



## **Ethical and effective governance**

### **2019-20 Governance Guide**

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## **About ATT**

ATT's Vision – Transforming education: Transforming performance: Transforming lives; putting children and young people at the heart of all that we do

### *Our mission*

We will ensure that all our children and young people, regardless of their background, fulfil their educational potential. We will do this in safe, supportive and ambitious environments, ensuring we maximise life chances for them all.

### *Our values*

- We will work inclusively within our communities, embracing the varied localities we serve while sharing our common vision and values.
- Develop the very best leaders of the future, working to improve education and transform lives
- Adhere unwaveringly to the 'Nolan Principles' of Public Service, which is made clear in our Commitment to Ethical Leadership.

Our strategic plan to make this happen has **four** key elements:

- Pupils – at the heart of all we do
- Communities – recognising the needs of our communities
- Leaders – developing the leaders of tomorrow
- School Improvement - Offering challenge and partnership working

## **About this document**

Our approach to governance was approved by the Trust Board in July 2019.

This *Governance Guide* is a working document, and we will be working with all our people and stakeholders during 2019-20 to refine our governance operations and drive our practice forward in pursuit of our ambition to be recognised for both excellence and innovation in this field.

This document sets out in a 'user-friendly' way the ways in which we will implement our approach during 2019-20.

## **Terminology**

We hope that this document is written clearly enough to be easily understood by everyone. A glossary of ATT-specific terms is included as an appendix, and ATT's Head of Corporate Affairs, Andy Gannon, will be happy to clarify any points that are unclear.

A word about two terms, though is needed, as they are important.

Throughout this document, the word 'accountability' is used to refer, in a legal way, to a situation where there are serious consequences for an individual or group of individuals if things go wrong. If you are 'accountable' for hitting a budget target, for example, and the target is missed, your position may be subject to some kind of formal review.

The word 'responsibility' is used differently, and it refers to areas of activity which an individual or a group of individuals are obliged to undertake, but for which they may or may not be accountable. An example might be where a member of staff is responsible for processing invoices, but it is their manager who is accountable for making sure the invoices get paid, chiefly by making sure that the member of staff is doing their job!

## **Contents**

### ***Section 1 – Our vision***

Our beliefs.....	5
Our guiding principles.....	6
Challenge, Support and Intervention (CSI) .....	7

### ***Section 2 – How governance works***

Why governance is important .....	8
Delivering effective and ethical governance.....	10
ATT’s executive and non-executive lines of accountability .....	11
Purpose of the non-executive line .....	12
Independent scrutiny and analysis .....	13
The key questions to ask.....	14

### ***Section 3 – Governance in practice***

Our governance bodies .....	16
Preparing for and administering meetings .....	18
Executive data and reporting .....	19
Standard agendas for meetings.....	20
Annual plan of agenda items.....	24
People development and skills.....	27

### ***Appendix A – Expectations of those involved in governance***

Role descriptor – Trustees.....	28
Role descriptor – LAC members.....	30
Governance Code of Conduct .....	32

### ***Appendix B – Scheme of Delegation***

Scheme of Delegation .....	35
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### ***Appendix C – Terms of Reference (working document)***

Terms of Reference.....	44
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<b><i>Glossary of acronyms</i></b> .....	<b>65</b>
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<b><i>Wider reading</i></b> .....	<b>66</b>
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## SECTION 1 – OUR VISION

### Our beliefs

Effective governance is critical to our success and to the success of our academies. It must fulfil the three core functions of governance as defined in the Department for Education's *Governance Handbook 2019*:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent.

A significant part of the responsibility of governance is to ensure legal and financial compliance with a range of statutory and legislative requirements. But we believe it can also do much more than this in helping us to fulfil our strategic objectives

- by enhancing the educational experience of our pupils and learners
- by ensuring that the voice of pupils, learners, parents and staff is heard across the organisation
- by building effective relationships with key stakeholders
- by embedding our academies within the communities they serve.

We are committed to the seven 'Nolan principles' of public life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership. We believe there is an 'ethical framework' within which our governance arrangements should operate, which ensures

- respect for the views of all those involved in shaping our future
- clarity of both accountability and responsibility at different levels within the organisation
- the removal of duplication which can cause doubt and uncertainty
- open and transparent communication across the organisation
- the development of policies and operating frameworks which are understood and owned by everyone
- a commitment to the professional and personal development of those who support our governance activity.

This document outlines our approach to governance and the structures we employ to deliver it.

It contains a number of appendices, including our more detailed Scheme of Delegation, as well as the Terms of Reference for the various bodies engaged in our governance arrangements. Also included as appendices are documents relating to the conduct of governance across the Trust, including our Governance Code of Conduct, which all those engaged in supporting our governance work are expected to sign up to.

## **Our guiding principles**

Critical to the success of our governance model are a number of principles and behaviours which we expect all involved in our governance to adopt. These include

- a clear and well understood balance between those areas of Trust practice which are 'standardised' (i.e. the same across all academies), 'aligned' (i.e. where individual academies operate within an overarching Trust-wide framework) and 'autonomous' (i.e. where academies are free to determine their own approach)
- an agreed 'code of conduct' for all those involved in governance which espouses the Nolan principles
- the co-creation and co-ownership of processes and procedures between those involved in our governance and Trust staff
- ensuring that we have the 'right people' around every table, by regularly auditing the skills of those involved in our governance and utilising everyone's talents to best effect
- effective two-way communication between all involved in governance and opportunities for regular interaction with others
- Trust support to all those involved in governance in areas where professional expertise is needed
- regular development opportunities.

During 2019-20, we will work with all those involved in our governance to bring this vision and these principles to life. We will hone our approach to high quality professional development for those involved in our governance and also develop mechanisms for formally assuring the quality of governance across the Trust. We will actively engage with other organisations to ensure that we keep on learning about the best practice.

Although the Trust Board retains overall legal accountability for the performance of ATT, it delegates a number of formal points of responsibility and decision making to

- the Chief Executive Officer (CEO), who, in turn, delegates accountability to the Executive Leadership Team (ELT)
- Trust Board sub-committees
- Local Academy Committees (LACs).

The arrangements for this are detailed within the Scheme of Delegation and Terms of Reference for each group, as well as in executive job descriptions.

Overall accountability for the quality and exercise of our governance arrangements rests with the Head of Corporate Affairs (HoCA). Early in 2019-20, the HoCA will be appointing a Regional Governance Manager (RGM) for each of our regions in order to strengthen our support for governance activity.

## Challenge, Support and Intervention

Our model for academy improvement is known as 'CSI' (**Challenge, Support and Intervention**).

In terms of governance, this means that our expectation is that

- Trustees and LAC members will **challenge** by
  - asking difficult questions when presented with information
  - seeking information which may not be presented
  - expecting a response when a difficult issue is raised
- Trustees and LAC members will **support** by
  - involving themselves in the life of the Trust and/or the academy
  - ensuring they are skilled enough to play their role and seeking support for their professional development when they are not
  - securing expert advice for challenging issues which may require it.

Similarly, the Corporate Affairs function, led by the HoCA, will seek to both challenge and support the practice of Trustees and LAC members themselves to secure ongoing improvements in our own practice.

The Trust Board remains ultimately accountable for the Trust and for the conduct and success of our academies.

Where **intervention** is required, therefore, (for example, where educational outcomes are not improving despite high quality challenge and support or where financial difficulties continue despite challenge and support), this may become apparent at different levels of governance. It is important that the Trust Board should be made aware of the need for intervention at the earliest opportunity. This is usually done via the Executive team.

In such circumstances, the Trust Board reserves the right, for example, to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an academy (or academies) are identified, including where

- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out)
- there has been a breakdown in the way the academy is managed or governed
- the safety of pupils or staff is threatened, including a breakdown of discipline
- there are concerns about financial matters.

## SECTION 2 – HOW GOVERNANCE WORKS

### Why governance is important

#### *Our 'Objects'*

The Trust's activities are set out in two important documents, both of which are available on our website. The *Articles of Association* describe our core purposes and ways of working and the *Master Funding Agreement* sets out our relationship with the Department for Education.

The *Articles* begin by setting out the Trust's **Objects**. This is a legal term which simply describes the purposes for which we exist. They are worth having at the top of all of our minds as we go about the business of governance.

We have two Objects, which are

1. to advance for the public benefit education in the United Kingdom, in particular...by establishing, maintaining, carrying on, managing and developing schools ('the Academies') offering a broad and balanced curriculum
2. to promote for the benefit of the inhabitants of the areas in which the Academies are located and the surrounding areas the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstance or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

In other words, we run our academies for two purposes – education and community engagement.

The purpose of our governance structures is to make sure we are doing those two things well.

#### *Executive and non-executive lines*

It is important to understand clearly the difference in role between those who are employed by the Trust and accountable for the delivery of our aims and objectives (the **executive** line of accountability) and those who work as part of our governance structures in a voluntary capacity (the **non-executive** line of accountability).

Within the **executive** line, ultimate accountability for the day-to-day performance of the Trust (which includes, for the avoidance of doubt, the performance of every individual academy) rests with the Chief Executive Officer (CEO), who is currently Debbie Clinton. In practice, the CEO delegates much accountability within the executive structure to others, chiefly the Executive Leadership Team (ELT) and individual academy Principals. It is the CEO's job to hold these individuals to account for their performance.

Within the **non-executive** line, the Trust Board is ultimately accountable (legally, to the Trust's Members and to the Secretary of State for Education) for the performance of the Trust. In practice, this means that they have two functions. They

- take decisions (as a full Board) in a small number of areas (known as 'reserved matters') which direct the activity of the executive line
- hold the CEO to account for all other aspects of the Trust's performance.

The first function is relatively straightforward (and is explained on page 12). Most of this document details the ways in which they carry out the second function – chiefly through well-structured and well-informed **monitoring** and **scrutiny** of all Trust activity.

Because the areas of Trust activity are so complex and geographically spread, Trustees have set up a number of sub-committees, as well as a Local Academy Committee (LAC) for each academy to support their ability to carry out the second function.

Within ATT, these sub-committees have no formal accountability, other than in the very specific case of decisions made as part of hearings or panels. They do, however, have a vitally important role to play in making sure that the Trust Board is well informed enough to be accountable for performance across all of our academies and in all aspects of our work.

LAC members are the 'eyes and ears' of the Trust Board at a local level – their responsibility is to the Trust Board on behalf of their local community.

The non-executive line is deliberately constituted as **independent** of the executive line, which is why anyone employed by the Trust should not also take on a non-executive role within it, other than staff members of LACs, who should always be mindful of their impartial duties when acting in a governance capacity.

This is also the reason why the non-executive line should not involve themselves in operational activities which may affect the performance of the Trust – operational performance must always remain an executive responsibility, so that the accountability for individual decisions is clear.

## Delivering effective and ethical governance

Governance within our Trust is assured by means of the following bodies and groups of people, who operate as a 'partnership of equals' in pursuit of our common goals.

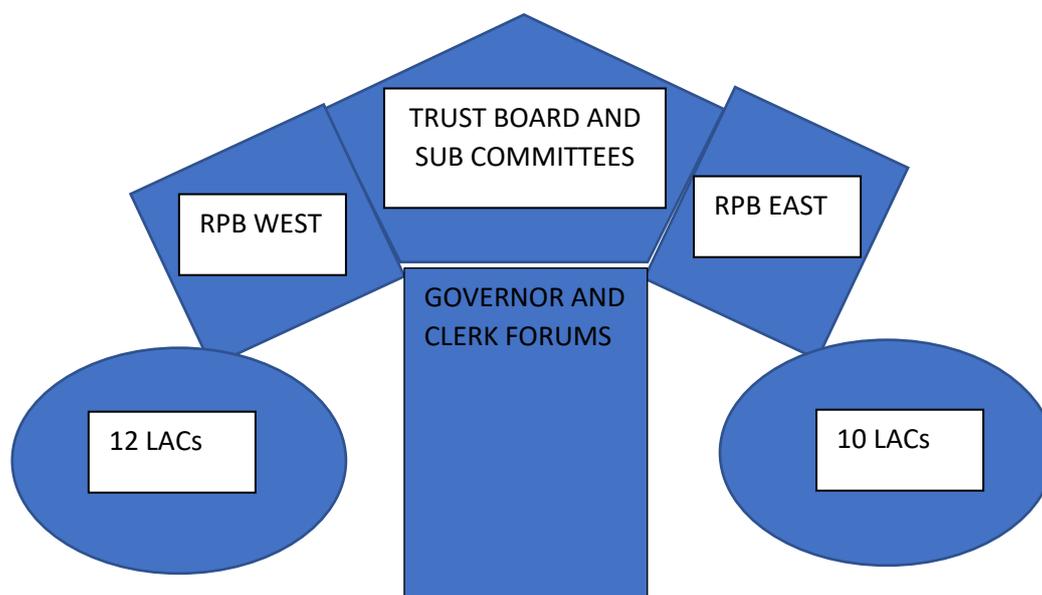
### *The non-executive line*

- **Trust members** – our Members act as the 'guardians' of our constitution and fulfil certain legal obligations in regard to our status as a Company
- **Trust Board** (also known as 'Trustees' or 'Directors') – the Board is the legally constituted body through which we fulfil our obligations as detailed in the Trust's *Articles of Association* and *Master Funding Agreement* - the Board is ultimately accountable for the performance of the Trust
- **Trust Board sub-committees** – the Board delegates authority for the monitoring of performance in certain key areas to four formally constituted sub-committees:
  - Standards and Outcomes, focused on our educational performance
  - Finance and Resources, focused on our financial and business performance
  - Audit and Risk, focused on the prevention and management of risk in all areas of our operation
  - Pay and People Performance, focused on our people, their professional development and their reward
- **Local Academy Committees (LACs)** – there is one of these for each of our academies, with a Chair and Vice Chair appointed by the Trust Board; LACs exercise some formally delegated functions on behalf of the Trust Board (in regard to complaints, admissions, exclusions and staff disciplinaries) as well as scrutinising the performance of the individual academy on behalf of the Trust Board and supporting and championing its local community.

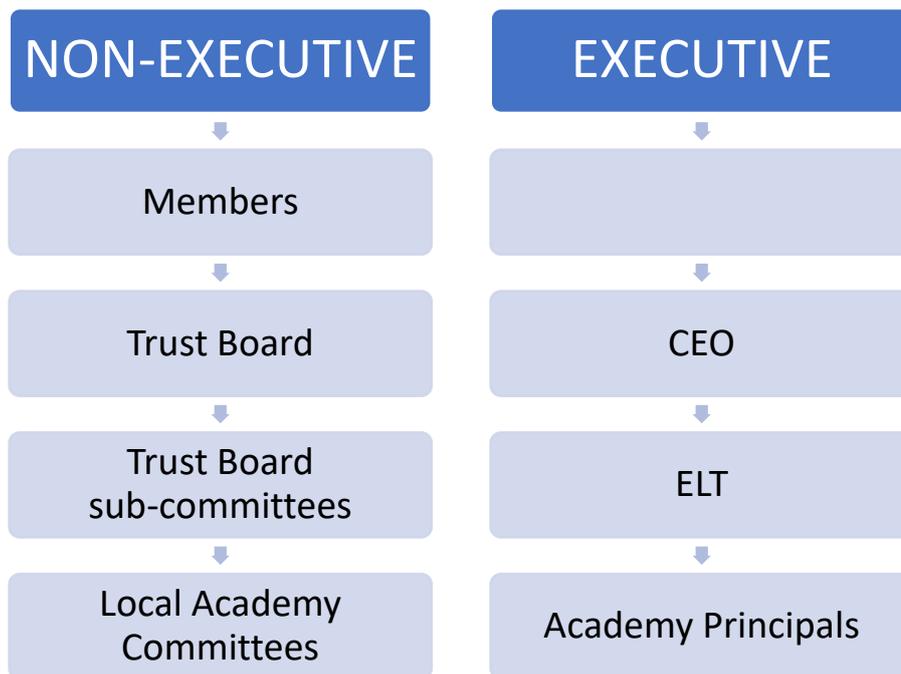
For 2019-20, we have also established two **Regional Performance Boards (RPBs)** – these bodies bring together Trustees, local LAC members and regional executives to monitor performance across our two regions (East and West), to support improvements in communication and people development across the Trust and to provide a 'golden thread' that links the governance of each of our academies to the Trust Board.

### *The executive line*

- **The Executive Leadership Team (ELT)** – ATT's Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Finance Officer (CFO), Regional Education Directors (REDs), Head of Corporate Affairs (HoCA) and their teams.



**ATT's executive and non-executive lines of accountability**



Local Academy Committees and Trust Board sub-committees both report into the Trust Board in respect of different aspects of performance. Sub-committees scrutinise overall Trust performance in key areas while LACs scrutinise individual academy performance.

The rest of this document will concern itself exclusively with how the non-executive line should work.

## Purpose of the non-executive line

The Members of the Trust and the Trust Board have a few specific areas of accountability which require them to make **decisions** that direct the activity of the Trust.

For Members, these are

1. to ensure the Trust Board has the capacity and skills necessary to carry out its duties
2. to appoint the Trust's external auditors on an annual basis
3. to make any changes which are fundamental to the nature of the Trust (e.g. its name or its overall purpose).

For the Trust Board, these are

1. to determine the Trust's strategic direction and educational ethos
2. to ensure the Trust is compliant with a range of legal requirements and to ensure appropriate internal audit arrangements are in place
3. to review and determine the Trust's governance arrangements
4. to approve budgets, sign off the annual accounts and make major financial decisions, including decisions about growth and commercial opportunities
5. to ensure the Trust has sufficient executive capacity and skill to deliver its aims and to determine the appropriate levels of remuneration for senior executives (this includes the accountability for appointing and, where necessary, dismissing, both the CEO and the Chief Finance Officer (CFO))
6. to approve certain policies required to be approved at Board level by statute.

These are, in summary, the only decisions that are made directly within the non-executive line.

The remaining purpose of the non-executive line (at all levels) is **to hold the executive line to account**.

All those involved in our non-executive line are engaged to carry out this one purpose.

They do this in three ways – and this, therefore, forms the **content** of all governance activity. They

1. provide *scrutiny* and *analysis* of the performance of the Trust (or of an individual academy or area of work within the Trust) which is **independent** of the executive line
2. provide independent support to the executive line for areas of activity which relate to stakeholder engagement or conflict resolution
3. ensure at all times that their own skillsets, development needs and programmes of activity are reviewed and their effectiveness appraised.

Separate guidance, training and support are provided to all Trustees and LAC members to enable them to carry out functions (2) and (3) at appropriate times. This is discussed further on page 27.

The rest of this document will focus on how our non-executive line carries out function (1).

## Independent scrutiny and analysis

All Trust Board sub-committees and Local Academy Committees should **gather evidence** from a number of sources in order to answer a number of **key questions** related to the Terms of Reference, which are different for each committee.

The **evidence** that should be gathered could be from one or more of the following sources:

1. Data and reports provided by the executive line (usually members of the ELT for Trust Board sub-committees and academy Principals for LACs)
2. Stakeholder views (which may be gathered formally through surveys or representative groups, or which may be inferred, for example, from and trends that may be noticeable in areas such as complaints or compliments)
3. Their own investigations and experience (for example, this could include evidence gathered from structured visits to academies, formal or informal conversations and surveys or feedback from other elements of our non-executive line)
4. External independent evidence (for example, Ofsted reports, audit and compliance reports or reviews carried out by local authorities)
5. Professional advice (which may include input from organisations such as the National Governance Association or from educational, legal or financial experts).

The most usual way of gathering, assimilating and analysing these sources of evidence is through a formal meeting of the committee. Each of our Trust Board sub-committees and LACs meets six times a year, and some outline agenda formats are included on pages 20 to 23.

The conclusions from this gathering, analysis and scrutiny of evidence should be widely shared with others in the non-executive line.

There are several mechanisms for doing this, including

1. the Regional Performance Boards, and time should be made in each LAC meeting to decide which issues should be fed back to the RPB most pressing
2. the sharing of LAC minutes by Clerks via the Regional Governance Managers with all Trustees
3. the sharing of Trust Board sub-committee minutes with the Trust Board as a part of its common agenda
4. the sharing of Trust Board and sub-committee minutes via the Governance Portal
5. regular meetings of LAC members as part of the Regional Governance Forums and the annual governance conference
6. regular meetings of LAC Clerks with the RGMs and the HoCA.

## The key questions to ask

The Terms of Reference for all elements of our governance structure provide a framework for discussions and activity. For ease, we have 'boiled these down' to a number of key questions that each committee should seek to answer.

<p><i>Trust Board Audit and Risk Sub Committee (ARC)</i></p> <p>Does the Trust...</p> <ul style="list-style-type: none"><li>• have a clear understanding of the corporate risks it faces and have plans in place to mitigate these?</li><li>• have a plan for business contingency and adequate indemnity for appropriate individuals?</li><li>• operate in accordance with financial regulations and controls, including the function of the role of Accounting Officer?</li><li>• work well with internal and external auditors and respond in a timely way to the recommendations from their reports?</li><li>• specifically manage areas of high risk such as safeguarding, health and safety, cybersecurity and data protection and understand the impact of its work in these areas?</li><li>• monitor and learn lessons from external sources of intelligence, such as stakeholder surveys and complaints?</li><li>• plan for and manage areas of possible reputational risk?</li></ul> <p>Do Trustees...</p> <ul style="list-style-type: none"><li>• have an adequate understanding of specific areas in relation to risk management, such as trips and visits? (The committee may conduct 'deep dives' into aspects of the Trust's operations to assure themselves of this)</li></ul> <p>What should the Trust's approach to growth be and do we have appropriate due diligence procedures in place?</p>
<p><i>Trust Board Standards and Outcomes Sub Committee (SOC)</i></p> <p>Does the Trust...</p> <ul style="list-style-type: none"><li>• have a clear educational ethos which is consistently applied?</li><li>• enable all pupils/learners to achieve to their fullest potential and experience a broad and balanced curriculum?</li><li>• monitor and seek to improve the personal development, behaviour and attitudes of its pupils/learners?</li><li>• have in place appropriate procedures for monitoring its impact and driving academy improvement?</li><li>• respond educationally to the context in which its academies operate and plan curriculum delivery and stakeholder engagement appropriately?</li><li>• make good use of, and understand the impact of, funding such as the pupil premium?</li><li>• have in place adequate operational procedures to ensure that safeguarding is effective?</li><li>• impact positively on the experience and outcomes of pupils/learners with special educational needs?</li><li>• work well with Ofsted and respond positively to the findings of external reports?</li><li>• understand how to articulate the added value of a MAT in the context of its academies' performance?</li></ul> <p>What should the Trust's admissions policy be?</p>
<p><i>Trust Board Finance and Resources Sub Committee (FRC)</i></p> <p>Does the Trust...</p> <ul style="list-style-type: none"><li>• have in place a clear financial strategy which will enable it to deliver its strategic aims and deliver long-term sustainability?</li><li>• operate its budget management within agreed external parameters?</li><li>• manage working capital well?</li></ul>

- plan and manage capital expenditure and estates work in order to maximise its impact?
- deploy and manage staff in the most cost-effective and impactful way?
- have a clear approach to the use of ICT which will deliver benefits to pupils/learners?
- have a meaningful asset management strategy?
- comply with legal requirements in regard to financial operations and the inspection of assets?
- understand the environmental impact of its work and work to reduce this?

What is the Trust's current and projected financial performance?

Are proposed budgets fit for purpose?

Should proposals to go outside the agreed budgets be approved?

How should the Trust's assets be used outside normal opening hours?

*Trust Board Pay and People Performance Sub Committee (PAPP)*

Does the Trust...

- have in place a meaningful pay and reward strategy, how is it applied and what is its impact?
- support the development and wellbeing of its people?
- have policies in place to assess performance and drive forward improvements?
- work in line with the requirements of the Equalities Act and seek to understand the impact of its work on different groups?

How should the Trust reward and remunerate the CEO and senior executives?

*Local Academy Committees (LACs)*

Is the academy...

- working successfully to meet its agreed educational targets and to improve on the areas highlighted in its annual Evaluation and Improvement Plan?
- working successfully to respond to formal evaluations of its performance, including Ofsted inspection reports and the Full Academy Review (FAR) and Challenge, Support and Intervention (CSI) processes?
- clear about how it is working to support the highest possible educational standards for all pupils and learners
- planning and delivering a broad and balanced curriculum and ensuring the highest possible behavioral and attendance standards?
- paying attention to the personal and professional development of its pupils/learners and all its staff?
- working within Trust-wide agreed policies and procedures?
- meeting Trust-wide and external statutory requirements (for example, in regard to safeguarding training, health and safety, website information and data protection)
- monitoring and managing risk of all types?
- engaging in a meaningful way with the local community and with external stakeholders?
- actively seeking, monitoring and responding to the views of pupils/learners, parents and other stakeholders?
- working well alongside local finance and operations staff to ensure successful financial and operational management?

## SECTION 3 – GOVERNANCE IN PRACTICE

### Our governance bodies

#### *Members*

ATT currently has five members, whose names are listed on the ATT website.

Current DfE guidance recommends that the number should be at least five, and that a majority of Members should not also be Trustees. Three of our Members are not also Trustees.

Member meetings happen three times a year, including the statutory Annual General Meeting, (which usually takes place during the spring term). Member meetings are chaired by the Chair of Trustees, Bernard Dickenson.

Member meetings are also attended by the Executive Leadership Team (ELT).

#### *Trust Board*

Trustees are appointed by the Members, and ATT currently has ten Trustees, whose names are listed on the ATT website.

The Chair of Trustees is Bernard Dickenson and the Vice Chair is Patricia Beanland.

The Trust Board meets six times a year, and regular Trustee development days also take place.

Trust Board meetings are also attended by the ELT.

#### *Trust Board Sub-Committees*

The Trust Board has appointed and delegated some authority to **four** sub-committees, each of which has a membership made up of between three and five Trustees.

These sub-committees are

- Audit and Risk (ARC), chaired by Simon Jones (also attended by the CEO, CFO, COO and Financial Controller)
- Standards and Outcomes (SOC), chaired by Patricia Beanland (also attended by the CEO and the REDs)
- Finance and Resources (FRC), chaired by Bernard Cook (also attended by the Vice Chair of ARC as well as the CEO, CFO and COO)
- Pay and People Performance (PAPP), chaired by Phil Milligan (also attended by the CEO, CFO, COO and REDs).

Each of these sub-committees meets six times a year, usually in advance of a full Trust Board meeting, apart from PAPP which meets twice a year (or more often if required).

#### *Regional Performance Boards (RPBs)*

Two RPBs are being established for 2019-20, mirroring the more regionalised approach to our academy improvement activity. One oversees our twelve academies in the West (including ATTFE) and one oversees our ten academies in the East. They deliberately take a cross-phase approach to their work, in support of ATT's broader strategic aims.

Each RPB is chaired by one of the Chairs of the region's Local Academy Committees (LACs).

Other members of the RPBs will be

- two Board Trustees, elected by the Board of Trustees as ‘link Trustees’ for each region
- the other LAC Chairs in the region
- the relevant Regional Education Directors (REDs).

RPB meetings may also be attended by relevant senior staff from among the regional Finance and Operations teams.

Each RPB meets six times a year.

#### *Local Academy Committees (LACs)*

Each academy has its own LAC, with membership recruited from among the community served by the academy. Its membership is an opportunity to ensure that a broad range of skill, as well as external business and community contacts, are able to support the governance of the academy.

The Chair and Vice Chair of each LAC are elected from among its membership and are approved formally by the Trust Board.

Each LAC includes up to eleven members, of whom two are parents of current academy pupils and one is a member of the academy’s staff. Details of all members are submitted to the Trust Board for information. LAC members may serve up to a four-year term of office.

LAC meetings are also attended by the academy Principal and members of the academy’s Senior Leadership Team (SLT) and middle leaders as appropriate.

LAC meetings may also be attended by members of the Trust Board or the Trust’s ELT as required, and to aid Trust-wide communication.

The LACs are constituted as formal sub-committees of the Trust Board and each LAC meets six times a year.

## **Preparing for and administering meetings**

### *Meeting dates*

ATT's 'Global Calendar' sets out the precise dates for all meetings of Members, the Trust Board and Trust Board sub-committees.

Specific weeks are allocated for meetings of RPBs and LACs, although members of these bodies are free to choose the most appropriate time within each week for their meeting, in consultation with the Head of Corporate Affairs (HoCA).

### *Clerking*

All meetings are clerked in accordance with the DfE's competency framework for clerks in education. The Clerk to meetings of Members, the Trust Board and Trust Board sub-committees is the HoCA, who also acts as Company Secretary.

### *Planning*

Template meeting agendas are provided in this section, along with a calendar of items that should be included at particular meetings during the year. Approximately two weeks before each meeting, the clerk will liaise with both the Chair and the lead Executive for the meeting (in the case of the LAC, this is always the academy Principal) to firm up details of the specific agenda items and to request that papers and reports be provided.

Such reports should be submitted to the clerk so that they can be circulated via the governance portal at least five working days ahead of the meeting.

### *Follow up*

At the end of each meeting, there should be an opportunity for all those present to clarify the items that will be reported upon to other parts of the non-executive line. For LACs, for example, this should include the pulling together of three or four key points to be submitted to the next meeting of the Regional Performance Board.

In accordance with the clerking competency framework referred to above, the meeting should be minuted in such a way as to make it clear how the non-executive line is performing its functions. Minutes should be agreed with the Chair and circulated to all attendees within ten working days of the meeting.

### *Governance Portal*

During 2019-20 we will be reviewing the effectiveness of our Governance Portal. It remains an effective way of sharing information and papers ahead of meetings and should also be used to store a complete record for all Trustees and LAC members in regard to training undertaken, skills audits and other aspects required by statute. Regional Governance Managers will advise clerks and LAC Chairs on the use of the Portal separately.

## Executive data and reporting

The non-executive line rightly expects that information provided to them by the executive line will paint a full and accurate picture of performance and be accompanied by some analysis which will enable them to ask questions and probe its veracity.

For this reason, executive reports to any committee must be presented at least five working days before a meeting or a visit, to give the non-executive time to digest the contents and decide which aspects need probing.

It is important to remember that information provided by executives will always be 'triangulated' with evidence from other sources as Trustees and LAC members form their views.

It is tempting to provide lots of data without analysis in the hope that the non-executive line will be able to draw its own conclusions. However, it must be remembered that Trustees and LAC members are volunteers and will not always have the knowledge or expertise to do this. Nor is it their job to do so – a key part of their role is to determine the extent to which the executive is itself capable of analysing and interpreting data in order to have an accurate picture of performance and to generate a plan to improve.

Any executive report should relate to one topic only, and the analysis which accompanies any data should clearly outline **five key areas of analysis**:

1. What positive conclusions can be drawn about performance?
2. What areas of challenge does the evidence suggest we still need to tackle?
3. What is the plan for tackling these areas?
4. How has the plan been determined (i.e. what evidence has been used to come up with proposed actions)?
5. How will the impact of the plan be measured and when can Trustees or LAC members expect to see an update with an assessment of this impact?

It is helpful to have a **standard data set** which can be reviewed at each meeting – for LACs, this will usually be a copy of the Principal's report, sometimes accompanied by the updated version of the EIP for the academy. For RPBs, this will be a summary report in a format determined by the REDs. For Trust Board sub-committees, this will usually be in the form of standard KPI data.

## Standard agendas for meetings

### Trust Board

Not all items will be considered at every meeting.

AGENDA	
1	<ul style="list-style-type: none"> <li>• Apologies</li> <li>• Declarations of interest</li> <li>• Minutes</li> <li>• Matters arising</li> <li>• Chair's action since last meeting</li> </ul>
2	<i>Safeguarding</i>
3	<p><i>Strategic considerations</i></p> <ul style="list-style-type: none"> <li>• (Matters relating to Group strategy requiring consideration by whole Board)</li> </ul>
4	<p><i>Performance</i></p> <ul style="list-style-type: none"> <li>• (Regular review of Group KPI data)</li> <li>• (Consideration of any high profile specific issues, such as academies in Ofsted 'inadequate' category)</li> </ul>
5	<p><i>ARC</i></p> <ul style="list-style-type: none"> <li>• Minutes, reports and urgent matters</li> </ul>
6	<p><i>FRC</i></p> <ul style="list-style-type: none"> <li>• Minutes, reports and urgent matters</li> <li>• Management accounts</li> </ul>
7	<p><i>SOC</i></p> <ul style="list-style-type: none"> <li>• Minutes, reports and urgent matters</li> </ul>
8	<p><i>PAPP</i></p> <ul style="list-style-type: none"> <li>• Minutes, reports and urgent matters</li> </ul>
9	<p><i>RPBs</i></p> <ul style="list-style-type: none"> <li>• Feedback from most recent meetings</li> </ul>
10	<p><i>Corporate matters</i></p> <ul style="list-style-type: none"> <li>• (Matters related to 'reserved matters')</li> <li>• (Matters related to corporate compliance)</li> </ul>
11	<p><i>Specific matters</i></p> <ul style="list-style-type: none"> <li>• (Matters of interest to Trustees which do not fit anywhere else)</li> </ul>
12	<p><i>Matters for approval</i></p> <ul style="list-style-type: none"> <li>• (Specific matters not covered elsewhere requiring a decision)</li> </ul>
13	<i>AoB</i>

*Trust Board sub-committees*

AGENDA	
1	<ul style="list-style-type: none"><li>• Apologies</li><li>• Declarations of interest</li><li>• Minutes</li><li>• Matters arising</li><li>• Chair's action since last meeting</li></ul>
2	<i>Safeguarding</i>
3	<i>Performance monitoring</i> <ul style="list-style-type: none"><li>• (Regular review of agreed dataset based upon Terms of Reference and key questions)</li></ul>
4	<i>Specific matters</i> <ul style="list-style-type: none"><li>• (Matters determined for in-depth consideration – see annual plan)</li></ul>
5	<i>Matters for approval</i> <ul style="list-style-type: none"><li>• (Matters usually related to Trust-wide policies and compliance in accordance with the Scheme of Delegation)</li></ul>
6	<i>AoB</i>

## Local Academy Committees

This agenda provides a framework which can be used to construct agendas appropriate to the time of year with guidance from the clerk and the academy Principal. It should be read alongside the annual plan, which follows, and which details specific items to be considered under section 5 at certain meetings.

AGENDA	
1	<ul style="list-style-type: none"> <li>• Apologies</li> <li>• Declarations of interest</li> <li>• Minutes</li> <li>• Matters arising</li> <li>• Chair's action since last meeting</li> </ul>
2	<i>Safeguarding</i>
3	<p><i>Performance monitoring</i></p> <ul style="list-style-type: none"> <li>• (Regular review of agreed dataset – usually Principal's Report and/or EIP – may be considered in greater depth at some meetings)</li> <li>• Review academy risk register</li> <li>• Review of academy education finance and operations (including health and safety)</li> </ul>
4	<p><i>Specific matters</i></p> <ul style="list-style-type: none"> <li>• (Matters determined for in-depth consideration – see annual plan, but also LACs may determine to consider specific issues raised within the regular reporting in more depth)</li> </ul>
5	<p><i>Triangulation of evidence</i></p> <ul style="list-style-type: none"> <li>• (Information from visits and stakeholder surveys related to general performance or specific matters, this may take the form of formal or informal input from members themselves)</li> </ul>
6	<p><i>Community and stakeholder engagement</i></p> <ul style="list-style-type: none"> <li>• Consideration of ways in which the LAC is engaging with the local community to provide feedback to the academy or to develop its reputation</li> </ul>
6	<p><i>Policies</i></p> <ul style="list-style-type: none"> <li>• Review compliance with Trust-wide policies and note new Trust-wide policies (LACs may choose to focus on particular areas to examine practice)</li> <li>• Review any academy-specific policies if appropriate</li> </ul>
7	<p><i>Communication</i></p> <ul style="list-style-type: none"> <li>• Feedback from RPB</li> <li>• Determination of key issues to be raised to RPB (these may include matters related to education, finance, operations, risk or safeguarding)</li> </ul>
8	<i>AoB</i>

*Regional Performance Boards*

AGENDA	
1	<ul style="list-style-type: none"><li>• Apologies</li><li>• Declarations of interest</li><li>• Minutes</li><li>• Matters arising</li></ul>
2	<i>Safeguarding</i>
3	<i>Consideration of LAC input</i> <ul style="list-style-type: none"><li>• (Review of each LAC's input)</li></ul>
4	<i>Determination of regional trends</i> <ul style="list-style-type: none"><li>• Education</li><li>• Finance</li><li>• Operations</li><li>• Safeguarding</li><li>• Risk</li></ul>
5	<i>Determination of matters to be raised to Trust Board</i>
6	<i>AoB</i>

Annual plan of agenda items

Meeting	Members	Board	ARC	FRC	SOC	PAP	RPBs	LAC
Regular review	N/A	Group Vision Group KPIs	Risk register Audit findings Policies	KPIs+: Finance (Operations, Education, Income generation) Operations (HR, Estates, ICT, Procurement) Policies	KPIs+: Safeguarding operations Ofsted monitoring FAR and Ofsted summary reports CSI summary reports SDG and TNG termly summary reports Policies	KPIs+: Policies	LAC reports RED report	Principal's Report Feedback from CSI and/or FAR process Risk register Finance and operations Trust-wide policies (to note)
1		Appoint Chair and Vice Chair Declarations of Interest Sub committee membership Compliance audit (AFH etc) Group Vision Group KPIs Acclimatisation visits Statutory updates Skills audit Policies – Health and safety, safeguarding, procurement	Audit Setting the scope of Internal Audit Trips and Visits policy	Capital works impact ICT strategy Schedule of procurement contracts Policies contained within financial regulations	Primary data and results 2019 Secondary results 2019 Predictions for 2020 Attendance and exclusions Academy EIPs Academy pupil premium strategies Academy SEN reports Academy PE and Sports premium strategies (primary) Trust Academy Categorisation Reading Safeguarding policy Home School Agreements Esafety policy	Suite of HR policies including pay, reward, staff wellbeing, code of conduct, safer recruitment and appraisal		Business interests Skills audit Risk register Outcomes Year 7 catch up report Sports premium impact Admissions PAN for 2021-2022

Meeting	Members	Board	ARC	FRC	SOC	PAP	RPBs	LAC
2	AGM Receive accounts Confirm external auditors	Skills audit analysis and development plan Annual Report Agree Group Vision and KPIs	Review audit findings Risk management policy Due diligence Renewing DBS checks policy	Growth strategy Audited financial statements from ESFA Sixth Form review Lettings and income generation policy	Trust SEND profile summary and additional funding information Trust Pupil Premium profile and funding and Year 7 catch up spend Summary of Data Drop One Primary Summary of Data Drop One Secondary and FE Academy curriculum offer In-year mobility Stakeholder views analysis Policies – medical conditions, EYFS, admissions	Review of performance management Executive pay		Skills audit analysis and development plan Academy EIP Categorisation letter Pupil premium impact SEND report Attendance, punctuality and behaviour
3		Auditors report Sign off for DfE submission	Sign off audit and management letter	AFH must do review	Trust SEND and Pupil Premium profile update and additional funding information Academy attendance, punctuality and exclusion summary Policies – SEND, Pupil Premium, Reasonable Force			Academy EIP Academy finance Monitor complaints
4		Admissions policy	Cyber Security Safeguarding	Proposed draft budget for future years Asset management strategy Approval of capital allocation plan HR expenditure Expenses policy	Summary of Data Drop Two Primary Summary of Data Drop Two Secondary and FE Academy staffing overview – structure/quality			Community engagement Attendance, punctuality and behaviour

Meeting	Members	Board	ARC	FRC	SOC	PAP	RPBs	LAC
5			Health and Safety	Environmental impact Capital works proposals	Summary of Data Drop Three Secondary and FE SDG strategic leads and chairs presentation of 2019/2020 work and impact Policies - SRE			Chair and Vice Chair for following year Academy EIP Estates and HR matters (inc health and safety) Predicted performance
6		Approve LAC Chairs and Vice Chairs Approve budget	Internal Audit Reports External Audit Plan 2020 Policies – data protection and critical incident	Approval of proposed budget for future years Estates expenditure	Summary of Data Drop Three Primary Primary outcomes headlines – EYFS, Phonics, KS1 and KS2 Secondary progress against predictions/targets TNG strategic leads presentation of 2019/2020 work and impact Terms of reference for 2020-2021 Proposed plan of business for 2020-2021			Stakeholder surveys Academy finance Attendance and behaviour Equalities report and objectives

## **People development and skills**

ATT takes the development of its people very seriously and this includes those who support our governance operations.

Everyone involved in our governance will complete a skills audit once a year and the Trust Board, as well as LACs, are responsible for ensuring that they have a development plan which will enable them to address any gaps (either in skill or knowledge) which are identified. They will be supported to do this by the relevant clerk. For 2019-20 we will continue to use the skills audits provided by the NGA and available at [https://www.nga.org.uk/Knowledge-Centre/Good-governance/Effective-governance/Skills-Audit-and-Skills-Matrix-\(1\).aspx](https://www.nga.org.uk/Knowledge-Centre/Good-governance/Effective-governance/Skills-Audit-and-Skills-Matrix-(1).aspx).

During 2019-20, we will provide regular opportunities for LAC members to come together in regional and national development forums. The same opportunities are provided for those who provide clerking support and challenge to these bodies.

Accordingly, in addition to the Trustee development days held on a regular basis there is also

- a Trust-wide Trustee and Governor conference, to which all Trustees and LAC members are invited, held twice a year
- regional Governance Leadership Forums (GLFs), to which all regional LAC members are invited, each of which meets three times a year
- regional Clerks Leadership Forums (CLFs), attended by all Clerks, each of which meets six times a year.

Increasingly, our people development activity will be led by those involved in governance themselves. The forums, though, will provide an important opportunity for the consideration of important issues such as

- safeguarding
- the management of risk
- analysing and interpreting data
- convening and conducting panels in relation to issues such as complaints, staff disciplinarys and exclusion appeals
- conduct and expectations during Ofsted inspections.

Material relating to these issues is also available and regularly updated on our governance portal.

## **APPENDIX A – EXPECTATIONS OF THOSE INVOLVD IN GOVERNANCE**

### **Role descriptor – Trustees**

#### *Overall purpose*

Trustees are responsible for the strategic direction, broad policy framework and oversight of the Trust and all its academies. They take decisions that are in the best interests of the MAT as a whole and are not representative of any one of the constituent academies. The Trustees are also Directors of the MAT which is a company limited by guarantee and registered as such at Companies House.

#### *Main duties and responsibilities*

1. To ensure that the activities of the Trust fulfil the objectives as described in the Articles of Association and the Memorandum of Understanding
2. To ensure compliance with the Trust's duties under company and charity law
3. To ensure the Trust and its academies are compliant with all statutory obligations
4. To safeguard the assets of the Trust
5. To ensure the solvency of the trust and to abide by the agreements made with the Department for Education and Education and Skills Funding Agency
6. To review the Trust Board's terms of reference on a regular basis and to recommend any changes to the Board of Members
7. To approve the terms of reference of the Board's committees
8. To approve the terms of reference for devolved governance arrangements
9. To, approve the Trust's annual budget and monitor progress through the receipt of regular reports and to commission auditors
10. To approve the annual budget for each academy and monitor expenditure against the budgets
11. To approve the annual and other statutory reports to Members and the ESFA
12. To agree and review from time to time the scheme of delegation to the academies
13. To determine the overall strategic direction and development of the Trust through good governance and clear strategic planning
14. To approve the Trust's strategic plan
15. To challenge and support the Trust's CEO and Executive team
16. To oversee the performance of the Trust and its academies and direct change where performance falls short of expectation
17. To agree policies across the academies within the Trust
18. To ensure that risks are mitigated where possible and otherwise effectively managed
19. To review the effectiveness and skill set of the Board and recommend appropriate changes to the Board of Members
20. To appoint and, if deemed necessary, to remove the CEO.

#### *Person specification*

Trustees are expected to have experience (and, in some cases, qualifications) which enable them to directly support and scrutinise the three pillars of MAT activity – education, finance and business

operations. It is important that the Board as a whole has an appropriate breadth of skill across these areas.

In common with all those involved in our governance, Trustees must espouse the values of the Trust, commit themselves to working in accordance with the Nolan Principles and our statement of Ethical Leadership and agree to abide by the Code of Conduct.

They must also, over time, develop a sufficiently deep understanding of the Trust's *Articles of Association* and *Master Funding Agreement* as well as the DfE's *Academies Financial Handbook* and *Governance Handbook* to enable them to fulfil their legal duties in regard to both company and charity law.

## Role descriptor – LAC members

Our LAC members are a vital part of driving improvement and excellence and they are accountable to the Trustees of ATT.

The role of LAC members is to ensure high standards of achievement for all children and young people in the academy by

1. providing *scrutiny* and *analysis* of the performance of the academy which is **independent** of the executive line
2. providing independent support to the executive line for areas of activity which relate to stakeholder engagement or conflict resolution
3. ensuring at all times that their own skillsets, development needs and programmes of activity are reviewed and their effectiveness appraised.

As part of the LAC team, a LAC member is expected to

1. contribute to the strategic discussions at LAC meetings which assure the delivery of
  - a. a clear vision and ethos for the academy
  - b. clear and ambitious strategic priorities and targets for the academy
  - c. that all children, including those with special educational needs, have access to a broad and balanced curriculum
2. hold executive leaders to account by monitoring the school's performance, which includes
  - a. monitoring the outcomes from and progress against the academy's annual EIP
  - b. considering all relevant data and feedback provided on request by school leaders and external sources on all aspects of school performance
  - c. asking challenging questions of school leaders
  - d. ensuring senior leaders have arranged for the required audits to be carried out and receiving the results of those audits
  - e. monitoring the impact of the deployment of funding and resources within the academy, including specific grants
  - f. acting as a link Governor on a specific issue, making relevant enquiries of the relevant staff, and reporting to the LAC on the progress on the relevant school priority
  - g. seeking out, listening to and reporting to the school's stakeholders: pupils, parents, staff, and the wider community, including local employers
  - h. actively seeking out other sources of information and evidence about the academy's performance
  - i. working to secure the academy's place at the heart of its community
3. conduct investigations and/or serve on panels to
  - a. hear the second stage of staff grievances and disciplinary matters
  - b. hear appeals about pupil exclusions
  - c. hear stage 2 or 3 complaints
4. contribute actively to, and engage with, self-evaluation and professional development activity to ensure that the LAC has the skillset necessary to perform its role.

The role of a LAC member is largely a thinking and questioning role, not a doing role.

### *Person specification*

In order to perform this role well, a LAC member is expected to

- get to know the school, including visiting the school during school hours and in agreement with the headteacher, and gaining a good understanding of the school's strengths and weaknesses

- attend induction training and regular relevant training and development events
- attend meetings and read all the papers before the meeting
- act in the best interests of all the pupils of the school
- behave in a professional manner, as set out in the code of conduct, including acting in strict confidence.

LAC members are expected to have experience (and, in some cases, qualifications) which enable them to directly support and scrutinise the work of the academy. It is important that the LAC as a whole has an appropriate breadth of skill across these areas. Two members of the LAC must be parents of current pupils at the academy, and there should be one staff LAC member.

In common with all those involved in our governance, LAC members must espouse the values of the Trust, commit themselves to working in accordance with the Nolan Principles and our statement of Ethical Leadership and agree to abide by the Code of Conduct.

## Governance Code of Conduct

### 1 Introduction

- 1.1 ATT values the commitment and energy of all those who contribute to its governance. We believe it is important to behave professionally at all times and to ensure that we afford respect to all those with whom we come into contact.
- 1.2 This Code of Conduct applies to:
  - 1.2.1 Trust Members
  - 1.2.2 Trustees
  - 1.2.3 Members of Local Academy Committees (LACs).
- 1.3 This Code of Conduct is deemed to have been accepted and agreed by anyone who agrees to serve within any part of our governance.
- 1.4 Governance is a collective responsibility – hence the use of ‘we’ throughout section 3. However, we also believe that those involved in governance are individually accountable for their behaviours and urge everyone covered by this Code of Conduct to also familiarise themselves with the Trust’s full suite of policies relating to aspects of professional conduct, available on the Governance Portal.

### 2 The ‘Nolan’ principles

- 2.1 All those involved in governance within ATT are expected to be aware of, and conduct themselves in accordance with, the Framework for Educational Ethical Leadership, developed by the Ethical Leadership Forum and referenced in our Ethical Leadership statement, which is available on the Governance Portal.
- 2.2 This makes explicit the expectation to conduct oneself in accordance with the seven ‘Nolan Principles’ of public life, summarised below.

**Selflessness** - Holders of public office should act solely in terms of the public interest.

**Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** – Holders of public office should be truthful.

**Leadership** – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

### **3 Code of Conduct**

#### *Roles and responsibilities*

- We understand the purpose of Trust governance and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of Trust governance when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made. This means that we will not speak against majority decisions outside meetings.
- We have a duty to act fairly and without prejudice.
- We will encourage open governance and will act appropriately.
- We will consider carefully how decisions may affect the community.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust. Our actions in respect of any one academy will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Trust Board.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the executive and non-executive lines, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including online and on social media) we will be mindful of and strive to uphold the reputation of the organisation.
- We will not respond to external events or influences on an individual basis and will always work with executive leaders to determine the most appropriate response.

#### *Commitment*

- We acknowledge that accepting office involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of governance, and accept our fair share of responsibilities, including active engagement both in and outside of meetings.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the academy/ies well and respond to opportunities to involve ourselves in activities.
- When working with the academy in a personal capacity (i.e. as a parent or carer), we will continue to act in accordance with this Code of Conduct.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.

- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles, attendance records and relevant business and pecuniary interests will be published on the school's website.
- In the interests of transparency, we accept that information relating to us will be collected and logged on the DfE's national database of governors (Get Information About Schools).

#### *Relationships*

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with both in and outside of meetings.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We will seek to develop effective working relationships with the Trust Board, with executive leaders, staff and parents, with other relevant agencies and with the community.

#### *Confidentiality*

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside and outside the academy/ies.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a meeting.
- We will not reveal the details of any governance vote.
- We will ensure all confidential papers are held and disposed of appropriately.

#### *Conflicts of interest*

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the business of governance in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Business Interests will be published on the Trust's or the academy's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group.

#### *Ceasing governance activities*

- We understand that the requirements relating to confidentiality will continue to apply after ceasing governance activities.

#### *Breach of the Code*

- If we believe this Code has been breached, we will raise this issue with the Chair and the Chair (or the Vice Chair if the allegation is against the Chair) will investigate and seek guidance from the Trust's Head of Corporate Affairs.
- We understand that, as a last resort, the Trust Board reserve the right to remove someone from office for serious or repeated breaches of this Code.

**APPENDIX B – OUR SCHEME OF DELEGATION**

		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
<p><b>KEY TO ABBREVIATIONS:</b>                      A= Accountable for the action                      R=Responsible for making the action happen                      M=Responsible for monitoring the action on behalf of the Board                      I=Responsible for informing those accountable                      ARC=Audit and Risk Committee                      FRC=Finance and Resources Committee                      SOC=Standards and Outcomes Committee                      PAPP=Pay and People Performance Committee                      LAC=Local Academy Committee</p>								
<b>Strategy and Leadership</b>								
Strategy	Set strategic objectives of the Trust		A/R		I			
	Set strategic objectives of academies		A		R		M	I
	Develop the ethos of the Trust		A/R		I			
	Develop the ethos of academies		A		R		M	I
	Ensure Trust Board has skillset to run the Trust		A/R		I	I		
	Ensure LACs have skillset to deliver agreed functions		A		M	M	R	I
	Evaluate Board effectiveness		A/R		I	I		
Scrutiny	Scrutinise Trust performance against strategic aims and KPIs		A	R (SOC, FRC, PAPP)	R		I	I
	Scrutinise academies' performance against strategic aims and KPIs		A	M (SOC, FRC, PAPP)	M	M	R	I

		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
<p><b>KEY TO ABBREVIATIONS:</b>  A= Accountable for the action  R=Responsible for making the action happen  M=Responsible for monitoring the action on behalf of the Board  I=Responsible for informing those accountable  ARC=Audit and Risk Committee  FRC=Finance and Resources Committee  SOC=Standards and Outcomes Committee  PAPP=Pay and People Performance Committee  LAC=Local Academy Committee</p>								
Compliance	Comply with obligations in Funding Agreement and AFH		A	M (FRC)	R	I		
	Comply with regulations affecting the Trust		A	M (all)	R	I		
	Comply with legal obligations in respect of individual academies		A		M		M	R
	Ensure appropriate financial controls are in place		A	M (FRC, ARC)	R			
	Ensure Trust register of business interests complete and conflicts of interest procedure in place		A	M (ARC)	M	R		
	Ensure academy register of business interests complete and conflicts of interest procedure in place		A		M		R	I
Risk	Implement and monitor a Trust risk register		A	M (ARC)	R	I		
	Implement and monitor an academy risk register		A		M		M	R

<p>KEY TO ABBREVIATIONS:  A= Accountable for the action  R=Responsible for making the action happen  M=Responsible for monitoring the action on behalf of the Board  I=Responsible for informing those accountable  ARC=Audit and Risk Committee  FRC=Finance and Resources Committee  SOC=Standards and Outcomes Committee  PAPP=Pay and People Performance Committee  LAC=Local Academy Committee</p>		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
Appointments	Appoint and remove Trustees (Member appointments)	A/R	I					
	Appoint and remove co-opted Trustees		A/R					
	Appoint and remove LAC members		A		M	R	I	I
	Appointment of company secretary and clerk to the Board		A		R			
	Appointment of clerk to LACs		A		M	R	I	I
Policies	Review and approve Trust wide statutory policies		A	R (as appropriate)	M	I		
	Review and approve other Trust-wide policies				A	R		
	Ensure the implementation of Trust-wide policies within academies				M	M	M	A/R
Delegations	Review and approve ToRs for all Trust Board sub-committees including LACs		A	M	I	R	I	

<div style="border: 1px solid black; padding: 5px;"> <p>KEY TO ABBREVIATIONS:            A= Accountable for the action            R=Responsible for making the action happen            M=Responsible for monitoring the action on behalf of the Board            I=Responsible for informing those accountable            ARC=Audit and Risk Committee            FRC=Finance and Resources Committee            SOC=Standards and Outcomes Committee            PAPP=Pay and People Performance Committee            LAC=Local Academy Committee</p> </div>		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
		Training and development	Implement a development programme for Trustees		A		M	R
	Implement a development programme for LAC members				A	R	I	I
<b>Educational leadership</b>								
Performance	Monitor performance of each academy against agreed development plan		A	M (SOC)	R		M	I
	Setting and reviewing KPIs for the Trust		A	M (SOC)	R		I	I
	Ensuring appropriate CSI for quality of teaching and outcomes			M (SOC)	A/R		M	
	Setting curriculum for the academies and reviewing effectiveness			M (SOC)	A		M	R
	Ensure academy performance improves in line with development plans				M		M	A/R
Student issues	Decisions relating to individual students (exclusions, complaints)				M	M	A	R

		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
<p><b>KEY TO ABBREVIATIONS:</b>  A= Accountable for the action  R=Responsible for making the action happen  M=Responsible for monitoring the action on behalf of the Board  I=Responsible for informing those accountable  ARC=Audit and Risk Committee  FRC=Finance and Resources Committee  SOC=Standards and Outcomes Committee  PAPP=Pay and People Performance Committee  LAC=Local Academy Committee</p>								
Safeguarding	Ensuring Trust-wide safeguarding procedures comply with relevant legislation and guidance		A	M (ARC)	R			
	Ensuring all safeguarding requirements are complied with (inc DBS, DSL etc)		A	M (ARC)	M		M	R
Stakeholder engagement	Promoting partnerships and community engagement			M (all)	A		I	R
Calendars	Setting term dates			M (SOC)	A		I	R
	Setting opening and closing times of academies			M (SOC)	A		I	R
Admissions	Set admissions policy		A	I (SOC)	R	I	I	I
Ofsted	Monitoring and responding to Ofsted outcomes		A	M (SOC)	R		M	I
	Ensuring support is provided to academies for Ofsted inspections			M (SOC)	A/R		M	I

		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
<p><b>KEY TO ABBREVIATIONS:</b>  A= Accountable for the action  R=Responsible for making the action happen  M=Responsible for monitoring the action on behalf of the Board  I=Responsible for informing those accountable  ARC=Audit and Risk Committee  FRC=Finance and Resources Committee  SOC=Standards and Outcomes Committee  PAPP=Pay and People Performance Committee  LAC=Local Academy Committee</p>								
<b>Financial</b>								
Appointments	Appointment of Audit and Risk Committee		A	R		I		
	Appointment of Accounting Officer and Chief Financial Officer		A	R (FRC)				
	Appointment of external auditors	A/R	I	I (ARC)				
	Appointment of internal auditors		A	R (ARC)	I			
Funding model and budget	Agree Trust-wide funding model		A	R (FRC)	I			
	Formulate and set Trust-wide budget		A	M (FRC)	R			
	Determine academy budgets			M (FRC)	A/R			
	Determine academy financial procedures			M (FRC)	A/R			
	Ensure delivery of annual Trust-wide budgets			M (FRC)	A/R			
	Ensure delivery of annual academy budgets				M		M	A/R
	Ensure compliance with academy financial procedures				M		M	A/R

		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
<p><b>KEY TO ABBREVIATIONS:</b>  A= Accountable for the action  R=Responsible for making the action happen  M=Responsible for monitoring the action on behalf of the Board  I=Responsible for informing those accountable  ARC=Audit and Risk Committee  FRC=Finance and Resources Committee  SOC=Standards and Outcomes Committee  PAPP=Pay and People Performance Committee  LAC=Local Academy Committee</p>								
Financial delegation	Establish appropriate Trust-wide financial delegations		A	M (FRC)	R			
Investment and growth	Agree Trust-wide investment and growth policy		A	R (FRC)	I			
<b>Operations and HR</b>								
Appointments and dismissals	CEO		A/R					
	Principals at each academy			M (PAPP)	A/R		I	
	Cross-Trust staff			M (PAPP)	A/R			
	Academy SLT				M		I	A/R
	Data Protection Officer		A	M (ARC)	R			
Remunerations	Approve remuneration of CEO and other senior executives deemed appropriate		A	R (PAPP)		I		

		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
<p><b>KEY TO ABBREVIATIONS:</b>  A= Accountable for the action  R=Responsible for making the action happen  M=Responsible for monitoring the action on behalf of the Board  I=Responsible for informing those accountable  ARC=Audit and Risk Committee  FRC=Finance and Resources Committee  SOC=Standards and Outcomes Committee  PAPP=Pay and People Performance Committee  LAC=Local Academy Committee</p>								
HR policies and Terms and Conditions	Establish Trust-wide HR policies as required by law (inc recruitment, disciplinary, grievance)		A	M (PAPP)	R			
	Set Terms and Conditions of Employment		A	M (PAPP)	R			
	Set policy and process for appraisals and performance management		A	M (PAPP)	R			
Procurement	Setting Trust-wide procurement policies		A	M (FRC)	R			
	Entering into contracts			M (FRC)	A/R		I	I
Finance and operations services	Determining central operating model			M (FRC)	A/R		I	I
	Overseeing effectiveness of central services			M (FRC)	A/R		M	I
	Arranging Trust insurance		A	M (ARC)	R	I		
Premises and assets	Acquiring and disposing of Trust land and assets		A	M (FRC)	R		I	I
	Changing use of assets		A	M (FRC)	R		I	I
	Determining Trust-wide asset management strategy			M (FRC)	A/R			

		Members	Trust Board	Trustees (sub committee where noted)	CEO (or delegated via Exec)	HoCA	LAC	Principal
<p><b>KEY TO ABBREVIATIONS:</b>            A= Accountable for the action            R=Responsible for making the action happen            M=Responsible for monitoring the action on behalf of the Board            I=Responsible for informing those accountable            ARC=Audit and Risk Committee            FRC=Finance and Resources Committee            SOC=Standards and Outcomes Committee            PAPP=Pay and People Performance Committee            LAC=Local Academy Committee</p>								
Health and safety	Ensuring Trust is compliant with all relevant H&S legislation and expectations		A	M (ARC)	R		M	I
Information management	Ensuring Trust is compliant with all information and data related legislation and expectations		A	M (ARC)	M	R	M	I
Media and PR	Overseeing all external Trust reputational matters			M (ARC)	A/R		M	I

## **APPENDIX C - TERMS OF REFERENCE**

### **Terms of Reference for governance bodies within ATT 2019-20**

These Terms of Reference were approved by the Trust Board on 18 July 2019, as a 'working document'. During 2019-20, we will seek to simplify them and will update this document as new versions are approved.

Simplification will relate not to the content of what each body will do, but rather to the way in which duties are presented, so that it is clear what the expectation of each body is in regard to accountability and responsibility, scrutiny, approval and reporting.

## Members

Our Members are the ‘guardians’ of the Trust and, in some ways, can also be viewed as the ‘owners’ of the Trust, although, unlike the owners of commercial companies, they do not, of course, take dividends from the Trust.

The rights of Members are set out in the Trust’s *Articles of Association*. Their obligations are described in the DfE’s *Academies Financial Handbook* (2018). They

- are the subscribers to the Trust’s memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions in the articles, the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the Trustees to take a specific action
- appoint the Trust’s auditors and receive the Trust’s audited annual accounts (subject to the Companies Act)
- have power to change the name of the company and, ultimately, wind up the Trust.

Accordingly, the powers specifically **retained** by Members within ATT (and, therefore, not delegated at all) are

1. to change the name of the Academy Trust
2. to change the Objects within the *Articles of Association* (which would require Charity Commission and Secretary of State consent)
3. to change the structure of the Trust Board
4. to amend the *Articles of Association*
5. to pass a resolution to wind up the Academy Trust
6. to appoint the auditors (save to the extent that the Trustees may make a casual appointment).

### *Member meetings*

Member meetings are held three times a year. One of the meetings constitutes the formal Annual General Meeting (AGM) of the Trust.

Member meetings are quorate if two Members are present.

## Trust Board

### *Accountability, expectations and remit of the Trust Board*

The Trust Board is accountable for the conduct and performance of the Trust (and, for the avoidance of doubt, for the conduct and performance of all the Trust's academies) to

- the pupils, learners, parents and communities served by our academies
- people employed by, or working in a voluntary capacity as part of, the Trust
- the Members of the Trust, as set out in the *Articles of Association*
- the Secretary of State for Education and the Education and Skills Funding Agency, as set out in the Trust's *Master Funding Agreement*
- various statutory and regulatory bodies, including compliance with the regulations of both company and charity law as set out in the *Articles of Association*.

The Trust Board must also comply with the requirements of the Trust's *Articles of Association* and *Master Funding Agreement*, both of which are available to view on ATT's website.

The Trust Board is responsible for the governance and oversight of the Trust as a whole and, specifically, for its established sub-committees (including LACs) as well as for challenging and supporting the performance of the Executive Leadership Team, led by the CEO.

The remit of the Trust Board is to

- establish the vision, mission and values of the Trust
- ensure the business of the Trust is conducted solely in pursuit of the Objects set out in the *Articles of Association*
- safeguard the assets of the Trust
- ensure that financial controls and appropriate financial management is in place in accordance with the provision of the *Academies Financial Handbook*
- set and monitor overall performance objectives for the Trust, especially in regard to educational outcomes and business operations
- establish and monitor the risks to the Trust and ensure that mitigating measures are put in place
- ensure that the Executive Leadership Team (ELT) has the capacity and skill to lead and manage the day-to-day operations of the Trust and is appropriately supported and challenged
- delegate authority for the day-to-day operation of the Trust to the CEO and, by extension, to the ELT
- ensure that the Trust is led and managed in accordance with all applicable law.

The Trust Board is expected to follow the seven Principles of Public Life (widely known as the 'Nolan Principles') in everything they do – these principles are selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must

- act together and in person and not delegate responsibility of the Trust to others
- act strictly in accordance with the *Articles of Association*
- act in the Trust's interests only and without regard to their own private interests
- manage the Trust's affairs prudently
- not take personal benefit from the Trust unless expressly authorised
- take proper professional advice on matters on which they are not themselves competent.

### *Composition and conduct of the Trust Board*

The Board must appoint an individual from among their number to act as Chair. The Chair provides leadership to the Trust Board and chairs Trust Board meetings. The Chair is also the primary point of contact between the Trust Board and the ELT.

All Trustees have an equal voice in meetings and in any necessary voting procedures, although, as provided for in the *Articles of Association*, there may be times when the Chair is required to make a casting vote on some matters.

The Trust Board must assure itself that it has the right balance of skills to be able to carry out its duties, and regularly review those skills in order to establish where any gaps may lie. The Trust Board should also be mindful of succession planning and ensure that Trustees are able to gain a variety of experience by serving on the Board.

The Trust Board must appoint a Company Secretary (currently the Head of Corporate Affairs (HoCA)) who is responsible for ensuring that all meetings of the Trust Board and its sub-committees are well planned in order to fulfil their obligations, conducted in accordance with law and with the Trust's ethical principles and appropriately minuted. The Company Secretary must also ensure that statutory return deadlines and other legal obligations are met.

Trustees are also Directors of the Trust as a company, and this is a personal office of responsibility and accountability which cannot be transferred to another individual. However, Trustees may delegate the power to carry out certain elements of the Trust's governance and operations to others, while retaining personal accountability for these elements. The Trust Board must not delegate responsibility for any of the 'reserved matters' detailed below.

As well as being mindful of its legal accountabilities, the Trust Board must ensure that it has mechanisms in place to take account of the views of the Trust's key stakeholder within its decision making. This applies especially, but not exclusively, to the views of pupils and learners, parents and academy staff members.

The Trust Board, along with all those involved in the Trust's governance, must ensure that individuals avoid any situations in which they have (or could have) a conflict of interest. If such a circumstance arises, the individual must

- declare the nature and extent of any interest in any matter relating to the Trust
- avoid any conflict of interest between that interest and the interests of the Trust.

Trust Board meetings are attended by members of ELT as described at the start of this document. The ELT lead for Trust Board meetings is the CEO.

### *Reserved matters*

The powers specifically **retained** by the Trust Board within ATT are

1. to determine the overall educational character, mission or ethos of the Trust and its academies
2. to adopt or alter the Terms of Reference of any sub-committee of the Trust Board
3. to determine the Trust's plans for growth and investment, including the establishment of any trading companies deemed necessary
4. to sell, purchase, mortgage or charge any land in which the Trust has an interest
5. to approve the annual estimates of income and expenditure (budgets) and major projects

6. to sign off the annual accounts
7. to appoint or dismiss the CEO and the Company Secretary
8. to do any other act which the *Master Funding Agreement* expressly reserves to the Trust Board
9. to do any other act which the *Articles of Association* expressly reserve to the Trust Board
10. to do any other act which the Trust Board determines to be a 'reserved matter'.

#### *Trust Board meetings*

The Trust Board meets six times a year.

Trust Board meetings are quorate if a third of Trustees (rounded up to a whole number) are present. With our current membership of ten Trustees, this means the quorum is three. If further Trustees are appointed, the quorum will rise to four.

Trustees will normally serve a term of office of four years.

## **Trust Board – Audit and Risk sub-committee (ARC)**

### *Constitution*

The Trust Board has established a committee to be known as the Audit and Risk Committee (ARC). The current members of ARC are listed on the ATT website, and all are members of the Trust Board.

ARC meets six times a year.

The purpose of ARC is to oversee Trust-wide audit and risk management activity on behalf of the Trust Board and to hold the Executive Leadership Team (ELT) to account for ensuring that procedures are in place to mitigate risk and to focus audit activity on continuous improvement. It does this by rigorously interrogating external and internal audit plans and reports and by monitoring performance against those reports, as well as by managing and interrogating the Trust's risk register. The work of ARC will be visible and transparent to the Board as a whole.

The Chair of ARC is elected by the members of ARC on an annual basis. The Chair must be financially qualified and experienced in the area of risk management. In the absence of the Chair for any meeting, the members present elect a temporary replacement Chair from among those present.

ARC meetings are attended by members of ELT as detailed at the start of this document. ARC meetings are clerked by the HoCA. The ELT lead for ARC is the Financial Controller.

The Chair of ARC may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting. This is likely to include the Trust's external auditors.

Meetings of the ARC are quorate if the majority of ARC members are present. Where a vote is necessary, each member of ARC has one vote and the Chair may use a casting vote where a vote is split evenly.

ARC minutes are provided to the Trust Board within 21 days of any meeting, and the Chair of ARC may also be required to provide a verbal or written report to the Trust Board.

ARC conducts an annual review of its activity and effectiveness and reports this to the Trust Board also.

ARC is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by ARC. ARC is authorised by the Board to obtain outside legal or other independent professional advice.

### *Powers and responsibilities delegated to ARC*

The establishment of ARC is a requirement of the *Articles of Association* and the *Academies Financial Handbook*. Its broad remit is to ensure that organisational risk is adequately identified and managed and that appropriate controls and procedures are in place (especially in regard to finance) to provide assurance to the Trust Board.

The following detailed remit for ARC is agreed.

- In regard to risk management
  - To maintain an up-to-date understanding of the major risks that do – or may – apply to the Trust, whether operational, financial, external (including political), regulatory or reputational

- To support the production of the Trust's risk register and ensure that it is regularly reviewed by the Trust Board
- To receive and scrutinise reports from ELT on the Trust's risk management and its impact
- To make decisions, as necessary, on how the Trust should respond to certain major risks
- To ensure that appropriate business contingency planning is in place across the Trust
- To ensure that risk management is understood and considered by all levels of Trust governance and that appropriate procedures are in place to assure the Trust Board of the Trust's response to any localised risk
- To ensure that appropriate statements on risk management are included in the Trust's annual report
- In regard to financial systems and controls
  - To establish a Trust-wide vision for the management and reporting of financial control procedures
  - To promote a financial management culture which is in line with the Nolan Principles
  - To review and approve the annual financial statements on behalf of the Trust Board
  - To receive and scrutinise reports from ELT in regard to internal control systems and to ensure that such systems are effective
- In regard to internal and external audit
  - To advise Members in regard to the appointment of external auditors
  - To ensure that the external audit process is planned and carried out in a way that is beneficial to the pursuit of the Trust's Objects
  - To review the external auditor's management letter and the ELT response
  - To consider problems and reservations arising from external audit and any matters the external auditor may wish to discuss (in the absence of the ELT where necessary)
  - To consider the effect on the rights of the Trust of the findings of external or internal audit
  - To receive and scrutinise reports from ELT in regard to internal auditing arrangements and outcomes and to ensure that the Trust Board is aware of any implications that arise
- In regard to safeguarding
  - To ensure that Trust-wide safeguarding policies and procedures are fit for purpose
  - To receive and scrutinise reports from ELT in regard to safeguarding and to ensure that safeguarding practice across the Trust is of the highest quality
- In regard to Trust growth
  - To monitor the risk and due diligence arrangements aligned to the Trust's growth strategy
- In regard to policies which are about risk management and contingency planning
  - To approve such policies as may be deemed necessary by the CEO or the Chair of Trustees

- In regard to specific areas
  - To receive and scrutinise reports from ELT on the outcomes of external or internal investigations and to ensure that procedures are in place to learn lessons
  - To monitor the work and impact of the Trust in regard to data protection, ensuring legal compliance and responding to data breaches as necessary
  - To monitor the work and impact of the Trust in the area of health and safety, with a particular regard to compliance and risk management
  - To monitor the work and impact of the Trust's approach to educational trips and visits
  - To ensure that arrangements are in place that mean the Trust and relevant individuals are adequately insured.

## **Trust Board – Standards and Outcomes sub-committee (SOC)**

### *Constitution*

The Trust Board has established a committee to be known as the Standards and Outcomes Committee (SOC). The current members of SOC are listed on the ATT website, and all are members of the Trust Board.

SOC meets six times a year.

The purpose of SOC is to scrutinise the Trust's educational performance on behalf of the Trust Board and to hold the Executive Leadership Team (ELT) to account for ensuring the highest quality of educational experience and outcomes. It does this by rigorously interrogating evaluation and improvement plans and by monitoring performance against those plans, including the scrutiny of educational outcomes. The work of SOC will be visible and transparent to the Board as a whole.

The Chair of SOC is elected by the members of SOC on an annual basis. In the absence of the Chair for any meeting, the members present elect a temporary replacement Chair from among those present.

SOC meetings are attended by members of ELT as detailed in the Trust's *Approach to Governance*. SOC meetings are clerked by the HoCA. The ELT leads for SOC are the four REDs.

The Chair of SOC may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.

Meetings of the SOC are quorate if the majority of SOC members are present. Where a vote is necessary, each member of SOC has one vote and the Chair may use a casting vote where a vote is split evenly.

SOC minutes are provided to the Trust Board within 21 days of any meeting, and the Chair of SOC may also be required to provide a verbal or written report to the Trust Board.

SOC conducts an annual review of its activity and effectiveness and reports this to the Trust Board also.

SOC is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by SOC. SOC is authorised by the Board to obtain outside legal or other independent professional advice.

### *Powers and responsibilities delegated to SOC*

The following remit for SOC is agreed.

- In regard to educational standards and pupil/learner outcomes
  - To establish a vision and framework for educational standards and outcomes and to approve Trust-wide Key Performance Indicators (KPIs) relating to this
  - To approve the Trust's annual achievement targets and the framework for determining individual academy targets
  - To review Trust performance against agreed national and other benchmarks
  - To approve the Trust's educational Challenge, Support and Intervention (CSI) policy and monitor its implementation

- To monitor the implementation and impact of Trust-wide educational quality assurance processes, including Full Academy Reviews (FARs)
- To receive and scrutinise ELT/RPB reports regarding the predicted and actual achievement of pupils and learners
- To receive and scrutinise ELT/RPB reports regarding the impact of Education Evaluation and Improvement Plans (EIPs) within academies
- To report to the Trust Board an assessment of the overall quality of educational standards and outcomes and to offer executive challenge regarding further improvement
- To monitor Trust performance as measured through national regulation (e.g. Ofsted)
- In regard to curriculum and teaching
  - To establish, as necessary, an overarching ethos for ensuring that the Trust's approach to curriculum is broad and balanced and serves its pupils/learners and their communities well
  - To ensure that appropriate procedures are in place for improving and developing the quality of teaching and learning across the Trust
  - To receive and scrutinise the proposed annual assessment cycle
  - To receive and scrutinise reports from ELT/RPBs regarding the impact of educational Strategic Development Groups (SDGs) and Team Network Groups (TNGs)
- In regard to pupil/learner wellbeing and personal development
  - To establish a vision for the Trust's approach to areas that affect personal development and behaviour and attitudes
  - To receive and scrutinise reports from ELT/RPBs regarding areas such as attendance, behaviour, exclusions and pupil/learner progression
- In regard to policies which directly affect the quality of education
  - To approve such policies as may be deemed necessary by the CEO
- In regard to specific areas of activity
  - To monitor the work and impact of the Trust in the area of safeguarding
  - To monitor the work and impact of the Trust in the area of special educational needs
  - To monitor the work and impact of the Trust in regard to the pupil premium and educational outcomes
  - To monitor the work and impact of the Trust in regard to the performance of different groups of pupils/learners based on gender, ethnicity, deprivation or other factors

## **Trust Board – Finance and Resources sub-committee (FRC)**

### *Constitution*

The Trust Board has established a committee to be known as the Finance and Resources Committee (FRC). The current members of FRC are listed on the ATT website, and all are members of the Trust Board.

The purpose of FRC is to scrutinise the Trust's financial and operational performance on behalf of the Trust Board and to hold the Executive Leadership Team (ELT) to account for ensuring the efficient and effective use of public funds. It does this by rigorously interrogating financial and operational plans and annual budgets and by monitoring performance against those plans. The work of FRC will be visible and transparent to the Board as a whole.

FRC meets six times a year.

The Chair of FRC is elected by the members of FRC on an annual basis. In the absence of the Chair for any meeting, the members present elect a temporary replacement Chair from among those present.

FRC meetings are attended by members of ELT as detailed in the Trust's *Approach to Governance*. FRC meetings are clerked by the HoCA. The ELT leads for FRC are the CFO and COO.

The Chair of FRC may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.

Meetings of the FRC are quorate if the majority of FRC members are present. Where a vote is necessary, each member of FRC has one vote and the Chair may use a casting vote where a vote is split evenly.

FRC minutes are provided to the Trust Board within 21 days of any meeting, and the Chair of FRC may also be required to provide a verbal or written report to the Trust Board.

FRC conducts an annual review of its activity and effectiveness and reports this to the Trust Board also.

FRC is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by FRC. FRC is authorised by the Board to obtain outside legal or other independent professional advice.

### *Powers and responsibilities delegated to FRC*

The following remit for FRC is agreed.

- In regard to funding and budgets
  - To ensure there is a financial strategy which will enable the Trust to deliver its strategic objectives and to demonstrate a quantifiable return on investment
  - To ensure that the annual operational budget supports the Trust's strategic ambitions and that income streams are consistent with the Trust's pupil and learner numbers
  - To ensure that operational budgets are in surplus and in line with the performance figures agreed as part of the financial strategy
  - To ensure the educational budgets (in conjunction with the integrated curriculum financial planning model) are operating within agreed external benchmarks especially in regard to staff-to-fixed cost ratios

- To review the justifications for any departure from agreed financial parameters
- To ensure that the capital expenditure budget is in line with the Trust's strategic plans and is developed and managed in line with the Trust's overall expenditure planning
- To ensure there are plans for long-term financial sustainability, including an income generation strategy and plans to establish reserves which can be used in the furtherance of the Trust's objects
- To ensure that the Trust's procedures for the management of working capital and cash budgets are appropriately ethical and that there is complete visibility of elements such as loans and estate costs
- To receive and scrutinise reports on in-year budget progress (including monthly management accounts to be presented at every meeting), to ensure the Trust Board is aware of any difficulties with material implications and to ensure remedial action is taken
- To receive and scrutinise proposals for any unusual spending (including the use of Trust reserves) and make recommendations in their regard to the Trust Board
- In regard to financial procedures and procurement
  - To ensure that the requirements of the *Academies Financial Handbook* are met
  - To support the production of the annual financial statements and other required external financial submissions
  - To ensure that externally sourced expenditure is efficiently contracted and performance tested and provides value for money
- In regard to asset management
  - To ensure that an appropriate asset management strategy is in place across the Trust which is consistent with the Trust's overall strategic plan
  - To approve the strategy for the use of the Trust's assets outside academy hours
  - To ensure that the Trust's assets are inspected as required by law on an annual basis
- In regard to policies which impact on the Trust's finances and/or other resources
  - To approve such policies as may be deemed necessary by the CEO or the Chair, including the Trust's investment and reserves policies
- In regard to specific areas of activity
  - To scrutinise proposals for revenue or capital projects which may be outside agreed budget plans in regard to the financial methodology applied and the proposed impact of the projects
  - To monitor the Trust's people-related expenditure and HR operations and ensure the impact of this expenditure is clear
  - To monitor the efficient and effective use of the Trust's estate and capital assets
  - To determine and monitor the Trust's approach to growth and to commercial activity
  - To monitor the work and impact of the Trust in the area of environmental protection and energy conservation

- To monitor the work and impact of the Trust in the area of information and communication technology (ICT), ensuring in particular that a forward-thinking approach is taken to learning technologies and an appropriate strategy for the collation of management information is in place

## **Trust Board – Pay and People Performance sub-committee (PAPP)**

### *Constitution*

The Trust Board has established a committee to be known as the Standards and Outcomes  
*Constitution*

The Trust Board has established a committee to be known as the Pay and Performance Committee (PAPP). The current members of PAPP are listed on the ATT website, and all are members of the Trust Board.

PAPP meets twice a year, although additional meetings may be called if required.

The purpose of PAPP is to scrutinise the Trust’s approach to managing the performance of its people on behalf of the Trust Board and to hold the Executive Leadership Team (ELT) to account for ensuring that appropriate procedures are in place for remuneration, performance management, wellbeing and professional development. It does this by rigorously interrogating people-related policies and plans and by monitoring performance against those plans. The work of PAPP will be visible and transparent to the Board as a whole.

The Chair of PAPP is elected by the members of PAPP on an annual basis. In the absence of the Chair for any meeting, the members present elect a temporary replacement Chair from among those present.

PAPP meetings are attended by members of ELT as detailed in the Trust’s *Approach to Governance*. PAPP meetings are clerked by the HoCA. The ELT lead for PAPP is the COO.

The Chair of PAPP may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.

Meetings of the PAPP are quorate if the majority of PAPP members are present. Where a vote is necessary, each member of PAPP has one vote and the Chair may use a casting vote where a vote is split evenly.

PAPP minutes are provided to the Trust Board within 21 days of any meeting, and the Chair of PAPP may also be required to provide a verbal or written report to the Trust Board.

PAPP conducts an annual review of its activity and effectiveness and reports this to the Trust Board also.

PAPP is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by PAPP. PAPP is authorised by the Board to obtain outside legal or other independent professional advice.

### *Powers and responsibilities delegated to PAPP*

The following remit for PAPP is agreed.

- In regard to Trust-wide human resources
  - To establish a vision for the Trust’s approach to the recruitment, reward and retention of all its people, including staff and those who work in a voluntary capacity
  - To receive and approve the Trust-wide pay policy and strategy
  - To receive and scrutinise reports from ELT/RPBs in regard to pay awards across the Trust

- To monitor the impact of pay on the Trust's financial and educational performance and to make recommendations for any urgent or long-term changes
- To receive and consider for recommendation to the Trust Board any proposals for pay awards which fall outside the scope of the pay policy
- In regard to Trust-wide performance management
  - To approve the Trust-wide performance management strategy
  - To receive and scrutinise reports from ELT/RPBs regarding the impact of senior performance management processes (CALMS and EPALMS)
  - To receive and scrutinise reports from ELT/RPBs regarding the impact of other performance management procedures
- In regard to executive pay
  - To establish a framework for executive pay, performance management and reward which is in line with the Trust's values and Objects
  - To make a recommendation to the Trust Board, in accordance with the *Academies Financial Handbook* guidance, in regard to the pay of the CEO and other members of ELT that PAPP deems appropriate
  - To receive, assess and recommend to the Trust Board (or not) any decisions in regard to pay bonuses within the scope of the pay policy
- In regard to policies which impact upon pay and performance
  - To approve such policies as may be deemed necessary by the CEO
- In regard to specific areas of activity
  - To constitute an appropriate panel when required within the framework of the Trust's approach to dispute resolution or complaints
  - To monitor the work and impact of the Trust in the area of organisational and professional development
  - To monitor the work and impact of the Trust in regard to industrial relations

## **Regional Performance Boards (RPBs)**

### *Constitution*

The Trust Board has established two committees to be known as the Regional Performance Boards (RPBs). The membership of these RPBs is as detailed at the start of this document.

RPBs meet six times a year.

The RPB (West) is part of the governance structure for the following academies:

- Bristnall Hall Academy
- Caldmore Primary Academy
- Jubilee Academy Mossley
- North Walsall Primary Academy
- Phoenix Academy
- Pool Hayes Academy
- Star Academy Sandyford
- Sun Academy Bradwell
- Sutton Community Academy
- The Dukeries Academy
- The Queen Elizabeth Academy
- Academy Transformation Trust Further Education.

The RPB (East) is part of the governance structure for the following academies:

- Beck Row Primary Academy
- Great Heath Academy
- Icen Academy (Primary and Secondary)
- Kingsmoor Academy
- Mark Hall Academy
- Mildenhall College Academy
- Ravens Academy
- The Hathaway Academy
- The Nicholas Hammond Academy
- Westbourne Academy

The Chair and Vice Chair of each RPB are elected by the region's LAC Chairs on an annual basis. The relevant REDs for each region are members of the RPB and they are the ELT leads for RPBs.

RPB meetings are attended by members of the Trust's staff as detailed at the start of this document.

The Chair of the RPB may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.

Meetings of the RPB are quorate if the majority of RPB members are present. Where a vote is necessary, each member of the RPB has one vote and the Chair may use a casting vote where a vote is split evenly.

RPB minutes are provided to the Trust Board within 21 days of any meeting, and the Chair of the RPB may, on occasion, also be invited to provide a verbal or written report to the Trust Board.

RPBs conduct an annual review of their activity and effectiveness and report this to the Trust Board also.

#### *The remit of RPBs*

RPBs are important in the Trust's approach to governance in the following ways:

- They bring together information about the strategic direction, educational and financial performance and risk management of each academy within the Trust in a regional way which helps to synthesise key messages for ELT and for the Trust Board
- They offer a forum in which issues, suggestions or positive developments affecting one or more academies can be brought to light and reported to ELT and to the Trust Board
- They provide a forum in which the effectiveness of the Trust's regional approach to academy improvement and to operational management can be scrutinised
- They assess the Trust's overall impact on stakeholders and communities across a broad region, taking particular account of the voice of pupils/learners, parents and staff
- They assist with the two-way and open communication of messages and information across the Trust's governance structures
- They offer a direct opportunity for LAC members from different academies within the Trust to come together and to learn from one another

The following remit is agreed for RPBs:

- In regard to strategy and governance
  - To oversee the regional understanding and implementation of the Trust's vision, mission and values
  - To recommend to ELT and to the Trust Board ways in which the Trust's strategy can be further developed based on the experiences of individual academies within the region
  - To ensure that the Trust Board is aware of aspects of regional performance which may enhance, or threaten, the Trust's reputation
  - To ensure that there is an opportunity for learning to take place across regional clusters and across educational phases by facilitating debate and discussion among LACs
  - To provide support and advice to LAC Chairs and members to enable them to perform effectively
  - To play an active part in the co-ordination and delivery of development activity
- In regard to safeguarding and health and safety
  - To ensure that Trust-wide policies and procedures are adhered to across the region
  - To receive and scrutinise reports from LACs and to contribute to the Trust's understanding of its work in this area
- In regard to educational performance
  - To understand the Trust-wide KPIs as they apply to educational performance and to monitor these across the region
  - To receive and scrutinise reports from LACs/REDS in regard to broad regional performance trends, including common themes emerging across academy EIPs
  - To develop a regional understanding of the impact of the Trust's QA processes, including CSI and FARs on academy improvement
  - To report to SOC on matters regarding regional educational performance as required
- In regard to finance and resources

- To understand the Trust-wide KPIs as they apply to finance and resources and to monitor these across the region
- To receive and scrutinise reports from regional finance and operations staff in regard to broad regional performance trends
- To develop a regional understanding of the impact of the Trust's QA processes, including financial and operational monitoring meetings
- To report to FRC on matters regarding regional educational performance as required
- In regard to risk management
  - To ensure that the Trust-wide approach to risk identification and management is adopted across the region
  - To monitor risk across the region by receiving and scrutinising reports from LACs and by maintaining an oversight of each academy's strengths and areas for improvement
  - To report to ARC on matters regarding risk management
- In regard to policies
  - To ensure Trust-wide policies are understood by LACs and academy Principals and to advise on appropriate local content where this is required
  - To contribute to the development of Trust-wide policies by providing input and scrutiny as required
- In regard to communication and collaboration
  - To develop strong working relationships with LAC Chairs and other LAC members
  - To provide a forum for effective two-way communication between the Trust Board and LACs
  - To review new opportunities proposed for regional collaboration and ensure that these are communicated to ELT and to the Trust Board
- In regard to specific issues
  - To consider any regional implications of proposed changes to individual academies' admissions arrangements as part of the Trust-wide annual development of an Admissions policy
  - To support LACs in specific areas, such as hearing exclusion appeals or supporting the recruitment of senior leaders, when necessary to ensure an external view is provided
  - To contribute thinking towards the Trust's ambitions in regard to community engagement based on the experience of individual academies across the region
  - To provide support to LACs in their work to develop and deliver an approach to pupil/learner enrichment and to community engagement
  - To synthesise the views of stakeholders gathered by LAC activity and to report this to ELT and to the Trust Board

## **Local Academy Committees (LACs)**

### *Constitution*

The Trust Board has established committees to be known as the Local Academy Committees (LACs). There is a LAC for each academy within the Trust. The membership of these LACs is as detailed at the start of this document.

LACs meet six times a year.

The Chair of each LAC is elected by the members of the LAC.

Each LAC appoints, from among its number, a 'lead member' with responsibility for the following areas, who develops some expertise in the area concerned and leads LAC activity:

- Safeguarding
- Special Educational Needs
- Health and Safety
- Pupil Premium and Finance
- Community Engagement
- Pupil/Learner Wellbeing and Personal Development.

LAC meetings are attended by members of the Trust's staff as detailed at the start of this document. The academy Principal is the executive lead for their own LAC.

The Chair of the LAC may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.

Meetings of the LAC are quorate if the majority of LAC members are present. Where a vote is necessary, each member of the LAC has one vote and the Chair may use a casting vote where a vote is split evenly.

LAC minutes are provided to the RPB and to ELT within 21 days of any meeting, and the Chair of the LAC may, on occasion, also be invited to provide a verbal or written report to the RPB or to the Trust Board.

LACs conduct an annual review of their activity and effectiveness and report this to the Trust Board also.

### *The remit of LACs*

LACs are important in the Trust's approach to governance in the following ways. They are

- responsible for providing assurance to the Board of Trustees (and to external bodies, such as Ofsted) that local decisions about the curriculum, finance and business operations have been scrutinised with an eye on the impact they will have on the community served by the academy, and assurance that Trust-wide and statutory policies are being properly followed
- accountable for the decisions made in support of the academy Principal as part of a panel within the parameters of our policies on complaints, exclusions, admissions appeals and staff disciplinarys
- responsible for supporting the ambitions of the Trust more broadly, for example, by engaging with collaborative development or quality assurance activities (such as FAR and CSI) or supporting the process whereby decisions affecting the academy (such as the appointment of a new Principal) are made

- charged with engaging fully with our communities and championing the Trust and each academy as their ‘heartbeat’, developing work that will support positive attitudes to learning among future pupils, parents and others and bringing the outside world into the classroom through the use of their own professional networks.

In a MAT structure, however, it is important that local governance does not duplicate the activity of the Trust’s executive functions in regard to the performance management of the academy’s senior leadership. The function of the LAC is to scrutinise rather than to hold to account.

As a consequence, the following remit is agreed for LACs:

- In regard to strategy and governance
  - To oversee the academy’s understanding and implementation of the Trust’s vision, mission and values
  - To contribute thinking to the RPB’s work on further developing the Trust’s overarching strategy based on the experience of the academy
  - To receive and scrutinise assurance from the academy Principal that the day-to-day operation of the academy is compliant with a wide range of legislative and statutory requirements
  - To play an active part in Trust-wide governance development activity
- In regard to safeguarding
  - To ensure that Trust-wide safeguarding policies and procedures are adhered to and that the Single Central Record is completed
  - To receive and scrutinise reports from the academy Principal in regard to safeguarding and to contribute, via the RPB, to the Trust’s understanding of its work in this area
- In regard to educational performance
  - To understand the academy’s targets as they apply to educational performance and to monitor these
  - To receive and scrutinise reports from the academy Principal in regard to performance (including aspects such as attendance and behaviour), with a particular focus on provision for those with Special Educational Needs and on the performance of different groups of pupils/learners
  - To provide an assessment of progress against the academy EIP to the RPB
  - To play an active role in external (such as Ofsted) and internal (such as FARs) QA processes, by maintaining and demonstrating the degree of knowledge and understanding of the academy that is required
- In regard to finance and resources
  - To receive the academy’s annual education budget and to monitor its impact, for example by receiving and scrutinising reports from the academy Principal
  - To receive and scrutinise reports from the academy Principal in regard to the use and impact of pupil premium funding and to contribute to the Trust-wide view of the effective use of this funding
- In regard to risk management
  - To ensure that the Trust-wide approach to risk identification and management is adopted within the academy
  - To monitor the academy’s risk register on a regular basis and to report to the RPB on areas of concern

- To receive and scrutinise reports on health and safety related matters and ensure that ELT and the RPB are aware of any concerns
- In regard to policies
  - To receive and adopt Trust-wide policies and to support the academy Principal with the determination of localised policies and content sanctioned within the Trust's policy framework
  - To contribute to the development of Trust-wide policies by providing input and scrutiny as required
- In regard to personal and community development
  - To ensure that the academy has adequate mechanisms in place for gathering the views of pupils/learners, parents and staff (including via any complaints received) and to receive and scrutinise reports about these views, ensuring that ELT and the RPB is made aware of any commonly occurring themes
  - To undertake any 'deep dives' deemed necessary for the LAC to have a better understanding of the work of the academy and to ensure that any lessons learned from these are reported to the RPB
  - To develop an academy strategy for work which engages with local communities and external organisations in pursuit of delivering a rounded pupil/learner experience
  - To explore ways in which external networks might enrich the experience of pupils/learners
  - To champion the academy within the local community and to seek to establish ways in which the academy might enhance its community engagement strategy
- In regard to specific issues
  - To support the academy Principal and SLT by leading any necessary local consultations in regard to admissions arrangements, hearing admissions appeals if required and promoting the recruitment of new pupils/learners
  - To support the academy Principal and SLT by hearing exclusion appeals and investigating complaints as specified in the Trust's exclusions and complaints policies
  - To support the academy Principal and SLT in the ways defined within other Trust policies, such as staff disciplinarys
  - To ensure that the academy maintains a register of fixed assets and that the Trust Board is made aware of any proposed changes to the academy's fixed assets
  - To support the Trust CEO and other members of ELT in regard to the appointment of the academy Principal and, if required, other members of the academy's SLT.

## **Glossary of acronyms**

AGM	Annual General Meeting, convened by the Trust's Members
ARC	Audit and Risk Committee, sub-committee of the Trust Board responsible for the monitoring and management of risk
ATT	Academy Transformation Trust ('the Trust')
CEO	Chief Executive Officer (of the Trust), also Accounting Officer
CFO	Chief Financial Officer (of the Trust)
CLG	Clerks Leadership Group, Trust-wide development forum for clerks
COO	Chief Operating Officer (of the Trust), also Deputy Chief Executive Officer
CSI	Challenge, Support and Intervention – the Trust's regular programme of performance monitoring meetings in regard to each academy
DfE	Department for Education, the Government department with overall responsibility for national educational performance
ELT	Executive Leadership Team, senior executive team for the Trust
ESFA	Education and Skills Funding Agency, the arm's length DfE body responsible for the allocation and monitoring of funding to the Trust
FAR	Full Academy Review, the Trust's annual peer-to-peer quality assessment of each academy
FRC	Finance and Resources Committee, sub-committee of the Trust Board responsible for the monitoring and oversight of financial and operational performance
GLF	Governance Leadership Forum, Trust-wide development forum for all those involved in our governance
HoCA	Head of Corporate Affairs (of the Trust)
LAC	Local Academy Committee, sub-committee of the Trust Board at academy level
Ofsted	Office for Standards in Education, the body responsible for inspecting education provision in England
PAPP	Pay and People Performance Committee, sub-committee of the Trust Board responsible for the monitoring and oversight of people-related matters
RED	Regional Education Director (of the Trust), of whom there are four – two in each region, one leading our primary academies and one leading our secondary and FE academies
RPB	Regional Performance Board, sub-committee of the Trust Board at regional level
SLT	Senior Leadership Team, within an academy, led by the academy Principal
SOC	Standards and Outcomes Committee, sub-committee of the Trust Board responsible for the monitoring and oversight of educational performance

## **Wider reading**

During 2019-20, we will be building up a resource bank of useful reading for those involved in our governance.

As a starter, you may find the following useful:

*DfE Governance Handbook and Competency Framework* at

<https://www.gov.uk/government/publications/governance-handbook>

*DfE Clerking Competency Framework* at

[https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/609971/Clerking\\_competency\\_framework.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/609971/Clerking_competency_framework.pdf)

*Moving MATs Forward* – a recent thinkpiece from the National Governors Association which highlights a new approach for the future available at [https://www.nga.org.uk/Knowledge-Centre/research-\(1\)/Moving-MATs-forward-the-power-of-governance.aspx](https://www.nga.org.uk/Knowledge-Centre/research-(1)/Moving-MATs-forward-the-power-of-governance.aspx)

*Organisational Culture in Multi Academy Trusts* – a recent thinkpiece from ICSA and the Confederation of School Trusts outlining new thinking in regard to the assessment of MAT performance, available at <https://www.icsa.org.uk/knowledge/research/organisational-culture-in-academy-trusts>