with the Chief Operating Officer on committee business.
 - Effectively preparing for, attending and participating in formal meetings of the Board (as a trustee) and own committee (plus others if appointed and potentially other panels, working groups and any special meetings called from time to time).
 - Effectively preparing to chair committee meetings.
 - Attending board away days and training activities.

- Maintaining good communications and effective relationships with all committee members.
- Preparing and attending (including occasional speaking) at Trust events.
- Participating in other ad hoc events such as meetings with regulators, etc.
- Inputting committee performance feedback for the Chair's appraisal of trustees.
- Preparing and participating in own appraisal.

7.2 Meetings are usually held in the evenings and preparation time is often done at weekends.

8. Enhanced Commitment to the Role of a School Governing Body Chair

8.1 A Committee Chair is expected to have the capacity to be able to commit to fulfilling their duties and responsibilities as effectively as possible. As a guide, the following commitment (equivalent days) is expected:

- Attending two days induction for familiarisation with the business of the Committee and the Trust as a whole.
- After induction being able to commit around 13-16 hours a month to the role including:
 - Attending meetings of the Chairs Group.
 - Maintaining a regular dialogue with the School Headteacher on school governing body business.
 - Effectively preparing for, attending and participating in formal meetings of the school governing body (plus Trust-wide committees if appointed and potentially school panels, working groups and any special meetings called from time to time).
 - Effectively preparing to chair school governing body meetings.
 - Attending training activities.
 - Maintaining good communications and effective relationships with all school governors.
 - Preparing and attending (including occasional speaking) at school events.
 - Participating in other ad hoc events such as meetings with regulators, etc.
 - Managing the appraisal of other school governors
 - Working with the Chief Executive on their appraisal of the School Headteacher and supporting them on any issues relating to performance.
 - Working with the School Headteacher and the Chief Operating Officer on any issues relating to school governor performance or conduct
 - Preparing and participating in own appraisal.

8.2 Meetings are usually held in the evenings (although the Chair may be required occasionally to attend day time meetings) and preparation time is often done at weekends.

9. Enhanced Commitment to the roles of Vice Chairs

- 9.1 There are no specific enhanced commitments expected of those holding the position of office of Vice Chair although they should be able if required to increase their commitment up to that required of their respective Chair depending upon the extent of the duties required of them in their role.

DUTIES OF THE CLERK TO THE TRUSTEES

1. Introduction

- 1.1 The Clerk to the Trustees is a position of office responsible for the efficient administration of the Trust, particularly with regard to ensuring compliance with statutory and regulatory requirements.
- 1.2 The Clerk has the duty and the right to provide appropriate challenge and support to all Trust staff and Trustees, including the Chief Executive and the Chair of the Trustees, with aim of ensuring compliance with good governance policy and practice. They may make all reasonable enquiries should they believe that a breach of the law, regulatory requirements or guidance, or the constitution has occurred.
- 1.3 The Clerk (and any Joint, Assistant or Deputy Clerks) are appointed by the Board of Trustees and can only be removed by the Board of Trustees (Article 81). The Board of Trustees may agree that the duties of the Clerk (or any Joint, Assistant or Deputy Clerks) are taken on by a post holder within the establishment as part of their other duties.
- 1.4 The Clerk shall not be a Trustee, the Chief Executive nor or any other School Headteacher within the Trust. However if the Clerk fails to attend a meeting of the Trustees, and there is no Joint, Assistant or Deputy Clerk present, then the Trustees may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting (Article 81).

2. Duties

- 2.1 The Clerk's duties are set out below:

General

- (a) To oversee all matters relating to the Trust's constitution (i.e. its articles of association), ensuring that it is up-to-date and fit for purpose, recommending any changes to the Board of Trustees and then to the Members of the Trust for approval at a general meeting.
- (b) To maintain the Trust's Governance Framework, ensuring that it is reviewed regularly and kept up-to-date and accessible to those involved in the governance

of the Trust.

- (c) To provide advice and guidance to Members, trustees, school governors, committee members, the Chief Executive and other senior staff on matters relating to the Trust's legal and regulatory compliance and the adherence to good governance policy and practice.
- (d) To keep abreast of developments in the education sector and how they may affect the governance of the Trust.

Members of the Trust

- (e) To oversee the processes for the admission to, exclusion from, or ending of, Trust membership in line with the agreed Trust Membership Policy.
- (f) To maintain regular communication with Members about their duties and responsibilities.
- (g) To issue the notice for general meetings of the Members and administer all necessary matters relating to the production of the agenda and minutes.
- (h) To support the Chair of the Trustees (or other elected chair) at general meetings by overseeing voting (including any ballots) of Members with particular regard to the counting and recording of votes, including the appointment of proxies and the required approvals for ordinary and special resolutions.

Trustees, Governors & other Committee Members

- (i) To ensure that trustees, governors and other committee members operate within the law and the constitution, providing advice and guidance where necessary.
- (j) To issue the notice for meetings of the trustees, school governing bodies and other committees and ensure that all administration in relation to the production of the agendas, reports and minutes is carried out in accordance with the agreed framework and the articles of association.
- (k) To liaise with chairs and co-ordinate activity with senior staff to develop agendas and ensure reports are collated and distributed in in line with agreed timeframes.
- (l) To provide guidance to trustees, school governors and other committee members on matters relating to the code of conduct including the declaration of interests, confidentiality, hospitality, and the use of suppliers and contractors.
- (m) To provide support to the HR, Remuneration & Selection Committee in matters relating to trustee, school governor and other committee member recruitment, selection, election or appointment; expenses and remuneration; performance review and training.

Compliance

- (n) To ensure that the Trust complies with relevant law and regulatory requirements.
- (o) To ensure all required statutory and regulatory returns are made on time to the DfE, the local authority, Companies House, Charity Commission, Ofsted, and any other relevant regulatory bodies.
- (p) To ensure that all records held by regulators relating to the Trust, its registered

office, Members and trustees are kept up-to-date.

(q) To ensure the Trust's compliance with its Openness Policy.

Registers & Records

(r) To maintain all registers at the Trust's registered office including:

- Register of Members
- Register of Trustees
- Register of Secretaries
- Register of Persons with Significant Control
- Disclosure of interests register
- Tender and contracts registers
- Gifts and hospitality register
- Register of mortgages and charges
- Minute books for the Board of Trustees, school governing bodies and each Trust-wide committee
- Register of key legal documents including: the current version and all amended versions of the articles of association; funding agreements; leases etc
- Other records supporting governance administration including: training, succession, attendance etc

(s) To enable access to the registers as required by trustees, Members or regulators.

CODE OF CONDUCT

1. Introduction

- 1.1 This code is designed to guide and support trustees, school governors and other committee members in carrying out their role and responsibilities. It applies to all trustees, school governors and other committee members regardless of position or length of office. It applies to them when operating inside or outside of the Trust, including any meetings or other events which they attend either on behalf of the Trust or where their presence and behaviour will reflect upon the Trust. It applies to communications, either oral or written.
- 1.2 The primary duty of all trustees, school governors and other committee members is to act in the interests of the Trust as a whole. This reflects their legal and constitutional duties. Trustees, school governors or committee members are not delegates and cannot be mandated or act in the primary interest of any outside body. They cannot act in their own personal interests and must declare any actual or potential conflicts of interest.
- 1.3 The work and reputation of the Trust relies on all who are associated with it upholding and promoting the shared vision and values. The Board of Trustees, each school governing body and each of the Trust's other committees has responsibility for ensuring that all actions carried out by its membership and by staff on its behalf are measured and proportionate.
- 1.4 Trustees, school governors and other committee members should through their conduct:
- Give stakeholders confidence in the Trust and all those associated with it.
 - Show integrity as representatives of the Trust.
 - Be transparent in actions and decision making and only restrict access to information when there is a wider public interest against disclosure.
 - Ensure that there is no suggestion of influence by improper motives.
- 1.5 This Code respects the seven principles of public life adopted by the Nolan Committee, which are:
- Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership

2. General Obligations

- 2.1 The principal duties of all trustees, school governors and other committee members are set out in the Role Profile. Further, they must not do any of the following:
- Withhold any information from the Clerk/Chair in the event of criminal allegations and/or criminal proceedings being brought against them.
 - Withhold any information from the Clerk/Chair if they become aware of any conduct by any trustee, school governor or committee member which they reasonably believe involves a failure to comply with the this Code of Conduct.
 - Act in a way which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the Trust.
 - Disclose information given in confidence by anyone, or information acquired which they believe to be confidential, without the consent of a person authorised to give it, unless required by law to do so.
 - Prevent another person from gaining access to information to which that person is entitled by law.
 - Conduct themselves (in their official capacity, or any other circumstance) in a manner which could reasonably be regarded as bringing their office or the Trust into disrepute.
 - Accept gifts or allow extravagance in any entertainment received or given in connection with the Trust's business and always follow the Trust's policies on recording hospitality received, given or declined.
 - Use their position (in their official capacity, or any other circumstance) improperly to confer on or secure for themselves or any other person, an advantage or disadvantage.
 - Allow the Trust's resources to be used for their own personal, business or political purposes.
 - Seek any special advantage in the use of consultants, contractors, advisors etc. used by the Trust.
 - Allow themselves to be mandated by any outside body or persons to support, resist or influence a decision of the Board of Trustees, school governing body or other committee; or the exercise of delegated authority by any trustee, school governor, committee member or member of staff.
 - Behave in a racist or sexist manner, discriminate against any person, encourage nor condone such behaviour in others.

3. Conflicts and Disclosure of Interest

- 3.1 Interests can cover any circumstances where a trustee, school governor or committee member or a connected person/business (see 3.8 below) could in theory receive a benefit as a consequence of any of the Trust's activities. There are two main types of conflicts:
- A potential conflict of interest - where the circumstances could potentially bring about some personal or business gain (or possibly loss) for the trustee, school

governor or committee member or a connected person/business.

- An actual conflict of interest - where the circumstances actually do bring about some personal or business gain (or possibly loss) for the trustee, school governor or committee member or a connected person/business.

3.2 Both types of interest must be disclosed as soon as that interest arises or if it is considered that it may arise in the future. Where a conflict is likely to recur on a frequent basis or where a significant breach has occurred in relation to their own position, the individual in question should offer to resign. A trustee, school governor or committee member may be disqualified from office by resolution of the Board of Trustees if they fail to disclose an interest.

3.3 All trustees, school governors or committee members must declare to the Clerk to the Trustees all bodies in which they, and any connected person/business, have an interest as any of the following:

- A trustee or officer
- A member of a firm
- A senior employee
- An official or elected member of any statutory body
- The owner or controller of more than 2% of the shares in any publically quoted company.
- The owner or controller of more than 10% of the shares in any other company.
- The occupier of any property owned or managed by the Trust.
- Any other significant interest
- A consultant
- An associate
- A trustee or a partner

3.4 For guidance (although it is for the trustee, school governor or committee member to decide) the Trust has suggested that 'other significant interest' could include the following:

- All interests in any property to be managed, leased, or purchased by the Trust.
- An interest in any organisation selling or being agent for any property being managed, leased, or purchased by the Trust.
- A business relationship with any person or firm earning fees from work placed by the Trust.
- A business relationship with any person or firm entering into a contract to carry out work for the Trust.
- An interest by virtue of membership of a club, organisation, movement or society with which the Trust is linked with in some way.
- Any other personal or business interest which may conflict with the Trust's interests.

3.5 A 'connected person/business' means a person or a business to whom the trustee, school governor or committee member is personally close through kinship, friendship or business, faith or social connection:

- 'Kinship' covers a spouse (or a person who lives with another as if they were spouses or civil partners), parent, grandparent, child, grandchild, son, daughter,

brother, sister, uncle, aunt, nephew, niece. Relationships by marriage or civil partnership are treated as marriage by blood (inc stepchildren) and relationships by half-blood are treated as by whole blood.

- 'Business' covers not-for-profit, non-profit distributing, or profit making (excluding companies where the trustee, school governor or committee member owns or controls less than 2% of the shares of a publically quoted company or less than 10% of any other company).

3.6 Any actual or potential conflicts of interests must be declared as soon as they arise. In addition all trustees, school governors or committee members are required to complete an annual declaration of interests on a prescribed form. The approved list of suppliers, consultants and contractors will be circulated to assist in the process. Declarations of interest will be held in a register that accurately reflects the details provided in the declaration.

3.7 Individuals may seek advice from the Clerk to the Trustees on actual or potential conflicts of interests, but it is ultimately the personal responsibility of the trustee, school governor or committee member to decide on whether it may exist or does exist and to make the declaration accordingly. In reaching such a decision individuals should be guided in the view that an interest in a matter could be regarded as prejudicial if the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant as likely to prejudice the individual's judgement on the matter.

3.8 No trustee, school governor or committee member can have any financial interest in any contract or other transaction with the Trust (unless permitted by the articles or the regulator) on the following basis:

- personally
- as a member of a firm
- as a trustee or senior manager of a business trading for profit
- or any other way including being a shareholder (unless they own or control less than 2% of the shares in a publically quoted company or 10% of any other company)

3.9 A trustee, school governor or committee member with an interest in any matter (or who has a connected person/business with an interest in any matter) who attends a meeting of the Trust (including committees and school governing bodies) at which the matter is to be considered must disclose to that meeting the existence and nature of that interest at the commencement of the meeting. If the interest is not immediately apparent to the individual then they must declare it as soon as it is.

3.10 The trustee, school governor or committee member concerned shall not remain present during the discussion of that matter unless requested to do so by the Board of Trustees or committee or school governing body. They may not vote on the

matter in question. No decision of the Board of Trustees or committee or school governing body shall be invalidated by the subsequent discovery of an interest which should have been declared.

- 3.11 For the purpose of clarity, a parent trustee or parent school governor does not have a conflict that requires declaration if the matter to be discussed and decided affects all or a large group of pupils/students.
- 3.12 If a question arises at a meeting of the Board of Trustees or committee or school governing body as to the right of a trustee, school governor or committee member to vote because of any interests (actual or perceived), the Chair's ruling (having taken advice if necessary) in relation to any trustee or school governor or committee member other than themselves shall be final and conclusive.
- 3.13 Before, during or after consideration of the matter at a meeting where a trustee or school governor or committee member has an interest they must not seek to improperly influence the reporting or presentation of the matter by employees or the consideration and decision making by the other trustees, school governors or committee members.
- 3.14 For the purposes of this Code, 'meeting' means any meeting convened by the Trust or any other forum where the individual is in attendance in their capacity as a trustee, school governor or committee member.
- 3.15 There shall be no payment or granting of any benefit to trustees, school governors or committee members or connected persons/businesses (unless permitted by the articles or the regulator). There are some exceptions and the following is permitted:
- Remuneration or expenses incurred on Trust business (in line with the Expenses & Remuneration Policy).
 - Liability insurance paid for by the Trust
- 3.16 If a trustee, school governor or committee member has an actual or potential conflict of interest because of a duty of loyalty owed to another organisation or person (and the conflict is not permitted under this code) then the Board of Trustees may 'authorise' the conflict. The trustee, school governor or committee member cannot form any part of the quorum for, or vote at, the meeting.
- 3.17 The Board of Trustees will not usually authorise such conflicts but it will treat each situation on merit. They will take into account the perceptions that parents/carers, stakeholders and regulators may hold in respect of the actual or potential conflict and the impact on the reputation of the Trust. If the conflict is authorised then the arrangements for declarations, meetings and decision making (as set out above) still apply.

4. Accountability and Openness

- 4.1 Each school has a development plan which is consolidated into the Trust's strategic plan and supports the Trust's vision and the values which guide the way that it works. There are policies and procedures covering the Trust's main areas of activity. This creates a framework in which fair decisions can be made in all areas. This approach creates a framework for accountability which minimises the chance that the Trust, the Board of Trustees, school governing body or any of its other committees collectively, or any individual trustee, school governor or other committee member could be legitimately criticised.
- 4.2 The Trust aims for openness in the way that it works. Information on the work and decisions of the Board of Trustees, school governing bodies and other committees will be disseminated to relevant staff and publicised to stakeholders and key partners within the context of the Trust's Openness & Accountability Policy.
- 4.3 The following must at all times be treated as strictly confidential:
- Information concerning people – pupils/students, trustees, school governors and committee members, staff, applicants, etc.
 - Commercially sensitive information i.e. information that if it became widely available could adversely affect the Trust's negotiating position in a transaction.
 - Financial information relating to the Trust (other than that released in statutory accounts).
 - Matters that would breach the confidence of a third party.
 - All other items listed in the Trust's Openness & Accountability Policy.
- 4.4 Trustees, school governors and other committee members should respect at all times matters which have been determined as confidential. If any individual is unsure they should err on the side of caution and consult with the Chief Executive or other member of the Executive Leadership Team in their absence.

5. Press and Media

- 5.1 In the event that any trustee, school governor or other committee member is approached by the press or media for comment on any matters relating to the Trust, the matter must be referred immediately to the Chief Executive who will consult with the Chair of the Trustees as the spokesperson for the Trust.
- 5.2 Trustees, school governors and other committee members are not permitted to discuss the Trust's affairs with the press or media without prior approval from the Chief Executive or Chair of the Trustees. Trustees, school governors and other committee members must not appear, directly or indirectly, to represent the views of the Trust. Not disclosing membership of the Board of Trustees, school governing body or other committee in any form of communication is not sufficient to comply with this requirement.

5.3 Trustees, school governors and other committee members should be aware that the above provisions also apply to all forms of social media. Trustees, school governors and other committee members should be careful not to respond to any matters regarding the Trust that are posted or otherwise communicated through social media.

6. Political Activities

6.1 By virtue of the history and nature of work of the Trust it may occasionally stray into the political arena. It is essential to demonstrate the Trust's non-political nature and trustees, school governors and other committee members must keep personal political activities totally separate from the Trust's work. Any individual who is involved in political activities must ensure that the reputation and status of the Trust or any of its academies is not damaged by their personal political activities.

7. Relationships with Pupils/Students

7.1 Trustees, school governors and other committee members must be careful to never allow any personal relationships with students to influence the Trust's dealings with them, particularly in relation to matters concerning their rights as a pupil/student.

7.2 Trustees, school governors and other committee members must never allow themselves to be compromised by, nor take advantage of, their relationships with pupils/students. The relationship of trust must never be abused.

8. Bribery, Gifts and Hospitality

8.1 Trustees, school governors and committee members are expected at all times to conduct themselves in respect of the Trust's activities with the highest degree of probity. The Trust expects the highest standard of honesty from individuals in their business dealings, and expects that this can be shown to be the case.

8.2 Trustees, school governors and other committee members must not solicit or accept bribes or any other form of inducement to act improperly or corruptly in the exercise of their duties and obligations as a trustee, school governor or committee member.

8.3 Trustees, school governors and other committee members must refuse any gifts or hospitality where any suggestion of improper influence is possible. Special caution is necessary where it is offered by a person or body having business with or seeking a decision from the Trust.

8.4 All gifts or hospitality offered, accepted or declined must be declared, and recorded in the gifts and hospitality register within 28 days and include the following information: name of recipient, details of gift/hospitality, approximate value, date

received/declined and the provider.

- 8.5 The presumption is that trustees, school governors and other committee members may not solicit or accept any form of gift or hospitality from any parent/carer, applicant, supplier, contractor or consultant with whom the Trust is dealing or could possibly be dealing and in particular where there is any possibility that the donor intends that it should secure benefit for the donor. Where the Trust is in any form of tendering or contractual negotiations with an organisation offering or accepting hospitality should always be avoided.
- 8.6 The following provides some guidance on exceptions which may be allowed:
- Inexpensive gifts such as those traditionally given at Christmas.
 - Collective gifts where a group of individuals collectively buys a gift of greater value perhaps to mark a special occasion.
 - Modest hospitality in connection with a business meeting, conference, seminar or similar event.
- 8.7 Some forms of hospitality that are completely unacceptable and these include:
- Holidays
 - The use of accommodation for private use
 - Personal invitations to any event that is not related to Trust duties
- 8.8 The following must not be accepted under any circumstances:
- Any gifts of cash irrespective of the amount.
 - Any payment, grant or loan from any funds associated with the Trust except as part of any agreed remuneration or reimbursement in line with the Expenses & Remuneration Policy and within approved rates.
 - Loans from the Trust's stakeholders or partner organisations.
- 8.9 Trustees, school governors and other committee members must not receive and must not give loans from their personal money to staff or pupils/students; or to other trustees, school governors or other committee members.
- 8.10 Gifts or hospitality given to other organisations or individuals by the Trust must be in line with the following principles:
- It is reasonable that it be given and is appropriate to the circumstances.
 - Giving it supports the furtherance of the Trust's objectives.
 - It always takes into account the fact that the Trust is funded by public monies.
- 8.11 Any hospitality given which is to be reclaimed from the Trust must be cleared with the Chief Operating Officer in advance.

9. Purchasing

- 9.1 In order to avoid suspicion that a supplier may give or receive favourable treatment, trustees, school governors and other committee members must achieve a separation between their purchasing decisions as individuals and those for the Trust.
- 9.2 Trustees, school governors and other committee members may not normally use, for personal or private business, any of the Trust's professional advisors, accountants, auditors, solicitors, architects, surveyors, consultants, builders, maintenance contractors or suppliers of bulk goods or services (except monopolies, or near monopolies, such as utilities, e.g. gas, water) as held in the list of suppliers, consultants and contractors maintained by the Chief Operating Officer. Where this is impractical, they must ensure and inform the Clerk in writing and confirm that no financial advantage will be secured as a result of their position as a trustee, school governor or other committee member.

10. Attendance

- 10.1 It is part of the responsibilities of trustees, school governors and other committee members to ensure that their attendance is maximised. In particular there is a responsibility to fully prepare and to participate in the work of the Board of Trustees, school governing body or committee; to attend meetings regularly, participate fully in discussions and share responsibility within the decision making process; and to attend appropriate training events or represent the Trust as required.
- 10.2 It is acknowledged that occasionally attendance may be prevented however commitment is an essential component of being a trustee, school governor or other committee member and every effort should be made to plan diaries so that attendance can be maximised.
- 10.3 If however any individual without special permission approved by the Board of Trustees is absent from all meetings which they were due to attend in a 6 month period then in accordance with the articles of association they will be disqualified as a trustee, school governor or other committee member, subject to the approval of the Board of Trustees (Article 70).

11. Dealings with Staff

- 11.1 Trustees, school governors and other committee members must be aware that they have a duty towards staff. The management of staff is the responsibility of the Chief Executive. In order to ensure that the Trust is not compromised in terms of its employee relations, individuals must behave in a manner which is consistent with all of the Trust's staffing policies and procedures and its approach to equality and diversity. Trustees, school governors and other committee members must avoid

inappropriate personal familiarity with employees.

- 11.2 Trustees, school governors and other committee members should not involve themselves in any matters relating to the concerns and grievances of staff outside the policies that exist for the purposes of whistleblowing and the raising of a grievance.
- 11.3 If any trustee, school governor or other committee member has a concern or complaint about the performance, behaviour or competence of any member of staff, it should be reported to the relevant School Headteacher or to the Chief Executive to be investigated in line with the appropriate policy and procedures. They will subsequently inform the School Governing Body Chair and if appropriate the Chair of the Trustees and the complainant of the result of the investigation and of any steps which have been or are to be taken. Such information will be privileged and will be kept confidential unless otherwise directed by the Chief Executive.
- 11.4 If the complaint or other concern is regarding the Chief Executive, it should be reported to the Chair of the Trustees. The Chair will agree how the matter is to be investigated, taking external advice if required. As above concerns will be investigated in line with appropriate policies and procedures.
- 11.5 Where a trustee, school governor or other committee member has serious concerns and does not feel able to raise these with the Chair of the Trustees or the Chief Executive then a whistle blowing process is in place to enable these to be reported confidentially.

12. Breaches of the Code of Conduct

- 12.1 Trustees, school governors and other committee members should recognise that failure to follow this Code of Conduct may damage the Trust's reputation and its work and so will be viewed as a disciplinary matter. Alleged breaches of this Code (or any other complaints against trustees, school governors or other committee members) will be investigated by the Chief Executive or their nominee in consultation with the Chair of the Trustees and/or any other relevant chair.
- 12.2 Trustees, school governors or other committee members under investigation for breach of the Code of Conduct will be notified of the enquiry and invited to present an explanation for their behaviour or actions. The Chair of the Trustees in consultation with any other relevant chair and Chief Executive or their nominee will decide on whether convene a disciplinary panel or whether some other action is more appropriate, including the issuing of an informal warning to the individual about their conduct.
- 12.3 The Board of Trustees (with at least three quarters voting in favour) may suspend a trustee from their position for a fixed period of up to six months until the conclusion

of the investigation (Article 67A). The trustee being suspended may make a statement to the Board of Trustees before the vote is taken and then must withdraw (Article 67B). A foundation trustee can only be suspended if the Bath & Wells DBE Trust has been notified in advance (including the reasons) and they may appoint a replacement for the duration of the suspension (Article 67C). Any school governor or other committee member may be suspended by majority decision of the Board of Trustees.

- 12.4 To conclude the investigation (whether the trustee, school governor or committee member is suspended or not) the Trust will convene a panel of three trustees or school governors (including at least one trustee) to hear the case which will be presented by way of written and oral report to the panel. The individual will have the right of written and oral representation to the panel meeting. They may be supported by a trustee, school governor or other committee member colleague. Legal representation is not permitted.
- 12.5 Any individual breaching the Code of Conduct may only be removed from office by resolution of the Board of Trustees. If at the panel hearing a breach of the Code of Conduct is found to have taken place then the Chief Executive or their nominee will prepare a report for the next meeting of the Board of Trustees setting out the nature of the breach of the Code of Conduct, a summary of the panel's findings, and any recommended sanction.
- 12.6 The report will provide the individual with the opportunity to present any justifications to the Board of Trustees in writing should they wish to remain in office. They may not attend the meeting whilst the Board of Trustees considers that item and reaches its decision. The Board of Trustees' decision will be conveyed to the individual orally within 24 hours and in writing within 3 working days.
- 12.7 If a complaint is made against the Chair then the process will be overseen by the Chair of the Audit & Risk Committee who will decide how the matter is to be investigated and by whom following the same principles as above. The Board may agree to vary the process depending on the subject matter of the complaint or alleged breach, the individuals involved, and the potential risks to the Trust in relation to regulatory compliance.

13. Disqualification from Office

- 13.1 This Code of Conduct highlights areas where trustees, school governors and other committee members may or will be expelled from office for breaches of the code or other serious matters. Trustees, school governors and other committee members should also be aware that under the articles of association their appointment will immediately cease in the following circumstances:
- Being prohibited by law from becoming a trustee.
 - Being prohibited by law from being a charity trustee.

- Being removed as a charity trustee from another charity due to misconduct or mismanagement.
- Conviction of any criminal offence at any time.
- Failure to provide certificate of an enhanced check by the Disclosure Barring Service.
- In light of any matters disclosed on the Disclosure Barring Service certificate which confirms them as unsuitable to work with children.
- Incapability to handle their own affairs by reason of illness or injury.
- Having their estate sequestrated.
- Being the subject of a bankruptcy restrictions order or an interim order.
- Being absent from all meetings within a 6 month period without special consent from the Board of Trustees.

13.2 For the actual wording in each instance trustees, school governors and committee members should view the articles of association (Articles 68-79). The same circumstances for disqualification of trustees are also applicable to school governors and other committee members who are not trustees (Article 80).

14. Acceptance

14.1 Upon appointment all trustees, school governors and other committee members are required to counter-sign a letter of appointment which will include:

- Role profile and person specification
- Additional duties and competencies if in a position of office
- Code of Conduct
- Declaration of interests form

14.2 Trustees, school governors and other committee members are expected to refer to and abide by these and other documents within the Trust's governance framework throughout their term of office and remain familiar with their contents. There will also be an annual declarations process. Any future changes to this Code of Conduct once agreed by the Board of Trustees will be deemed to have been accepted by all serving trustees, school governors and other committee members.

EXPENSES AND REMUNERATION POLICY

1. Introduction

- 1.1 Whilst trustees, school governors and other committee members are voluntary positions they do have the right to claim reimbursement or an allowance for reasonable expenses resulting from carrying out their role and responsibilities. Allowances are reviewed annually by the HR, Remuneration & Selection Committee and any changes recommended to the Board of Trustees.
- 1.2 There are rare occasions when a trustee may be able to claim remuneration and this policy also ensures that there is clarity about circumstances and process.

2. Travel

- 2.1 Travel costs (car or public transport) may be claimed to board, school governing body or other committee meetings, workshops, training courses or any journey linked to the Trust's business.
- 2.2 It is the responsibility of each trustee, school governor or other committee member to ensure that each claim is accurate. Individuals should keep a record of meetings attended and the mileage/travel costs per meeting.
- 2.3 Mileage will be reimbursed at the current HMRC rate of:
- All cars 45p a mile
 - Motorcycles and 24p a mile
 - Bicycle 20p a mile
- 2.4 Trustees, school governors and other committee members should try to share cars wherever it is practical and only one claim should be submitted. A claim may include an additional 5p a mile per passenger if the passenger is another trustee, school governor or other committee member travelling to the same meeting/venue.
- 2.5 When an individual claims for mileage they are advised to retain receipts for fuel purchased. Reimbursement of parking fees may also be claimed. A receipt or the ticket itself should be provided to substantiate the claim.

- 2.6 It is the individual's responsibility to ensure that no difficulties arise relating to vehicle insurance with regard to using a vehicle on Trust business and claiming expenses. Vehicles should be insured for the claimant to use on Trust business.
- 2.7 The Trust is not responsible for any damage to vehicle nor any injury to the driver or fellow passenger, nor any third party claims whilst the vehicle is being used on Trust business. The Trust does not accept responsibility for any fine or penalty incurred by a trustee, school governor or other committee member (whether parking or any other driving offence) whilst they are travelling on Trust business.
- 2.8 Public transport will be reimbursed at cost subject to train travel being procured at standard class fare. Train tickets should be booked as far in advance as possible to obtain cheaper fares. Taxi journeys should be avoided if possible as they can be expensive. They may be used for example to make a short journey from a train station to a meeting.
- 2.9 When using the Tube a receipt is always available from the desk or machine, which can be retained. Board members using an Oyster card or contactless payment card are advised to set up an account with TfL in advance of the journey so that they can access receipts for journeys made on Association business.

3. Accommodation and Food Expenses

- 3.1 Reasonable meal expenses may be claimed if a receipt is produced. The repayment will be the actual sum noted on the receipt or the maximum which can be claimed as subsistence (see below) whichever is the least. Subsistence rates, reviewed annually, are:

Meal	Maximum Rate	Requirements
Breakfast	£7.00	More than 4 hours away from normal place of residence, before 11 am
Lunch	£10.00	More than 4 hours away from normal place of residence, between 12 noon and 2 pm
Evening meal	£20.00	More than 4 hours away from normal place of residence, ending after 7 pm

- 3.2 Overnight accommodation allowance may be claimed in the following circumstances:
- Attending a meeting or course which starts before 10.30 am or ends after 7.30 pm and is at least 100 miles (or a two hour car journey) from home.

- Conference or course where overnight accommodation is not part of the fee
- When the meeting and returning travelling time last at least 12 hours.
- When the meeting or course lasts more than one day and it costs less to stay overnight than return home.
- The cost of overnight accommodation must be reasonable (typically no more than £90 per night, £130 for London).

4. Pre-booking

- 4.1 Accommodation, travel arrangements and meal provision should wherever possible be pre-booked and confirmed by the Chief Operating Officer (or their nominee) when attending events for or on behalf of the Trust. This can save the Trust significant amounts of money through its ability to negotiate lower rates and save in the administration of expenses claims.

5. Carer Allowances

- 5.1 The Trust may be able to offer financial support to a trustee, school governor or committee member who is disabled and requires the support of a carer to enable them to fulfil their duties. The Trust will consider each individual's circumstances on merit and will take into account the financial support that the individual and their carer is already receiving or may be entitled to.
- 5.2 Payments can also be made in relation to arranging childcare or professional care for elderly, sick or dependent relatives to enable the trustees, school governors or other committee members to undertake approved duties for the Trust.
- 5.3 Childcare is reimbursed in accordance with the following requirements:
- Payment is made to someone other than a close relative.
 - Payments for the care of under 8s is restricted to payments to registered childminders and other statutory approved child care providers.
 - Payments are restricted to the care of children up to their 14th birthday who normally reside with the trustee, school governor or other committee member.
 - No payments are made in respect of the care of children of compulsory school age during school hours except where the child is absent from school due to illness.
- 5.4 The reimbursement of expenditure on professional care for an elderly, sick or disabled dependant relative is subject to the following requirements:
- Payment can only be made to someone who is other than a close relative.
 - Care is provided by agencies or persons qualified to provide care.
 - The dependent relative must be normally residing with the trustee, school governor or other committee member, and requiring constant care.
 - Reimbursement will be restricted to care which would otherwise be carried out

by the trustee, school governor or other committee member.

- 5.5 Expenses may be claimed on the basis of actual expenditure incurred up to a maximum rate equivalent to the national minimum wage for each hour of absence from home (including travel time).

6. Validation and Certification of Expenses

- 6.1 Where required receipts and invoices must be provided to support claims. All claims for expenses must be completed on the appropriate form and signed by the trustee, school governor or other committee member and will then be certified by the Chief Operating Officer (or their nominee).
- 6.2 If the Chief Operating Officer has any concerns regarding the validity of any expense claim they will refer the matter back to the individual claimant and notify the Chair of the Trustees or relevant School Governing Body Chair as appropriate (in the case of any concerns regarding claims by the Chair of the Trustees then it will be referred to the Audit & Risk Committee Chair). If the matter is unresolved or where there is on-going cause for concern then the matter will be dealt with as a potential breach of the Code of Conduct and investigated in accordance with its procedures.

7. Payment of Claims

- 7.1 If trustees, school governors and other committee members wish to claim expenses then they should do so at least quarterly. Claims for expenses older than 12 months will not be paid. Payments are made through the Trust's payroll system and will be made direct to the specified bank account.
- 7.2 The HR, Remuneration & Selection Committee will review the expenses claimed and paid annually and will provide assurance to the Board of Trustees that all expenses claimed and reimbursed are consistent with this policy. The Trust retains the right to publish expenses paid to board members.

8. Remuneration of Trustees

- 8.1 Remuneration is not usually a feature for those undertaking a voluntary role as a trustee, school governor or other committee member. Payments to a trustee are however permitted in certain circumstances (Articles 6.7 and 6.8).
- 8.2 The Trust is a charity, so the requirements are strict and the following conditions must be observed:
- There should be a written agreement in place between the individual(s) and the Trust (which includes the amount of remuneration to be received).
 - The amount of remuneration must be reasonable in all the circumstances.

- The trustees must conclude, before entering into the agreement that it is in the best interests of the Trust to enter into the agreement for the remuneration proposed. The reasons for this must be entered into the minutes.
 - Any trustees who are in receipt of remuneration for services must always be in the minority.
 - The trustees should consider and have regard to the Charity Commission's guidance on the payment of charity trustees.
 - The remuneration cannot cover services which are provided to the Trust in the individual's capacity as a trustee, school governor or other committee member.
- 8.3 Should there be any matter concerning the agreement, its conditions, or remuneration then the individual must declare their interest at the start of any meeting and be absent from any discussion unless expressly invited to remain to provide information and to withdraw from, and not participate in, any vote.
- 8.4 The written agreement put in place should include the mechanism under which the individual's performance will be appraised and how any issues will be managed under the contract.

SKILLS, PERFORMANCE & DEVELOPMENT POLICY

1. Introduction

- 1.1 The Trust has a structured approach to governance which links the following:
- An audit of the skills, knowledge and experience on the Board of Trustees, school governing bodies and other committees.
 - The review of individual performance of trustees, school governors and committee members against agreed competencies.
 - The review of collective effectiveness of the whole Board of Trustees and of school governing bodies.
 - A governance development plan which targets identified collective and individual needs.
- 1.2 The role profile requires all trustees, school governors and committee members to participate openly and honestly in collective and individual appraisals, skills audits and succession planning. The person specification encourages all trustees, school governors and committee members to undertake training and other learning opportunities in order to expand their skills, knowledge and experience and to develop their competencies in order that they may fulfil their role and responsibilities as effectively as possible.

2. Audit of Skills, Knowledge and Experience

- 2.1 The Trust will carry out a regular audit of the skills, knowledge and experience amongst the members of the Board of Trustees, school governing bodies and other committees. The audit outcomes will be updated as new trustees, school governors and committee members join the Trust. Trustees, school governors and committee members leaving the Trust will have their profiles removed. Any individual can update the skills audit at any time should their circumstances change.
- 2.2 The methodology will make use of a questionnaire used to ascertain the following information:
- Self-assessed strengths and training needs relating to a range of pre-determined and agreed areas of skills, knowledge and experience
 - A CV (a summary of qualifications, employment history, board and committee work, and community work) that can substantiate self-assessed strengths.
 - Preferences in relation to memberships (Board, school governing bodies and committees)

- Aspirations regarding positions of office (chairs and vice chairs)
 - Expectations and aspirations at the end of terms of office to retire or stand for another term (subject to the maximum term of office).
- 2.3 The responses will be independently verified against their CV and moderated accordingly where evidence cannot be provided to substantiate the level of the self-assessment. The moderation exercise also seeks to ensure relative consistency as far as possible between individual responses.
- 2.4 The Board will determine the skills, knowledge and experience that it requires on the Board of Trustees, school governing bodies and the other committees. The Board will look at what is required in relation to the agreed terms of reference as well as what is considered an essential mix of skills, knowledge in order to ensure effectiveness. The matrix of skills, knowledge and experience is attached as annex to this policy. This will be re-assessed as required e.g. when the terms of reference change or the balance of business being conducted changes to the extent that new skills are required.
- 2.5 The Trust's aim is to achieve the closest match to the matrix in determining the memberships of the Board, the school governing bodies and the Trust-wide committees. If there are gaps in the essential skills, knowledge and experience required, the Trust will consider options including:
- Recruiting to fill known forthcoming vacancies or securing voluntary retirement in order to create vacancies.
 - Re-allocation of memberships from within the Trust's governance structure to transfer skills.
 - Temporary memberships by existing trustees, school governors or other committee members across the Trust in order to plug gaps until recruitment can take place.
 - Co-option of individuals to the Board of Trustees, school governing bodies or other committees.

3. Collective Appraisal

- 3.1 Collective effectiveness will be reviewed in line with best practice at least every two years. Typically this may involve:
- a desk-top review of reports and minutes
 - meetings with key individuals involved in governance
 - observation of meetings as appropriate
 - a self-assessment questionnaire
- 3.2 The resultant report will focus on areas of strengths and weaknesses, the latter developed more fully with recommendations for the areas that require strengthening. The report will be set within the context of the overall effectiveness

of the Board of Trustees, school governing bodies and other committees as seen through self-assessment and the assessment of those who work with them.

- 3.3 External advisers will be used to provide objectivity and bring awareness of best practice in the sector. This approach enables a 360 degree appraisal of effectiveness and the development of a governance improvement plan.

4. Individual Appraisal

- 4.1 The Trust will apply a competency based appraisal scheme for individual trustees, school governors and committee members which draws on the role profile, additional duties for those in positions of office, the relevant person specifications, and the Code of Conduct.
- 4.2 A competency based performance review scheme is designed to measure personal effectiveness in the ability to lead, inspire and add value to the governance of the Trust as well as enhance the accountability of trustees, school governors and committee members. The core competencies (plus associated effective behaviours) are set out in the person specification. There are additional competencies for those in positions of office.
- 4.3 The process will encourage greater objectivity by providing chairs with a mechanism of separately assessing the performance of trustees, school governors and committee members alongside self-assessments. This encourages both parties to reflect upon and provide examples of behaviour to support the assessments made; helping to ensure a balanced approach is achieved with opportunities for appropriate challenge and recognition.
- 4.4 The Chair of the Trustees will lead on the review of all trustees (including committee chairs and school governing body chairs). They will consult with the relevant Committee Chair for the review of any trustee who is also a committee member. They will consult with the relevant School Governing Body Chair for the review of any trustee who is also a school governor. The School Governing Body Chairs will lead on the review of all school governors.
- 4.5 Record keeping systems will be maintained by the Clerk to ensure any additional individual support needs identified through appraisals are addressed.

5. Governance Development Programme

- 5.1 All trustees, school governors and committee members will be provided with induction training on first appointment and will receive a resource pack containing information about the Trust. Induction will be developed around two key strands:

- Structured induction for all, including information about the Trust and the education sector. This will include an opportunity to meet with senior staff.
 - Tailored induction for individuals based on need and may include focused training in subject areas, shadowing, site visits etc.
- 5.2 All trustees, school governors and committee members are expected to undertake appropriate training and participate in other learning opportunities in order to enhance collective performance and the capacity of individuals to contribute to good governance.
- 5.3 Individual and collective training needs are identified through the skills audit and the appraisals. Other training needs would be identified by individuals from time to time e.g. by chairs in response to an on-going performance issue, individuals taking lead responsibilities in new areas of focus being developed by the Trust etc.
- 5.4 The Trust acknowledges that getting the balance right is important and there would be a judgement to be made on what training is provided, how it is provided and the resources to be made available. Training will be delivered in the most cost effective way, delivering maximum benefits for the Trust, and with processes introduced to ensure that learning is shared and implemented in a relevant way. Maximum use will be made of in-house skills available through staff, trustees, school governors and committee members to deliver training events.
- 5.5 A programme of events will be delivered flexibly to suit individuals' existing commitments and include one-to-one coaching to support specific individual training and development needs if required. There may be potential for shared training events with staff which can be both beneficial for joint working and more cost effective.

			Board of Trustees		Audit & Risk Committee		Finance & Resources Committee		HR, Rem'n & Selection Committee		School Governing Body	
			E	D	E	D	E	D	E	D	E	D
Skills, knowledge and experience			E	D	E	D	E	D	E	D	E	D
ORGANISATIONAL	1	Corporate governance and regulation	✓		✓		✓		✓		✓	
	2	Organisational development & change management	✓			✓	✓			✓		✓
	3	Human resources and training	✓			✓		✓	✓			✓
	4	Employment law		✓		✓		✓	✓			✓
	5	Marketing, public relations & corporate communications	✓			✓	✓			✓		✓
	6	Stakeholder engagement and communication	✓			✓	✓			✓	✓	
BUSINESS/FINANCIAL	7	Strategic leadership & business planning	✓		✓		✓			✓		✓
	8	Financial management or accountancy	✓		✓		✓		✓		✓	
	9	Internal audit		✓	✓			✓		✓		✓
	10	Risk management	✓		✓		✓			✓		✓
	11	Treasury management, investment planning & funding		✓		✓	✓			✓		✓
TECHNICAL	12	Capital build or construction		✓		✓	✓			✓		✓
	13	Property repairs & maintenance		✓		✓	✓			✓	✓	
	14	Health & safety	✓		✓		✓			✓	✓	
	15	Contract negotiation & procurement		✓		✓	✓			✓		✓
EDUCATIONAL	16	Safeguarding	✓		✓			✓		✓	✓	
	17	Working with young people	✓			✓		✓		✓	✓	
	18	Supporting vulnerable young people &/or special needs groups	✓			✓		✓		✓	✓	
	19	Learning and Teaching	✓		✓		✓		✓		✓	
	20	Working strategically within the education sector	✓		✓		✓			✓	✓	
	21	Student behaviour, safety & well-being	✓		✓		✓			✓	✓	

STANDARDS FOR EFFECTIVE MEETINGS

1. Introduction

- 1.1 The aim of these standards is to define what factors help contribute towards maximising the effectiveness of meetings. It is The Trust's intention that all meetings of the Board of Trustees, school governing bodies and Trust-wide committees should be:
- efficiently administered
 - able to deal effectively with the business on the agenda
 - conducted in a generally relaxed, but business-like atmosphere
 - chaired in such a way that business in hand is dealt with and that everyone is able to make an effective contribution
- 1.2 The Board of Trustees, school governing bodies and the Trust-wide committees transact business by means of regular meetings. Effective meetings and good governance therefore go 'hand in hand'. As volunteers, trustees, school governors and other committee members have a limited amount of time that they can reasonably devote and that should therefore be used to best effect.
- 1.3 The aim of every meeting should be to ensure that not only is the business in hand dealt with effectively but also to ensure that through the conduct of its meetings, the Trust attains the highest standards of governance, accountability and probity.
- 1.4 Some of the features of a 'good' meeting include the following:
- It is firmly but fairly chaired, permitting everyone to contribute in a wide-ranging debate, but where side issues are curtailed.
 - It focuses on the key strategic issues.
 - It is properly planned and ends on time.
 - It will set aside time to ensure that the big issues are prioritised at the start of the meeting.
 - It will be held in a comfortable accessible venue, free from distraction.
 - It will add value by being a pleasant occasion and strengthen the teamwork between staff and the trustees, school governors or other committee members; and between the trustees, school governors or other committee members themselves.
 - There is a sense afterwards of having achieved the objectives of the meeting, made some significant decisions, aired a range of views, and reached a good consensus.

2. Responsibilities

- 2.1 All trustees, school governors, other committee members and staff have a responsibility for making sure these standards are met and applied consistently across the Trust and in all meetings. It is not acceptable to encounter significant variations in standards between meetings.
- 2.2 It is a key responsibility of the Chair of the Trustees, School Governing Body Chairs and Committee Chairs, to achieve an effective meeting. A chair can have a significant impact on a meeting through the way they chair the meeting, their behaviour, attitude, and the way they interact and communicate.
- 2.3 Senior staff are responsible for ensuring that reporting is of the highest standard possible, done in a consistent way and is providing trustees, school governors and other committee members with the information they require to make their decisions and fulfil their roles and responsibilities in general.
- 2.4 The Chief Operating Officer is responsible for ensuring that the Board of Trustees, school governing bodies and Trust-wide committees are properly serviced, that agendas and reports are sent on time, and that the meeting venues are acceptable. They will ensure that meetings are minuted and that they reflect the spirit of the meetings and the decisions taken.

3. Schedule of meetings

- 3.1 All meeting dates should be organised one year in advance and updated as required; not waiting for year-end or the AGM to trigger the publication of another 12 month schedule of meeting dates. The schedule will allow a natural cycle of preparation, reporting and servicing of meetings. Dates should not be changed to suit individuals, unless the meeting would be inquorate or that the quality of decision making would be significantly impaired as a consequence. If dates have to be changed then it will be with the agreement of the relevant chair.
- 3.2 Where possible dates are chosen to maximise the use of the time available to trustees, school governors and other committee members and to set a clear path for the free flow of strategic and policy issues and of performance monitoring information between the Board of Trustees, the school governing bodies and the committees.
- 3.3 The Chair of the Trustees, in consultation with the School Governing Body Chairs and Committee Chairs, will approve the meetings schedule and once agreed the dates will not be altered unless it is unavoidable. Having a rolling 12 month calendar will help trustees, school governors and other committee members to plan their other commitments.
- 3.4 In accordance with the articles of association it is a requirement to provide each

trustee with written notice (not by email) of meeting dates of the Board of Trustees and the notice must be sent to the trustee's address (Article 111). Any changes to the meeting schedule must be similarly notified in writing. School governing body and committee meeting schedules, and any changes to them, may be communicated by email.

4. Reporting

- 4.1 All reports will be produced with reference to the agreed format for reports, setting out implications for decision making, and consultation carried out. The report will include options where applicable and have clear recommendations which can be turned into resolutions. Reports will identify clearly what is expected of trustees, school governors and other committee members in the summary and the recommendations.
- 4.2 Reports which are truly just for information should not be on the agenda. These reports will be distributed to board members between meetings by way of briefing notes. In this context, care must be taken to ensure that a report is truly just for information or for noting. Such terms should be avoided in recommendations when the meeting's role is actually to consider, scrutinise, monitor, give feedback, etc. Thus it is important that recommendations are set out correctly.
- 4.3 Report authors must follow the agreed dispatch timetable and should therefore allow time for adequate consultation and preparation of the reports.

5. Agenda Planning

- 5.1 The agenda for a meeting will be prepared in draft by the Chief Executive for the Board of Trustees, The Chief Operating Officer for the Trust-wide committees or the School Headteacher for a school governing body. This will be discussed with the relevant chair.
- 5.2 Agendas will be structured so that the bigger issues are prioritised at the start of the meeting when people are more focused. Agendas should not be arbitrarily split into sub-headings such as items for 'approval' and 'information' as this may run counter to the objective to prioritise the bigger issues.
- 5.3 The draft agenda will be sent to the relevant chair for initial approval. The lead senior member of staff (see relevant terms of reference) will discuss the draft agenda with the relevant chair and identify areas to be prioritised and draft timings for each item. The draft agenda will then be circulated to those attending the meeting. The aim is to give advance notice of the issues for discussion and areas where the chair considers the meeting needs to spend its time. The final agenda structure and timings will be agreed by the relevant chair.
- 5.4 The purpose of this exercise is to ensure that the meeting is focusing its time and

energy where it is most required. It gives the chair a clear guide on the pace of the meeting. The lead senior member of staff will also arrange a briefing with the chair before the meeting.

6. Facilities for Meetings

- 6.1 Venues for meetings will be selected which take into consideration the nature of the meeting and the number of attendees and their needs. Particular care will be taken to ensure venues are accessible for disabled people. Refreshments will be made available, appropriate to the type and time of meeting and, where previously notified, special dietary requirements will be catered for. Name plates will be available at all meetings for those in attendance.
- 6.2 The chair, lead senior member of staff and the Clerk (or their representative) will sit at the head of the meeting table. Other staff in attendance may sit at the main table depending on the numbers and seating available. Only staff needing to be at the meeting should attend. Care should be taken to ensure that trustees, school governors or other committee members are not outnumbered by the staff. If it is essential that more staff do attend then the meeting can be managed so that they arrive and leave at different times as the agenda progresses providing this can be done without too much disruption.

7. Distribution of Agendas and Reports

- 7.1 Written reports should be available in advance so that trustees, school governors or committee members receive them at least 7 days before a meeting. Where this is not possible, and only with the consent of the relevant chair, late reports may follow but every effort should be made so that they are available at least 2 days before the meeting.
- 7.2 Items should then only be tabled at meetings on a very exceptional basis and with the agreement of the relevant chair. Unless the report is of such material significance alternative options should be considered including scheduling the item for the next meeting or using the Urgent & Efficient Decision Making Policy.

8. Meeting Preparation

- 8.1 Trustees, school governors and committee members must prepare for meetings by reading the reports, seeking clarification where necessary and when possible from staff before meetings. Failure to read the reports, or to read them superficially, is a failure of a trustee's, school governor's or committee member's duties as well as contributing to a less than effective meeting.
- 8.2 Trustees, school governors or committee members should raise queries concerning both the accuracy and content of the reports with the relevant author before the meeting to ensure that the meeting focuses on the issues before it and the decision

it is being asked to make. Such approaches to staff should be for seeking clarification or additional information and should not replace the requirement for trustees, school governors and committee members to raise issues of principle, air their concerns, lend their support, or state their opposition to recommendations. These are all part of the debate and important for effective decision making.

- 8.3 It is good practice however to advise the relevant lead member of staff and the relevant chair of any significant issues arising out of the recommendations well in advance of the meeting so that they can prepare a response and not be bounced at the meeting. Where a trustee, school governor or committee member is proposing to raise a major issue, or an issue of sensitivity, the trustee, school governor or committee member will be expected to notify the relevant chair of in advance of the meeting.
- 8.4 Trustees, school governors or committee members may be asked by the chair to review reports relevant to their known areas of expertise before they are submitted to the meeting and, together with the relevant staff member be prepared to lead on an item and recommend it to other trustees, school governors or committee members.
- 8.5 Trustees, school governors and committee members are expected to notify the meeting secretary as soon as they are aware that they will be unable to attend a meeting. They are encouraged to contact the relevant lead senior member of staff or relevant chair and make their views known on a particular report and can also ask that these are communicated to the meeting. They may not vote if they are not present and should not seek to unduly influence others in how they may vote.
- 8.6 Trustees, school governors and committee members may from time to time have a conflict of interest in respect of matters to be considered by the meeting. Trustees, school governors and committee members are expected to reach the decision themselves but should also seek guidance from the Clerk in advance of the meeting. The minutes will record the declaration of interest. Guidance on declarations of interest is included in more detail in the Code of Conduct.

9. Opening the Meeting

- 9.1 Meetings will usually not be longer than 3 hours in duration. Trustees, school governors, other committee members and staff are expected to assist the chair in achieving this objective. The chair, through the agenda planning process, may set a target time for the duration of the meeting.
- 9.2 The chair should begin the meeting with a summary of content, identifying the priorities for the meeting in the time available. The previously circulated timetable will give the meeting some shape. Where there are new members or staff or observers in attendance, the chair should invite all present to introduce themselves.

- 9.3 Apologies for absence will be read out by the Clerk (or other meeting secretary). The approval of the minutes (taking any corrections for accuracy) and matters arising will be dealt with at the beginning of the meeting. The minutes should not be used to revisit decisions made. Matters arising should not be used to avoid writing a report if a report would otherwise be required.
- 9.4 The meeting will be expected to adhere to the agenda order. Trustees, school governors, other committee members and senior staff will have had an opportunity to comment on the content and structure of the agenda as part of the agenda planning process. The agenda order will only be changed at the discretion of the relevant chair.

10. The Debate

- 10.1 Trustees, school governors and committee members will be expected to discuss and debate only those issues on the agenda and raised by the reports. The chair will direct that diversions, side issues and the like will be referred to other occasions or means of responding as appropriate. Trustees, school governors and committee members should not re-open old debates or decisions already taken unless there has been a material change in the circumstances against which the decision was made.
- 10.2 Trustees, school governors and committee members will normally be expected to address their comments to the chair but can within the structure of the debate and with the guidance of the chair address comments to the senior staff and other trustees, school governors or committee members. The chair should judge when it is right to allow this to happen given the nature of the debate and the flow of the meeting. Only one person at a time should be speaking in the debate. The chair's ruling on who may or may not speak and on other points of order shall be final.
- 10.3 All trustees, school governors or committee members must attend meetings regularly, participate fully in discussions and share responsibility within the decision making process. The chair will encourage participation at the meeting.
- 10.4 Trustees, school governors and committee members who have particular skills, knowledge and experience should exercise this during debates where it is relevant. The chair may look to certain individuals to contribute in this respect and may discuss with them before the meeting how their skills, knowledge and experience can be used to best effect during the debate.
- 10.5 Trustees, school governors and committee members are expected to respect the views of others and their right to speak. The chair (following a warning) can request that anyone present be silent if they are using intemperate, provocative or abusive language or they persist in straying from the agenda (the chair having given a direction).

11. The Role of Staff

- 11.1 The role of staff at meetings is to support the trustees, school governors or other committee members and assist in the decision-making process by having written a report then being in a position to provide information and advice and respond to queries.
- 11.2 The presentation of reports by authors is generally not required as it is assumed that that all trustees, school governors and other committee members will have read the reports before the meetings and their time is best spent in debate and decision making and not listening to what they have already read. Staff are however under a responsibility to draw to the meeting's attention any material matters which have changed since the report was written, omissions or factual errors in the report.
- 11.3 A short introduction (guide time of less than 1 minute) to some reports to set the context for the debate highlighting a few key issues for consideration and decision making is acceptable with the chair's permission and should usually be agreed in the briefing session before hand. On matters of strategic significance, the chair may agree that a longer presentation of the issues in the report would be of benefit to the meeting and aid effective decision making.
- 11.4 Staff contributions during the debate are usually at the invitation of the chair. Contributions must be kept brief and to the point. Challenge of senior staff is expected and is a fundamental part of the role of a trustee, school governor or committee member. Challenge should however be appropriate and balanced. It should not be confrontational. On a point of challenge, staff should be allowed to respond, the chair will however decide whether it is required in order to move the debate forward.
- 11.5 The meeting room is not the place to make statements about the performance of individuals particularly when they or their colleagues are present. Trustees, school governors and other committee members should follow the proper procedures set out in the Code of Conduct for highlighting concerns about the performance or conduct of staff.
- 11.6 Trustees, school governors and committee members must have regard to any relevant advice provided by the Chief Executive, School Headteachers, other senior staff and advisers when reaching decisions.

12. Resolutions

- 12.1 The chair will decide when the debate has run its course and they will be guided by the previously agreed timetable for the agenda. It may be necessary to curtail any further contributions unless they are likely to significantly shift the level of consensus that the chair feels has been reached. The chair will summarise the

debate and the meeting will then move on to consider the recommendations. These may be taken concurrently if the chair feels that there is a good level of consensus on all the recommendations. If not, or if there have been any amendments to recommendations then it is probably more effective to deal with them one by one.

- 12.2 Resolutions should be clear and concise without any potential for misinterpretation. Resolutions should flow from the recommendations within the report which should be drafted with resolutions in mind. Drafting resolutions at the meeting should be avoided. Should it be necessary, then time and care should be taken. The meeting may move on and return to the item when the report author (or other senior member of staff) has drafted the resolution required.
- 12.3 Votes will be taken where a decision is required. Every member of the Board of Trustees, school governing body or committee as appropriate, who is present at the meeting will have one vote. Those not present cannot vote and cannot appoint a proxy. The chair of the meeting may exercise a casting vote where there is equality of voting. Proposers and seconders are not usually required. Trustees, school governors and committee members may ask that their abstention is recorded.
- 12.4 Trustees, school governors and committee members must exercise independent judgment and act only in the interests of the Trust as a whole when making decisions.

13. Closing the Meeting

- 13.1 Any other business (AOB) will not be listed as an agenda item. There may however be business matters which the chair agrees should be discussed with trustees, school governors or other committee members present and that the meeting provides the best opportunity to do that, if for example the use of the Urgent & Efficient Decision Making Policy or convening another meeting would be inappropriate. The chair should ensure that this is for issues of substance and not for minor issues which can easily be communicated by email.
- 13.2 At the end of the meeting the chair should sum up very briefly the sense and scale of decision making and the effectiveness of the meeting; thank all those present for their attendance; and remind them of the date, time and venue of the next meeting.

14. Recording decisions

- 14.1 Minutes of meeting should normally be concise and to the point. They must set out the key issues which were for consideration (the purpose of the report and brief summary) and then highlight key points within the debate which were pertinent to the decision making.
- 14.2 Reference should not usually be made to individual contributions or voting (or

abstention) unless any one individual or group of individuals:

- specifically requests that their views be recorded in the minutes at the time
- has significant concerns on matters of material consideration which are contrary to the data, assumptions, analysis, advice, direction or recommendations presented by staff or advisers
- has significant concerns on matters of material consideration for the Trust which are contrary to the resolution made

14.3 In the event that such concerns are raised and recorded in the minutes then these may not be amended during the consideration of the draft minutes at the next meeting even if the individuals are no longer present due to absence, resignation or removal. If the meeting agrees that the minutes are factually incorrect in this respect then the proposed amendment should be recorded but the original concerns must remain in the minutes of the previous meeting.

14.4 A minute tracking system will be maintained by the Clerk highlighting all actions arising, the responsible member of staff (or trustee, school governor or other committee member), timescales for completion and/or reporting back. This will be monitored by the Board of Trustees, school governing body or Trust-wide committee.

14.5 If the meeting agrees a delegation to make further decisions on a matter then it should be specifically stated within the recorded resolution. It should also be clear whether the delegation is specific to that decision or a general delegation which can be exercised in similar circumstances in the future.

14.6 All minutes must be referenced in accordance with the agreed sequential numbering system. The system should enable the easy retrieval of information relating to decision making. Report titles must also enable the easy search and identification of report content and be consistent with previous reports on the same subject.

14.7 The draft minutes will be circulated to the lead senior member of staff and then to the relevant chair for (in principle) approval within 7 days of the meeting being held. The final draft minutes, incorporating feedback from the chair, will then be sent for information to all members of the Board, school governing body or Trust-wide committee (as appropriate) and relevant members of staff within 14 days. They will then be circulated as part of the agenda for the next meeting for agreement and to be signed by the chair as a true record of the meeting.

15. School Governing Body and Trust-wide Committee Minutes and Referrals

15.1 The minutes of all school governing bodies will be circulated for information to all trustees by way of briefing note as soon as they are available (see above). These minutes will then be listed (along with other briefing notes) but not included in full on the agenda of the next meeting of the Board of Trustees. The School Governing

Body Chair may be asked by the Chair of the Trustees to attend/report to the Board of Trustees on any material issues that may require their attention.

- 15.2 The minutes of all Trust-wide committees will be included in full on the agenda of the next meeting of the Board of Trustees. They will also be made available for information to all school governors. The Committee Chair will be asked by the Chair of the Trustees to report to the Board of Trustees on any material issues that may require their attention.
- 15.3 Any matters referred by a school governing body or a Trust-wide committee for the decision of the Board of Trustees should be resolved (at the meeting of the school governing body or committee) 'to recommend to the Board of Trustees' and be accompanied by a written report. It is not acceptable to rely on the minutes. The report to the Board of Trustees may be an abbreviated version of the original report with some detail and appendices omitted, provided that the report highlights the detail considered by the school governing body or committee, the issues it considered and the substance of the debate so that the trustees can be assured of the level of scrutiny carried out.

16. Communication and archiving

- 16.1 A copy of all final versions of reports and minutes should be kept indefinitely and only be disposed of after consideration by the Board of Trustees. A central library copy will be held by the Clerk as the definitive final version and it must include all appendices. Care must be taken when additional information is tabled at the meeting to ensure copies are also retained in the central library. The Chief Executive will agree on the distribution of, and any restrictions on access to, reports and minutes in view of confidentiality.

17. Collective responsibility

- 17.1 Trustees, school governors and other committee members must adhere to the principles of collective responsibility, ensuring that decisions made by the Board of Trustees, a school governing body or a committee are upheld publicly and privately. This means they cannot operate in a way which undermines the decisions of the Board of Trustees, a school governing body or a Trust-wide committee; nor must they speak openly against the decision particularly to other bodies, staff, media or members of the public. They should not continue to make comments in future meetings which highlight that they did not and do not agree with the decision(s).
- 17.2 If any trustee, school governor or committee member feels unable to comply with this responsibility they should discuss their concerns with the Chair of the Trustees. Should that not resolve matters, they may wish to consider whether their continued dissatisfaction compromises their position as a trustee, school governor or other committee member.

URGENT AND EFFICIENT DECISION MAKING POLICY

1. Introduction

- 1.1 The aim of this policy is to enable a mechanism for decisions to be taken between scheduled meetings either due to urgency or to enable more efficient management of time.
- 1.2 The policy recognises that occasionally issues require a decision that could not be foreseen at the preceding meeting and cannot wait for the next scheduled meeting. A process is set out for agreeing such matters urgently. If the matter requiring decision is an emergency then provisions are also made for the Chief Executive to act swiftly and to report back in due course.
- 1.3 The policy also acknowledges that agendas can be long and that occasionally matters requiring a decision could be dealt with outside a meeting despite the fact that they are not urgent. In order to maximise the efficiency of governance arrangements and make best use of the time and commitment of trustees, school governors and other committee members, a process is set out for agreeing matters more efficiently.
- 1.4 All decisions taken under this policy must be supported by a written report in the format and to the standards expected at a normal board meeting other than in the case of an emergency where the report can be written retrospectively. All urgent reports must specify the reason why a decision is being sought as a matter of urgency. Use of the efficiency process must have prior authorisation of the relevant chair.

2. Urgent Decision Making

- 2.1 Urgent decisions involving major issues of strategy, policy, principle, performance and/or major financial risk to the Trust (including any school) may be taken by the Board of Trustees, school governing body or Trust-wide committee (within its terms of reference) using either of the following processes:
 - At a **special meeting** which may be convened providing that seven days' clear written notice is given (seven days excluding the day the notice is issued and the day of the meeting). Written notice of the date of a meeting of the Board of Trustees must be delivered to the trustee's address and not sent by

email (Article 111). School governing body or other committee meetings may be arranged by email (Article 132). The business at such special meetings will be conducted and recorded in the same way as for a scheduled meeting although the standards for the timescales to issue papers shall be suspended. If seven clear days' notice is not possible then the relevant chair can agree to hold the meeting within a shorter timescale.

or

- By **resolution in writing** (Article 123) sent to all of the relevant trustees, school governors or committee members and signed by all the trustees, school governors or committee members entitled to receive notice of a meeting of the Board of Trustees, school governing body or other committee. Trustees, school governors or committee members may give 'notice' of their decision by email (Article 132).

2.2 Decisions within the parameters of the agreed strategies and policies covering the work of the Board of Trustees, a school governing body or other committee, not involving a major issue of principle or performance, and without major financial risk to the Trust (including any school) may be made by a delegated body of trustees/executives (Article 105):

For the Board of Trustees –

- By the Chair of the Trustees and Vice Chair of the Trustees plus the Chief Executive
- In the absence of the Chair of the Trustees and/or Vice Chair of the Trustees then any other one/two trustee(s) plus the Chief Executive
- In the absence of the Chief Executive in either of the above options then any other member of the Executive Leadership Team

For a Trust-wide Committee -

- By the Committee Chair and Committee Vice Chair plus the Chief Operating Officer
- In the absence of the Committee Chair and/or Committee Vice Chair then any other one/two trustee(s) (one of whom should be a committee member) plus the Chief Operating Officer
- In the absence of the Chief Operating Officer in either of the above options then any other member of the Executive Leadership Team

For a School Governing Body -

- By the School Governing Body Chair and School Governing Body Vice Chair plus the relevant School Headteacher
- In the absence of the School Governing Body Chair and/or School Governing Body Vice Chair then any other one/two school governors(s) (other than a staff school governor) plus the relevant School Headteacher
- In the absence of the School Headteacher in either of the above options then

any other member of the Executive Leadership Team

- 2.3 All urgent decisions taken within the parameters of this policy shall be binding either on the Board of Trustees, a school governing body or Trust-wide committee (as appropriate) as if they were made at a meeting.
- 2.4 All urgent decisions taken at a special meeting or using a resolution in writing will be reported to the next meeting of the Board of Trustees, school governing body or Trust-wide committee (as appropriate) as a minute as the decision does not require further ratification. As the decision involved all trustees, school governors or committee members (as appropriate) there is no requirement for any further reports to be made available to support the minute.
- 2.5 All urgent decisions taken by a delegated body as set out in 2.2 above must be reported to the next meeting of the Board of Trustees, school governing body or other committee (as appropriate) where the action taken will be minuted. The report must provide sufficient information for other trustees, school governors or committee members to understand the key issues. Any trustee, school governor or other committee member may request that the detailed report is provided to them for information prior to the meeting at which the urgency action is reported and minuted.

3. Efficient Decision Making

- 3.1 Decisions not involving major issues of strategy, policy, principle, performance and/or major financial risk to the school or the Trust as a whole may be taken by the Board of Trustees, a school governing body or other committee using the following process:
- By **resolution in writing** (Article 123) sent to all of the relevant trustees, school governors or committee members (as appropriate) and signed by all the trustees, school governors or committee members (as appropriate) entitled to receive notice of a meeting of the Board of Trustees, school governing body or other committee (as appropriate). Trustees, school governors and committee members (as appropriate) may give 'notice' of their decision by email (Article 132).
- 3.2 All efficient decisions taken within the parameters of this policy shall be binding either on the Board of Trustees, a school governing body or Trust-wide committee (as appropriate) as if they were made at a meeting.
- 3.3 All such decisions taken using a resolution in writing will be reported to the next meeting of the Board of Trustees, school governing body or Trust-wide committee (as appropriate) as a minute as the decision does not require further

ratification. As the decision involved all trustees, school governors or other committee members there is no requirement for any further reports to be made available to support the minute.

4. Emergency Decision Making

- 4.1 From time to time an emergency situation may arise which cannot be foreseen and which may require a prompt decision to be taken. If a decision is required in an emergency, and is not covered by delegated authority to the Executive Leadership Team and there is insufficient time to operate the urgent decision making process set out above, then the Chief Executive (or nominated deputy in their absence) may take appropriate action.
- 4.2 Action should normally be taken after personal or telephone consultation with the Chair of the Trustees (or Vice Chair of the Trustees in their absence) and if appropriate, the relevant School Governing Body Chair (or Vice Chair in their absence) or other Committee Chair (or Vice Chair in their absence).
- 4.3 In the absence of the Chair and/or Vice Chairs in any of the above options then any trustee or school governor (other than a staff school governor) or committee member (as appropriate).
- 4.4 If the emergency is such that a decision must be taken immediately and there is no time to consult, then the Chief Executive (or their nominated deputy) shall act in the Trust's best interests and decide accordingly, notifying the Chair of the Trustees and if appropriate, the relevant School Governing Body Chair or other Committee Chair (or their Vice Chairs in their absence) as soon as possible.
- 4.5 Any such action taken in an emergency must be reported in writing to the next relevant meeting and minuted accordingly. Depending on the nature of the decision taken it may be necessary to seek a retrospective decision of the Board of Trustees, a school governing body or Trust-wide committee (as appropriate) using the urgency provisions above to back up the action taken.

OPENNESS & ACCOUNTABILITY POLICY

1. Introduction

- 1.1 The Trust is committed to being open and accountable in its work. This policy has been adopted so that stakeholders can be aware of how the Trust works and makes decisions.
- 1.2 This policy sets out the basis on which the Trust will be open to external and internal scrutiny.

2. Principles

- 2.1 The Trust recognises the legitimate interest of those who are affected by its activities and the way it conducts its business. This includes:
- Pupils/students.
 - Parents/carers.
 - Those who want to become pupils/students and their parents/carers.
 - Staff and their representative bodies.
 - Other service users.
 - Local authorities and commissioning bodies.
 - Partner organisations and agencies.
 - Contractors and suppliers.
 - Regulators.
 - Anyone living in the communities where the Trust operates.
 - Wider communities affected by the work that the Trust currently carries out or may carry out in the future.
- 2.2 The Trust accordingly acknowledges that information about the way that it works, the decisions it makes and its performance will be important in supporting the interests of these groups, helping it to work in partnership and to be more widely accountable.

3. Disclosures

- 3.1 The Trust will disclose matters which it considers will support the above principles including:
- The vision and values.

- Strategic objectives setting out the direction for the Trust.
 - The standards which have been set by the Trust and those which are set for it by regulators.
 - The policies adopted to guide decision making in terms of education provision to pupils/students.
 - The procedures adopted for implementing those policies.
 - Annual performance information on the scope and effectiveness of activities.
 - The names and roles of all those involved in the governance and leadership of the Trust.
- 3.2 The Trust will, as soon as is reasonably practicable, make available at every school to persons wishing to inspect them, a copy of the following (Article 124):
- The agenda for every meeting of the Board of Trustees.
 - The draft minutes of every meeting of the Board of Trustees (if they have been approved).
 - The signed minutes of every such meeting.
 - Any report, document or other paper considered at any such meeting.
 - All of the above subject to the exclusion of any material relating to:
 - a named teacher or other person employed, or proposed to be employed, at any school
 - a named pupil/student at, or candidate for admission to, any school
 - any matter which, by reason of its nature, the trustees are satisfied should remain confidential
- 3.3 In consideration of what should remain confidential, the Trust will not disclose information on matters that are restricted by statute (including the Data Protection Act), common law duties or contractual undertakings; nor any matter which should remain confidential for personal, policy or commercial reasons.
- 3.4 In accordance with the spirit of openness, the Trust will also apply the same principles to meetings of a school governing body.
- 3.5 The Trust will make such information available in accessible formats and free of charge. It reserves the right to charge for excessive information requests.

4. Meetings

- 4.1 Meetings of the Board of Trustees, school governing bodies, Trust-wide committees, working groups and staff are generally not open to the public. A schedule of meetings of the Board of Trustees and the school governing bodies will however be published on the website(s). Any person(s) wishing to observe for a legitimate reason may, at the discretion of the relevant chair of the meeting, be invited to attend. This is subject to the request being received and acknowledged by the Trust at least two days before the meeting is scheduled to take place.

4.2 Observers will not be permitted to obtain reports relating to confidential matters nor remain present during consideration of such items.

5. Accountability

5.1 The Trust has, and will continue to implement, strategies for the active promotion of its accountability to its stakeholders and the wider community.

5.2 In furtherance of this objective the Trust will:

- Publish its annual report and accounts.
- Produce and distribute at least three newsletters a year to provide information about its activities, policies and performance.
- Engage with stakeholders through face-to-face presentations at scheduled events and working groups in order to involve stakeholders and take their views into account at an operational and strategic level.
- Regularly survey and/or consult with stakeholder groups through the use of questionnaires, focus groups and other recognised techniques and report the outcomes to trustees and school governors as well as providing feedback to stakeholders via the website.

5.3 In terms of accountability to parent/carers, the Trust's governance structures seek to incorporate two parent school governors on each school governing body.