



RLA TRUSTEE HANDBOOK 2023/24

(All policies in the RLA Governance Handbook are subject to annual review – the next review is scheduled for July 2024)

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REIGATE LEARNING ALLIANCE MEMBERSHIP 2023/24

MEMBERS
(UP TO 5 MEMBERS)

Name	Date of Appointment	Status of Appointment	Appointing Body
Mr Michael Jones	11/07/17	Subscriber Member	Memorandum
Mr Ian Fortune	11/07/17	Subscriber Member	Memorandum
Mr Charles Hardy	01/04/19	Member	Members
Ms Cathy Lynch	19/10/22	Member	Members
Vacancy			

REIGATE LEARNING ALLIANCE TRUST BOARD MEMBERSHIP

(Maximum number of Trustees shall be 11, comprising up to 8 appointed by the Members under Article 46, up to 3 co-opted by the Trustees under Article 58, and the Chief Executive Officer under Article 57).

Name	Date of Appointment/ Re-Appointment	Term of Office	Current Office Expiry Date	Status of Appointment	Appointing Body
Ms Pat Frankland (Chair)	01/09/17	4 Years	31/08/21	Trustee	Members
	Re-appointed	4 Years	31/08/25		
	Re-appointed	4 Years	31/08/29		
Mr Spencer Bowen	18/10/18	4 Years	17/10/22	Trustee	Members
	Re-appointed	4 years	17/10/26		
	Re-appointed	4 Years	17/10/30		
Ms Christine Downton	01/09/23	4 Years	31/08/27	Trustee	Members
Mr Stephen Hewes	01/09/17	4 Years	31/08/21	Trustee	Members
	Re-appointed	4 Years	31/08/25		
	Re-appointed for an additional year	1 Year	31/08/26		

Name	Date of Appointment/ Re-Appointment	Term of Office	Current Office Expiry Date	Status of Appointment	Appointing Body
Mr Nick Clark	01/12/20	4 Years	30/11/24	Co-opted	Trustees
Mr Chris Whelan	11/07/17	Ex officio	N/A	Chief Executive Officer	Members
Ms Yvette Robins	18/10/18 Re-appointed 18/10/22	4 Years 4 years	17/10/22 17/10/26	Trustee	Members
Mr Gerard Weide	18/10/18 Re-appointed 18/10/22 Re-appointed for an additional year	4 Years 4 Years 1 Year	17/10/22 17/10/26 17/10/27	Trustee	Members
Mr Farouk Durrani	18/10/18 Re-appointed 18/10/22 Re-appointed for an additional 2 years	4 Years 4 years 2 Years	17/10/22 17/10/26 17/10/28	Trustee	Members
Ms Kate Fulker	01/09/22	4 Years	31/08/26	Trustee	Members
Ms Debbie Dalzell	01/03/24	4 Years	29/02/28	Co-opted Trustee	Trustees

RLA COMMITTEE & LOCAL GOVERNING BODY MEMBERSHIP

AUDIT & RISK COMMITTEE

Stephen Hewes (Chair)
Kate Fulker
Debbie Dalzell

FINANCE COMMITTEE:

Farouk Durrani (Chair)
Chris Whelan
Spencer Bowen
Christine Downton

REMUNERATION COMMITTEE

Ms Pat Frankland (Chair)
Mr Spencer Bowen (Vice Chair)
Mr Gerard Weide

**REIGATE COLLEGE LOCAL GOVERNING BODY:
(UP TO 12 GOVERNORS)**

Name	Date of Appointment	Term of Office	Current Office Expiry Date	Status of Appointment	Appointing Body
Mr Nick Clark	01/09/17 Re-appointed 01/09/21	Ex officio	31/08/21 31/08/25	Executive Principal/ Trustee	Trustees
Mr Spencer Bowen (Chair)	01/05/2021	4 Years	30/04/25	Trustee	Trustees
Mr Chris Whelan	01/09/17 Re-appointed 01/09/21	Ex officio	31/08/21 31/08/25	Chief Executive/ Trustee	Trustees
Ms Yvette Robbins (Vice Chair)	18/10/18 Re-appointed 18/10/22	4 Years	17/10/22 17/10/26	Trustee	Trustees
Mr Gerard Weide	01/09/2021	4 Years	31/08/26	Trustee	Trustees
Mr Jeremy Garner (Executive Headteacher de Stafford and Merstham Park Schools)	01/09/21	4 Years	31/08/25	Co-opted Governor	Trustees
Ms Claire Hassan	01/02/22	4 Years	31/01/26	Staff Governor	Staff
Ms Nicola Thompson	01/02/22	4 Years	31/01/26	Staff Governor	Staff
Ms Amelia Rolt	01/09/23	1 Year	31/07/24	Student Governor	Trustees
Ms Eva Da Silva	01/09/23	1 Year	31/07/24	Student Governor	Trustees
Ms Jenny Sharma	01/01/24	2 Years	31/12/26	Parent Governor	Parents
Ms Cheryl Agius	01/04/23	2 Years	31/03/25	Parent Governor	Parents



MEETING DATES 2023/24

DATE	TIME	MEETING/EVENT
AUTUMN TERM 2023		
TUESDAY	19/09/23	1730
TUESDAY	10/10/23	1630
TUESDAY	14/11/23	1730
TUESDAY	21/11/23	1730
TUESDAY	05/12/23	1730
SPRING TERM 2024		
TUESDAY	23/01/24	1630
TUESDAY	30/01/24	1630
TUESDAY	20/02/24	1730
TUESDAY	27/02/24	1730
TUESDAY	19/03/24	1730
SUMMER TERM 2024		
TUESDAY	07/05/24	1630
TUESDAY	11/06/24	1730
TUESDAY	18/06/24	1730
TUESDAY	09/07/24	1730

INDICATIVE ANNUAL CYCLE OF SUBSTANTIVE BUSINESS

FINANCE & RESOURCES COMMITTEE:

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Review Management Accounts • Review Report and Annual Financial Statements for year-ended • Review of Contracts • Receive Accommodation/ Building Updates • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review 	<ul style="list-style-type: none"> • Review Management Accounts • Review Reconciliation Statement • Review of Financial Regulations • Review Charging & Remissions Policy for next Academic Year • Review of Contracts • Receive Accommodation/ Building Updates • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review 	<ul style="list-style-type: none"> • Conduct Annual Review of Committee's Terms of Reference • Review Management Accounts • Review Trust Budget for the next financial year • Review Discretionary Policy • Review of Contracts • Receive Accommodation/ Building Updates • Annual Review of Statutory College Policies that fall under the remit of the Committee • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review

AUDIT & RISK COMMITTEE

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Review Audit Progress Report • Internal Audit: 	<ul style="list-style-type: none"> • Review Audit progress Report • Review Internal Audit Report • Review Risk Register 	<ul style="list-style-type: none"> • Conduct Annual Review of Committee's Terms of Reference • Review Audit Progress Report

<ul style="list-style-type: none"> • Review Annual Internal Audit Report for Previous Year • Approve Internal Audit Plan for Current Year • Financial Audit: • Review Financial Statements • Review Financial Statement Audit Findings Report • Review School Resource Management Checklist • Risk Register • Receive confirmation of Board Assurance Assessments conducted by Committees this term • If required, to hold a confidential session with the auditors prior to considering the Committee's Annual Report • Review Audit & Risk Committee's Annual Report • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting. • Annual Review of Auditors • Meeting Review 	<ul style="list-style-type: none"> • Receive confirmation of Board Assurance Assessments conducted by Committees this term • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review 	<ul style="list-style-type: none"> • Review Audit Plan for Financial Statements Year ended • Risk Register • Annual Review of all Statutory College Policies • Review Disaster Recovery Policies – i.e., Major Incident Policy, IT Disaster Policy • Conduct Annual Review of the Board Assurance Framework • Receive confirmation of Board Assurance Assessments conducted by Committees this term • Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review
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REIGATE COLLEGE LOCAL GOVERNING BODY MEETING:

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Review Admissions and Numbers On-Roll & Marketing Strategies • Review Provisional outcome data for previous academic year • Review Reigate College Self -Assessment Report & Development Plan • Student Voice • Staff Voice • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review 	<ul style="list-style-type: none"> • Review of Development Plan • Review Student Retention Update • Student Voice • Staff Voice • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review 	<ul style="list-style-type: none"> • Conduct Annual Review of LGB's Terms of Reference • Review of Development Plan • Review Student Retention Update • Receive Annual Safeguarding & Prevent Report • Receive Presentation on Student & Staff Well-being • Annual Review of Statutory College Policies that fall under the remit of the LGB • Student Voice • Staff Voice • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review

REMUNERATION COMMITTEE:

Autumn
<ul style="list-style-type: none"> • Consider Remuneration of the Chief Executive Officer and Executive Principal • Review of agreed KPIs for both post holders

TRUST BOARD

Autumn 1st meeting	Autumn 2 nd meeting	Spring	Summer
<ul style="list-style-type: none"> • Annual conversation between trustees and executives to clarify what each expects from the governance function and where the key focus of the Board and local governing body will for the year ahead. • Risk Register • Chief Executive Report • KPI Monitoring • Safeguarding/Prevent Exceptional Reporting • Review Management Accounts • Receive Indicative Schedule of Business for the forthcoming academic year & Board Assurance Framework • Recap on the Roles & Responsibilities of Trustees • Trustee Attendance for previous year • Training log for previous year and training schedule for current year • Staff Structure Chart • Discussion on key objectives & Expectations for the year ahead 	<ul style="list-style-type: none"> • Risk Register • Chief Executive Report • KPI Monitoring • Safeguarding/Prevent Exceptional Reporting • Report from the Local Governing Body • Review Management Accounts • Report from the Finance & Resources Committee • Report from the Audit & Risk Committee including: • Approve Annual Report from the Audit Committee including Annual Report from Internal Auditor & Audit Findings • Report from the External Auditor • Approve Letters of Representation • Approve Financial Statements and Year-End Accounts • Approve Risk Management & Board Assurance Policy for the current year 	<ul style="list-style-type: none"> • Risk Register • Chief Executive Update • KPI Monitoring • Report from the Local Governing Body • Review Management Accounts • Annual Health & Safety Report • Safeguarding/Prevent Exceptional Reporting • Report from the Finance & Resources Committee • Approve Charging & Remissions Policy for the next academic year • Report from the Audit Committee • Review Risk Management & Board Assurance Policy for the current year • Receive report on assurance assessments conducted by Committees • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting 	<ul style="list-style-type: none"> • Risk Register • Chief Executive Report • KPI Monitoring • Analysis of Student/Staff/Parent Surveys • Partner Schools Annual Report • Approve Any Changes Arising from the Annual Review of Terms of Reference conducted by Committees • Annual Safeguarding/Prevent Report • Report from the Local Governing Body • Review Management Accounts • Report from the Finance & Resources Committee • Approve Admissions Policy • Approve Trust Budget for the next financial year

<ul style="list-style-type: none"> • Receive Trustee Governance Handbook • Annual HR Report • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Meeting Review 	<ul style="list-style-type: none"> • Receive report on assurance assessments conducted by Committees • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • To receive from the Trust Chair confirmation of appraisals for Chief Executive and Executive Principal • Approve any remuneration recommendations from the Remuneration Committee • Meeting Review 		<ul style="list-style-type: none"> • Report from the Audit Committee • Receive report on assurance assessments conducted by Committees • Conduct Board Assurance Assessments on reports/agenda items considered at this meeting • Conduct Annual Election of Chair and Vice Chair • Approve Committee Chairs and Committee membership for the next year • Meeting Review
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MEMBERS ANNUAL GENERAL MEETING (TRUSTEES INVITED TO ATTEND THE AGM)

<p>Spring</p>
<ul style="list-style-type: none"> • To receive report on the progress against the Trust's strategic objects • Presentation of the financial accounts in the Financial Statements • Membership of the Trust –To receive current Trust membership and agree any changes to Members' membership • Approve Appointment of external auditors • Any other required resolution • Joint strategy session with Members & Trustees on the Trust's Strategic Plan and long-term strategic thinking on the direction of travel for the MAT



Education & Skills
Funding Agency

Academy trust handbook 2023

also known as the Academies financial handbook

**For academy members, trustees,
accounting officers, chief financial
officers and auditors**

Effective from 1 September 2023

July 2023

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Foreword

Twenty years ago, the first academy schools opened. Since then, the sector has grown in size, in variety, and maturity.

My ambition is to ensure that all schools continue to provide the very best educational experience for our young people. For that to happen, given the department's role as regulator of academy trusts we must think carefully about achieving the right balance of support, autonomy and oversight.



The academy trust handbook, has played a vital role over the years in delivering clarity about the oversight framework that applies to academy trusts, helping us all provide assurance that public money is spent well. Trustees continue to take on very significant responsibilities and this is unchanged by this handbook.

In December I invited representatives of the sector, including CEOs, CFOs, and sector representative bodies, to feed back to us on where the department's oversight framework could be improved, simplified, or streamlined, and whether the way in which we communicate requirements could be clearer. While we remain focused on our responsibilities to Parliament, the taxpayer, and the public, we have been keen to listen to your views and I am grateful to everyone who has spoken to me and to ESFA and DfE colleagues in the last year with suggested areas for improvement.

As a result, this year's handbook is a simpler, shorter and more sharply focussed document than before. For example, we are making changes to the approval level for related party transactions, reflecting a more balanced approach in this area; we have simplified how we describe some aspects of trust governance; and we have more clearly expressed how internal scrutiny can best be applied.

Having said that, we have also reflected on whether we need to strengthen messages in a small number of areas. Most notably, the health and safety of our children and of everyone in the sector remains paramount, and for this reason the academy trust handbook contains additional content about the safety and management of your school estate. I appreciate it is important to you to understand the risks associated with your buildings and to use the resources available intelligently to minimise those risks. I also realise that it is a risk we share with you.

The handbook has always sought to be the product of a collaborative relationship with the sector, and we are grateful to everyone, including our academy working groups and steering group, who have supported us to get to this point. We will continue to improve the handbook and the oversight framework as a whole and continue to welcome feedback and suggestions which we will review carefully for next year and beyond.

Baroness Barran

Minister for the School System and Student Finance

Who should read this handbook

Read this handbook if you have responsibility for governing, managing or auditing an academy trust.

What the handbook covers

The handbook:

- **must** be complied with as a requirement of trusts' [funding agreements](#) with the Secretary of State
- describes financial responsibilities of academy trusts
- describes other responsibilities of academy trusts including references to safeguarding and keeping buildings safe and well-maintained
- explains when trusts **must** obtain ESFA approval in advance for financial transactions
- balances the need for effective financial governance with the freedoms that trusts need over their day-to-day business
- sets out the areas of HM Treasury's [Managing Public Money](#) applying to trusts, and reflects [The 7 principles of public life](#) (selflessness, integrity, objectivity, accountability, openness, honesty and leadership) to which public office holders **must** adhere
- covers all types of academy including single academy trusts, trusts with multiple academies, free schools, studio schools, university technical colleges, alternative provision and special academies
- sets out that ESFA may intervene where it has concerns about the trust's compliance.

Using the handbook

In the handbook:

- '**must**' – identifies requirements. A list can be found [here](#).
- '**should**' – identifies minimum good practice which trusts should apply unless they can demonstrate that an alternative approach better suits their circumstances.

What else should you read?

Depending on your role, you may need to refer to other material some of which is set out below. You will find further reading here:

- [Academies: compliance, funding and payments](#)
- [Academies: A to Z of terms](#)
- [Academies regulatory and commissioning review](#)
- [Charity Commission guidance publications](#)

- [ESFA Good Practice Guides](#)
- [ESFA Planning Calendar](#)
- [ESFA training and Academy Finance Professionals 'Power Hours' \(videos and webinars\)](#)
- [ESFA updates](#)
- [Governance structures and roles.](#)
- [Trust quality descriptions](#)
- [Understanding your data](#)
- [What academies, free schools and colleges must or should publish online](#)

What has changed in this edition?

This year the handbook has been sharpened and shortened, and trusts should ensure that they are aware of and apply the supplementary guidance signposted throughout the handbook.

Simplified areas have also been highlighted below along with the **main changes**:

Roles and responsibilities

- Updating content on **governance matters** throughout part 1 following the publication of the [trust quality descriptions](#)
- Emphasising the importance and value of **good estates safety and management** ([1.19](#))
- Confirming that the board should have **sufficient financial knowledge** to hold the executive to account ([1.25](#))
- Explaining that the roles of the [Accounting Officer](#) and the [Chief Financial Officer](#) **should not be occupied by the same individual** ([1.28](#))

Main financial requirements

- Confirming that trusts **no longer need** to provide an explanation in their governance statement where the board has not met at least 6 times in the year ([2.3](#))
- Providing trusts with an additional month to **submit their Budget Forecast Return** ([2.15](#))
- Simplifying the position on the **preparation and circulation of management accounts**, including more discretion for trusts ([2.18 – 2.20](#))
- Explaining the permissive position on **Electric Vehicle (EV) salary sacrifice schemes** ([2.31](#))

Delegated Authorities

- Simplifying the position on **GAG pooling** to strengthen the value and importance of this practice for trusts to consider ([5.30](#) and [5.31](#))
- Refining the approval threshold for **related party transactions**, and simplifying arrangements for transactions within other educational providers ([5.42](#) & [5.57](#))

The regulator and intervention

- We have amended the section on **NtIs** to make clearer the range of circumstances in which an Ntl might be issued ([6.16.](#)) The department will engage with the sector in developing its approach to intervention, including the process to be followed by the department's Regions Group and the evidence that they will rely on to determine the strength of trustees' oversight of educational performance.

Part 1: Roles and responsibilities

The duties of key people responsible for running academy trusts.

- 1.1 Trusts perform an important role in advancing education, promoting pupil welfare and keeping trusts' estates safe and well-maintained. Trustees and management **must** have the skills, knowledge and experience to run the academy trust.

Members

Role of members

- 1.2 Every trust has members who have a similar role to shareholders of a company limited by shares. Member powers are set out in the trust's [articles of association](#).

How many members should there be?

- 1.3 The academy trust **must** have at least three members but should have five or more.

Suitability of members

- 1.4 Trusts **must** ensure that their members are not currently subject to a direction made under section 128 of the [Education and Skills Act 2008](#), which prohibits individuals from taking part in academy trust management, and that they do not appoint as a member, a person who is currently subject to a section 128 direction.

Can employees be members?

- 1.5 No. Members **must not** be employees of the trust, nor occupy staff establishment roles on an unpaid voluntary basis.

Can trustees be members?

- 1.6 The majority of members should not also be trustees.

Working with the trustees

- 1.7 It is important for members to be kept informed by trustees about trust business so they can be assured that the board is exercising effective governance and use their powers to step in if governance is failing. This **must** include providing the members with the trust's audited annual report and accounts as stated in paragraph [4.4](#).

Find out more about the role of members in section 5 of the [Governance Handbook](#) and the [academy trust governance: structures and roles](#) guidance.

Trustees

Who are the trustees?

- 1.8 The trustees of the academy trust are both charity trustees and company directors. This handbook refers to them as trustees. However, in some academy trusts, such as church academies, those on the board are known instead as ‘directors’. In church academies, the term ‘trustees’ is reserved for those on the board of the separate trust owning the land.
- 1.9 All trusts should have reserved places for parents, carers or other individuals with parental responsibilities in their governance structure; trusts should hold elections to fill these places, as appropriate.
- Single academy trusts should have at least two such places on the board.
 - Trusts with multiple academies should have at least two such places on the board or at least two such places on each local committee (known as local governing bodies in the department’s model articles) where the trust has established them.

Find out more about:

- [Model articles of association for academy trusts](#)
- DfE’s [governance structures and role descriptors](#) guidance.

Board purpose

- 1.10 The academy trust is the legal entity with the board having collective accountability and responsibility for the academy trust and assuring itself that there is compliance with regulatory, contractual, and statutory requirements.

The academy trust board provides:

- Strategic leadership of the academy trust: the board defines the trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the trust’s culture and sets and champions the trust strategy including determining what, if any, governance functions are delegated to the local tier
- Accountability and assurance: the board has robust effective oversight of the operations and performance of the academy trust, including the provision of education, pupil welfare, overseeing and ensuring appropriate use of funding and effective financial performance and keeping their estate safe and well-maintained

- Engagement: the board has strategic oversight of relationships with stakeholders. The board involves parents, schools and communities so that decision-making is supported by meaningful engagement.

1.11 The trustees **must** apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. Trusts should consider the features of high quality governance as described in the [trust quality descriptions](#).

Do trustees have statutory duties?

1.12 Yes. They **must** comply with the trust's charitable objects, with company and charity law, and with their contractual obligations under the [funding agreement](#). Company directors' duties are described in sections 170 to 181 of the [Companies Act 2006](#). Charity trustees' duties are described in the Charity Commission's [The essential trustee](#) guidance.

1.13 As an organisation, the trust has a range of responsibilities under current legislation and statutory guidance. Trusts' responsibilities include such matters as safeguarding, health and safety and estates management. Ensuring strong governance in these areas will be a key priority for the board.

Safeguarding

1.14 Academy trust boards have a duty to:

- safeguard and promote the welfare of children
- have regard to any statutory guidance on safeguarding, issued by the Secretary of State
- ensure the suitability of staff, supply staff, volunteers, contractors and proprietors.

Find out more about this duty in:

- [The Education \(Independent School Standards\) Regulations 2014](#)

and read further guidance in:

- [Working together to safeguard children](#)
- [Keeping children safe in education](#) (KCSIE), which contains guidance on legal requirements including Disclosure and Barring Service (DBS) checks, directions made under section 128 of the [Education and Skills Act 2008](#) prohibiting individuals from taking part in academy trust management, and teacher prohibition checks

1.15 When carrying out the Prevent duty, as required under section 26 of the Counter Terrorism and Security Act, trusts are required to follow the Home Office’s ‘Revised Prevent duty guidance: for England and Wales’ and the DfE’s general advice ‘Protecting children from radicalisation: the prevent duty’.

Find the guidance at:

- [Revised Prevent duty guidance: for England and Wales](#)
- [Protecting children from radicalisation: the prevent duty](#)

Health and safety

1.16 The main legislation covering this area is the Health and Safety at Work etc. Act 1974 and its regulations. Under the Act the academy trust, as an employer, is responsible for the health and safety of its staff, pupils, and any visitors.

1.17 Trust boards should follow the department’s ‘Health and Safety: responsibilities and duties for schools’ as well as ‘Health and Safety Executive (HSE) guidance for Education’.

Find out more at:

- [Health and Safety at Work etc. Act 1974](#)
- [Health and Safety: responsibilities and duties for schools](#)
- [Health and Safety Executive guidance for Education](#)

1.18 Academy trusts have a duty to manage asbestos in their schools effectively, compliant with the [Control of Asbestos Regulations 2012](#).

Find out more about:

- [Managing Asbestos in Your School or College](#) – DfE guidance to help academy trusts understand their duties in relation to asbestos management
- [Asbestos registers and management plans](#) – essential for safe management of asbestos
- [Duty to manage asbestos guidance](#) - detailed advice from the Health and Safety Executive
- [Asbestos management checklist for schools](#) – questions to help academy trusts check whether suitable precautions are in place
- [Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013](#) – including trusts’ legal duty to notify the Health and Safety Executive in certain circumstances where asbestos has been disturbed or damaged

Estates management

1.19 An academy trust’s estate is both an asset and a mechanism to deliver outcomes for pupils. The DfE expects academy trusts to manage their school estate strategically and effectively and maintain their estate in a safe working condition.

This includes complying with statutory duties to ensure the health and safety of building occupants.

Trusts should ensure they are aware of and are applying the following guidance relevant to estates safety and management:

- advice, standards and tools for academy trusts at [Good Estate Management for Schools](#), including guidance on an estates strategy and asset management plan, and the [Estate management competency framework](#) for standards on the skills and knowledge needed for individuals at all levels.
- the [Condition Data Collection \(CDC\)](#) process which helps DfE understand the condition of government funded schools across England for the purposes of targeting funding where it is needed most.
- [Reinforced Autoclaved Aerated Concrete \(RAAC\) guidance](#). RAAC is a weaker form of concrete used in floors, walls, and roofs of buildings constructed or modified between the 1950s and mid-1990s and could pose a particular risk.
- [School Capital Funding guidance](#), who it's for, current and past allocations, how it's calculated and spending guidance.
- [Condition Improvement Fund](#) including links to terms and conditions.

Further information and guidance is available from [The Trust Network](#), which is run by trusts for trusts to help its members develop effective, efficient, and economically sustainable estates and safety management.

What else do trustees consider?

1.20 The trustees **must** ensure regularity and propriety in use of the trust's funds, and achieve [economy](#), [efficiency](#) and [effectiveness](#) – the three elements of [value for money](#). The trustees **must** also take ownership of the trust's financial sustainability and its ability to operate as a [going concern](#).

What does the chair of trustees do?

1.21 The chair is responsible for ensuring the effective functioning of the board and has a vital role in setting the highest expectations for professional standards of governance and accountability for the board.

Find out more about the role of the chair: [Governance structures and roles](#).

Can employees be trustees?

1.22 Any newly appointed [senior executive leader](#) can only be a trustee, if the members decide to appoint them as such, the senior executive leader agrees and the trust's

articles permit it. No other employees should serve as trustees, nor should trustees occupy staff establishment roles on an unpaid voluntary basis.

Can trustees delegate?

1.23 Yes, to committees and the executive in accordance with their governance structure. Each committee (other than those in a trust with multiple academies constituted as a local governing body) **must** contain a majority of trustees, but it may also include other people the board chooses to appoint.

1.24 Academy trusts **must** not have de facto trustees (defined in appendix 1 of the [Charities SORP](#)) or shadow directors (defined in [section 251\(1\) of the Companies Act 2006](#)).

Skills and experience

1.25 The board should identify the skills and experience it needs, including sufficient financial knowledge to hold the executive to account. The board should also address this for committees/local committees/local governing bodies.

1.26 New trusts in their first year **must**, and established trusts should, include in their governance statement, an assessment of their governance structure, including a review of the board's composition in terms of skills, effectiveness, leadership and impact.

Find out more about:

- [academy trust governance: structures and roles](#)
- Charity Commission guidance [CC3: the essential trustee: what you need to know, what you need to do](#)
- the [automatic disqualification rules](#) for individuals acting as trustees or senior managers in charities
- compliance with [The Education \(Independent School Standards\) Regulations 2014 \(legislation.gov.uk\)](#)
- trustees should also follow the other guidance available from the [Charity Commission](#)
- questions for the board to ask itself about its governance arrangements in the DfE [School resource management self-assessment checklist](#)

The accounting officer

Who is the accounting officer?

- 1.27 The board of trustees **must** appoint, in writing, a senior executive leader, who may be appointed as a trustee. In single academy trusts this should be the principal. In trusts with multiple academies, it should be the [chief executive](#) or equivalent.
- 1.28 The board **must** also appoint, in writing, a named individual as its accounting officer. This should be the senior executive leader. The individual **must** be a fit and suitable person for the role. The roles of senior executive leader and accounting officer **must not** rotate. The roles of accounting officer and chief financial officer should not be occupied by the same individual. The accounting officer should be employed by the trust. The trust **must** obtain prior ESFA approval, if it is proposing, [in exceptional circumstances](#), to appoint an accounting officer who will not be an employee.

Departure of the senior executive leader (accounting officer)

- 1.29 When the senior executive leader is planning to leave the trust (for example retirement or resignation), the board of trustees should approach their Regional Director in advance to discuss their structure and options, including plans for recruitment.

Find out more about the [Regional Directors](#).

What does the accounting officer do?

- 1.30 The accounting officer role includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament and to ESFA's accounting officer for the trust's financial resources.
- 1.31 Accounting officers **must** be able to assure Parliament and the public, of high standards of probity in the management of public funds, particularly [regularity](#), [propriety](#) and [value for money](#).
- 1.32 Accounting officers **must** adhere to [The 7 principles of public life](#).
- 1.33 The accounting officer **must** have oversight of financial transactions, by:
- ensuring the academy trust's property and assets are under the trustees' control and measures exist to prevent losses or misuse
 - ensuring bank accounts, financial systems and financial records are operated by more than one person
 - keeping full and accurate accounting records to support their annual accounts.

The accounting officer's annual statement

- 1.34 The accounting officer **must** complete and sign a [statement on regularity, propriety and compliance](#) each year and submit this to ESFA with the audited accounts. The

accounting officer **must** also demonstrate how the trust has secured value for money via the governance statement in the audited accounts.

The accounting officer's duty to raise concerns

- 1.35 The accounting officer **must** take personal responsibility (which **must not** be delegated) for assuring the board that there is compliance with the funding agreement and handbook.
- 1.36 The accounting officer **must** advise the board in writing, if action it is considering is incompatible with the [articles](#), [funding agreement](#) or handbook.
- 1.37 Similarly, the accounting officer **must** advise the board in writing, if the board fails to act where required by the funding agreement or handbook. Where the board is minded to proceed, despite the accounting officer's advice, the accounting officer **must** consider the board's reasons and if the accounting officer still considers the action proposed by the board is in breach of the articles, the funding agreement or handbook, the accounting officer **must** notify ESFA's accounting officer immediately in writing.

Find out more about the accounting officer role in chapter 3 of [Managing Public Money](#).

The chief financial officer

Role of the chief financial officer

- 1.38 The board **must** appoint a [chief financial officer](#) (CFO) to whom responsibility for the trust's detailed financial procedures is delegated. The CFO should play both a technical and leadership role. The CFO should be employed by the trust, and the trust **must** obtain prior ESFA approval, if it is proposing, [in exceptional circumstances](#), to appoint a CFO who will not be an employee.

Skills and experience

- 1.39 The CFO and their finance staff **must** be appropriately qualified and/or experienced. Trusts **must** assess whether the CFO, and others holding key financial posts, should have a business or accountancy qualification and hold membership of a relevant professional body, dependent on the risk, scale and complexity of financial operations. ESFA encourages larger trusts (for example over 3,000 pupils) to consider the range of accountancy qualifications available from professional bodies such as the [ICAEW](#), [ACCA](#), [CIMA](#) or [CIPFA](#) (including CIPFA qualifications developed in partnership with [ISBL](#)), and take this into account when filling CFO vacancies.

1.40 CFOs and other key financial staff should maintain continuing professional development and/or personal development and undertake relevant ongoing training.

Find out what the CFO role may cover in the [Institute of School Business Leadership's Professional Standards](#), and its [employers' guidance](#).

CFOs may find it beneficial to engage in a local or regional network of fellow school business professionals. Find one in the [directory of school business professional networks](#).

The governance professional (clerk to the board)

1.41 The academy trust **must** appoint a governance professional to support the board of trustees, who is someone other than a trustee, principal or chief executive of the trust.

Find out more about the role of the governance professional in DfE's [governance structures and role descriptors](#) guidance

Being transparent about your governance

1.42 The trust **must** be transparent with its governance arrangements.

1.43 The trust **must** provide details of its governance arrangements in the governance statement published with its annual accounts, including what the board has delegated to committees and, in trusts with multiple academies, to local committees/governing bodies.

1.44 The trust **must** also publish on its website up-to-date details of its governance arrangements in a readily accessible format, including:

- the structure and remit of the trust's members, board of trustees, committees and local committees/governing bodies (the trust's scheme of delegation for governance functions), and the full names of the chair of each
- for each of the trust's members serving at any point over the past 12 months, their full names, date of appointment, date they stepped down (where applicable) and relevant business and financial interests including governance roles in other educational institutions
- for each trustee and local governor serving at any point over the past 12 months, their full names, date of appointment, term of office, date they stepped down (where applicable), who appointed them, and relevant business and financial interests, including governance roles in other educational institutions. If the accounting officer is not a trustee their business and financial interests **must** still be published

- for each trustee, their attendance records at board and committee meetings over the last academic year
- for each local governor, their attendance records at local governing body meetings over the last academic year.

1.45 The trust **must** make available on request for public inspection:

- the agenda for every meeting of the trustees, local committees/governing bodies and committees
- the approved minutes of each meeting
- any report, document or other paper considered at each meeting.

1.46 The trust may exclude from any item any material relating to:

- a named teacher or other employee or proposed employee
- a named pupil or student at the academy, or candidate for admission or referral to it
- any matter which, by reason of its nature, the trustees are satisfied should remain confidential.

Disclosure and Barring Service checks

1.47 Academy trusts **must** obtain enhanced DBS certificates for staff and supply staff as set out in the Independent School Standards and their funding agreements. Academy trust members, trustees, and committee members (including local committees/governing bodies) **must** also have an enhanced DBS certificate, which does not include a barred list check (unless they also engage in regulated activity).

Find out about [DBS](#) checks and regulated activity in schools within the statutory guidance [Keeping children safe in education](#) (KCSIE)

Part 2: Main financial requirements

The financial management requirements for academy trusts.

Financial oversight

- 2.1 Trustees and management **must** maintain robust oversight of the academy trust.
- 2.2 The trust **must** take full responsibility for its financial affairs, stewardship of assets and use resources efficiently to maximise outcomes for pupils.

Board meetings

- 2.3 Board meetings **must** take place at least three times a year, although trusts should consider meeting more frequently to discharge their responsibilities.

Scheme of delegation

- 2.4 The board cannot delegate overall responsibility for the academy trust's funds. However, it **must** approve a written scheme of delegation of financial powers that maintains robust internal controls. The scheme of delegation should be reviewed annually, and at the next available board meeting when there has been a change in trust management or organisational structure that would impact the effectiveness of any existing scheme of delegation.
- 2.5 The academy trust should have a finance committee to which the board delegates financial scrutiny and oversight, and which can support the board in maintaining the trust as a going concern.

Basic control principles

- 2.6 The academy trust **must** have sound internal control, risk management and assurance processes. This should follow a tiered approach comprising:
 - clearly communicated procedures, structures and training of staff
 - appropriate day to day supervision and checks by management
 - internal scrutiny overseen by an audit and risk committee
 - external audit and assurance.
- 2.7 The control framework **must**:
 - ensure delegated financial authorities are complied with
 - maintain appropriate segregation of duties
 - co-ordinate the planning and budgeting process

- apply discipline in financial management, including managing debtors, creditors, cash flow and monthly bank reconciliations
- [plan and oversee capital projects](#) including those relating to estates safety
- manage and oversee assets, and maintain a fixed asset register
- ensure [regularity](#), [propriety](#) and [value for money](#) in the organisation's activities
- ensure a risk register is maintained and reviewed by the board drawing on advice provided to it by the audit and risk committee
- reduce the risk of fraud and theft
- deliver independent checking of controls, systems, transactions and risks.

Find out how the trustees **must** ensure [internal control and risk management](#) is scrutinised and operating effectively.

Financial planning

2.8 The board of trustees **must**:

- ensure that financial plans are prepared and monitored, satisfying itself that the trust remains a [going concern](#) and financially sustainable
- take a longer term view of the trust's financial plans consistent with the requirement to submit three-year budget forecasts to ESFA
- set a policy for holding reserves and explain it in its annual report.

Find out more about:

- [Charity reserves: building resilience \(CC19\)](#)

Setting a budget

2.9 The board of trustees, and any separate committee responsible for finance, **must** ensure rigour and scrutiny in budget management.

2.10 The board of trustees **must** approve and minute their approval of a balanced budget, and any significant changes to it, for the financial year to 31 August, which can draw on unspent funds brought forward from previous years.

2.11 The board **must** ensure budget forecasts for the current year and beyond are compiled accurately, based on realistic assumptions, including any provision being made to sustain capital assets, and reflect lessons learned from previous years.

2.12 It should challenge pupil number estimates as these underpin revenue projections, and review these termly.

2.13 Boards are encouraged to take [an integrated approach to curriculum and financial planning](#).

2.14 Boards should refer to DfE's material on improving school resource management including the [top 10 planning checks](#) for boards. To help manage capital assets and budgets, including the safety of pupils and others on the school estate, they should refer to the [Good estates management for schools](#) guidance including the [organisation self-assessment tool](#), [top 10 estate checks for boards](#) and material on [strategic estate management](#).

Find out more to help with financial planning, financial performance and [resource management](#), including tools for:

- [financial benchmarking](#)
- [school resource management self-assessment checklist](#)
- [school financial efficiency metrics](#)
- [view my financial insights](#), which provides trusts with an assessment of their financial data based on similar schools
- [financial support for academy trusts in financial difficulty](#)

Sending your budget to ESFA

2.15 The academy trust **must** submit to ESFA, in a form specified by ESFA, an [Academies budget forecast return \(BFR\)](#) by the end of August in accordance with deadlines published annually.

2.16 This **must** be approved by the trustees before submission.

2.17 The board of trustees **must** notify [ESFA](#) within 14 calendar days of its meeting, if proposing to set a deficit revenue budget for the current financial year, which it cannot address after taking into account unspent funds from previous years, as this would be non-compliant with the funding agreement and this handbook.

Find out more about:

- submitting your [budget returns](#) to ESFA
- [deficit recovery](#)

Monitoring the budget

2.18 The trust **must** prepare management accounts, including an income and expenditure account, variation to budget report, cash flows and balance sheet every month setting out its financial performance and position.

2.19 Management accounts **must** be shared with the chair of trustees every month and the board **must** consider these when it meets and be assured that it has appropriate oversight of the trust's financial position.

2.20 The board **must** ensure appropriate and timely action is being taken to maintain financial viability, including addressing variances between the budget and actual income and expenditure.

Find out more from ESFA about:

- [management accounting](#) and [operating as a going concern](#)

Cash management

2.21 The trust **must** manage its cash position robustly. It **must** avoid becoming overdrawn on any of its bank accounts so that it does not breach restrictions on borrowing.

Investments

2.22 The board of trustees may invest to further the trust's charitable aims, but **must** ensure investment risk is properly managed. When considering an investment the board **must**:

- have an investment policy to manage and track its financial exposure, and ensure [value for money](#)
- exercise care and skill in investment decisions, taking advice as appropriate from a professional adviser
- ensure exposure to investment products is tightly controlled so security of funds takes precedence over revenue maximisation
- ensure investment decisions are in the trust's best interests
- review the trust's investments and investment policy regularly.

2.23 The board should follow the Charity Commission's guidance: [CC14 Charities and investment matters: A guide for trustees](#).

Procurement and spending decisions

2.24 The academy trust **must** be able to show that public funds have been used as intended by Parliament.

Procurement basics

2.25 The academy trust **must** ensure:

- spending has been for the purpose intended and there is propriety in the use of public funds including in relation to any actual or perceived conflicts of interest.
- spending decisions represent [value for money](#)
- internal delegation levels are applied
- a competitive procurement procedure is in place and incorporated into the trust's financial framework, and the procurement rules and thresholds in the [Public Contracts Regulations 2015](#) and [Find a Tender](#) service are observed
- professional advice is obtained where appropriate.

2.26 Trusts should refer to the [buying for schools](#) tool to help obtain value for money and apply relevant procurement regulations.

Find out more about:

- [buying procedures and procurement law for schools](#)
- [Meeting digital and technology standards in schools and colleges](#)
- how to [compare your costs](#) against other schools and access the [school financial benchmarking](#) tool
- additional guidance in annex 4.6 of [Managing Public Money](#)
- the duty for companies to report their [payment practices and performance](#).

Setting executive pay

2.27 The board of trustees **must** ensure its decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. No individual can be involved in deciding their remuneration.

2.28 The board **must** discharge its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable, including:

- an agreed process for determining executive pay
- independent scrutiny by the board
- robust decision-making
- proportionality – that pay and benefits represent good value for money and are defensible relative to the public sector market
- documented decision-making with rationale
- a basic presumption that executive pay and benefits should not increase at a faster rate than that of teachers, in individual years and over the longer term
- understanding that inappropriate pay and benefits can be challenged by ESFA, particularly in instances of poor financial management of the trust.

Publication of executive pay

2.29 The trust **must** publish on its website in a separate readily accessible form the number of employees whose benefits exceeded £100k, in £10k bandings, for the previous year ended 31 August. Benefits for this purpose include salary, employers' pension contributions, other taxable benefits and termination payments. Where the academy trust has entered into an off-payroll arrangement with someone who is not an employee the amount paid by the trust for that person's work for the trust **must** also be included in the website disclosure where payment exceeds £100k as if they were an employee.

Tax arrangements for senior employees

2.30 The academy trust **must** ensure its senior employees' payroll arrangements fully meet their tax obligations and comply with HM Treasury's guidance about the employment arrangements of individuals on the avoidance of tax. This is described in HM Treasury's [Review of the Tax Arrangements of Public Sector Appointees](#), which explains that senior managers with significant financial responsibilities should be exclusively on payroll, and therefore subject to Pay As You Earn with income tax and NI contributions deducted at source. Failure to comply with these requirements can result in a HM Treasury fine.

Electric Vehicle (EV) Salary Sacrifice Schemes

2.31 Electric Vehicle (EV) salary sacrifice schemes do not need ESFA approval where no liability falls on the trust if an employee does not fulfil their contractual obligations with the scheme provider. For other types of EV salary sacrifice schemes, or where the trust is under an Ntl, prior ESFA approval **must** be obtained.

Find out more about:

- [Setting executive salaries: guidance for academy trusts](#)
- [Principles for setting executive pay](#) from the Confederation of School Trusts
- [Executive pay: considerations for trustees setting executive leader pay in an academy trust](#) from the National Governance Association
- [Staffing and employment advice for schools](#)
- [List a teaching job at your school on Teaching Vacancies](#)

Purchase of alcohol

2.32 The trust's funds **must not** be used to purchase alcohol for consumption, except where it is to be used in religious services.

Income generation

2.33 The academy trust should set fees for its chargeable services at full cost, but can apply an additional rate of return when in a commercial environment.

2.34 For the provision of mainstream boarding places, trusts **must** charge on a full cost recovery basis applying a rate of return of 8% on boarding charges. Fees and charges should be determined in accordance with ESFA's guidance on [Managing boarding provision](#) and annex 6.1 of [Managing Public Money](#).

Risk management

Oversight of risk and the risk register

2.35 The trust **must** manage risks to ensure its effective operation and **must** maintain a risk register:

- Overall responsibility for risk management, including ultimate oversight of the risk register, **must** be retained by the board of trustees, drawing on advice provided to it by the audit and risk committee
- Other committees may also input into the management of risk at the discretion of the board
- Aside from any review by individual committees, the board should review the risk register frequently and **must** conduct a full review of it at least annually
- Risks management covers the full operations and activities of the trust, not only financial risks.

2.36 The trust's management of risks **must** include contingency and business continuity planning.

Find out more about:

- [management of risk: principles and concepts](#) including HM Treasury's suggested structure for a risk register
- [risk management](#) in ESFA's good practice guide.

The risk protection arrangement

2.37 The academy trust **must** have adequate insurance cover in compliance with its legal obligations or be a member of the academies risk protection arrangement (RPA). Not all risks are covered in the RPA and therefore trusts with RPA cover may require additional commercial insurance.

2.38 The trust should consider the RPA unless commercial insurance provides better value for money. If the trust is not an RPA member, it should determine its own level

of commercial insurance to include buildings and contents, business continuity, employers' and public liability insurance and other cover required.

2.39 The trust **must** cooperate with risk management auditors and risk managers, and implement reasonable [risk management audit recommendations](#) made to them.

Find out more about the [risk protection arrangement](#).

Whistleblowing

Having a procedure

2.40 The trustees **must** agree a procedure for whistleblowing, and publish it on the trust's website, to protect staff who report individuals they believe are doing something wrong or illegal.

2.41 The trust should appoint at least one trustee and one member of staff, who other staff can contact to report concerns.

Informing staff

2.42 The trust **must** ensure all staff are aware of the whistleblowing process and how concerns will be managed.

2.43 Staff should know what protection is available to them if they report someone, what areas of malpractice or wrongdoing are covered in the trust's whistleblowing procedure, and who they can approach to report a concern.

2.44 The trust **must** ensure all concerns raised with them by whistleblowers are responded to properly and fairly.

Find out more at:

- [whistleblowing for employees](#), including a definition of whistleblowing
- [school complaints and whistleblowing](#), including how ESFA handles complaints about academies
- the whistleblowing charity [Protect \(formerly Public Concern at Work\)](#), which provides confidential independent advice about wrongdoing in the workplace.

Provision of information

General information requests

2.45 The academy trust **must** provide ESFA, or its agents, with information ESFA requires to meet funding requirements.

Information about key individuals in the trust

- 2.46 The trust **must** notify DfE of changes to the governance information, described in this section within 14 calendar days of the change and update their website and Companies House accordingly.
- 2.47 Notification **must** be through the governance section of DfE's [Get information about schools](#) (GIAS) register, accessed via [DfE Sign-in](#).
- 2.48 All mandatory fields specified in GIAS for the individuals **must** be completed and the trust **must** ensure its record in GIAS for the individuals is kept up to date.
- 2.49 The records required in GIAS for the trust are: members, chair of trustees, all other trustees, [accounting officer](#), [chief financial officer](#) including direct contact details for all.
- 2.50 The records required in GIAS for constituent academies in a trust with multiple academies are: headteacher, chairs of local committees/governing bodies (where adopted), local governors (where adopted), including direct contact details for all.

Part 3: Internal scrutiny

The need for academy trusts to conduct checks to ensure systems are effective and compliant.

Purpose of internal scrutiny

3.1 All academy trusts **must** have a programme of internal scrutiny to provide independent assurance to the board that its financial and non-financial controls, and risk management procedures are operating effectively.

Approach

3.2 Internal scrutiny **must** focus on:

- **evaluating** the suitability of, and level of compliance with, financial and non-financial controls
- **offering advice and insight** to the board on how to address weaknesses in financial and non-financial controls
- **ensuring all categories of risk** are being adequately identified, reported and managed.

3.3 The trust **must** identify on a risk-basis (with reference to its risk register) the areas it will review each year.

Working with other assurance providers

3.4 Internal scrutiny should take account of output from other assurance procedures to inform the programme of work - for example external audit and ESFA reviews.

Independence and objectivity

3.5 Independence in internal scrutiny **must** be achieved by establishing appropriate reporting lines, whereby those carrying out checks report directly to a committee of the board, which in turn provides assurance to the trustees.

Directing internal scrutiny – the audit and risk committee

Requirement for a committee

3.6 The academy trust **must** establish an audit and risk committee, appointed by the board.

- Trusts with an annual income over £50 million **must** have a dedicated audit and risk committee
- Other trusts **must** either have a dedicated audit and risk committee or can combine it with another committee, such as finance.

3.7 The audit and risk committee should meet at least three times a year.

Remit of the committee in relation to internal scrutiny

3.8 The audit and risk committee **must**:

- oversee and approve the trust's programme of internal scrutiny
- ensure that risks are being addressed appropriately
- report to the board on the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks.

Membership of the committee

3.9 Employees of the trust should not be audit and risk committee members, but the accounting officer and chief financial officer should attend to provide information and participate in discussions.

3.10 The chair of trustees should not be chair of the audit and risk committee. Where the finance committee and audit and risk committee are separate, the chair should not be the same.

3.11 Where the audit and risk committee is combined with another committee, employees should not participate as members when audit matters are discussed.

Operating the committee

3.12 The committee **must**:

- have written terms of reference
- agree a programme of work annually to deliver internal scrutiny that provides coverage across the year, agree who will perform the work and consider their reports and the trust's progress in addressing recommendations
- review the ratings and responses on the risk register to inform the programme of work
- have access to the external auditor, as well as their internal scrutineers.

3.13 Oversight **must** ensure information submitted to DfE and ESFA that affects funding is accurate and complies with funding criteria.

Find out more in HM Treasury's [audit committee handbook](#).

Delivering internal scrutiny

Principles

3.14 Internal scrutiny **must**:

- be independent and objective – for example it **must not** be performed by members of the senior leadership or finance team
- be conducted by someone suitably qualified and experienced and able to draw on technical expertise, as required
- be timely, with the programme of work spread appropriately over the year so higher risk areas are reviewed in good time
- include regular updates to the audit and risk committee by the internal scrutineer(s) carrying out the programme of work, incorporating:
 - a report of the work to each audit and risk committee meeting
 - an annual summary report to the audit and risk committee for each year ended 31 August outlining the areas reviewed, key findings, recommendations and conclusions, to help the committee consider actions and assess year on year progress.

3.15 Whilst the audit and risk committee is responsible for overseeing the internal scrutiny, the findings **must** also be made available to all trustees promptly.

Options

3.16 The trust **must** deliver internal scrutiny in the way most appropriate to its circumstances. Options include any combination of:

- an in-house internal auditor
- a bought-in internal audit service
- the appointment of a non-employed trustee
- an independent peer review by the chief financial officer from another academy trust.

The trust may also use other individuals or organisations where specialist non-financial knowledge is required.

3.17 To ensure those carrying out the programme of internal scrutiny work are suitably qualified and/or experienced:

- auditors should be members of a relevant professional body
- trustees and peer reviewers performing the work should have qualifications in finance, accounting or audit, and appropriate internal audit experience. Trusts should work towards this position where it is not already the case.

3.18 The trust **must** keep its approach to internal scrutiny under review. If it changes in size, complexity or risk profile, it should consider whether its approach remains suitable.

External reporting and transparency

3.19 The trust **must** confirm in its governance statement, accompanying its annual accounts, which of the internal scrutiny options it has applied and why. The outcome of the work **must** also inform the accounting officer's statement of regularity in the annual accounts.

3.20 The trust **must** submit its internal scrutiny summary report to ESFA by 31 December each year when it submits its audited annual accounts. The trust **must** also provide ESFA with any other internal scrutiny reports, if requested.

Find out more in ESFA's [internal scrutiny good practice guide](#), which:

- describes both financial and non-financial areas that internal scrutiny could cover, and
- provides a suggested structure for an internal scrutiny annual report.

Further information on internal audit is available at the [Chartered Institute of Internal Auditors](#).

Part 4: Annual accounts and external audit

How academy trusts **must** report on their finances to give assurance to Parliament and the public about the use of resources.

Preparation and audit of accounts

- 4.1 The academy trust **must** maintain adequate accounting records and prepare an annual report and accounts in line with the Charity Commission's Statement of Recommended Practice (SORP) and ESFA's Accounts Direction.
- 4.2 The accounts **must** be audited.
- 4.3 The accounting period of an academy trust will end on 31 August.
- 4.4 The audited report and accounts **must** be:
 - submitted to ESFA by 31 December
 - published on the trust's website by 31 January
 - filed with [Companies House](#) by 31 May
 - provided to every member and to anyone who requests a copy.

Find out more about:

- preparation, audit and submission of your annual accounts in the [Accounts Direction](#) and [Charities SORP](#)
- the requirement to submit an annual [confirmation statement](#) to Companies House.

External auditors

Appointment of external auditors

- 4.5 Academy trusts **must** appoint an auditor to give an opinion on whether their annual accounts present a true and fair view of the trust's financial performance and position (appointment being by the members, other than where the Companies Act permits the trustees to appoint) and, as reporting accountant, provide a regularity assurance conclusion. Trusts should tender their external audit contract at least every five years and **must** consider the relevant points in [4.15](#) when evaluating.
- 4.6 The audit contract and regularity engagement **must** be in writing and **must** not cover other services. If additional services are purchased, a separate letter of engagement **must** be obtained specifying the work and the fee.

Find out more about [choosing an external auditor](#).

Removal of external auditors

- 4.7 The letter of engagement **must** allow for removal of auditors, before the expiry of the term of office, in exceptional circumstances. Proposals to remove auditors **must** require a majority vote of the members, who **must** provide reasons for their decision to the board. There **must** be a requirement in the letter of engagement for the auditors to provide the trust with an explanation within 14 calendar days if the auditors resign.
- 4.8 The board of trustees **must** notify [ESFA](#) immediately of the removal or resignation of the auditors. For removal, the trust **must** notify [ESFA](#) of the reasons, copying to ESFA any statement received from the auditor on this matter. For resignation, the trust **must** copy to [ESFA](#) an explanation from the auditors. A change in auditor at the expiry of their agreed term of office does not require notification to ESFA.

Group auditors and sector account

- 4.9 DfE will consolidate each academy trust's accounts into a sector annual report and accounts (SARA). As each trust is a component of the SARA, the trust **must** prepare the financial information requested by DfE for this purpose.
- 4.10 Academy trusts' auditors will be required by DfE to audit certain information, and this requirement should be incorporated within the terms of engagement.
- 4.11 The NAO must reach an opinion on regularity for ESFA's own accounts, and for this will draw on the regularity conclusions of trusts' auditors.

Find out more about the [academies sector annual report and accounts](#).

Review of regularity

Accounting officer's statement

- 4.12 An accounting officer's statement on regularity, propriety and compliance **must** be included in the academy trust's annual accounts. This is a declaration by the [accounting officer](#) that they have met their responsibilities to Parliament for the resources under their control during the year.

Auditor's review of regularity

- 4.13 A review of the accounting officer's statement **must** be included within the remit of academy trusts' external auditors. The auditor's conclusions on regularity **must** be addressed jointly to the trust and ESFA.

Find out more about the accounting officer's statement and review of regularity in the [Accounts Direction](#).

External audit oversight and findings – the audit and risk committee

4.14 The board of trustees, taking advice from the audit and risk committee, **must** ensure there is an appropriate, reasonable and timely response by the trust's management team to findings by external auditors, taking opportunities to strengthen systems of financial management and control.

4.15 Specifically the audit and risk committee **must**:

- review the external auditor's plan each year
- review the annual report and accounts
- review the auditor's findings and actions taken by the trust's managers in response to those findings
- assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor's reappointment or dismissal or retendering. Considerations may include:
 - the auditor's sector expertise
 - their understanding of the trust and its activities
 - whether the audit process allows issues to be raised on a timely basis at the appropriate level
 - the quality of auditor comments and recommendations in relation to key areas
 - the personal authority, knowledge and integrity of the audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers
 - the auditor's use of technology
- report the committee's conclusions annually to the board of trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration.

Part 5: Delegated authorities

The financial freedoms and limits applying to academy trusts.

Requirement to obtain ESFA approval

- 5.1 The academy trust has autonomy over financial transactions arising in the normal course of business. However, some transactions have delegated authority limits beyond which trusts **must** obtain prior [ESFA](#) approval, regardless of the source of funds.
- 5.2 Trusts **must** ensure they understand and comply with the schedule of delegated authorities set out in section [5.65](#). ESFA may intervene where trusts do not seek the required ESFA approval in advance.

Use [ESFA's](#) contact form to request ESFA approval for any transactions beyond the academy trusts delegation limits. Such approval **must** be sought before the transaction takes place.

Disclosure

- 5.3 Irrespective of whether ESFA approval is required, the academy trust **must** disclose aggregate figures for transactions of any amount, and separate disclosure for individual transactions above £5,000, in its audited accounts for the following transactions:
- special payments – compensation [\[5.15\]](#)
 - special payments – ex gratia [\[5.17\]](#)
 - writing off debts and losses [\[5.19\]](#)
 - guarantees, letters of comfort and indemnities [\[5.19\]](#)
 - acquisition or disposal of freehold land and buildings [\[5.23\]](#)
 - disposal of heritage assets [\[5.23\]](#)
 - taking up or granting a leasehold on land and buildings [\[5.26\]](#)
 - gifts by the trust [\[5.32\]](#).
- 5.4 The following transactions **must** be disclosed in total, and individually:
- special payments – staff severance, of any value [\[5.8\]](#).
- 5.5 Other than what is required under financial reporting standards, the [Charities SORP](#) and the [Accounts Direction](#), disclosure can be anonymised.

Novel, contentious and repercussive transactions

5.6 Novel, contentious and/or repercussive transactions **must** always be referred to [ESFA](#) for approval, and the request **must** be made to ESFA before the transaction occurs.

- Novel transactions are those of which the academy trust has no experience, or are outside its range of normal business
- Contentious transactions are those that might cause criticism of the trust by Parliament, the public or the media
- Repercussive transactions are those likely to cause pressure on other trusts to take a similar approach and hence have wider financial implications.

Special payments

5.7 Certain transactions by public bodies may fall outside their usual planned range of activity and may exceed statutory and contractual obligations. HM Treasury calls these special payments, (see annex 4.13 of [Managing Public Money](#)), and are subject to greater control than other payments. They include:

- staff severance payments
- compensation payments
- ex gratia payments.

Special staff severance payments

5.8 Special staff severance payments are paid to employees outside statutory or contractual requirements when leaving public employment. They are different to ex gratia payments.

5.9 If an academy trust is considering a staff severance payment above statutory or contractual entitlements, it **must** consider the following issues before making a binding commitment:

- that the proposed payment is in the trust's interests
- whether the payment is justified, based on legal assessment of the trust's chances of successfully defending the case at [employment tribunal](#). If there is a significant prospect of losing the case, a settlement may be justified, especially if the costs of a defence are likely to be high. Where a legal assessment suggests the trust is likely to be successful, a settlement should not be offered
- if the settlement is justified, the trust would need to consider the level of settlement. This **must** be less than the legal assessment of what the relevant body (e.g. an employment tribunal) is likely to award.

- 5.10 Staff severance payments should not be made where they could be seen as a reward for failure, such as gross misconduct or poor performance. The only acceptable rationale in the case of gross misconduct would be where legal advice is that the claimant is likely to succeed in an employment tribunal because of employment law procedural errors. In the case of poor performance, an acceptable comparison would be the time and cost of taking someone through performance management and capability procedures.
- 5.11 Where the academy trust is considering a staff severance payment, including a non-statutory/non-contractual element of £50,000 or more, (gross, before income tax or other deductions), [ESFA's](#) prior approval **must** be obtained before making any offer to staff. ESFA will refer such transactions to HM Treasury, so trusts should allow sufficient time for proposals to be considered.
- 5.12 Settlements **must** not be accepted unless satisfying the conditions in this handbook and in ESFA's [guidance and submission template](#).
- 5.13 Additionally, in accordance with HM Treasury's [Guidance on Public Sector Exit Payments](#), Academy trusts **must** obtain prior ESFA approval before making a special staff severance payment where:
- an exit package which includes a special severance payment is at, or above, £100,000; and/or
 - the employee earns over £150,000.

Find out more about [severance payments](#).

Use of confidentiality clauses

- 5.14 Academy trusts must ensure confidentiality clauses associated with staff severance payments do not prevent an individual's right to make disclosures in the public interest ([whistleblowing](#)) under the [Public Interest Disclosure Act 1998](#).

Compensation payments

- 5.15 Compensation payments provide redress for loss or injury, for example personal injuries, traffic accidents or damage to property. If an academy trust is considering a compensation payment, it **must** base its decision on a careful appraisal, including legal advice where relevant, and ensure value for money.
- 5.16 Academy trusts have delegated authority to approve individual compensation payments provided any non-statutory/non-contractual element is under £50,000. Where the trust is considering a non-statutory/non-contractual payment of £50,000 or more, [ESFA's](#) prior approval **must** be obtained. ESFA will refer such transactions to HM Treasury.

Ex gratia payments

5.17 Ex gratia payments are another type of transaction going beyond statutory or contractual cover, or administrative rules. Annex 4.13 of [Managing Public Money](#) provides examples, including payments to meet hardship caused by official failure or delay, and to avoid legal action due to official inadequacy.

5.18 Ex gratia transactions **must** always be referred to [ESFA](#) for prior approval. HM Treasury approval may also be needed. If trusts are in doubt about a proposed transaction, they should seek [ESFA](#) advice.

Write-offs and entering into liabilities

5.19 The academy trust **must** obtain [ESFA's](#) prior approval for the following transactions beyond the delegated limits described below:

- writing-off debts and losses;
- entering into guarantees or letters of comfort; and
- entering into indemnities which are not in the normal course of business.

Find out more about:

- [handling contractual indemnities](#) (in the normal course of business.)
- additional guidance in annex 5.4 of [Managing Public Money](#)

5.20 The delegated limits, are:

- 1% of total annual income or £45,000 (whichever is smaller) per single transaction
- cumulatively, 2.5% of total annual income (subject to a maximum of £250,000) in any financial year per category of transaction for trusts that have not submitted timely, unqualified accounts for the previous two financial years. This category includes new trusts that have not had the opportunity to produce two years of audited accounts
- cumulatively, 5% of total annual income (subject to a maximum of £250,000) in any financial year per category of transaction for trusts that have submitted timely, unqualified accounts for the previous two financial years.

5.21 In relation to these limits:

- the trust should always pursue recovery of amounts owed to it, including overpayments, or erroneous payments. In practice, however, there will be practical and legal limits to how cases should be handled

- the trust should only consider writing-off losses after careful appraisal, including whether all reasonable recovery action has been taken with the debtor, the trust's insurers, or the risk protection arrangement, and should be satisfied there is no feasible alternative
- the amounts for write-offs are before successful claims from an insurer or the risk protection arrangement
- total annual income is defined as grant income as disclosed in the trust's last audited accounts. [ESFA](#) should be contacted, if the trust has not yet published their first audited accounts.

5.22 Before accepting liabilities by issuing guarantees, a letter of comfort or indemnity, the trust should secure [value for money](#) by appraising the proposal through assessment of the costs and benefits of relevant options.

Acquisition and disposal of fixed assets

5.23 Academy trusts **must** obtain prior approval from [ESFA](#) for the following transactions:

- acquiring a freehold of land or buildings
- disposing of a freehold of land or buildings
- disposing of heritage assets, as defined in financial reporting standards, beyond any limits in the funding agreement for the disposal of assets generally.

5.24 Other than land, buildings and heritage assets, trusts can dispose of other fixed assets without [ESFA's](#) approval subject to achieving the best price that can reasonably be obtained, and maintaining the principles of [regularity](#), [propriety](#) and [value for money](#).

Find out more about [submitting a school land transaction proposal](#).

Leasing

5.25 There are two types of lease:

- finance leases: these are a form of borrowing
- operating leases: these are not borrowing.

5.26 Trusts **must** obtain [ESFA's](#) prior approval for the following leasing transactions:

- taking up a finance lease on any asset for any duration from another party, which are subject to the borrowing restrictions described in paragraphs [5.33 and 5.34](#)

- taking up a leasehold or tenancy agreement on land or buildings from another party for a term of seven or more years
- granting a leasehold interest, including a tenancy agreement, of any duration, on land and buildings to another party.

5.27 Other than the above, trusts do not require ESFA's approval for operating leases.

5.28 Trusts **must** ensure any lease maintains the principles of [value for money](#), [regularity](#) and [propriety](#). Trusts should seek advice from their professional adviser and/or external auditor if they are in doubt over whether a lease involves borrowing.

Find out more in ESFA'S [leasing good practice guide](#), which includes information on distinguishing between the two types of lease.

Managing General Annual Grant (GAG)

Managing surplus GAG

5.29 ESFA previously set limits on [GAG](#) carried forward by trusts from year-to-year. These limits have now been removed for eligible trusts (see section [5.60](#)).

Pooling of GAG by trusts with multiple academies

5.30 The ability to amalgamate and direct funds to meet improvement priorities and need across the trust's schools can be integral to a trust's successful financial operating model. A trust with multiple academies can amalgamate GAG for its academies to form one central fund. This practice can enhance a trust's ability to allocate resources in line with improvement priorities and running costs across the trust's constituent academies.

5.31 If a trust decides to pool GAG, it **must** consider the funding needs and allocations of each constituent academy. The trust **must** have an appeals mechanism and an appeal can be escalated to ESFA, if not resolved. ESFA's decision will be final and can result in the pooling provisions being dis-applied. A trust **must not** pool [PFI funding](#), in accordance with its funding agreement.

Gifts

5.32 Academy trusts should have a policy and register on the acceptance of gifts, hospitality, awards, prizes or other benefits that might compromise their judgment or integrity and should ensure all staff are aware of it. When making gifts, the trust **must** ensure the value is reasonable, is within its scheme of delegation, the decision is documented, and achieves [propriety](#) and [regularity](#) in the use of public funds.

Borrowing

5.33 Academy trusts **must** obtain [ESFA's](#) prior approval for borrowing (including finance leases and overdraft facilities) from any source, where such borrowing is to be repaid from grant monies or secured on assets funded by grant monies, regardless of the interest rate chargeable. Credit cards **must** only be used for business expenditure, and balances cleared before interest accrues.

5.34 Permission for borrowing is only allowed in exceptional circumstances, such as schemes introduced by the Secretary of State - for example the department's Condition Improvement Fund.

Find out more about the [Condition Improvement Fund](#)

Related party transactions

5.35 This part of the handbook deals with goods or services provided by or to individuals or organisations related to the academy trust.

Related parties include persons and entities with control or significant influence over the academy trust, and members of the same group (e.g. parent and subsidiary companies, key management personnel and close family members).

The above description is not comprehensive. Find the full definition in:

- section 33 of [Financial Reporting Standard 102](#)
- section 9.15 and appendix 1 of the [Charities SORP](#).

The related parties section of ESFA's [Accounts Direction](#) provides further information.

Principles applying to related party relationships

5.36 Academy trusts **must** be even-handed in their relationships with related parties by ensuring that:

- trustees comply with their statutory duties as company directors to avoid conflicts of interest, not accept benefits from third parties, and declare interest in proposed transactions or arrangements
- all members, trustees, local governors of academies and senior employees complete the register of interests, in accordance with sections [5.45 to 5.48](#) of this handbook
- no member, trustee, local governor, employee or related individual or organisation uses their connection to the trust for personal gain, including payment under terms that are preferential to those that would be offered to an individual or organisation with no connection to the trust

- there are no payments to trustees by the trust unless permitted by the [articles](#), or by authority from the Charity Commission, and comply with any relevant agreement with the Secretary of State. Trusts will need to consider these obligations where payments are made to other business entities who employ the trustee, are owned by the trustee, or in which the trustee holds a controlling interest
- the Charity Commission's approval is obtained where the trust believes a significant advantage exists in paying a trustee for acting as a trustee
- payments provided to the persons referred to in section [5.49](#) satisfy the 'at cost' requirements in this handbook.

5.37 The trust should be aware of the Charity Commission's guidance for trustees [CC11: Trustee expenses and payments](#).

5.38 The board of trustees **must** ensure requirements for managing related party transactions are applied across the trust. The board chair and the accounting officer **must** ensure their capacity to control and influence does not conflict with these requirements. They **must** manage personal relationships with related parties to avoid both real and perceived conflicts of interest, promoting integrity and openness in accordance with [The 7 principles of public life](#).

5.39 Trusts **must** recognise that some relationships with related parties may attract greater public scrutiny, such as:

- transactions with individuals in a position of control and influence, including the board chair and accounting officer
- payments to organisations with a profit motive, as opposed to those in the public or voluntary sectors
- relationships with external auditors beyond their duty to deliver a statutory audit.

5.40 The trust **must** keep sufficient records, and make sufficient disclosures in their annual accounts, to show that transactions with these parties, and all other related parties, have been conducted in accordance with the high standards of accountability and transparency required within the public sector.

Reporting and approval of related party transactions

5.41 Trusts **must** report all contracts and other agreements with related parties to ESFA in advance of the contract or agreement commencing or being renewed, using ESFA's [related party on-line form](#).

5.42 Trusts **must** obtain ESFA's prior approval, using ESFA's related party on-line form, for contracts and other agreements for the supply of goods or services to the trust by a related party agreed on or after 1 September 2023 where a contract or other agreement exceeds £40,000 in the same financial year ending 31 August.

This approval requirement does not apply in the following circumstances:

- contracts and other agreements for the supply of goods or services to a trust by the following educational establishments:
 - colleges, universities and schools which are sponsors of the academy trust
 - state funded schools and colleges, including academies.

This concession does not apply to transactions with a subsidiary of such a related party.

- the provision of services to an academy trust with a religious designation, for essential functions fundamental to the academy trust's religious character and ethos which can only be provided by their religious authority.

5.43 For the purposes of reporting to and approval by ESFA, contracts and agreements with related parties do not include salaries and other payments made by the trust to a person under a contract of employment through the trust's payroll.

Find out more about [reporting related party transactions to ESFA and obtaining approval](#).

Approval of novel, contentious and/or repercussive related party transactions

5.44 Novel, contentious and/or repercussive related party transactions are subject to separate arrangements. Trusts **must** obtain ESFA's prior approval for any contracts and other agreements with related parties that are [novel, contentious and/or repercussive](#), regardless of value. Approval **must** be sought using ESFA's related party on-line form. Trusts should carefully consider the impact of this requirement and its relevance to transactions involving the board chair and/or the accounting officer.

Register of interests

5.45 The academy trust's register of interests **must** capture relevant business and financial interests of members, trustees, local governors and senior employees, including:

- directorships, partnerships and employments with businesses
- trusteeships and governorships at other educational institutions and charities
- for each interest: the name and nature of the business, the nature of the interest and the date the interest began.

- 5.46 The register **must** identify relevant interests from close family relationships between the academy trust's members, trustees or local governors. It **must** also identify relevant interests arising from close family relationships between those individuals and employees. 'Close family relationships' is defined in section [5.49](#) (third bullet).
- 5.47 Trusts should consider whether other interests should be registered, and if in doubt should do so. Boards of trustees **must** keep their register of interests up-to-date at all times.
- 5.48 Trusts **must** publish on their websites relevant business and financial interests of members, trustees, local governors and accounting officers. Trusts have discretion over the publication of interests of other individuals named on the register. The Charity Commission offers guidance in [Manage a conflict of interest in your charity](#) and [CC29: Conflicts of interest: a guide for charity trustees](#).

At cost requirements

- 5.49 Subject to sections [5.54 to 5.57](#) a trust **must** pay no more than 'cost' for goods or services ('services' do not include contracts of employment) provided to it by the following persons ('persons' meaning both individuals and organisations):
- members or trustees of the academy trust
 - individuals or organisations related to a member or trustee of the academy trust. For these purposes the following persons are related to a member, or trustee:
 - a relative of the member or trustee. A relative is defined as a close member of the family, or member of the same household, who may be expected to influence, or be influenced by, the person. This includes, but is not limited to, a child, parent, spouse or civil partner
 - an individual or organisation carrying on business in partnership with the member, trustee or a relative of the member or trustee
 - a company in which a member or the relative of a member (taken separately or together), and/or a trustee or the relative of a trustee (taken separately or together), holds more than 20% of the share capital or is entitled to exercise more than 20% of the voting power at any general meeting of that company
 - an organisation controlled by a member or the relative of a member (acting separately or together), and/or a trustee or the relative of a trustee (acting separately or together). For these purposes an organisation is controlled by an individual or organisation if that individual or organisation can secure that the affairs of the body are conducted in accordance with the individual's or organisation's wishes
 - any individual or organisation given the right under the trust's [articles of association](#) to appoint a member or trustee of the academy trust; or any body connected to such individual or organisation

- any individual or organisation recognised by the Secretary of State as a sponsor of the academy trust; or any body connected to such individual or organisation.

5.50 A body is connected to another individual or organisation, if it is controlled by the individual or organisation, or controls the organisation, or is under common control with the individual or organisation. For these purposes, control means:

- holding more than 20% of the share capital (or equivalent interest), or
- having the equivalent right to control management decisions of the body, or
- having the right to appoint or remove a majority of the board or governing body.

5.51 The 'at cost' requirement does not apply to the trust's employees unless they are also one of the parties described in section [5.49](#).

5.52 While these provisions do not apply to contracts of employment, the principles of [value for money](#) and using public money properly, including managing conflicts of interest, still apply. Salaries should be appropriate to the individual's skills and experience and to wider market rates.

5.53 If staff of an individual or organisation in section [5.49](#) are based in, or work from the premises of, the academy trust, that individual/ organisation and the trust **must** agree an appropriate sum to be paid to the trust for use/occupation of the premises, save to the extent that they are carrying out work for the trust.

5.54 The 'at cost' requirement applies to contracts with a related party exceeding £2,500, cumulatively, in any one financial year. Where a contract takes the trust's cumulative annual total with the related party beyond £2,500, the element above £2,500 **must** be at no more than cost.

5.55 In relation to organisations supplying legal advice or audit services to the academy trust, the 'at cost' requirement applies where the organisation's partner managing the service is a member or trustee of the trust, but not in other cases for those organisations. The published [ethical standards](#) for auditors prevent partners or employees of the audit firm from acting as a trustee of their client trust, but not of other trusts.

5.56 For academies with a religious designation, the provision of services to protect and develop their religious character and ethos, which can only be provided by their religious authority, are regarded as meeting the "at cost" requirement.

5.57 For academy trusts;

- with a college, university or school which is a sponsor of the academy trust, or
- transacting with any other state funded school (including an academy) or college

the provision of goods and/or services by that sponsor, state funded school or college are regarded as meeting the "at cost" requirement. This does not apply to transactions with a subsidiary of such a related party.

5.58 Academy trusts **must** ensure any agreement with an individual or organisation referred to in section [5.49](#) to supply goods or services to the trust is properly procured through an open and fair process and is:

- supported by a statement of assurance from that individual or organisation to the trust confirming their charges do not exceed the cost of the goods or services, and
- on the basis of an open book agreement including a requirement for the supplier to demonstrate clearly, if requested, that their charges do not exceed the cost of supply.

5.59 For these purposes the cost will be the 'full cost' of all the resources used in supplying the goods or services and **must not** include any profit. Full cost includes:

- all direct costs (costs of materials and labour used directly in producing the goods or services)
- indirect costs (a proportionate share of fixed and variable overheads).

Find out more about the 'at cost' [statement of assurance](#).

Applicability of delegations and freedoms

5.60 Some delegations and freedoms in part 5 of this handbook that go beyond the trust's [funding agreement](#) do not apply to those trusts. They do not apply to trusts that are party to one or more funding agreements that:

- allow one or more of its academies to receive [GAG](#) based on estimated pupil numbers regardless of whether they are being funded on that basis, and
- allow the Secretary of State to recover GAG from those academies if estimated pupil numbers exceed census-based pupil numbers beyond a specified percentage, and
- do not require a move to pupil census-based funding permanently.

5.61 A move permanently means:

- the academy is subject to a funding agreement moving it to pupil census-based funding within a specified number of years, after which the agreement provides for it to be funded only in that way, or
- in the case of a free school, it is subject to a funding agreement moving it to pupil census-based funding when all cohorts relevant to the age range have some pupils present; and allows the Secretary of State to recover all additional

[GAG](#) from the free school, if estimated pupil numbers exceed census-based pupil numbers.

5.62 The delegations and freedoms in the handbook that do not apply to trusts on estimates-based GAG funding are those relating to:

- acquisition and disposal of fixed assets ([5.23](#))
- leaseholds and tenancy agreements of land and buildings ([5.26](#))
- carry forward of unspent GAG from one year to the next ([5.29](#))
- pooling of GAG ([5.30](#)).

5.63 The freedoms do not apply until the trust's funding agreements are updated to move all academies within the trust to pupil census-based funding permanently, as defined above.

5.64 In the case of a trust with multiple academies, if one or more of its constituent academies does not meet the criteria above for access to the delegations and freedoms, all academies within the trust will be unable to access the delegations and freedoms.

Summary of freedoms and delegations

5.65 This summary is not a substitute for the full handbook. Trusts' delegated authorities are subject to the conditions in section [5.60](#). Trusts under a [notice to improve](#) will have their delegated authorities revoked under section [6.18](#).

Novel, contentious and repercussive	Novel, contentious and repercussive transactions	ESFA agreement required [5.6]
Special payments	Staff severance and compensation	ESFA agreement required if £50,000 or more before tax [5.11] and [5.16]
	Ex gratia payments	ESFA agreement required [5.18]
Write-offs and liabilities (subject to £250,000 ceiling)	Writing-off debts and losses	ESFA consent required if exceeds: <ul style="list-style-type: none"> • 1% of annual income or £45,000 individually; or • 2.5% or 5% of annual income cumulatively [5.19] and [5.20]
	Entering into indemnities (beyond the normal course of business), guarantees or letters of comfort	
Acquisition and disposal of fixed assets	Acquiring freehold land/buildings	ESFA agreement required [5.23]
	Disposing of a freehold on land/buildings	ESFA agreement required [5.23]
	Disposing of heritage assets	ESFA agreement required [5.23]
	Other asset disposals	Trust has full discretion [5.24]
Leasing	Taking up a finance lease	ESFA agreement required [5.26]
	Taking up a leasehold on land and buildings	ESFA agreement if lease term seven years or more [5.26]
	Taking up any other lease	Trust has full discretion [5.25]
	Granting a lease on land and buildings	ESFA agreement required [5.26]
GAG	GAG carry forward	No limits if trust eligible [5.29]
	Pooling by trusts with multiple academies	No limits (except PFI) if trust eligible [5.30]
Borrowing	Loan, overdraft	ESFA agreement required [5.33]
	Credit cards (for business use)	Trust has full discretion provided charges not incurred [5.33]

Related party transactions	Supplies to the trust from related parties	ESFA agreement required over £40,000 and over associated limits in [5.42] unless exempt as set out in [5.42]
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Part 6: The regulator and intervention

How DfE and ESFA oversees academy trusts and may intervene where concerns arise.

Oversight

- 6.1 ESFA's accounting officer is accountable to Parliament for how ESFA uses its funds and is personally responsible for the [regularity](#), [propriety](#) and [value for money](#) of its expenditure.
- 6.2 ESFA's accounting officer will send a '[Dear Accounting Officer](#)' letter on occasion to academy trust accounting officers. Accounting officers **must** share it with their members, trustees, chief financial officer and senior leadership team, arrange for the board to discuss it and take action, if necessary, to strengthen financial controls.

Access rights

- 6.3 DfE, ESFA or its agents may carry out audits and investigations at an academy trust. The trust **must** provide DfE and/or ESFA with access to all books, records, information, explanations, assets, premises and staff, and DfE/ESFA may take copies of relevant documents.

Investigations: Third party documentation

- 6.4 Where DfE/ESFA has concerns about financial management and/or governance at an academy trust, it may wish to obtain from third parties information or documentation about the trust which DfE/ESFA considers relevant for the purposes of its investigation. Academy trusts **must** provide DfE/ESFA with written authority, giving permission for any third party to provide such information and documentation to DfE/ESFA or its agents on request of DfE/ESFA.

Retention of records

- 6.5 The trust **must** retain records to verify provision delivered by it, or its sub-contractors, in relation to this handbook and its funding agreement, at least six years after the period to which funding relates.

Find out more about [Record keeping and retention information for academies and academy trusts](#).

Financial management and governance assurance

- 6.6 All trusts **must** complete the [School resource management self-assessment checklist](#) and submit their completed checklist to ESFA by the specified annual deadline. New operational academy trusts **must** complete a financial management and governance self-assessment ([FMGS](#)) and submit it to ESFA within 3 months of opening their first academy.
- 6.7 To gain assurance over financial arrangements at academy trusts, ESFA will conduct financial management reviews, examining whether systems and control comply with the handbook.

Find out more about the [financial management and governance self-assessment](#).

Funding audit

- 6.8 Funding audits allow ESFA to gain assurance on the pupil census and free school meals entitlement data, provided by an academy trust to calculate its recurrent funding and establish whether this data is accurate and supported by evidence. The scope and timing of funding audits are determined annually.

Fraud, theft, irregularity and cybercrime

- 6.9 Academy trusts **must** be aware of the risk of fraud, theft and irregularity and address it by putting in place proportionate controls. Trusts **must** take appropriate action where fraud, theft or irregularity is suspected or identified.
- 6.10 The board of trustees **must** notify [ESFA](#), as soon as possible, of all instances of fraud, theft and/or irregularity exceeding £5,000 individually, or £5,000 cumulatively in any financial year. Unusual or systematic fraud, regardless of value, **must** also be reported. The following information is required:
- full details of the event(s) with dates
 - the financial value of the loss
 - measures taken to prevent recurrence
 - whether it was referred to the police (and if not why)
 - whether insurance or the RPA have offset any loss.
- 6.11 ESFA may conduct or commission investigations into actual or potential fraud, theft or irregularity in any academy trust, either because of a notification from the trust itself or from other information received. ESFA may involve other authorities, including the police.

6.12 ESFA will publish [reports about its investigations](#) and about [financial management and governance reviews](#) at academy trusts.

6.13 ESFA also publishes guidance on reducing fraud. Trusts should refer to this and to the findings from ESFA's investigation reports, as part of its risk management approach.

Cybercrime

6.14 Academy trusts **must** also be aware of the risk of cybercrime, put in place proportionate controls and take appropriate action where a cyber security incident has occurred.

6.15 Trusts **must** obtain permission from [ESFA](#) to pay any cyber ransom demands. ESFA supports the National Crime Agency's recommendation not to encourage, endorse, or condone the payment of ransom demands. Payment of ransoms has no guarantee of restoring access or services and is likely to result in repeat incidents.

Find out more about:

- [managing the risk of fraud and reporting it to ESFA](#).
- [National Cyber Security Centre](#)
- [NCSC-Alert Further targeted ransomware attacks on education sector March 2021](#)

Intervention powers

6.16 Where DfE/ESFA has concerns about financial management and/or governance in an academy trust, the department may issue, and publish, a Notice to Improve (Ntl).

Examples of when a Ntl might be issued on financial management grounds include:

- an actual or projected deficit
- cash flow problems
- insolvency risk
- irregular use of public funds
- poor internal scrutiny
- breaches of related party requirements.

Examples of when a Ntl might be issued on governance grounds include:

- the trust board not being properly constituted
- trustees failing to comply with their safeguarding duties

- trustees lacking the skills, knowledge and experience to exercise effective oversight of the trust's operations and performance, including educational performance¹.

6.17 A Ntl describes what a trust **must** do to address concerns about financial management or governance. The trust **must** comply with the Ntl. Failure to comply will be deemed a [funding agreement](#) breach. The funding agreement may be terminated due to non-compliance with a Ntl.

6.18 If a Ntl is issued, the delegated authorities in sections [5.7 to 5.31](#) of this handbook may be revoked, and all transactions of this nature **must** be approved in advance by [ESFA](#), specifically:

- special staff severance payments
- compensation payments
- writing off debts and losses
- entering into guarantees, indemnities or letters of comfort
- disposals of fixed assets beyond any limit in the funding agreement
- taking up a leasehold or tenancy agreement on land or buildings of a duration beyond any limit in the funding agreement
- carry forward of unspent GAG from one year to the next beyond any limit in the funding agreement
- pooling of GAG.

The trust may also be prevented from entering into transactions with related parties without approval. These delegated authorities shall be returned once the Ntl has been complied with, and improvement is sustainable.

6.19 The department will notify the trust of the date on which the department has published the Ntl. The trust **must** then publish the Ntl on its own website within 14 days and retain it on the website until the Ntl is lifted by the department.

Find out more about [Notice to Improve \(Ntl\)](#).

Secretary of State directions

6.20 Where the Secretary of State has concerns about an individual managing an academy trust, they may take action to address those concerns.

¹ The department will engage with the sector in developing its approach to intervention, including the process to be followed by the department's Regions Group and the evidence that they will rely on to determine the strength of trustees' oversight of educational performance.

- 6.21 Subject to the relevant provisions being present in the trust's funding agreement, the Secretary of State can require the trust to remove a member or trustee. This can include where the individual has been convicted, cautioned or engaged in relevant conduct and, as a result, the Secretary of State considers them unsuitable to take part in management of the academy trust.
- 6.22 The Secretary of State can also make directions under section 128 of the [Education and Skills Act 2008](#) prohibiting individuals from taking part in academy trust management. This could prevent an individual from acting as a trustee or executive leader of a trust. The circumstances are prescribed in [regulations](#), but can include where the individual is subject to a caution or conviction or has engaged in relevant conduct, and the Secretary of State considers that because of that caution, conviction or conduct that individual is unsuitable to take part in management of a school.

ESFA work with the Charity Commission

- 6.23 Where there is a concern, DfE/ESFA may refer trusts to the [Charity Commission](#), reflecting the Commission's interest in addressing non-compliance with legal or regulatory requirements or misconduct or mismanagement in the administration of any charity, and in ensuring individuals running the charity (in particular, but not limited to, the trustees) do so in compliance with their legal duties. The Commission may use its regulatory powers as described in its Memorandum of Understanding with DfE.

Find out more about the [Memorandum of Understanding](#) between DfE and the Charity Commission.

Find out about the [automatic disqualification rules](#) for individuals acting as senior managers or trustees in charities.

ESFA work with the Insolvency Service

- 6.24 ESFA may refer academy trustees, as directors, to the Insolvency Service who may consider whether the conduct of a director is such that they are unfit to be involved in management of a company and whether or not it would be in the public interest for a disqualification order to be sought.

ESFA approach to academy resource management

- 6.25 Where ESFA has concerns about financial management of a trust, it may prescribe working with an expert in school resource management, such as a School Resource Management Advisor (SRMA). Trusts should make reasonable endeavours to implement improvements identified by an SRMA. Failure to do so may result in an

Ntl being issued. Working with an SRMA may also be prescribed as a condition of an Ntl.

Find out more about:

- financial planning and [resource management](#)
- [School resource management: case studies](#)

National Audit Office and Public Accounts Committee

6.26 The NAO has the right to access the accounts and relevant records of an academy trust for inspection, or for value for money studies. The trust **must** cooperate with NAO and their contractors and provide help, information and explanation as is reasonable and necessary.

6.27 The NAO's findings are considered by the [Public Accounts Committee](#) (PAC). The PAC has power to call anyone, including past and current accounting officers of a trust, to account for proper use of public funds.

Part 7: Definitions

Help with terms used in this handbook.

Accounting officer	The academy trust's senior executive leader, accountable for value for money , regularity and propriety .
Accounts Direction	ESFA's guide for academies on preparing their annual accounts.
Accounts return	A return based on academy trusts' annual accounts, required for the sector annual report and accounts, and for collecting benchmarking data.
Articles of association	The articles describe the trust's charitable object(s) and governance arrangements.
Chief executive	The senior executive leader and head of the management team of a trust with multiple academies. Trusts may use alternative descriptions such as executive principal.
Chief financial officer	The individual leading the finance department: e.g. finance director, business manager or equivalent.
De facto trustee	A person not validly appointed as a trustee but exercising the functions that could only be properly discharged by a trustee. See also shadow directors .
Economy	Obtaining an outcome for the least possible input of resources.
Effectiveness	Obtaining the desired outcome.
Efficiency	Obtaining the best possible outcome for the resources input.
Financial management and governance self-assessment (FMGS)	A return to ESFA by new academies and trusts, where they self-assess their financial management arrangements.
Funding agreement	The agreement between the academy trust and the Secretary of State, including funding arrangements, obligations and termination provisions.
General annual grant	Academy trusts' main revenue funding.
Propriety	Dealing with expenditure and receipts in accordance with Parliament's intentions and the principles of parliamentary control. This covers standards of conduct, behaviour and corporate governance.

Regularity	Dealing with income and expenditure in accordance with legislation, the funding agreement, the handbook, and the trust's internal procedures. This includes spending public money for the purposes intended by Parliament.
Related party	Related parties include persons and entities with control or significant influence over the academy trust, and members of the same group (for example parent and subsidiary companies). This description is not comprehensive. A full definition is in section 33 of Financial Reporting Standard 102 and section 9.15 and appendix 1 of the Charities SORP . The related parties section of ESFA's Accounts Direction provides further information.
Risk protection arrangement	An alternative to insurance for academy trusts where losses are covered by government funds.
Shadow director	A person in accordance with whose directions or instructions the directors of a company are accustomed to act. See also de facto trustee .
Special payments	Payments outside the normal range of activities approved by Parliament and therefore requiring greater control, including ex gratia payments, staff severance payments, compensation payments and other extra-statutory or extra-contractual payments.
Value for money	Achieving the best possible educational and wider societal outcomes through the economic , efficient and effective use of resources, the avoidance of waste and extravagance, and prudent and economical administration.

Part 8: Further reading

Links to more information and guidance.

Accounting officer

[Role of the accounting-officer](#) (Confederation of School Trusts (CST))

[‘Dear Accounting Officer’ letters](#) (ESFA)

Annual accounts and audit

[Academies Accounts Direction](#) (ESFA)

[Academies accounts return](#) (DfE)

[Accounting and reporting by charities: statement of recommended practice \(‘SORP’\)](#)
(Charity Commission)

[Charity reporting and accounting: the essentials \(CC15d\)](#) (Charity Commission)

Buildings

[Condition Improvement Fund](#) including links to terms and conditions (DfE)

[School land transaction proposal](#) (DfE)

[Good estate management for schools](#) (DfE)

[The Trust Network](#)

Charities

[List of Charity Commission ‘CC’ guidance publications](#) (Charity Commission)

[Setting up and running a charity](#) (Charity Commission)

Chief financial officer

[Directory of school business professional networks](#) (DfE)

[Institute of School Business Leadership’s professional standards](#)

Conflicts of interest

[Conflicts of interest: a guide for charity trustees \(CC29\)](#) (Charity Commission)

[Manage a conflict of interest in your charity](#) (Charity Commission)

Executive pay

[Setting executive salaries: guidance for academy trusts](#) (ESFA)

Financial management

[Budget forecast](#) (DfE)

[Charities and investment matters: a guide for trustees \(CC14\)](#) (Charity Commission)

[Financial management and governance self-assessment](#) (ESFA)

[Integrated curriculum and financial planning](#) (DfE)

[Schools financial benchmarking](#) (DfE)

[School resource management](#) (DfE)

Fraud

[Academies: guide to reducing fraud](#) (ESFA)

[Academies investigation reports](#) (EFSA)

[Whistleblowing](#)

Funding

[Academies revenue funding allocations](#) (ESFA)

[Funding for 16-19 year olds in schools](#) (ESFA)

Income

[Managing boarding provision](#) (DfE)

Internal control

[Internal financial controls for charities \(CC8\)](#) (Charity Commission)

New trusts

[Information for new academies](#) (ESFA)

Procurement

[Buying for schools](#) (DfE)

Risk management

[Charities and risk management \(CC26\)](#) (Charity Commission)

[Management of Risk – Principles and Concepts](#) (HM Treasury)

[Risk protection arrangement](#) (DfE)

Tax

[Charities and tax](#) (HMRC)

[Check employment status](#) (HMRC)

[PAYE](#) (HMRC)

[Review of the tax arrangements of public sector appointees](#) (HM Treasury)

[Trustees trading and tax: how charities may lawfully trade \(CC35\)](#) (Charity Commission)

[VAT](#) (HMRC)

[VAT: Refund scheme for academies](#) (HMRC)

[VAT registration](#) (HMRC)

Severance payments

[Academies severance payments](#) (ESFA)

Trustees and governance

[Automatic disqualification of persons as charity trustees or senior managers](#) (Charity Commission)

[Board members of Public Bodies: Code of conduct](#) (Cabinet Office)

[Competency framework for governance](#) (DfE)

[Governance Handbook](#) (DfE)

[Inspiring Governance](#)

[Making significant changes or closure](#) (DfE)

[Statutory policies for schools](#) (DfE)

[The Essential Trustee: What you need to know, what you need to do \(CC3\)](#) (Charity Commission)

[Trustee board: people and skills](#) (Charity Commission)

[Trustee expenses and payments \(CC11\)](#) (Charity Commission)

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If you have suggestions for future revisions please contact [ESFA](#).



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Department
for Education

Governance handbook

**For academies, multi-academy trusts
and maintained schools**

March 2019

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Foreword

The department's vision is to see robust and effective of governance in every school and trust. As the first line of accountability, the department recognises that high quality effective and ethical governance is key to success in our school system and for the future of children and young people.

I am pleased to have been asked to write this foreword for what is the latest Governance Handbook update, as it provides me with an opportunity to say thank you for the work that you do to support schools and academies. I truly believe that no school can perform well over a sustained period of time without effective governance.

This latest version of the handbook is mainly a policy and legislative update, but it also intends to clarify some of the areas that you have raised with us directly.

The key features of effective governance – strategic leadership, accountability, people, structures, compliance and evaluation – are embedded into this handbook and the competency framework for governance. They also underpin the DfE-funded governance training programmes, which the Secretary of State has provided funding for in recognition of the important role of the army of volunteers who undertake this work. I encourage every board and clerk to take-up one of the training offers.

As an ex-trustee, I recognise that the foundation of effective governance is based on the commitment, skills, knowledge and behaviours of a group of volunteers. However, I also believe that for a board to be effective it will need to consist of a diverse group of volunteers, from a variety of backgrounds, who each bring with them different perspectives and experience but who are there for the same purpose, to ensure they can provide the best education to their students.

I understand that many of you involved in governance do so because you want to give something back to the community, using the skills you have acquired in your professional careers and putting them to good use. But, being a governor or trustee is also about learning new skills and obtaining wider knowledge. Undertaking a governance role can provide you with these additional skills and can have a positive impact on your own development, which in turn can have a beneficial impact on your self-development, in your workplace or on the wider community. It can also build confidence and provide volunteers with the opportunity to increase their capability in a professional role.



Lord Theodore Agnew

Parliamentary Under Secretary of State for Schools

About the Governance handbook

Aim

The Governance handbook is guidance from the Department for Education ('the department'). It sets out the government's vision and priorities for effective governance by:

- outlining the core role and functions of the governing board;
- summarising and providing a first point of reference on all the legal duties on boards¹, signposting to more detailed information, guidance and resources; and
- providing information on the support available to boards to be effective.

It should be read alongside the department's '[Competency Framework for Governance](#)' and the '[Clerking Competency Framework](#)', which describe the knowledge, skills and behaviours needed for effective governance and professional clerking.

There may be specific additional governance expectations or arrangements put in place for specific groups of schools for example by diocesan authorities, academy sponsors or multi-academy trusts (MATs). This handbook does not aim to summarise these.

Review date

The Governance handbook is kept under review and updated to reflect changes to the law affecting governing boards and changes to education policy – usually on an annual basis.

Terminology

Throughout the handbook, references to:

- *the board* should be taken to mean the accountable body for the school or group of schools: in local authority (LA) maintained schools, this will be the governing body and in an academy trust this will be the board of trustees. (Committees to whom the board has delegated functions should take account of guidance to *the board*, in so far as the relevant function has been delegated to them);

¹ For academy trusts, these are given with reference to the latest model articles of association and funding agreement. Individual trusts should refer to their own documentation.

- *the organisation* means the school or group of schools being governed;
- *executive leaders* should be taken to mean those held to account by the board for the performance of the organisation. This may be the CEO, executive headteacher, headteacher or principal, as well as other senior employees/staff, depending on the structure of the organisation;
- *academy trusts* should be taken to include free schools, university technical colleges (UTCs), studio schools and MATs;
- *trustees* means those that sit on the board of an academy trust (who in some trusts are known as directors);
- *local governing body* (LGB) means a committee of a MAT board that is established as such under the trust's articles of association;
- *maintained school governors* means those that sit on the governing body of a maintained school – references to specific categories of maintained school governor, as defined in regulations, are all capitalised e.g. *Foundation Governor*, or *Parent Governor*.

Who is this publication for?

This Governance handbook is for:

- LA maintained schools and academy trusts;
- foundations, sponsors and others such as diocesan authorities with an interest in the governance of schools; and
- organisations supporting boards to develop more effective governance, including training providers developing learning and development programmes for governance.

The handbook does not apply directly to pupil referral units, sixth-form colleges and general further education colleges, though they may find its principles helpful.

What has changed in this edition?

In this edition we have include a number of references to workload throughout the document. The most significant updates and changes to the content within the handbook sections include:

Section 2: Strategic Leadership

- Updated section at [2.4](#) to place stronger emphasis on parental engagement.

Section 3: Accountability

- New sub-section within [3.1](#) on workload considerations, which draws attention to the latest published workload guidance and workload reduction toolkit which provides support to schools and boards.
- New section [3.2](#) on the robust oversight of an organisations. Due to insertion other sections have been re-numbered.
- Updated sub-section within [3.4.1](#) to replace RAISEonline with information on Analyse School Performance

Section 4: People

- Clarification at section [4.1.2](#) on criminal records checks and s128 prohibition.
- Updated text at section [4.4](#) to reflect the clerking competency framework, funded clerking training and the position of a clerk (governance professional) in trusts

Section 5: Structures

- Clarification on LA associated people (LAAPs) serving as Members [5.2.1](#).

Section 6: Compliance

- Clarification at [6.4.1](#) on what a maintained school must publish in relation to the curriculum.
- Updated text at [6.4.4](#) to highlight the future proposed changes being made to SRE.
- Updated guidance at [6.4.9](#) following the introduction of statutory Careers guidance, which came into force in 2018.
- Removal of out-dated text at [6.5](#).
- Updated advice at [6.5.3](#) on information the board should check as part of the pre-appointment process when recruiting potential employees.
- Removal of previous section 6.5.4 on NTCL teacher services
- Section [6.5.7](#), new sub section on Executive pay.
- Updated text at [6.6.3](#) to reflect changes to the Dedicated Schools Grant and the pupil premium.
- Updated guidance at [6.7](#) to provide further clarity on the board's responsibilities under safeguarding.
- Clarification at [6.8.3](#) that the statutory duty to produce and publish a statement of principles applies to maintained schools.

- Updated guidance at [6.8.9](#) on school food and milk which reflects the updating of entitling benefits for Free School Meals and outlines the board's responsibilities to ensure the school is complying with its obligations.
- Updated advice at [6.8.16](#) to alert schools to their fire safety responsibilities
- Inclusion of additional paragraph at [6.11.2](#) on the responsibility of schools to ensure that any provide of childcare on site must have in place appropriate policies in relation to safeguarding children.
- Updated section at [6.14.1](#) to reflect the replacement of Edubase service with Get information about schools (GIAS)
- Updated section at [6.14.5](#) to reflect the introduction of the General Data Protection Regulations (GDPR)
- Clarification at [6.15](#) on dealing with complaints.

Section 7: Evaluation

- Updated to include reference to DfE funded governance development programmes and the clerking competency framework and Ofsted "myths" documentation.
- Updated content on schools causing concern and on coasting schools at section [7.4](#).
- Section [7.5](#) has been updated to include DfE areas of support and other information which may be of use to boards.

1. Effective Governance

1.1 The purpose of governance

1. The purpose of governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight and assurance for educational and financial performance.
2. All governance boards, no matter what type of school or how many schools they govern, have three core functions²:
 - **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; and**
 - **Overseeing the financial performance of the organisation and making sure its money is well spent.**

1.2 The key features of effective governance

3. Boards must be ambitious for all children and young people and infused with a passion for education and a commitment to continuous school improvement that enables the best possible outcomes. Governance must be grounded in reality as defined by both high-quality objective data and a full understanding of the views and needs of pupils/students, staff, parents, carers and local communities. It should be driven by inquisitive, independent minds and through conversations focussed on the key strategic issues which are conducted with humility, good judgement, resilience and determination.
4. In our rapidly developing education system the range of organisations being governed is more diverse than ever – ranging from single small primary schools to large MATs governing numerous academies. Regardless of the scale or nature of the organisation being governed, the features of what makes for effective governance remain the same. They are common across the education sector and share their fundamental principles with governance in the charity and business sectors.
5. Effective governance is based on six key features:
Strategic leadership that sets and champions vision, ethos and strategy.

² The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013 and the Academies Financial Handbook 2018

Accountability that drives up educational standards and financial performance.

People with the right skills, experience, qualities and capacity.

Structures that reinforce clearly defined roles and responsibilities.

Compliance with statutory and contractual requirements.

Evaluation to monitor and improve the quality and impact of governance.

6. The first two features are the core pillars of the board's role and purpose. The second two are about the way in which governance is organised, and the last two are about ensuring and improving the quality of governance.

1. Strategic leadership *that sets and champions vision, ethos and strategy through:*

- a clear and explicit vision for the future set by the board, in collaboration with executive leaders, which has pupil progress and achievement at its heart and is communicated to the whole organisation;
- strong and clear values and ethos which are defined and modelled by the board, embedded across the organisation and adhered to by all that work in it, or on behalf of it;
- strategic planning that defines medium to long-term strategic goals, and development and improvement priorities which are understood by all in the organisation;
- processes to monitor and review progress against agreed strategic goals and to refresh the vision and goals periodically and as necessary including at key growth stages or if performance of the organisation drops;
- mechanisms for enabling the board to listen, understand and respond to the voices of parents/carers, pupils, staff, local communities and employers;
- determination to initiate and lead strategic change when this is in the best interests of children, young people and the organisation, and to champion the reasons for, and benefits of, change to all stakeholders;
- procedures for the board to set and manage risk appetite and tolerance; ensuring that risks are aligned with strategic priorities and improvement plans and that appropriate intervention strategies are in place and embedding risk management at every level of governance; and
- an informed decision on whether to form, join or grow a group of schools which is underpinned by robust due diligence and an awareness of the

need to review the effectiveness of governance structures and processes if and when the size, scale and complexity of the organisation changes.

2. Accountability that drives up educational standards and financial health through:

- rigorous analysis of pupil progress, attainment and financial information with comparison against local and national benchmarks and over time;
- clear processes for overseeing and monitoring school improvement and financial health, providing constructive challenge to executive leaders;
- a transparent system for performance managing executive leaders, which is understood by all in the organisation, linked to defined strategic priorities;
- effective oversight of the performance of all other employees and the framework for their pay and conditions of service;
- a regular cycle of meetings and appropriate processes to support business and financial planning; and
- effective controls for managing within available resources and ensuring regularity, propriety and value for money.

3. People with the right skills, experience, qualities and capacity who:

- understand the purpose of governance and the role of non-executive leadership and have all the necessary skills, as outlined in the department's *Competency frameworks: for governance and professional clerking*, to deliver it well;
- include an effective chair and vice-chair with the ability to provide visionary strategic non-executive leadership;
- provide sufficient diversity of perspectives to enable robust decision making;
- are recruited through robust and transparent processes against a clear articulation of required skills which are set out in a role specification;
- use active succession planning to ensure the board, and the whole organisation, continues to have the people and leadership it needs to remain effective; and
- employ a professional clerk, and as necessary a company secretary, to provide expert advice and guidance and to ensure the efficient and compliant operation of the board.

4. Structures that reinforce clearly defined roles and responsibilities through:

- appropriate board and committee structures that reflect the scale and structure of the organisation and ensure sufficient and robust oversight of key priorities;
- clear separation between strategic non-executive oversight and operational executive leadership which is supported by positive relationships that encourage a professional culture and ethos across the organisation;
- processes for ensuring appropriate communication between all levels and structures of governance and to pupils/students, parents/carers, staff and communities – particularly to ensure transparency of decision-making;
- in academy trusts, significant separation between [members and trustees](#) to enable members to exercise their powers objectively;
- published details of governance arrangements including the structure and remit of the board and any committees which is understood at all levels of governance and leadership and is reviewed regularly; and
- In MATs, complementary and non-duplicative roles for the board, any committees or local governing bodies (LGBs), and MAT executives in holding school-level leaders to account.

5. Compliance with statutory and contractual requirements, through:

- awareness of, and adherence to, responsibilities under education and employment legislation and where applicable, charity and company law and all other legal duties including Canon law where applicable;
- plans to ensure that key duties are undertaken effectively across the organisation such as safeguarding, inclusion, special education needs and disability (SEND), and monitoring and oversight of the impact of pupil premium and other targeted funding streams;
- for academies, adherence to the requirements of the Education and Skills Funding Agency's (ESFA) *Academies Financial Handbook* (AFH) and the trust's funding agreement and articles of association; and
- understanding of, and adherence to, responsibilities under the Equalities Act, promoting equality and diversity throughout the organisation including in relation to its own operation.

6. Evaluation to monitor and improve the quality and impact of governance through:

- regular skills audits, aligned to the organisation's strategic plan, to identify skill and knowledge gaps and which both define recruitment needs and inform a planned cycle of continuous professional development (CPD) activity including appropriate induction for those new to governance or to the board;
 - processes for regular self-evaluation and review of individuals' contribution to the board as well of the board's overall operation and effectiveness;
 - commissioning external reviews of board effectiveness, particularly at key growth or transition points, to gain an independent expert assessment of strengths and areas for development; and
 - documentation which accurately captures evidence of the board's discussions and decisions as well as the evaluation of its impact and which complies with legal requirements for document retention.
7. The remaining sections of this handbook address each of these six key features of effective governance in turn.

2. Strategic leadership

1. The board's' first [core function](#) is about strategic leadership. This involves setting the organisation's overall strategic framework, including its vision and strategic priorities. It also includes responsibility for setting and modelling its culture, values and ethos.

2.1 Setting direction

2. The board should ensure that the organisation has a clear vision – which is articulated in a specific written statement. This should include ambitions for current and future pupils, as well as for the organisation's relationship with other schools. For MATs, the vision should set out the level of ambition they have for future growth.
3. The board should ensure there is a strategy in place for achieving this vision. The strategy should provide a robust framework for setting priorities, creating accountability and monitoring progress in realising the organisation's vision. The focus should be on significant strategic challenges. The detail of all the actions that will drive school improvement should be contained in a separate school improvement plan (SIP). Avoiding unnecessary detail and peripheral issues will prevent the board's attention being spread too thinly and help create a practical and powerful tool for facilitating its core business. The department has published [Understanding your data](#), which is a resource intended to support boards' existing processes.

2.2 Culture, values and ethos

4. The board should set and safeguard an ethos of high expectations of everyone in the school community. This includes high expectations for the behaviour, progress and attainment of all pupils and for the conduct and professionalism of both staff and the board themselves. The board should foster a common culture, values and ethos across the whole organisation, ensuring it is reflected consistently in both its policies and its practices.
5. Where applicable, the board must govern in line with its charitable object and in accordance with any governing documents, including any trust deed relating to the school – which are likely to have a strong if not defining impact on the culture, value and ethos of the organisation, particularly for example in schools designated with a religious character. Regulations specify that Foundation Governors in maintained schools are appointed by the relevant appointing body specifically as people that they believe have the ability to preserve and develop

the character of the organisation, including any religious character. This principle also applies to people such bodies appoint to the boards of academy trusts.

6. Every effort should be made to ensure the organisation's ethos promotes the fundamental British values of democracy, the rule of law, individual liberty, and mutual respect and tolerance for those with different faiths and beliefs; and encourage students to respect other people, with particular regard to the protected characteristics set out in the [Equality Act 2010](#) and accompanying [guidance](#). The board should ensure that this ethos is reflected and implemented effectively in school policy and practice and that there are effective risk assessments in place to safeguard and promote students' welfare. Guidance for [maintained schools](#) and [academies](#) on the spiritual, moral, social and cultural development of pupils includes references to promoting British values.

2.3 Decision making

7. As the accountable body, the board is the key decision maker. It may delegate operational matters to executive leaders and governance functions to committees (including in MATs, local governing boards (LGBs)) or in some cases to individuals, but the board as a corporate entity remains accountable and responsible for all decisions made and executive leaders operate within the autonomy, powers and functions delegated to them by the board.
8. In most cases it is for the board to decide whether to task individuals to take a particular lead interest to support decision making in certain areas. However, all boards should have an individual to take leadership responsibility for the organisation's safeguarding arrangements, which include the [Prevent duty](#). There should also be a member of the board or a committee with specific oversight of the school's arrangements for SEND.
9. The board must operate and make decisions in the best interest of pupils and in line with their charitable object, where applicable, not in their own interests or as a collection of individuals lobbying for the interests of the constituency from which they were elected or appointed.
10. Boards should welcome and thrive on having a sufficiently diverse range of viewpoints – since open debate leads to good decisions in the interests of the whole school community. While noting the role of Foundation Governors in schools designated with a religious character, boards should be alert to the risk of becoming dominated by one particular mind-set or strand of opinion, whether related to faith or otherwise. Boards must ensure they understand the full

diversity of the cultural and religious context of the school and the community it serves. Having some people on the board who have no close ties with the school, or who come from outside the faith or ethnic group of the majority of pupils, can help ensure that the board has sufficient internal challenge to the decisions it makes and how it carries out its strategic functions.

11. Good decision making is well informed by both available evidence of what works or is likely to be effective, and by the views and needs of key stakeholders, particularly parents. The board as a whole should take steps to understand what parents think, while acknowledging that anyone on the board who is a parent themselves has valuable knowledge and perspectives about the school(s) to bring to bear in discussions and decisions and helps to guarantee that there is always a link between governance and the parent community.
12. In order to make credible decisions that are in the best interest of pupils it is essential that the board has an effective approach to conflicts of interest. All boards should prevent conflicts of interest from affecting their decisions by removing them or managing them as appropriate. For example, it is unlikely that the conflict of interest that would arise from a close family relationship existing between someone on the board and a senior executive leader could be managed fully, and hence in most circumstances this situation would be best avoided altogether. The Charity Commission offers [guidance](#) on managing potential conflicts of interest.
13. Robust decision making also takes account of risk. Effective boards have a framework for identifying and managing risk and explicitly set and manage their risk appetite and tolerance. In particular, they consider the risks associated with their strategic priorities and improvement plans.

2.4 Parental engagement and community leadership

14. As the strategic leaders of their organisations it is vital that boards are connected with, and answerable to, the communities they serve, particularly parents/carers.
15. Parental engagement can have a large and positive impact on children's learning. It should not be confused with parental representation on a board and neither should it be seen as a one-off exercise for organisations. Boards should ensure that their organisation is regularly communicating with parents and carers and that parental engagement is used by the board to inform their strategic decision-making. Communications with parents and carers should be

clear in supporting them to understand the structure of the school, how it operates, and how they can support their child's education.

16. All boards should assure themselves that mechanisms are in place for their organisation to engage meaningfully with all parents and carers. Parents and carers should be able to use these mechanisms to put forward their views at key points in their child's education. Boards should aim to build productive relationships, not only with parents and carers but also with the local community to create a sense of trust and shared ownership of the organisation's strategy, vision and operational performance.
17. Boards should be able to demonstrate the methods used to seek the views of parents, carers and the local community. They should also be able to show how those views have influenced their decision making³ and how they have fed back to parents, carers and the local community.

2.4.1 Parent councils

18. Certain LA maintained foundation schools must establish a parent council⁴ as a body of parents that represents parents and allows them to put forward their views to executive leaders, and ultimately to the board, of their children's school. The board must consult the parent council about its conduct and carrying out its powers⁵. The arrangements for the composition, role and support of the parent council are set out in [regulations](#).
19. Academy trusts and other types of maintained school are free to choose whether to establish a parent council and to determine its membership.

³ For maintained schools, this is a statutory duty as set out in s21(7) of the Education Act 2002 (as inserted by s38 of the Education and Inspections Act 2006).

⁴ Foundation or foundation special schools in England that acquired their foundation status under the Education and Inspections Act 2006, and which have a majority of foundation governors: Education Act 2002, s23A (as inserted by Education and Inspections Act 2006, s34).

⁵ Education and Inspections Act 2006, s38.

3. Accountability

1. In addition to strategic leadership, the board's other two [core functions](#) are about creating robust accountability for executive leaders. This means holding them to account for both educational performance and for financial and organisational performance, and ensuring money is well spent.

3.1 Boards' relationship with executive leaders

2. Executive leaders are responsible for the internal organisation, management and control of schools. Every board must have a single executive leader at the head of the line management chain of the whole organisation. It is their job to implement the strategic framework established by the board. Boards should work to support and strengthen the leadership of their executive, and hold them to account for the day-to-day running of their school(s), including the performance management of staff.
3. Boards should play a strategic role, and avoid routine involvement in operational matters. They should focus strongly on holding their executive leader to account for exercising their professional judgement in these matters and all of their other duties.
4. However, since the board is responsible in law for the school(s), it may need to intervene in operational matters if a circumstance arises where, because of the actions or inactions of executive leaders, the school may be in breach of a duty. Having advised the board, executive leaders must comply with any reasonable direction given by it.
5. One of the key characteristics expected within the [National standards of excellence for headteachers](#), is that they should welcome strong governance and actively support their board to understand its role and deliver its core functions effectively. Executive leaders should welcome and enable appropriately robust challenge by providing any data the board requests and responding positively to searching questions.
6. The relationship between the board and its executive leadership is discussed further in [guidance](#) on The School Governance (Roles, Procedures and Allowances) Regulations 2013. The National College for Teaching and Leadership (NCTL) report '[Headteacher Performance: Effective Management](#)' describes how boards can appraise and performance manage executive leaders effectively. The [National Association of Headteachers \(NAHT\)](#), the [Association for College and School Leaders \(ASCL\)](#) and the [National Governance Association](#) (NGA) has issued a [joint statement](#) on the principles

for the working relationship between boards and school leaders. Further information on headteacher appraisal is available in [Section 6.5.6](#).

7. The [School teachers' pay and conditions document 2018 \(STPCD\)](#) requires boards and headteachers of maintained schools to have regard to the need for the headteacher and teachers to be able to achieve a satisfactory balance between the time required to discharge their professional duties and the time required to pursue their personal interests outside work. All boards and executive leaders should ensure that they adhere to the working limits set out in [legislation](#)⁶.

Workload considerations

8. Boards and executive leaders should have regard to the principles and recommendations in the [Making Data Work](#) report and the [Workload reduction toolkit](#), which provides support for schools and boards to review and streamline policies and processes to cut unnecessary workload. Boards and their organisations are encouraged to use these materials to review current policies and practices. It is important that all activities are always driven by what has most impact on pupils, whilst being time efficient for teachers.
9. Boards should be aware of Ofsted's guidance on the [requirements of inspections](#), which dispels myths that can result in unnecessary workload.

3.2 Robust oversight of a school or academy trust

10. The board and its committees **must** meet regularly enough to discharge their responsibilities. Board meetings **must** take place at least three times a year (and business conducted only when quorate).
11. As set out in the Academies Financial Handbook⁷, larger trusts boards should consider meeting more frequently. If the board of trustees meet less than six times a year it **must** describe in its governance statement, accompanying its annual accounts, how it has maintained effective oversight of funds with fewer meetings.

3.3 Accountability for educational performance

12. Effective boards hold their executive leaders to account for improving pupil and staff performance by asking the right questions. It is essential that boards use,

⁶ The Working Time Regulations (S.I.1998/1833)

⁷ Academies Financial Handbook s2.1 para 2.1.2

and are familiar with, specific data about their school(s) to help inform these questions. This might include asking the following relevant questions:

- Which groups of pupils are the highest and lowest performing, and why? Do school leaders have credible plans for addressing underperformance or less than expected progress? How will we know that things are improving?
- How is the school going to raise standards for all children, including the most and least able, those with special educational needs, those receiving free school meals and those who are more broadly disadvantaged, boys and girls, those of a particular ethnicity, and any who are currently underachieving?
- Which year groups or subjects get the best and worst results and why? How does this relate to the quality of teaching across the school? What is the strategy for improving the areas of weakest performance?
- Is the school adequately engaged with the world of work and preparing their pupils for adult life, including knowing where pupils go when they leave?
- How is the school ensuring that it keeps pupils safe from, and building their resilience to, the risks of extremism and radicalisation? What arrangements are in place to ensure that staff understand and are implementing [the Prevent duty](#)?
- Are senior leaders including (where appropriate) the CEO and finance director getting appropriate CPD?
- Does the school have the right staff and the right development and reward arrangements? What is the school's approach to implementation of pay reform and performance-related pay? If appropriate, is it compliant with the most up to date version of [the School teachers' pay and conditions document](#)? Is the school planning to ensure it continues to have the right staff?
- Have decisions been made with reference to external evidence, for example, has the [Education Endowment Foundation \(EEF\) Toolkit](#) been used to determine [pupil premium](#) spending decisions? How will the board know if current approaches are working and how will the impact of decisions and interventions be monitored using appropriate tools such as the [EEF DIY evaluation guide](#)?
- Are teachers and support staff being used as effectively and efficiently as possible and in line with evidence and [guidance](#)?
- To what extent is this a happy school with a positive learning culture? What is the school's record on attendance, behaviour and bullying? Are

safeguarding procedures securely in place? What is being done to address any current issues, and how will it know if it is working?

- How good is the school's wider offer to pupils? Is the school offering a good range of sports, arts and voluntary activities? Is school food healthy and popular and compliant with the School Food Standards?
 - Is the school encouraging the development of healthy, active lifestyles by using the [PE and sport premium for primary schools](#) to fund additional and sustainable improvements to the provision of PE and sport?
 - Is the school promoting high-quality provision in literacy and numeracy using, where appropriate, the [Year 7 literacy and numeracy catch-up premium](#), to make a positive difference in the attainment of pupils?
 - How effectively does the school listen to the views of pupils and parents?
 - How effectively does the organisation listen to the views of staff, and ensure work/life balance for their workforce, and how does the organisation review and streamline unnecessary workload whilst maintaining high standards?
13. The NGA has published '[Knowing your School – Questions for the Board to ask](#)' (content available for NGA members only). The Wellcome Trust's '[Questions for Governors](#)', is a framework to help boards identify areas to celebrate or challenge in their schools, enabling them to work with executive leaders to drive improvement.
14. In line with their third core function, boards should also ask questions about finance and spending – further information on this is available in [Section 3.5](#).

3.4 Rigorous analysis of data

15. The board must have access to objective, high quality and timely data if it is to ensure and embed robust accountability and know the questions that need to be asked of the executive leaders.
16. It is essential that every board has at least one person with the skills to understand and interpret the full detail of the educational performance and the financial data available. These individuals should make sure that the board has a correct understanding of the school's performance and finances as presented and explained by executive leaders. They should identify from the data the issues that need to be discussed and addressed as a priority. Others on the board should learn from them and undertake training where this is needed to improve their confidence and skills in looking at and discussing issues arising from data.

17. While boards may decide to establish a committee to look in detail at performance data, everyone on the board should be able to engage fully with discussions about data in relation to the educational and financial performance of their school. If they cannot, they should undertake appropriate training or development to enable them to do so. This includes MAT boards who should not leave this function solely to LGBs, where they are in place, but should themselves be familiar with and interrogate key performance data, while avoiding duplication of roles and functions.
18. The department has published '[Understanding your data: a guide for school governors and academy trustees](#)' to encourage use of educational and financial data in reviewing school or academy trust performance. This resource aims to support governors and trustees to challenge the executive teams in their organisation.

3.4.1 Sources of education data

19. It is executive leaders' job to provide their board with the information it needs to do its job well. This means they should help the board access the data published by the department and Ofsted. They should also provide whatever management information the board requires to monitor different aspects of life in the school throughout the year, but being mindful of the impact on workload. In particular, a board will need to see information relating to the priorities it has identified for improvement. This might include data on:
 - pupil learning and progress;
 - pupil literacy and numeracy;
 - pupil applications, admissions, attendance and exclusions;
 - staff deployment, absence, recruitment, retention, morale and performance; and
 - the quality of teaching.
20. The board, not executive leaders, should determine the scope and format of reports they receive from executive leaders; however, boards should be mindful of their additional requests for data and the workload impact on staff in producing additional reports. This will mean that the board receives the information it needs in a format that enables it to stay focused on its core strategic functions and not get distracted or overwhelmed by information of secondary importance.
21. MATs, due to their scale, have greater opportunity to employ a central executive team to help them discharge their oversight responsibilities, including

by compiling and analysing pupil progress and financial performance data and using a standard template to present data from each school in the MAT.

22. Boards should be aware that Ofsted has made clear it doesn't expect performance and pupil tracking data in any particular format. Boards should ensure that they review and monitor the data requests they make of executive leaders and staff to avoid creating unnecessarily burdensome procedures. It is important that data is collected in a manner consistent with the principles in the [Eliminating unnecessary workload associated with data management](#) report.
23. Executive leaders should not be the only source of information for the board. That would make it hard to hold them to account properly. Boards need to make sure that at least once a year they see objective national data so that they are empowered to ask pertinent and searching questions. A board can obtain annual performance data direct from a number of sources.

School and college performance data

24. The department collects data about schools and publishes it in [performance tables](#) for everyone to see. This helps to ensure that there is sufficient transparency and public accountability for school performance.
25. The performance tables provide information on pupil attainment and progress, school finances, pupil absence and school workforce. They also contain the most recent overall Ofsted judgement on each school and a link to inspection reports.
26. Boards can use performance tables to compare their own school with other local or similar schools to see:
 - how well their school is doing against a range of performance measures – including each of the department's 'floor standards' and coasting measures for [primary](#) and [secondary](#) schools;
 - how well a primary school is doing at key stage 2 in reading; writing; grammar, punctuation and spelling; and mathematics;
 - how well a secondary school is doing at key stage 4, using the latest performance data published on [the compare school performance service](#) at key stage 4 of Progress 8, Attainment 8, Attainment in English and Maths (9-1), English Baccalaureate (EBacc) entry and achievement and destination measures;
 - how well a [sixth-form](#) is doing to support progress in A levels and other level 3 qualifications and the destinations of those students;

- how students who have not achieved a good pass in English and maths at KS4 are supported to succeed in these subjects in the sixth form;
- how attainment and progress compares between different groups of pupils, including disadvantaged pupils, those with [English as an Additional Language \(EAL\)](#), and ‘non-mobile’ pupils (i.e. those who have been in the school throughout each of the last two years);
- how the school spends its money, shown as £ per pupil to allow comparison between schools of different size; and
- information about people who work at the school, including the number of teachers, teaching assistants, support workers; their average salaries; and the ratio of teachers to pupils.

Analyse School Performance (ASP)

27. [Analyse School Performance \(ASP\)](#) is a secure web-based system available to boards, executive leaders, multi-academy trusts, local authorities and dioceses. Ofsted inspectors also use it to inform their inspections. The system uses the data collected for performance tables, but provides a more detailed analysis. ASP reports use tables, graphs and charts to show the attainment and progress of the school and a wide range of different pupil groups.
28. ASP includes data on pupil attainment, progress, absence, and exclusions. It provides an analysis of the characteristics of pupils, such as their ethnic mix and special educational needs. All data are compared to the relevant national average. There is a separate data dashboard for school sixth form performance.
29. The ASP school performance summary report presents the data that boards may want to focus on as their starting point for understanding school performance.
30. [Legislation](#)⁸ ensures that boards are entitled to access the ASP system for their school(s). The school’s DfE Sign-in approver can provide boards with a ‘governor’ account which allows access to the ASP. The governor account does not allow access to any named pupil data.
31. The people on the board who lead on understanding and scrutinising attainment data should see and analyse the full ASP school performance summary report. For others on the board, less detail may suffice but it is important that everyone sees some form of summary of key ASP data for their

⁸ The Education (Individual Pupil Information)(Prescribed Persons)(England) Regulations 2009.

school, and are able to identify the strengths and weaknesses of the school. Everyone on the board must be able to engage in a discussion about ASP or equivalent data and if not should familiarise themselves with the website.

32. Boards can use ASP to look into their school's performance. They can look at the high-level figures. They can also drill down for example into the performance of different pupil groups. In particular, it can be used to identify priorities for improvement in the light of:
 - the attainment of different groups of pupils and in different subjects, and how this compares to national standards for key stage 2 and key stage 4 and 16-18;
 - the progress made by pupils compared to all pupils nationally and pupils with similar prior attainment.

Other sources of education data

33. In addition to the government data sources outlined above, there is a growing range of products from third parties that aim to meet boards' data needs. Many of these draw, at least in part, on the department's data. Bearing in mind that ASP contains the data that Ofsted inspectors use, it is for boards to choose which works best for them.

3.4.2 School visits

34. Boards need to know their school if accountability is going to be robust and their vision for the school is to be achieved. Many boards find that visiting their school(s), particularly during the day, is a helpful way to find out more about the school, its staff and students. Through pre-arranged visits that have a clear focus, the board can see for themselves whether the school is implementing their policies and improvement plans and how they are working in practice. Visits also provide an opportunity to talk with pupils, staff and parents to gather their views; though are unlikely to be sufficient for these purposes.
35. Boards are not inspectors and it is not their role to assess the quality or method of teaching or extent of learning. They are also not school managers and should make sure they do not interfere in the day-to-day running of the school. Both are the role of executive leaders. If boards wish to spend time within a classroom, they need to be very clear why they are doing so.

3.5 Accountability for financial performance

36. The board's third core function is to oversee financial performance and make sure public money is well spent. It should do this by ensuring it has at least one

individual with specific, relevant skills and experience of financial matters. This individual should also build a relationship with the school business professional (SBP)⁹ acting as the link between the SBP and the governing board. However, everyone on the board should have a basic understanding of the financial cycle and the legal requirements of the school on accountability and spend. This is important in all schools, but particularly important in MATs or large schools or federations. Their larger budgets and greater complexity make it even more critical that the board not only oversees delivery of the best possible education for pupils, but also that it provides robust and effective governance to ensure the viability and efficiency of the organisation through effective business and financial planning.

37. Academy trusts in particular have a significant level of autonomy which makes it all the more important for the board to consider the regularity, propriety and value for money of all aspects of trust business. Boards should establish and monitor policies, particularly on related party transactions and executive salaries and expenses that they would be confident to expose to public scrutiny.

Asking the right questions

38. Asking the right questions is equally important in relation to money as it is to educational performance. Appropriate questions might include:
 - Are resources allocated in line with the organisation's strategic priorities?
 - Does the organisation have a clear budget forecast, ideally for the next three years, which identifies spending opportunities and risks and sets how these will be mitigated?
 - Does the organisation have sufficient reserves to cover major changes such as re-structuring, and any risks identified in the budget forecast?
 - Is the organisation making best use of its budget, (e.g., by integrating its curriculum planning with its financial planning and using efficiency data to inform decision making)?
 - Does the organisation plan its budgets on a bottom up basis driven by curriculum planning (i.e. is the school spending its money in accordance with its priorities) or is the budget set by simply making minor adjustments to last year's budget to ensure there is a surplus?

⁹ The term school business professional (SBP) covers the range of professionals from office administrators or business managers in small schools, up to chief finance officer or chief operating officer of a large multi-academy trust.

- Are the organisation's assets and financial resources being used efficiently?
- How can better value for money be achieved from the budget?
- Is the organisation complying with basic procurement rules and ensuring it gets the best deal available when [buying goods and services](#) in order to reinvest savings into teaching and learning priorities?
- Is the organisation taking advantage of opportunities to collaborate with other schools to generate efficiencies through pooling funding where permitted, purchasing services jointly and sharing staff, functions, facilities and technology across sites?

3.6 Sources of financial data and tools

39. There is a wide range of tools available to support boards to achieve value for money from their resources. This means achieving the best educational outcomes for children in relation to the budget spent on the school.
40. The [Schools financial benchmarking website](#) enables maintained schools and academies to compare their spending in detail with other schools, consider their comparative performance and think about how to improve their efficiency. Benchmarking financial information in this way helps the board to question whether resources could be used more efficiently. For example:
 - are other schools buying things cheaper or getting better results with less spending per pupil?
 - if the cost of energy seems high compared to similar schools, are there opportunities for investment in energy-saving devices to reduce the cost?
 - if spend on learning resources seems high compared to similar schools, are there opportunities for collaborating with other local schools to bring costs down?
 - if your spending on staffing is higher than other similar schools, are these schools achieving more in terms of attainment? If so what might be learnt from them about how they deploy their workforce?
 - if the spend on teaching assistants is higher than other schools, is the board sure that they are being used effectively and efficiently to support pupil outcomes?
41. The department and ESFA have published guidance on [schools financial health and efficiency](#) which provides information and tools, as well as training to help schools improve their financial management and efficiency. The ESFA has also

published [Top 10 planning checks](#) to help boards understand effective financial management. Boards can use this information to make sure their school is managing its resources productively to secure the best outcomes for its pupils. Boards should use these checks early in the annual budget planning cycle and when looking ahead at the three to five year position. Senior staff in schools and MATs, including finance directors and business managers, will also find this guide useful.

42. Further guidance on [school and college funding and finance](#) is available on GOV.UK.
43. The financial responsibilities of boards, and additional information on the dedicated schools grant and pupil premium can be found in [Section 6.6](#).

4. People

1. The effectiveness of a board depends on the quality of its people and how they work together with executive leaders and the governance professional (clerk). This section looks at how boards can build a diverse and effective team.

4.1 Building an effective team

2. All boards should be tightly focused and no larger than they need to be to have all the necessary skills to carry out their functions effectively, with everyone actively contributing relevant skills and experience. In general, the department believes that smaller boards are more likely to be cohesive and dynamic, and able to act more decisively.
3. The need for boards to establish committees, or panels, for exclusions or disciplinary matters, does not necessitate in itself a large board. Committees or panels can be established specifically for these purposes, to which people who are not on the board may be appointed, and/or a committee may be established as a joint committee with another organisation.
4. For maintained schools, the [Constitution Regulations 2012](#) require anyone appointed to the board to have the skills required to contribute to effective governance and the success of the school. The AFH requires all academy trusts to identify and fill any skills gaps through recruitment or training. The [Competency framework for governance](#) outline the skills required for effective governance.
5. The membership of the board should focus on the skills required and, therefore, the primary consideration in appointment decisions should be acquiring the skills, experience and diversity the board needs to be effective. A board composed of governors and trustees who bring a diverse range of skills, experiences, qualifications, characteristics and perspectives and who are from different backgrounds and settings will have a positive impact on setting the strategic direction for your organisation.
6. Boards should keep their constitution and its impact on their effectiveness under review as discussed further in [section 7](#). Where a vacancy needs filling, boards and other appointing bodies should move to fill the vacancy as soon as possible to prevent it impacting on the board's effectiveness. In filling vacancies, boards and others responsible for nominating or appointing to the board should make use of all available channels to identify suitable people. The department funds free support to help boards recruit skilled people:

- [Academy Ambassadors](#) recruits senior business leaders to serve on the boards of MATs; and
- [Inspiring Governance](#) enables schools and colleges to search and identify online people from the world of work with relevant skills and experience who are willing to offer support in a variety of ways, including joining a board.

4.1.1 The skills governing boards need

7. Boards must have a keen understanding of the skills they need to deliver effective governance. The specific skills that a board needs to meet its particular challenges will vary. It is therefore for the board and other appointing persons to determine in their own opinion what these skills are and be satisfied that the people they appoint possess them. Relevant skills may include important personal attributes, qualities and capabilities, such as the ability and willingness to learn and develop new skills. Skills may also be taken to include the knowledge and perspectives that will contribute to good decision-making.
8. Boards should identify the skills they need having regard to the department's [Competency framework for governance](#) that sets out the knowledge, skills and behaviours required for effective governance. Having done so, they should inform any other parties that have a role in appointing to the board, such as academy trust Members or those that appoint maintained school Foundation Governors, so that they can take these skills into account in making their appointments. This information can also be used to inform ongoing self-evaluation and training requirements.
9. In summary, everyone on the board needs a strong commitment to the role and to improving outcomes for children; the inquisitiveness to question and analyse; and the willingness to learn. They need good inter-personal skills, appropriate levels of literacy in English (unless a board is prepared to make special arrangements), and sufficient numeracy skills to understand basic data. Foundation Governors are selected for their skills as well as their ability to preserve and develop the religious character and ethos of the school.
10. Effective boards seek to secure or develop within their membership as a whole expertise and experience in analysing performance data, in budgeting and driving financial efficiency, and in performance management and employment issues, including grievances. They seek to recruit and/or develop people with the skills to work constructively in committees, chair meetings and to lead the board.

4.1.2 Conduct

11. Effective boards set out clearly what they expect of individuals, particularly when they first join. A code of conduct should be maintained and communicated to all prospective appointees to set clear expectations of their role and behaviour. Explicit agreement to the code of conduct will mean there is a common reference point should any difficulties arise in the future. The NGA [model code of conduct](#) aims to help boards draft a code of conduct which sets out the purpose of the board and describes the appropriate relationship between individuals, the whole board and the leadership team of the school.
12. Boards should be mindful that in exercising all their functions, they must act with integrity, objectivity and honesty and in the best interests of the school; and be open about the decisions they make and the actions they take and be prepared to explain their decisions and actions to interested parties. This is required in maintained schools by [legislation](#)¹⁰ and in academies by the Academies Financial Handbook 2018 ([AfH](#)).
13. Similarly, everyone involved in governance should be aware of and accept '[The 7 principles of public life](#)', as set out by Lord Nolan and applying to anyone, locally and nationally, who is elected or appointed as a public office-holder. They are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
14. All maintained school governors and all academy members, trustees and individuals on any MAT LGBs are required to have an enhanced criminal records certificate from the [DBS](#). Further details on DBS checks in schools are within the statutory guidance [Keeping Children Safe in Education \(KCSIE\)](#).
15. As maintained school governors are only required to have an enhanced criminal record certificate from the DBS, which does not include a barred list check (unless in addition to their governance duties they also engage in regulated activity), the department recommend that schools contact the Teaching Regulation Agency Teacher Services to check if a person they propose to recruit as a governor is disqualified from office as a result of being subject to a section 128 direction. Checks can be carried out by logging into DfE sign-in via the [Teacher Services' webpage](#). DfE sign-in is a free service available to all schools and colleges. Registration is required for first time users and can be requested from Teacher Services.
16. There is a requirement to undertake an additional check for those in management roles at independent schools, academies and free schools, to

¹⁰ The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013

ensure they are not prohibited under Section 128 of the Education and Skills Act 2008¹¹.

17. A section 128 direction prohibits or restricts a person from taking part in the management of an independent school, including academies and free schools. A person who is prohibited is unable to participate in any management of an independent school such as:
 - A manager employed by the school
 - a trustee of an academy or free school trust; a governor of an independent school
 - a governor on any governing body in an independent school, academy or free school that retains or has been delegated any management responsibilities, or
 - A member of a proprietor body for an independent school who, through their membership, takes part in the management of the school.
18. A section 128 direction also disqualifies a person from holding or continuing to hold office as governor of a maintained school¹².
19. The Secretary of State can also make directions under section 128 provisions prohibiting individuals from taking part in academy trust management. The circumstances are prescribed in regulations but can include where the individual is subject to a caution or conviction or has engaged in 'relevant conduct', and the Secretary of State considers that because of that caution, conviction or conduct that individual is unsuitable to take part in the management of a school.
20. Maintained schools are able to suspend someone from the board for a fixed period of time up to six months at a time, for example for acting in a way that is contrary to the board's ethos and for bringing or being likely to bring the organisation, the board or their role into disrepute¹³. Academy trusts may remove someone from the board in these circumstances, in accordance with their articles of association.

¹¹ The Education (Independent School Standards) Regulations 2014

¹² The School Governance (Constitution) (England) Regulations 2012 as amended by the School Governance (Constitution and Federations) (England) (Amendment) Regulations 2014

¹³ For maintained schools, see regulation 17 of The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013.

21. Swift action should be taken to suspend from a maintained school's governing body anyone that acts to undermine fundamental British values or the board's commitment or ability to deliver on its [Prevent duty](#).
22. If you are concerned that someone who is or may become involved in governance may have links to extremism, or that a child might be at risk of extremism, or if you have any other concern about extremism in a school please contact our helpline at counter.extremism@education.gov.uk or on 020 7340 7264.

4.1.3 Appointments

23. As highlighted in [statutory guidance](#) for maintained schools on the constitution of the board (the principles of which will also be of interest to academies), it is for whoever is appointing the individual to be confident that they have the necessary skills, including the willingness and ability to learn and develop. To make an informed decision on the matter, an interview or detailed discussion will need to take place with each prospective candidate, with references (oral or written) taken as necessary, together with other recruitment tools.
24. The department recognises that there are people who have the skill and the time to serve effectively on a number of boards, and does not want to restrict their ability to do so. However, where a prospective appointee is already governing at another school or MAT, the chair of the board, should speak to the chair of the other board to discuss both the skills of the individual and, where appropriate, their capacity to serve effectively on an additional board. It is likely that only in exceptional circumstances will an individual have the capacity to serve effectively on more than two boards – but this is rightly a matter for the board and/or other appointing body to decide.
25. It is essential that boards recruit and develop people with the skills to deliver their core functions effectively. However, it is equally important to emphasise that the skills required are those to oversee the success of the school, not to do the school's job for it. For example, a person with financial expertise should use their skills to scrutinise the organisation's accounts, not to help prepare them. If someone on the board does possess skills that the school wishes to utilise on a pro bono basis, then it is important that this is considered separately from their role in governance, and steps should be taken to minimise conflicts of interest and ensure that this does not blur lines of accountability.

4.1.4 Elections

26. Some positions on the board may be filled through election rather than appointment. In the case of elected parents, this helps to ensure that boards stay accessible and connected to the community they serve and that there is always a diverse range of perspectives around the table to support robust decision making. With the right election process and subsequent support and training there is no reason that those elected to the board need be any less effective than those chosen specifically for their skills.
27. All maintained schools have powers to suspend someone who acts in a way that is contrary to the board's ethos and has brought or is likely to bring the organisation, the board or their role into disrepute. Academy trusts may have the power to remove someone from the board in these circumstances, in accordance with their articles of association. Trusts may consider informing the removed trustee of any basis on which they may be considered for re-appointment.
28. Since 1 September 2017, maintained school governing bodies have had the power to remove elected parent and staff governors in the same way as they can remove co-opted governors – that is, by majority decision of the governing body¹⁴
29. Boards (and local authorities where applicable) should make every effort to conduct informed Parent and Staff Governor elections in which the expectations and credentials of prospective candidates are made clear. They should set out clearly in published recruitment literature:
 - the core functions and role of the board, and the induction and other training and development that will be available to new recruits to help them fulfil it;
 - the expectations they have of people appointed to the board for example in relation to the term of office, the frequency of meetings, membership of committees and the willingness to undertake appropriate training and development; and
 - with reference to the department's [Competency framework for governance](#), the specific skills or experience that would be desirable, including the

¹⁴ The School Governance (Constitution and Federations) (England) (Amendment) Regulations 2017 (regulation 2(3) and (4) amends the Constitution Regulations 2012 to include a power and procedure for governing bodies to remove elected governors, so this power is now available in relation to elected governors as it is for appointed governors.

willingness to learn skills that would help the board improve its effectiveness and address any specific challenges it may be facing.

30. Well run elections use secure and reliable voting systems and offer candidates the opportunity to publish a statement of sufficient length to set out:
- evidence of the extent to which they possess the skills and experience the board desires;
 - their commitment to undertake training and development to acquire or develop the skills to make an effective contribution to governance;
 - if seeking re-election, details of their contribution to the work of the board during their previous term of office; and
 - how they plan to contribute to the future work of the board.
31. The purpose of boards providing and publishing information about the role and the skills they ideally require is not to create additional eligibility criteria for potential candidates – which they do not have the power to do. It is for the electorate to elect their choice of candidate(s)¹⁵. The purpose of publishing the information is to simply inform the electorate of the boards' expectations, circumstances and ideal requirements.

4.2 Training and development

32. All boards are responsible for identifying the induction and other ongoing training and development they need – including for those with specific responsibilities such as the lead on safeguarding including [Prevent](#). They should set aside a budget for this purpose. Maintained schools should liaise with LAs where appropriate¹⁶. The [AFH](#) requires academy trusts to identify and fill any skills gaps on the board through recruitment or training.
33. As part of induction and continuous development, effective boards encourage everyone involved in governance, especially those new to their role, to make the most of the resources, guidance and training available to develop their knowledge and skills. Ofsted HMIs will consider the commitment of governors/trustees to their own development as part of the judgement on the effectiveness of leadership and management¹⁷.

¹⁵ Notwithstanding the power contained in the model articles for Catholic academy trusts to appoint the elected candidate at their discretion.

¹⁶ Section 22(b) of the Education Act 2002 provides that the local authority in England shall secure that there is made available to every maintained school governor, free of charge, such training as they consider necessary for the effective discharge of their functions.

¹⁷ Ofsted, *School Inspection Handbook*, paragraph 152.

34. The board's code of conduct should set an ethos of professionalism and high expectations of everyone involved in governance, including an expectation that they undertake whatever training or development activity is needed to fill any gaps in the skills they have to contribute to effective governance. Importantly, this includes their ability to understand and interpret educational and financial performance data. Everyone on the board should be able to engage fully with discussions on these matters and if they cannot, they should undertake appropriate training or development to enable them to do so.
35. Boards should consider giving the vice-chair or another individual on the board a specific responsibility for enabling every person to develop the skills they need to be effective. Rather than simply track attendance at training and development courses, with administrative and advisory support from the professional clerk, this person would be responsible for ensuring that everyone on the board develops their skills to make an active and valuable contribution board. Any persistent skill gaps across the board or for individuals should be brought to the attention of the chair.
36. If, in the view of the board, an individual fails persistently to undertake the training or development they need to contribute effectively to the board, then they are likely to be in breach of the board's code of conduct.
37. Where they have powers to do so, maintained school boards should consider suspending them on the grounds that they have acted in a way that is contrary to the board's ethos and has brought or is likely to bring the organisation, the board or their role into disrepute. Suspensions are for a fixed period of up to six months at a time. Academy trusts in these circumstances should consider removing the trustee in accordance with their articles. Trusts may consider informing the removed trustee of any basis on which they may be considered for re-appointment.

4.3 The chair

38. The chair, with support from the vice chair, is responsible for ensuring the effective functioning of the board and has a vital role in setting the highest of expectations for professional standards of governance. It is the chair's role to give the board clear leadership and direction, keeping it focused on its core functions. A chair should encourage the board to work together as an effective team, building their skills, knowledge and experience. They need to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and actively involved in the work of any committees. It is their role to make sure everyone understands what is expected of them and

receives appropriate induction, training and development. It is for the chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

39. The chair must not exercise as an individual any of the functions of the board except where this has been sanctioned by the board, or in the case of maintained schools in the specific circumstances permitted in [regulations](#). In all maintained schools, and where an academy trust board decides, the chair is permitted to act in cases of urgency where a delay in exercising the function would be likely to be seriously detrimental to the interests of the school, a pupil, parent or member of staff.

4.3.1 Development and succession

40. The focus of the procedure for appointing a chair and vice-chair from among the existing members of the board, should be on appointing someone with the skills for the role, not just the willingness to serve. It is possible to appoint more than one person to share the role of chair, or similarly the role of vice-chair, if the board believes this is necessary and in the best interests of the school. The board would need to ensure that any role-sharing arrangement does not lead to a loss of clarity in its leadership.
41. Succession planning arrangements should be in place so that any change in the chair does not impede the board's effectiveness. Although the regulations do not place any restrictions on this, boards should consider carefully how many times they re-elect their chair to a new term of office. In some circumstances, a change of chair may be necessary for the board to remain invigorated and forward looking.
42. The law does not prevent a board from advertising and appointing a highly-skilled chair from outside its board where current governors or trustees do not wish to be appointed to the position. The successful candidate would need to be appointed to a vacant position on the board prior to being elected as chair in accordance with the regulations.
43. With effective succession planning in place, it can be beneficial for strong chairs to move on to another school or trust after a reasonable time (e.g. two terms of office). This can help to share expertise across the system and prevent boards stagnating or individuals gaining too much power and influence solely through their length of service.

4.4 The clerk (governance professional)

44. High quality professional clerking is crucial to the effective functioning of the board. The clerk should be the boards' 'governance professional'. Their role is not only about good and effective organisation and administration, but also, and more importantly, about helping the board understand its role, functions and legal duties and supporting the chair to enable and facilitate strategic debate and decision making. This is crucial in helping the board exercise its functions expediently and confidently, so that it can stay focused on its core functions.
45. Boards should set demanding standards for the service they expect from their clerk and assure themselves that they are employing a clerk with the skills, training and knowledge required for their board. Boards may wish to use the clerking competency framework to understand the breadth and depth of knowledge, skills and behaviours needed to deliver professional clerking.
46. Boards should expect to pay an appropriate salary, commensurate to the service they expect their clerk to deliver¹⁸. The NGA has developed a [model job description and person specification](#) to support this process. In a trust, the clerk shall not be the trustee, principal or chief executive of the trust. They will receive direction from, and are accountable to, the board. However, if the clerk is absent from a meeting, a trustee can be appointed as clerk for the purpose of that meeting.
47. The department provides funding for clerking development. All school, academy or trust board clerks, including new clerks, who are currently supporting one or more boards can attend one of the programmes.

4.5 Liability

48. The board is legally responsible for the conduct of its school(s). However, individuals are generally protected from personal liability. Provided they act honestly, reasonably and in good faith, any liability will fall on the board even if it exceeds its powers, rather than on individuals.

4.6 Time-off work

49. Boards can benefit significantly from transferable skills that people have developed in the workplace. Serving in governance also helps people develop board-level skills and wider experience that they can take back into the workplace that they may not otherwise develop until much later in their careers.

¹⁸ In academies, a Trust's articles will address clerk's terms and conditions.

The learning and development benefits are therefore significant and more than compensate for the flexibility and time-off that staff may need to fulfil their governance duties. The Confederation of British Industry (CBI) has stated clearly that it sees a robust business case for more employers [supporting their staff to volunteer in governance roles](#)¹⁹.

50. By law, employers must give employees who serve on maintained school boards 'reasonable time off' to carry out their [duties](#)²⁰. The employee and employer must agree on what is 'reasonable time off'. Employers may give time off with pay but do not have to do so. This is for discussion between the employee and the employer. Guidance on [time off for public duties](#) is available.
51. If the employee and employer cannot agree on any of these questions, either of them can ask for help from the [Advisory Conciliation and Arbitration Service](#) (ACAS), which will try to settle any differences informally. An employee who is still not satisfied may complain to an Employment Tribunal.

4.7 Pay

52. The governance of schools in England is rooted firmly in the principle of voluntary service. The Government is committed to maintaining and promoting this principle for boards of both academies and maintained schools. This is in line with charity law and corporate governance practice in other parts of the public sector.
53. Paying people to be involved in governance is subject to very specific legal restrictions. This is true in both maintained schools and academies.

Maintained schools

54. There is no legal power for schools, LAs or the government to pay individuals on maintained school boards for their governance duties.
55. Schools that are performing very poorly may be 'eligible for intervention'. In these schools, the Secretary of State or the local authority with the consent of the Secretary of State has the power to replace a board with an Interim Executive Board (IEB). They have the power to pay members of an IEB they impose, if they chose to do so. Payment to IEB members should only be offered when this is in the best interests of the school and only until a full board is appointed.

¹⁹ CBI Report, *Leading the Way – Improving School Governance and Leadership*, 2013

²⁰ Employment Rights Act 1996, s50

56. The legal power also exists for the Secretary of State or the local authority to appoint any additional people to a maintained school board if the school is 'eligible for intervention'. The Secretary of State has the power to pay anyone they appoint. However, they have not used this power to date, preferring instead to seek an academy solution for the under-performing school.

Academy trusts

57. Academy trusts are exempt charities²¹, and must have charitable purposes and apply these for public benefit. Trustees are, therefore, charity trustees of an exempt charity and have the same general duties and responsibilities as trustees of other charities and, as such, must comply with Charity Law. This means that they can only receive payment for carrying out Trustee duties if this payment is specifically allowed by the academy's governing document or has express authorisation from the Charity Commission. For academies, this power is not in the department's model Articles of Association and any change to allow payment to trustees would need Charity Commission authorisation.
58. The Charity Commission will only authorise amendments to allow payment to academy Trustees where it has been clearly shown to be in the charity's interests. They will consider issues like the reasons for payment, whether conflicts of interests are managed appropriately, whether the [Principal Regulator](#) (for academies this is the Secretary of State for Education) is agreeable and whether payment of any Trustees is in the longer-term interests of the charity.
59. The people who sit on committees, including any LGBs in a MAT, are not Charity Trustees unless they also sit on the MAT board. That means that the charity law restrictions on payment to Trustees do not apply to them.
60. However, the government expects voluntary service to remain normal practice for LGBs and other committees. The legality of paying people that sit on them does not remove academy trusts' duty under charity law to act only in the interests of their charitable objectives. Any academy trust considering paying people to sit on their LGBs or other committees should review very carefully, whether this is in the best interest of the trust and whether this would be an appropriate use of public funds. Our expectation is that any payment would most likely be for a time limited period, for example in relation to bringing in highly skilled individuals to oversee the turnaround of an underperforming

²¹ Exempt charities are not registered or directly regulated by the Charity Commission, instead they are regulated by the Secretary of State for Education as Principal Regulator under Schedule 3, Charities Act 2011

academy. MATs must also ensure that they manage any conflicts of interest in accordance with their trust's Articles of Association.

61. The duties of charity trustees are described in the Charity Commission's guidance [CC3: the essential trustee: what you need to know, what you need to do](#). Trustees may also find the Charity Commission's [welcome pack](#) useful in understanding their role.

4.7.1 Other types of payments

62. There are other limited, specific, circumstances in which individuals serving on boards can receive payments from their school. However, this should only take place where it is clearly in the best interests of the school or academy.

Board allowances and expenses

63. The law²² allows boards in maintained schools with a delegated budget to choose whether to pay allowances or expenses to boards and Associate Members of the board to cover any costs, such as travel or childcare, which they have incurred because of serving on a board. Where they choose to do so, it must be in accordance with a policy or scheme. Payments can only be paid for expenditure necessarily incurred to enable the person to perform any governance duty. This does not include payments to cover loss of earnings for attending meetings. Travel expenses must not exceed the HM Revenue and Customs (HMRC) approved mileage rates, which are changed annually and are on [HMRC website](#). Other expenses should be paid on provision of a receipt (at a rate set out in the scheme) and be limited to the amount shown on the receipt.
64. Where a board does not have a delegated budget, the local authority may pay allowances expenses at a rate determined by them.
65. Boards in academies are free to determine their own policy on the payment of allowances and expenses, in line with their Articles.

²² The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013.

Payment for services

66. In both maintained schools and academies²³ it is legal for boards to pay for goods and/or services, including those provided by an individual who is also serving on a board, although the individual must not put themselves in a position where their personal interests conflict with their duty unless they are authorised to do so. If a conflict does exist, the board should first assure themselves that this in its best interests and will better help it achieve its purposes. The board must manage, and be seen to manage, any conflicts of interest that may arise, and be open and accountable to those with an interest; there would be no advantage of using the services provided by the individual if the need to manage the conflict of interest outweighed the benefit.
67. The department places very clear expectations on academy trust boards in how they should manage any conflicts of interest or related party transactions²⁴. It is essential that all contracts and arrangements for payments of good and/or services follow proper procurement processes. In addition, where a contract is awarded to an academy Member, Trustee or a party connected to them the service/goods must be provided at cost and no profit, subject to the de minimus limit in the [AFH](#), is allowed to be made. Full details of the new requirements placed on academies can be found in the [AFH](#).
68. Further information about payments to Trustees is available in the [Charity Commission guide \(CC11\), Trustee expenses and payments](#).

4.8 Publishing information about individuals

69. People that govern hold an important public office and their identity should be known to their school(s) and wider communities. As expected under [statutory guidance](#) for maintained schools and required by the [AFH](#) and funding agreements for academy trusts, boards must publish details²⁵ on their website about each person (including all governors and associate members in maintained schools and all Members, Trustees, individuals on any LGBs and the AO²⁶ in academy trusts). This information must include any relevant material business or pecuniary interests, including any governance roles in

²³ For academy trusts the requirements and restrictions are set out in detail in Articles 6.6 to 6.8A of the Model Articles. Article 6.8 imposes requirements on the trust to document any such decision in the minutes.

²⁴ Further information is available in the AFH 2018 and in the model Articles of Association

²⁵ Academies Financial Handbook, para 2.5.2, sets out the specific information which must be published

²⁶ Academies Financial Handbook, para 2.5.2. if the AO is not a trustee, their relevant business and pecuniary interests must be published

other educational institutions. It must also include any material interests arising from close family relationships between those involved in governance or between them and senior employees because such interests may increase the risk of:

- an inappropriate concentration of control of a publicly funded service among a small number of related individuals;
- a lack of safeguards against financial irregularity and the trust not being governed solely in its best interests; and
- potential negative external perceptions and damage to the reputation of the organisation or schools in general.

70. Under [s.538 of the Education Act 1996](#), and the [AFH](#), the Secretary of State requires boards to provide certain details they hold about people involved in governance, as volunteered by individuals, via Get information about schools ([GIAS](#)) and keep the information up to date. The information to be provided is set out in a [message to all schools](#), published on 1 July 2016. Not all of the information collected via GIAS will be published, but all will be held encrypted securely by the department.

71. Boards should make it clear in their code of conduct that information about each person will be published on their website and via [GIAS](#). Anyone failing to provide information to enable the board to fulfil their responsibilities may be in breach of the code of conduct and as a result be bringing the board into disrepute. Maintained school boards should consider suspending governors, while academy trust boards, Members or other appointing bodies should consider removing such individuals.

5. Structures

1. This section explains the specific structures of governance for academies and maintained schools and how they must be constituted, contextualised by further discussion on the benefits of the board governing a group of schools.

5.1. Governing a group of schools

2. Governance structures that span more than one school create an opportunity for more effective governance.
3. When a board governs a group of schools it gains a more strategic perspective and the ability to create more robust accountability through the opportunity to compare and contrast between schools. It enables more schools and pupils to benefit from the strategic leadership of the most talented non-executive and executive leaders. Conversely, people who transition from sitting on the board of a standalone school to operating under the leadership of say a MAT board, may be relieved to have the burden of ultimate accountability and the responsibility for financial and other corporate functions held centrally, leaving them freer to focus on the needs of their school and the progress and attainment of its pupils.
4. Governing a group of schools through a single board also creates the condition for fully realising the sustained benefits of school-to-school collaboration, which include:
 - a richer and wider curriculum – including through the ability to recruit and deploy more specialist staff, such as subject specialists or faculty heads;
 - better professional development and career progression opportunities for staff, and better retention of key staff as a result;
 - bigger leadership opportunities for middle and senior leaders, while also easing the overall leadership challenge through more supported leadership roles;
 - financial efficiency – through shared procurement;
 - economies of scale – that make employing specialist finance directors and business managers with vital skills more feasible;
 - improved relationship with local services – developing a better relationship with for example Children and Adolescent Mental Health Services (CAMHS) as a cluster of schools (for example, to request mental health awareness training) which can also promote effective referral and

- cooperation, provide quick response services and long term planning for the school population; and
- ultimately, better prospects for pupils through greater professional accountability and the roll out of consistent proven pedagogies.
5. Many boards, like executive leaders and parents can be passionate and committed to their school. However, governing is about putting the interests of pupils before adults and boards should set aside issues of control and school identity to consider objectively the governance structures that would most benefit current and future pupils. Every board should consider whether for them this means forming or joining a group of schools under the leadership of a single board.
 6. When the number of schools the board governs grows, it might try to develop its existing governance model to form a small MAT or federation of two or three schools, but growth beyond three schools usually represents the first real need to overhaul governance arrangements. Likewise, the governance structures of a small MAT will start to become stretched at around six to seven schools and by 10 a further overhaul will be needed.
 7. In order to transition to academy status or grow successfully, the board should commission a robust independent review of its effectiveness and readiness for growth. The All Party Parliamentary Group for Governance and Leadership's [Twenty questions for boards](#) and [Twenty-one questions for MAT boards](#) to ask themselves provide a helpful framework for doing this. The board should also consider the department's [Multi-academy trust – good practice guidance and growth expectations](#) which includes a summary of the key characteristics of governance in successful MATs.
 8. As the organisation the board is governing becomes larger and more complex organisationally and financially, governance can, and in some cases must, change in a number of ways:
 - **Culture:** it is important to generate a professional ethos across the entire governance structure and a culture of one organisation and away from any sense of 'my school/your school'.
 - **Skills:** an increasing number of pupils and schools are impacted by the quality of the individuals on the board, and there is hence an increasing imperative for the board to act professionally and actively recruit, develop and retain high calibre board members and an effective chair with the necessary skills to govern and lead the increasingly complex organisation and oversee its growth.

- **Executive oversight:** there is increasing opportunity, and possibly need, for the board to discharge some of its functions of governance and oversight through a central professional executive team – starting with an executive headteacher and finance director, and with further growth extending to a chief executive officer (CEO) who no longer has sole direct responsibility for any individual school.
- **Structures:** there is a range of options for how to design governance structures and levels of delegation. As the need for additional tiers within non-executive and executive governance structures grows to avoid unwieldy spans of control, there is a need for absolute clarity on the role and remit of each part of the structure and the relationship and reporting arrangements between them – including, for example in a MAT, between the role of a LGB and an executive principal in holding a school-level principal to account.
- **Processes:** there is an increasing need for the board to be professional in the way it conducts its business. It needs more standardised and robust systems and processes for governance and oversight, including systems for reporting and analysing school performance data; financial planning, management and control; and for human resources (HR) and other business processes. It also needs to ensure more standardised teaching and school improvement methodologies are in place across its schools based on proven pedagogies.
- **Risk:** increasingly, boards need a more sophisticated understanding of financial, organisational and educational risk; its assessment and its minimisation – and this in turn highlights that increasingly the board must be strategic, that it must focus on priorities and that it must manage by exception.

5.2 The governance structure of academies

9. An academy trust is a charitable company limited by guarantee. It is an independent legal entity with whom the Secretary of State has decided to enter into a funding agreement on the basis of agreeing their articles of association with the department.
10. Some academy trusts (known as single academy trusts or SATs) run one academy and so have a single funding agreement with the Secretary of State. Some academy trusts (known as multi-academy trusts or MATs) run multiple academies and so have both a master funding agreement with the Secretary of State as well as a supplemental funding agreements for each academy.

11. The ESFA has published [10 top tips](#) for maintained schools governing bodies consider before converting to academy status. They should also refer to published [guidance](#).

5.2.1 Members and Trustees

12. All academy trusts, as charitable companies, have both Trustees and Members.

Trustees

13. Trustees are both charity trustees and company directors of the academy trust. This handbook and the AFH refer to them as Trustees, in recognition of the charitable, non-profit making status of trusts. However, in some academy trusts those on the board of the academy trust are known instead as 'directors': notably in church academies where the term 'Trustee' is reserved for those on the board of the separate trust that owns the land.
14. The board of Trustees manage the business of the academy trust and may exercise all the powers of the academy trust. The board should focus strongly on the three core functions of governance set out in this handbook. The Trustees must apply the highest standards of governance and take full ownership of their duties. They must ensure compliance with the trust's charitable objects and with company and charity law, and with their funding agreement.
15. The board of Trustees signs off the annual accounts and is responsible for adherence to the trust's funding agreement with the Secretary of State, who is the principal charitable regulator for the sector. Trustees must appoint, in writing, a named individual as its accounting officer (AO). This should be the senior executive leader. The AO role includes a personal responsibility for the trust's accountability to Parliament, and to the ESFA's accounting officer, for the financial resources under the trust's control.
16. The constitution of the board of Trustees – including the numbers of Trustees that may be appointed by different bodies including any sponsor or foundation as well as the board itself, is set out in each trust's own articles of association.
17. The department sets very few requirements relating to the constitution of the board of Trustees of trusts into which it is prepared to enter a funding agreement. The department's [model articles](#) of association give trusts almost complete flexibility to design the constitution of their board of trustees as they see fit in order to ensure it has the necessary skills and capacity to carry out its functions effectively:

- the board must include at least two elected parent Trustees –a MAT may, alternatively, include two elected parents on each LGB;
 - no more than one third of the board can be employees of the trust;
 - no more than 19.9 per cent of the board can be LA associated, i.e. employees, members or officers of an LA (including teachers and headteachers of LA maintained schools) or people who are or have been within the last four years an employee, member or officer of an LA, where that LA has a responsibility for education or is a district or parish council where there is a land or other commercial relationship with the trust; and
 - for UTCs there is a requirement that nominees of the employer and university sponsors must together form the majority on the board of Trustees.
18. The principal or any other employee who is appointed as a Trustee is appointed on the basis that their role as Trustees is dependent on their employment by the trust and that if they leave the trust, they cease to be a Trustee. Our [model articles](#) give members the decision on whether to appoint the principal/ CEO as a Trustee, if he/she is willing to be. Our strong preference is for no other employees to serve as Trustees in order to retain clear lines of accountability through the trust's single senior executive leader.
19. The board may delegate functions to committees. Each committee of the board (other than those in a MAT constituted under the articles as a LGB) must contain a majority of Trustees, but may also include other people the board chooses to appoint.
20. The board is able to remove from office any Trustee that they have appointed. In addition members have the power²⁷ to remove any Trustee irrespective of whether the individual was appointed or elected to the board.

Members

21. As charitable companies limited by guarantee every trust has Members who have a similar role to the shareholders in a company limited by shares. Most notably they:
- are signatories to the articles of association which includes definition of the trusts' charitable object and governance structure (where they are Founding Members);
 - may, by special resolution, amend the articles of association, subject to any restrictions created by the trust's funding agreement or charity law;

²⁷ Companies Act 2006, s168

- may, by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members other than, where there is one, the foundation/ sponsor body and any Members it has appointed;
 - have powers to appoint Trustees as set out in the trust's articles of association, and have power under the Companies Act to remove any or all serving Trustees;
 - May, by special resolution, issue direction to the Trustees to take a specific action;
 - appoint the trust's auditors and receive the trust's annual audited accounts (subject to the Companies Act); and
 - have power to change the name of the charitable company and ultimately, wind up the academy trust.
22. No more than 19.9% of Members can be LA associated people (LAAPs), i.e., employees, members or officers of an LA²⁸ or those who are or have been, within the last four years, an employee, member or officer of an LA, where that LA has a responsibility for education or is a district or parish council where there is a land or other commercial relationship with the trust.
23. Any obligation on Members to meet (e.g. for an Annual General Meeting) will be set out in the trusts articles of association. However, under the current [model articles of association](#), Members may instruct the Trustees to convene a general meeting at any point, at which Trustees may speak but not vote.
24. The department's minimum requirement before entering into a funding agreement is that academy trusts have at least three Members, although the department's strong preference wherever possible is for trusts to have at least five Members, as this:
- provides for a more diverse range of perspectives to enable robust decision making and reduces the risks of concentrating power
 - ensures Members can take decisions via special resolution without requiring unanimity.
25. Where an academy trust has a sponsor, the relationship between the sponsor and trust is vested in the sponsor's right to appoint Members as set out in the trust's articles of association. Likewise, the minority or majority control of the church in a voluntary controlled (VC) or voluntary aided (VA) school

²⁸ This includes teachers and headteachers of LA maintained schools.

respectively is retained on conversion to academy status through minority or majority control over the appointment of Members of the trust.

26. Employees of the trust must not be appointed as Members under the current [model articles](#).
27. As set out above, it is Trustees who have the duty and responsibility in law to conduct the business of the trust subject to company and charity law, the articles of association and any direction from the Members. Although they can choose to delegate certain powers, they cannot give up these duties to a third party – even to the Members. Members should therefore be ‘eyes on and hands off’, and avoid over stepping their powers or undermining the boards’ discretion in exercising its responsibilities. In general, Members would not be expected to attend board meetings, sit on executive leaders’ performance review panels, or even contribute to specific decisions in relation to the trusts’ business.
28. It is for each trust to determine how best to keep Members informed so they can be assured that the board is exercising effective governance and leadership of their trust. Members will want to be well informed of the skills the board needs to be effective and to have confidence in the board at all times, with sufficient arrangements in place for them to know when they may need to exercise their powers – particularly to appoint or remove one or more Trustees. If the governance of the trust by the board of Trustees becomes dysfunctional the Members have a strong interest in ensuring the board has sufficient plans to address the issues or otherwise to remove the board or individual Trustees and re-appoint Trustees with the skills necessary for effective governance. It should be clear to Trustees or others involved in governance of the trust (e.g. those appointed to committees including any LGBs) how they can escalate concerns to Members, where these are not satisfactorily addressed by the board themselves.
29. One way in which some trusts decide to keep Members informed and engaged is for one or more Members to also serve as a Trustee on the board, which may be through appointing the chair of Trustees as a Member. When operating as a Trustee such Members have no greater power than other Trustees, and should remain conscious of the corporate nature of the board’s identify and decision making and not seek to dominate the board because they are also Members.
30. The department’s view is that the most robust governance structures will have a significant degree of separation between the individuals who are Members and those who are Trustees. If Members also sit on the board of Trustees this reduces the objectivity with which the Members can exercise their powers, and

increases the risk of unchecked 'group think' by the board. The department's strong preference is for at least a majority of Members to be independent of the board of Trustees.

5.2.2 Multi-Academy trusts

31. As an academy trust a MAT is a single legal entity, a charitable company, with a board that is accountable for all of the academies within the trust. There is no lead school within a MAT. The MAT board is equally responsible and accountable for the performance of all the academies within the trust. Even where the trust was originally established by one stronger school 'taking on' weaker schools, once the MAT is formed it becomes one organisation and the board must not favour or show allegiance preferentially to one school, but rather govern in the interests of all pupils and foster a common ethos and vision across the whole MAT.
32. The MAT board can choose to delegate governance functions to LGBs or other committees which may relate to one academy or more than one academy. Particularly in a large MAT, the board may decide to appoint a committee to oversee a group of LGBs, for example as a regional cluster. Both committees and LGBs are made up of people that the MAT board appoints – this may include MAT Trustees but can be anyone that the board selects for their skills. People appointed to committees or LGBs are not Trustees of the MAT unless they also sit on the MAT board itself.
33. It is the decision of the Trustees about which, if any, governance functions they delegate to LGBs or other committees. LGBs with no delegated governance functions are wholly advisory. MATs may delegate responsibilities in proportion to the strength of individual academies and the skills and expertise of the people on their LGBs – for example by increasing levels of delegation as initially weak schools improve. Boards of single schools considering joining an existing MAT should ensure they understand the range of governance functions, if any, that would be delegated to them as an LGB by the MAT board; and understand that the board will have full control over the membership and delegated authority of the LGB that they become.
34. A MAT may use wholly advisory bodies at local level to engage meaningfully with parents and local communities to understand their views and needs and listen to their feedback. It is reasonable for MATs to conclude that most parents' interest is in their child's school and therefore that meaningful engagement with the parent body will be most effective at the school level.

35. Even where LGBs are advisory in nature, they are a full and formal part of the governance structure, as determined by the trust's articles of association. We would, therefore, expect the board (or any committee established by the board to exercise the governance functions on its behalf) to have very close links with the advisory LGB and actively take into account and respond to the issue and risks it identifies and escalates.
36. All individuals involved in the governance of a MAT should know who the Trustees are, and understand clearly what functions have been delegated by the board to LGBs or other committees.
37. As they grow, MAT boards have the opportunity to expand their central executive team as means of exercising their responsibilities of oversight. However, if individual school principals are line managed by, for example, the MAT's chief executive, there is a risk of duplication or confusion between the role of the chief executive and the LGB in holding the school principal to account. MATs need to consider carefully and be clear about how they will exercise their governance and oversight through both executive and non-executive channels and how the two fit together.
38. MATs can also use their executive team to oversee finances. Many MAT boards tell us that in hindsight they would have appointed a finance director earlier in their growth. A dedicated finance director helps the MAT to oversee the efficient and effective use of the MAT's resources for the benefit of pupils, and ensure that systems for financial planning and control are appropriate and sufficient.
39. The department's [Multi-academy trust – good practice guidance and growth expectations](#) sets out what we know about the characteristics of successful MATs and the barriers that they will need to overcome in order to secure their ongoing success.

5.3 The governance structure of maintained schools

40. All maintained school boards must be constituted under the [Constitution Regulations 2012](#) or the [Federation Regulations 2012](#). Statutory guidance is available on the [Constitution of governing bodies of maintained schools](#).

5.3.1 Single maintained schools

41. The Constitution Regulations 2012 provide that the total membership of the board must be no fewer than seven governors and the board must include:

- at least two Parent Governors – elected where possible, otherwise appointed;
 - the headteacher, unless he/she resigns the office of governor;
 - only one elected Staff Governor;
 - only one LA Governor; nominated by the LA, appointed by the board, and
 - where appropriate, Foundation Governors²⁹ (i.e., persons appointed by any person other than the LA, as set out in the instrument of government), or Partnership Governors (i.e. where the school has a religious character they will be appointed to secure that the religious character is preserved and developed), are appointed as specified in the [Governance Regulations 2012](#)³⁰.
42. The board may appoint as many additional Co-opted Governors as it considers necessary. The number of Co-opted Governors who are eligible to be elected or appointed as Staff Governors must not (when added to the one Staff Governor and the headteacher) exceed one-third of the total membership of the board. The term of office for each category of governor is decided by the board and set out in the instrument of government. Additionally, boards may decide to adopt the flexibility for those appointing governors to decide the term of office of each individual governor to be between one and four years. This will only apply to newly appointed governors and would not affect the terms of office of existing governors.
43. For LA Governor appointments, a board should make clear its eligibility criteria including its expectations of the credentials and skills prospective candidates should possess. LAs must then make every effort to understand the board's requirements in order to identify and nominate suitable candidates. It is for the board to decide whether the local authority nominee meets any stated eligibility criteria and, if it chooses to reject the candidate on that basis, to explain their decision to the LA.
44. Once appointed, LA Governors must govern in the interests of the school and not represent or advocate for the political or other interests of the local authority; it is unacceptable practice to link the right to nominate local authority governors to the local balance of political power.
45. The board can appoint Associate Members to serve on one or more committees of the board. Associate Members can attend full board meetings

²⁹ Regulation 9 of The School Governance (Constitution)(England) Regulations 2012 provides further details.

³⁰ The School Governance (Constitution)(England) Regulations 2012

but may be excluded from any part of a meeting where the business being considered concerns a member of school staff or an individual pupil. They are appointed for a period of between one and four years and can be reappointed at the end of their term of office. Associate Members are not governors and they are not recorded in the instrument of government.

46. The definition of Associate Member is wide and pupils, school staff and people who want to contribute specifically on issues related to their area of expertise (for instance, finance) can be appointed as Associate Members.
47. The constitution of all boards is set out in their instrument of government³¹. The board drafts the instrument and submits it to the LA. Before the board submits the draft instrument to the LA, it must be approved by any Foundation Governors and, where relevant, any Trustees and/or the appropriate religious body. The LA must check if the draft instrument complies with the legal requirements, including the relevant guiding principles for the constitution of boards. If the instrument complies with the legal requirements, the LA will 'make' the instrument. The instrument can be reviewed and changed at any time.
48. A school may have more governors in a particular category than is provided for in its instrument of government. This situation could arise if a board has decided to reconstitute and reduce in size but sufficient resignations are not forthcoming for the remaining members to fit within the new structure. Further guidance on managing this process is available in [statutory guidance](#).
49. The board, and where applicable other appointing bodies, are able to remove any individual that they have appointed. The board may also, in certain exceptional circumstances (as set out in [statutory guidance](#)), remove an elected parent or staff governor. Further detail on the procedure for removing individuals from office is available in [statutory guidance](#).

5.3.2 Maintained school federations

50. Federation creates a single board to govern more than one maintained school. Schools in federations continue to be individual schools, keeping their existing category, character and legal identity, but have their governance provided by the same board. Admission to each school continues to be determined by the appropriate admissions authority. The board of the federation will receive individual budgets for each of the federated schools, and can pool these

³¹ This includes community, community special, foundation (including qualifying foundation schools, foundation schools with and foundation schools without a foundation), foundation special, voluntary-aided (VA), voluntary-controlled (VC) and maintained nursery schools.

budgets to use across the schools in the federation as it sees fit. Staff may also be employed at the federation level to enable flexible deployment between schools.

51. A board's decision to federate must follow a prescribed process, which is detailed in the [School Governance \(Federations\) Regulations 2012](#). A prescribed process must also be followed when an individual school wishes to leave a federation or where the federation board decides to dissolve the federation; these processes are also detailed in the federation regulations.
52. The [regulations](#) require the board of all federations to have at least seven members, including:
 - only two Parent Governors;
 - the headteacher of each federated school unless they resign as a governor;
 - only one elected Staff Governor; and
 - only one LA Governor – nominated by the LA and appointed by the board.
53. In addition, federations comprising foundation and voluntary schools are required to have Foundation or Partnership Governors.
54. It is possible that each school within a federation will have its own headteacher. In these circumstances, each headteacher will be entitled to a place on the board. Alternatively, the federation may have headteacher(s) acting across two or more schools each of whom sits on the board. To be a headteacher the person must be being paid on the appropriate headteacher group of the headteacher pay range and be performing the duties in the school, which the board has conferred upon the headteacher through the [School Teachers' Pay and Conditions Document](#).
55. The board may also appoint as many Co-opted Governors as they consider necessary, but in doing so, it must take into account the additional requirement for federations comprising foundation and voluntary schools where there may be a requirement to have a majority of Foundation Governors. The total number of Co-opted Governors who are also eligible to be elected or appointed as Staff Governors (when counted with the Staff Governor and the headteacher/s) must not exceed one third of the total membership of the board of the federation.

5.4 Collaboration

56. Collaboration is when schools work together without a single over-arching governance structure.

5.4.1 Academy collaboration

57. Forming or joining a MAT is the best way for academies to work together within robust governance structures to support weaker schools to improve. Where an academy is a standalone trust, our conversion [guidance](#) makes clear that it is still expected to support one or more other schools, whether maintained schools or academies. Such academies can choose what they do to support another school or schools and how they do it, but it must be intended to raise standards. This is a key aspect of the creation of a self-improving school-led system. The board of an academy has a role in making sure that it delivers its commitment to other schools, however it is done.

Umbrella trusts

58. An 'umbrella trust' is an arrangement that some academy trusts use to aid collaboration. The term can be used to refer to arrangements in which a separate trust is used by academy trusts to help them work together for example to procure services, but may also be used describe the idea of a trust sitting above a number of academy trusts.
59. The department does not have a formal relationship with umbrella trusts and has no powers of oversight or intervention in them. The department's contractual relationship is with academy trusts via their funding agreement. It is essential that the board of the academy trust is fully empowered to deliver its charitable object with a single clear line of accountability for its performance to the department. If an umbrella trust had governance or intervention powers over an academy trust this would blur these lines of accountability.
60. The department will, therefore, not approve the conversion to academy status of schools planning to join an umbrella trusts that has governance or intervention powers over the constituent academy trusts. We will also not approve existing academy trusts wishing to join such an umbrella trust.
61. Academy trusts wishing to form or join an umbrella trust to facilitate joint procurement or partnership working may continue to do so as long as there is no impact on governance, financial transparency, intervention or the accountability relationship between the academy trust and the department. The arrangements must also be compatible with the [Charity Commission's advice \(CC3\) about Trustee responsibilities](#). Academy trusts with an umbrella arrangement must still ensure that they follow the provisions of the [AFH](#) and follow appropriate procurement procedures.
62. The department's strong preference is for academy trusts to collaborate within a MAT in which there is robust shared governance arrangements and clear

lines of accountability. MATs are the most effective and accountable governance model for enabling formal collaboration between academies; they drive school improvement, enable schools to be run more efficiently through economies of scale and provide development and progression opportunities for their teachers. The department has a number of MAT model articles of association for different kinds of schools that are flexible and allow a range of approaches to collaboration and a high degree of delegation of functions where appropriate. Regional Schools Commissioners (RSCs) can advise on how to develop arrangements that best suit your situation.

63. In Church of England academies, Diocesan Boards of Education may have established what they also call an umbrella trust to be the corporate member of an academy trust on behalf of the Diocesan Board of Education. This reflects the agreed governance arrangements as set out in the academy trusts' articles of association. They do not have additional decision-making powers or intervention powers and do not encroach on the department's accountability relationship with the academy trust.

5.4.2 Maintained school collaboration

64. Maintained schools may collaborate formally with other maintained schools, hold joint board meetings and form joint committees³². [The School Governance \(Collaboration\) \(England\) Regulations 2003](#)³³ leave much of the detailed arrangements to the schools concerned. They allow two or more boards to arrange for any of their functions to be carried out jointly, as well as allowing those functions to be delegated to a joint committee. The specific procedures (on clerking and membership of committees, for example) generally mirror those for individual schools. Individual boards retain legal responsibility and corporate liability for all decisions made on their behalf. Boards must therefore make sure that they receive regular reports, including signed minutes, from any joint committees they agree to establish.
65. Maintained schools may also enter into [collaborative arrangements](#) with further education (FE) colleges using joint committees³⁴.

³² Education Act 2002, s26

³³ As amended by The School Governance (Miscellaneous Amendments) (England) Regulations (2015) SI 2015/883

³⁴ The Collaboration Arrangements (Maintained Schools and Further Education Bodies) (England) Regulations 2007.

5.4.3 Collaboration between academies and maintained schools

66. While the Collaboration Regulations do not permit maintained schools to share governance arrangements and form formal joint committees with academies, they may collaborate informally. For example, a joint working group may be established which is purely advisory in nature, making recommendations to the boards of both schools who retain decision making powers. Alternatively, a committee may be established with parallel dual identities – complying with both the requirements of maintained school regulations and the legal framework for academies.

5.4.4 Teaching school alliances

67. Teaching schools work to identify, develop and co-ordinate expertise for the benefit of pupils across a network of schools, resulting in:

- better results for pupils;
- fewer poorly performing schools;
- more good and outstanding schools;
- a self-improving and sustainable system.

68. Teaching schools are strong schools led by highly effective leaders that work with others to provide high-quality training, development and support to both new and experienced school staff. The Department has published an [eligibility criteria](#) for those schools who wish to apply to become a teaching school. Further information is available on [Teaching schools, system leadership and how boards can become involved](#) on GOV.UK.

5.5 Publishing information about governance structures

69. While boards in some schools have more flexibility than in others, all boards have a choice about how they are constituted and organised. Effective boards think carefully about this and in particular about whether and how to use their powers to delegate functions and decisions to committees or individuals.

70. In the interests of transparency, the board must publish on its website up-to-date details of the overall governance arrangements they have put in place. This must be in a readily accessible form³⁵. This scheme of delegation must set

³⁵ Readily accessible means that the information should be on a webpage without the need to download or open a separate document.

out the structure and remit of the board and any committees (including any LGBs in a MAT) – as well as the full names of the chair of each.

71. An effective scheme of delegation, particularly in MATs, will:

- include details of all the committees, including LGBs in a MAT (whether decision making or advisory), in place beneath the board and explain in headline terms the role and remit of each;
- provide full clarity on which governance functions are retained at board level and which are delegated making clear, particularly where the board governs a number of schools, where all key governance functions are exercised in respect of each school – including vision and budget setting and executive leader oversight and performance management;
- explain clearly how the role of governance structures relates to that of key executive leaders (such as the CEO, any executive principals or regional directors, and finance and HR directors), avoiding duplication for example in a MAT between the role of MAT executives and LGBs in holding individual academy leaders to account;
- explain the board's parental and community engagement arrangements and how these feed into and inform governance both at board level and at the level of individual schools as applicable;
- be drafted clearly so that everyone in the organisation can understand it, in order to be clear about their role and that of others; and
- explain the circumstances in which the arrangements set out may vary: including both the timeframes for the overall scheme being reviewed and updated, and any triggers that might lead the board to review or change levels of delegations.

6. Compliance

1. This section summarises the board's key duties and responsibilities, signposting to more detailed information, guidance and resources to help the board understand these duties in more detail.

6.1 Governance procedures

2. Boards are generally best placed to decide how they can best work effectively in the light of their own local circumstances.
3. Any rules on how boards of academies must operate will be set out in their articles of association, the funding agreement and within the [AFH](#).
4. For maintained schools, the [School Governance \(Roles, Procedures and Allowances\) \(England\) Regulations 2013](#) cover board procedures, terms of reference and board allowances. [Guidance](#) on the regulations is available on GOV.UK.

6.2 Charity and company law duties

5. Academy Trustees are Charity Trustees. As such, they must comply with the following duties under charity law:
 - ensure the charity is carrying out its purposes for the public benefit;
 - comply with the charity's governing document and the law;
 - act in the charity's best interests;
 - manage the charity's resources responsibly;
 - act with reasonable care and skill;
 - ensure the charity is accountable.
6. These requirements are reflected in the funding agreement and the [AFH](#). More information on the role of a Charity Trustee is available on the [Charity Commission's website \(CC3\)](#).
7. Academy Trustees must also comply with their statutory duties as company directors, which are set out in [the Companies Act 2006, s170 - 177](#). In practical terms, all Trustees need to be familiar with their academy's articles of association as well as their statutory duties under the Companies Act, which comprise the duties to:
 - act within their powers;

- promote the success of the company;
 - exercise independent judgment;
 - exercise reasonable care, skill and diligence;
 - avoid conflicts of interest;
 - not to accept benefits from third parties; and
 - declare any interest in proposed transactions or arrangements.
8. The duties of a company director and charitable Trustee should not put anyone off from serving as an academy Trustee as the core duties of the role are very similar to those of a maintained school governor.

6.3 Equality

9. The [Equality Act 2010](#) applies to all schools as providers of education to the pupils in their care, as providers of a service or public function and (where applicable) in their role as employers. The board is responsible for compliance with the public sector equality duties of the Act and the specific education sections (part 4) for school pupils.
10. The Equality Act's general and specific public sector equality duties mean that schools must:
- have due regard to the need to eliminate discrimination;
 - advance equality of opportunity and foster good relations between people of all characteristics (those who share a protected characteristic³⁶, and those who do not); and
 - publish equality objectives and information demonstrating how they are doing this.
11. The [Equality and Human Rights Commission \(EHRC\)](#) can enforce this duty by issuing a compliance notice to order a school to meet the duty within a certain timescale. The [guidance](#) on the Equality Act 2010 gives detailed information for schools.
12. Boards should make sure that their school complies with all aspects of discrimination law. The best way to do this is to ensure that they apply the

³⁶ Refers to the characteristics as defined in the Equality Act 2010: age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

principles of fairness and equality in everything that the school does. Schools with a religious character have legitimate exemptions.

6.4 Education

6.4.1 The curriculum

13. Education legislation³⁷ states that the school curriculum should be *balanced and broadly based*, and should:
 - promote the spiritual, moral, cultural, mental and physical development of pupils at the school and of society; and
 - prepare pupils at the school for the opportunities, responsibilities and experiences of later life.
14. Responsibility for the curriculum in schools is shared between the executive leader(s), the board and (where applicable and to a limited extent) LAs. The curriculum for maintained schools must include the national curriculum and in school and trust sixth forms must follow the 16-19 study programmes guidance. The national curriculum sets out the subjects and associated programmes of study that must be taught at each key stage. Academies do not have to follow the national curriculum but they are bound by their funding agreement to teach *a broad and balanced curriculum* to the age of 16. This must include English, mathematics and science and (subject to providing the right to withdraw) religious education in mainstream academies. Alternative provision academies are not required to teach religious education.
15. Boards in maintained schools should reassure themselves that:
 - enough teaching time is provided for pupils to cover the national curriculum and other statutory requirements;
 - the relevant assessment arrangements are implemented; and
 - all courses provided for all pupils below the age of 19 that lead to qualifications such as GCSEs and A levels, are approved by the Secretary of State.
16. The department has published guidance on the [statutory requirements for each subject](#) within the national curriculum for primary and secondary schools. New GCSEs, AS and A levels have been introduced: the first new examinations for AS levels were in summer 2016 and the first of the new GCSEs and A levels

³⁷ Education Act 2002, s78

were in summer 2017. Further information on the [reform programme](#) is available.

17. There is no longer a duty on maintained schools to prepare a School Curriculum policy. If schools do choose to adopt such a policy, it should be broad; it does not need to be a detailed map of all secular curriculum activities. However, maintained schools must publish:
 - the content of the school curriculum in each academic year for every subject, including religious education, which some schools may be teaching as a part of another subject/subjects or refer to as other than religious education.
 - the names of any phonics or reading scheme used in KS1
 - a list of the courses available to pupils at KS4, including GCSEs
 - how parents or other members of the public can find out more about the curriculum the school is following.
18. Academies and free schools should refer to their funding agreement concerning what information must be [published online](#) and consider the non-statutory guidance online.
19. In maintained schools, 'Disapplication' is the decision not to apply elements of the national curriculum in certain circumstances. Where elements of the national curriculum are being disapplied for pupils in individual maintained schools, boards have a role to play in various 'disapplication' processes, depending on the circumstances. Further [guidance](#) is available on GOV.UK.

6.4.2 16 to 19 study programmes

20. All publicly funded education for 16 to 19 year olds, including A levels, should be delivered as a study programme.
21. Study programmes:
 - include one or more substantial academic, applied or technical qualifications that provide a recognised route into employment, further or higher education;
 - require students who have not achieved GCSE grade 4 in mathematics and/or English to work towards the achievement of these qualifications; and
 - provide work experience and other non-qualification activity, such as tutorials and enrichment activity, to develop students' personal skills and prepare them for employment or higher/further education.

22. Boards should note that only those technical and applied qualifications that have been approved by DfE will be reported in 16 to 19 performance tables.
23. [Guidance](#) for those involved in the planning or delivery of 16 to 19 study programmes is published annually.

6.4.3 Cultural education

24. It is a legal requirement for all schools to promote the cultural development of their pupils through the spiritual, moral, cultural, mental and physical development education requirements. Cultural education forms an important part of a broad and balanced curriculum, and children and young people should be provided with an engaging variety of cultural experiences throughout their time at school.
25. The policy paper '[Cultural Education](#)' provides an overview of some of the programmes and opportunities open to schools and teachers to give all children access to a high-quality cultural education. [Appendix A](#) outlines the minimum levels of cultural activities that pupils should have experienced through school by age that, while voluntary, would provide a benchmark for a board to reflect on its school cultural provision.
26. There is also a legal requirement placed on maintained schools to provide music and art and design as part of their curriculum for all pupils for all pupils aged five to 14; drama is also present within the national curriculum, and dance is a statutory element of the PE programmes of study.

6.4.4 Sex and relationship education

27. Sex and relationship (SRE) education is statutory in maintained secondary schools and maintained special schools as part of the basic school curriculum. This includes education about HIV and AIDS and other sexually transmitted diseases. Academies are not obliged to teach SRE but are encouraged to do so.
28. All maintained schools must teach human growth and reproduction as set out in the statutory national curriculum for science. When teaching SRE, Executive leaders and the board must make sure that sex education has due regard to moral considerations and the importance of family life.
29. Maintained schools are required under [section 404 of the Education Act 1996](#) to have a statement of their policy on the provision of SRE, which is available at the school for inspection. Schools are required to consult with parents in setting

out their SRE and the statement has to include information setting out the effect of the right to withdraw from SRE.

30. Boards and executive leaders of maintained schools providing primary education are not required to teach SRE, beyond that set out in the statutory national curriculum for science. Should they **choose** to include elements of SRE in their curriculum they must decide what it should consist of and how it should be organised; and keep a record of their decisions.
31. All schools providing SRE, including primary schools, and academies that choose to do so, must have regard to the [statutory guidance](#) and allow parents who wish to do so to withdraw their child from SRE lessons.
32. The PSHE³⁸ Association has published [advice](#) to supplement the statutory SRE guidance.
33. The government is in the process of making changes to SRE in the future. Using powers in [The Children and Social Work Act 2017](#), the Secretary of State is making compulsory, through regulations:
 - relationships education for all pupils receiving primary education in schools
 - relationships and sex education (RSE) for all pupils receiving secondary education in schools and
 - health education for all pupils in state-funded schools.
34. Governing bodies of maintained schools in England, must ensure that the designated staff member for looked after pupils has regard to guidance issued by Secretary of State.

6.4.5 Physical education and sport

35. A high-quality PE curriculum inspires all pupils to succeed and excel in competitive sport and other physically demanding activities. It should provide opportunities for pupils to become physically confident in a way which supports their health and fitness. Opportunities to compete in sport and other activities build character and help to embed values such as fairness and respect.
36. All primary schools boards should be aware of the [PE and sport premium](#). The premium must be used to fund additional and sustainable improvements to the provision of PE and sport, for the benefit of primary-aged pupils, in the 2016 to

³⁸ Personal, social, health and economic (PSHE) education

2017 academic year, to encourage the development of healthy, active lifestyles. The department has published [guidance](#) on PE and sport premium funding.

6.4.6 Religious education

37. All schools must teach religious education (RE). Maintained schools without a religious character should follow their locally agreed syllabus³⁹.
38. VA schools designated with a religious character should provide RE in accordance with the trust deed or religious designation of the school, unless parents request the locally agreed syllabus.
39. Foundation schools and VC schools designated with a religious character should follow the locally agreed syllabus, unless parents request RE in accordance with the trust deed or religious designation of the school.
40. RE is compulsory in both academies designated with a religious character and those without (except for Alternative Provision academies); as set out in their funding agreement.
41. Parents have the right to withdraw their children from all or any part of RE. They do not have to give a reason to the school and the school must comply with their request. Schools should ensure that parents who want to withdraw their children from RE are aware of the RE syllabus and that it is relevant to all pupils and respects their own personal beliefs. They should be given the opportunity to discuss this, if they wish. The school may also wish to review such a request each year, in discussion with the parents. The right of withdrawal does not extend to other areas of the curriculum when, as may happen on occasion, spontaneous questions on religious matters are raised by pupils or there are issues related to religion that arise in other subjects such as history or citizenship.

6.4.7 Collective worship

42. All maintained schools without a designated religious character must provide a daily act of broadly Christian collective worship for their pupils. In community schools and non-faith foundation schools, the executive leader is responsible for arranging this after consulting the board. In voluntary aided schools, VC schools and foundation schools designated with a religious character, the board

³⁹ The locally agreed syllabus is a statutory syllabus of RE prepared under Schedule 31 to the Education Act 1996 and adopted by the LA under that schedule. It must be followed in maintained schools without a designated denomination.

is responsible for arranging collective worship in accordance with the trust deed or religious designation of the school after consulting the executive leader.

43. In some maintained schools without a designated religious character, the family backgrounds of some or all pupils may lead the executive leader and board to conclude that broadly Christian collective worship is not appropriate. The executive leader can apply to the local Standing Advisory Council on Religious Education (SACRE) to have the broadly Christian requirement disapplied and replaced by collective worship distinctive of another faith and should consult the board before doing so.
44. Academies that do not have a designated religious character (except for Alternative Provision academies) must also provide a daily act of broadly Christian collective worship by virtue of their funding agreement. An academy wishing to be exempted from the requirement to provide broadly Christian collective worship should apply to the Secretary of State via the ESFA⁴⁰.

6.4.8 Political bias

45. All boards, headteachers and LAs (where applicable) must not allow the promotion of one-sided political views. This applies both to the teaching of any subject and to extra-curricular activities at the school⁴¹. Where political issues are covered, opposing views must be presented in a balanced way. The board, executive leader and LA must also prevent pupils under 12 from taking part in political activities. This covers activities at school or elsewhere. This applies only where a member of staff or anyone acting on behalf of the school or a member of staff arranges the activity.

6.4.9 Careers guidance

46. All maintained schools must secure access to independent careers guidance for pupils in years 8-13. Many academies are subject to the same duty through their funding agreements.
47. A new duty, which came into force in January 2018, requires all maintained schools and academies to ensure there is an opportunity for a range of education and training providers to access all pupils in years 8-13 for the purpose of informing them about approved technical education qualifications

⁴⁰ Alternative provision academies may not need to apply to the ESFA for an exemption. They should refer to their funding agreements.

⁴¹ Education Act 1996, s406 - 407.

and apprenticeships. Organisations must publish a policy statement setting out the circumstances in which providers will be given access to pupils.

48. Boards subject to these duties must have regard to the [careers statutory guidance](#) to ensure that high-quality careers guidance is provided to pupils. Boards should provide clear advice to the head teacher on which he/she can base a strategy for careers education and guidance, is led and co-ordinated by the school's careers leader, meets the school's legal requirements and is informed by the requirements set out in the document.
49. The board should ensure that their school is using the [Gatsby Charitable Foundation's Benchmarks](#) to develop and improve their career provision. The benchmarks define all of the elements of an excellent careers programme based on the best national and international research. Government's expectation is that schools begin to work towards the benchmarks now and meet them by the end of 2020.
50. All boards have a crucial role to play in connecting their school with the wider community of business and other professional people in order to enhance the education and career aspirations of pupils. Boards are encouraged to have a nominated individual who takes a strategic interest in careers education and guidance and encourages employer engagement, which may in turn potentially lead to employers providing new, skilled individuals to serve on the board. Boards should engage with their Careers & Enterprise Company Enterprise Adviser (where appointed), who can help the school to develop its careers programme and to broker relationships between employers and the school.

6.4.10 The early years foundation stage (EYFS) statutory framework

51. The EYFS sets out requirements for both learning and development, and safeguarding and welfare provision for children from birth to five. It is mandatory⁴² for all schools with nursery and reception classes to deliver the EYFS. This includes maintained schools, academies and all providers on the Early Years Register must also deliver it. The EYFS includes requirements for a number of policies and procedures that may be needed by schools, and boards of establishments delivering the EYFS should reassure themselves that where such policies and procedures are required they are in place. Further [guidance and supporting materials](#) are available on GOV.UK.

⁴² The EYFS is given legal force through an Order and Regulations made under the Childcare Act 2006.

6.4.11 Children with special educational needs and disabilities (SEND)

52. All boards have legal duties in relation to pupils with SEND. Legal duties on SEND are set out in the Children and Families Act 2014⁴³ and [statutory guidance](#) on the SEND code of practice, jointly published by the department and the Department of Health.
53. Boards are also under a duty⁴⁴ to ‘to take such steps as it is reasonable to have to take to avoid the substantial disadvantage’ to a disabled person caused by a provision, criterion or practice applied by or on behalf of a school, or by the absence of an auxiliary aid or service. Boards providing auxiliary aids and services is part of the ‘reasonable adjustments’ duty. Detail of Equality Act duties that apply to schools is available in the [Equality Act 2010: advice for schools](#), and [Technical Guidance for Schools in England](#) published by EHRC.
54. In practice, the functions these duties require of the board can be delegated to a committee, an individual or to the executive leader; although the responsibility is still with the board itself to ensure that the functions are carried out. It should decide, with the executive leader, the school’s policy and approach to meeting children and young people’s SEND requirements, including those with and without Education, Health and Care (EHC) plans⁴⁵. EHC plans have replaced statements of SEN.
55. All boards have legal duties under the Children and Families Act 2014 and must have regard to the statutory guidance, ‘the [SEND Code of Practice: 0 to 25 years](#)’. Academies must also meet these requirements by virtue of their funding agreement. They must (SEND Code of Practice references provided):
- co-operate with the LA in reviewing the provision that is available locally (Chapter 3) and developing the local offer (Chapter 4);
 - use their best endeavours to make sure that a child with SEND gets the support they need – this means doing everything they can to meet children and young people’s SEND (para 6.2);
 - ensure that children and young people with SEND engage in the activities of the school alongside pupils who do not have SEND (para 6.2);
 - inform parents when they are making special educational provision for a child (para 6.2);

⁴³ Part 3 of the Children and Families Act 2014 replaces Part 4 of the Education Act 1996

⁴⁴ Equality Act 2010

⁴⁵ EHC plans are drawn up by LAs to set out a child or young person’s SEN and the provision that must be made for the child or young person to meet those needs.

- ensure that arrangements are in place in schools to support pupils at school with medical conditions (para 6.11);
- provide access to a broad and balanced curriculum (para 6.12);
- ensure that pupils from Year 8 until Year 13 are provided with independent careers advice (para 6.13);
- have a clear approach to identifying and responding to SEND (paras 6.14 – 6.63);
- provide an annual report for parents on their child’s progress (paras 6.64 – 6.51);
- record accurately and keep up to date the provision made for pupils with SEND (paras 6.52 – 6.58);
- publish information on their websites about the implementation of the board’s policy for pupils with SEND, the School SEN Information Report⁴⁶; (paras 6.59 – 6.83);
- publish information about the arrangements for the admission of disabled children, the steps taken to prevent disabled children being treated less favourably than others, the facilities provided to assist access of disabled children, and their accessibility plans;
- ensure that there is a qualified teacher designated as special educational needs co-ordinator (SENCO) for the school (paras 6.84 – 6.94);
- determine their approach to using their resources to support the progress of pupils with SEND (paras 6.95 – 6.99).

56. In addition:

- There should be an individual on the board or a committee with specific oversight of the school’s arrangements for SEND. School leaders should review regularly how expertise and resources used to address SEND can be used to build the quality of whole-school provision as part of their approach to school improvement.
- When considering an appeal from a parent or young person, the First-tier Tribunal (Special Educational Needs and Disability) must have regard to the [SEND Code of Practice 2015](#). The Tribunal will expect LAs, early education settings, schools and colleges to be able to explain any departure from the Code, where it is relevant to the case it is considering.

⁴⁶ Children and Families Act 2014, s69

57. Boards providing extended services must also consider their duties under the Equality Act 2010: in particular, whether proposed extended services affect their functions and responsibilities towards their pupils, the users of these services or their employees. When services are provided by a third party on schools' premises, either independently of the school or on behalf of the school, boards should establish who would be regarded as the service provider with the responsibility to make 'reasonable adjustments' and/or access improvements for disabled users, pupils or employees.
58. The SEND Governance Review Guide, co-funded by the DfE and Driver Youth Trust, is now available to download. The guide, draws upon the six features of effective governance and sets out a framework for how to ensure that learners with SEND access high-quality provision. The guide will assist boards in supporting and promoting discussions with regards to outcomes for learners with SEND.

Teachers in maintained schools with responsibility for SEN

59. Boards must ensure that there is a qualified teacher designated as a SENCO for the school⁴⁷.
60. The SENCO must be a qualified teacher working at the school. A newly appointed SENCO must be a qualified teacher and, where they have not previously been the SENCO at that or any other relevant school for a total period of more than twelve months, they must achieve a National Award in Special Educational Needs Co-ordination within three years of appointment. A national award must be a postgraduate course accredited by a recognised higher education (HE) provider.
61. The board should reassure itself that the key responsibilities of the SENCO are drawn up and monitor the effectiveness of the way the responsibilities are carried out against a list of illustrative activities, as described in the SEND Code of Practice: 0 to 25 years (paras 6.84-6.94). The board should also reassure itself that the SENCO has sufficient time and resources to carry out their role effectively.

⁴⁷ Children and Families Act 2014, s67

6.4.12 Looked-after and previously looked-after children

62. Boards are required to appoint a designated teacher to promote the educational achievement of looked-after and certain previously looked-after children⁴⁸ who are on the school roll⁴⁹. Boards must have regard to [statutory guidance](#) on the roles and responsibilities of designated teachers for looked-after and previously looked-after children.
63. Boards must ensure, as a minimum, that:
- a designated teacher is appointed;
 - the teacher undertakes appropriate training;
 - it considers an annual report from the designated teacher; and
 - it acts on any issues that the report raises.
64. For looked-after children, regulations specify that the role should be carried out by:
- a qualified teacher, within the meaning of [section 132 of the Education Act 2002](#), who has completed the appropriate induction period (if required); or
 - the executive leader or acting executive leader at the school.
65. All looked-after children have a personal education plan (PEP) as part of the care plan that is drawn up by the LA that looks after them. The PEP forms part of the child's education record⁵⁰.
66. Schools are supported in promoting the education of looked-after and previously looked-after children by LA Virtual School Heads.
67. Details on the admission arrangements for looked-after children are in [section 6.9](#).

6.4.13 Assessing attainment and achievement

68. Schools should assess pupils' attainment throughout their compulsory education and, by law, must report annually to parents or carers on their child's achievements and general progress. In addition, there are statutory

⁴⁸ For the purposes of this duty, a previously looked-after child is one who is no longer looked after in England and Wales because s/he is the subject of an adoption, special guardianship or child arrangements order (which includes arrangements relating to with whom the child is to live, or when the child is to live with any person), or has been adopted from 'state care' outside England and Wales.

⁴⁹ For maintained schools: Children and Young Persons Act 2008, and The Designated Teacher (Looked After Pupils etc.) (England) Regulations 2009. For academies: their Funding Agreement.

⁵⁰ The Education (Pupil Information) (England) Regulations 2005.

assessments at key points when pupils have completed the EYFS and the programmes of study for key stages 1 and 2, usually at the ages of 5, 7, and 11. The outcomes of statutory assessments are used to judge school performance and must also be included in annual reports to parents if taken by the child that year. There is also a statutory check of phonics at the end of year 1 (age 6). However, the outcome of the phonics screening check is not a measure used to judge school performance and results are only published at local authority and national level, rather than individual school level.

69. While boards are not directly involved in these processes, they should be familiar with statutory assessment system as well as how the school's own system of non-statutory assessment captures the achievements and progress of all pupils. The [Standards and Testing Agency](#) provides information and guidance on the administration of statutory assessment, while the [Commission on Assessment Without Levels](#) and the [Making Data Work report](#) provide useful information and guidance on effective and proportionate non-statutory assessment practice.

6.5 Staffing and performance management

70. The main staffing functions of the board in a maintained school, including the appointment, conduct, suspension and dismissal of staff are set out in the [School Staffing \(England\) Regulations 2009⁵¹](#) and supporting '[Staffing and employment advice for schools](#)'.
71. The requirements on academy trusts are set out in their funding agreements and regulations⁵² and in published supporting '[Staffing and employment advice for schools](#)' .
72. In addition to their responsibilities under employment law, boards also have responsibilities under the [Equality Act 2010](#). This sets out that employers must not discriminate against employees on any protected grounds (e.g. race or sex) in relation to pay, conditions, opportunities, promotion, training or dismissals. Advice for employers on their responsibilities is available on the ACAS website and further advice to help schools understand how the Equality Act affects them, and how to fulfil their duties under the Act, can be found in published [guidance](#).

⁵¹ The School Staffing (England) Regulations 2009 are amended by The School Staffing (England) (Amendment) Regulations 2012 and The School Staffing (England) (Amendment) Regulations 2014.

⁵² The Education (Independent School Standards) Regulations 2014.

73. The board of a maintained school may delegate all of its functions relating to staff employment in schools⁵³ with the exception of:
- establishing a selection panel to appoint a headteacher or deputy headteacher, and approving or appointing a selection panel's recommendation for the appointment of a headteacher or deputy headteacher;
 - making sure that headteachers benefit from any statutory entitlements and comply with the duties imposed on them which are contained within the [STPCD](#);
 - responding to any report from the LA that raises serious concerns about the performance of the headteacher;
 - establishing procedures for the regulation of conduct and discipline of staff, staff grievance procedures and procedures for dealing with the capability of staff.
 - making sure that sufficient persons who interview job applicants have completed safer recruitment training.
74. The responsibility to ensure that delegated responsibilities are carried out remains with the board.
75. Academy trusts are free to decide which functions they delegate, and must record this within their scheme of delegation.

6.5.1 Appointing an executive leader

76. Appointing an executive leader is a pivotal decision in an organisation's life. It is crucial that a board has the skills it needs to carry out a thorough and effective selection process. Boards may need to seek help or training, for example, on good interviewing techniques or on how to secure meaningful and accurate references.
77. '[A guide to selecting and recruiting a new headteacher](#)', developed jointly with the NGA, is available on GOV.UK.
78. Every maintained school must have a headteacher⁵⁴. The board must notify the LA in writing of any headteacher vacancy, advertise the post in a manner considered appropriate, and appoint a selection panel. The board must appoint a member of staff to carry out the functions of a headteacher pending the

⁵³ The School Staffing (England) Regulations 2009, regulation 4.

⁵⁴ Education Act 2002, s35(3) and s36(3).

appointment of a headteacher or in the absence of a headteacher.

79. The [Education \(Independent School Standards\) Regulations 2014](#) require an academy to publish the name of a headteacher.
80. As part of the appointment process the board of a maintained school or academy trust may ask for details about whether an executive leader or teacher at the school has been subject to capability procedures in the previous two years. A maintained school must provide this. The trust of any academy that opened after April 2013 must also provide this information⁵⁵.
81. Where the LA is the employer⁵⁶, a representative of the authority may attend proceedings relating to the selection or dismissal of any teacher. The board must consider any advice offered by the representative. Where the board is the employer⁵⁷ and where it has been agreed the LA has advisory rights, the board must consider any advice offered.

6.5.2 Discrimination in appointments and during service

82. Employers must be aware of their responsibilities in respect of discrimination within equalities legislation⁵⁸ when recruiting staff and throughout the employment relationship.
83. As set out in section 3.2 of the [Recruiting a headteacher](#) guide, it is good practice for all individuals on the selection panel to receive unconscious bias training before the selection process begins. Further information about [unconscious bias](#) is available from the Advisory, Conciliation and Arbitration Service (ACAS).
84. Employers are not allowed to ask about the health and disability of any candidate until after a job offer has been made, unless such an enquiry is to establish their capability to carry out a function intrinsic to the work concerned. Boards and academy trusts must make 'reasonable adjustments' to their employment arrangements, practices or premises if such changes would help alleviate any disadvantage suffered by a disabled employee compared to a non-disabled person.

⁵⁵ Subject to the terms of its funding agreement an academy that opens earlier than April 2013 may also be required to provide information relating to a teacher's capability procedures.

⁵⁶ Community, voluntary-controlled, community special or maintained nursery schools (Education Act 2002, s35).

⁵⁷ Foundation, voluntary-aided and foundation special schools (Education Act 2002, s36)

⁵⁸ Equality Act 2010.

85. [Legislation](#)⁵⁹ sets out the circumstances in which maintained schools, designated by the Secretary of State as having a religious character, have some discretion to take into account certain religious or denominational considerations in making specified employment decisions relating to their staff (i.e. decisions on appointment, remuneration, promotion and dismissal). Guidance on staff at schools with a religious character, is provided in chapter 9 of the department's [Guidance on managing staff employment in schools](#).
86. As detailed in section 2.3.1 of the [Recruiting a headteacher guide](#), pursuant to section 149 of the Equality Act 2010, employers of school staff and boards will be required to comply with the Public Sector Equality Duty (PSED) when recruiting a headteacher. Further information is available in [what equality law means for you as an employer: when you recruit someone to work for you](#).
87. In relation to academies, academy converters follow the position of the school prior to conversion. New academies with a religious character are able to appoint all their teaching staff based on faith in line with their designation, and can appoint support staff by application of religious criteria, where they can demonstrate a genuine occupational requirement for doing so.

6.5.3 Employment checks

88. Specific and detailed information about required safer recruitment practices can be found within [KCSIE](#). Boards responsible for appointing staff in schools should make themselves familiar with *Part three: safer recruitment*.
89. Once the board has chosen a preferred candidate, and before any appointment is made, it must:
- check the identity of the candidate;
 - their right to work in the United Kingdom⁶⁰ and whether the candidate has the necessary health and mental fitness to teach⁶¹;
 - whether any reasonable adjustments are required to allow teaching staff to provide effective and efficient teaching; and
 - when appointing into teaching positions that the individual concerned is not

⁵⁹ School Standards and Framework Act 1998, s58 - 60.

⁶⁰ Regulations 12 and 24 of The School Staffing (England) Regulations 2009 for maintained schools and for academy schools and AP academies, in line with the requirements set out in their funding agreement.

⁶¹ The Education (Health Standards) (England) Regulations 2003.

prohibited from carrying out such work.

90. For the majority of work in schools, boards and academy trusts must obtain, for all new appointments, an enhanced [DBS](#) certificate before, or as soon as practicable after appointment. If the work is within the scope of 'regulated activity' relating to children,⁶² the enhanced certificate will need to include information to confirm the person is not barred from working with children (barred list information). Where the person will begin work before the DBS certificate is available a separate barred list check must be obtained before work commences.
91. Boards will usually make the request for the DBS certificates/checks through their LA, which acts as an umbrella body for the DBS; academy trusts will have their own umbrella body arrangements. Further guidance on these checks is available on the [DBS website](#) and within [KCSIE](#).
92. Where the applicant has lived outside the UK, the board must carry out additional checks to determine the person's suitability. An overseas criminal record check or a certificate of good conduct from the relevant embassy or police force should be obtained where possible. [Advice on the criminal records information](#) that can be obtained from overseas police forces has been published by the Home Office on GOV.UK.
93. Employers have a duty⁶³ to check potential employees' documents before employing them, to ensure they have the right to work in the UK. Further [guidance on the checks needed to establish the right to work in the UK](#) is available on GOV.UK.
94. Boards should also:
 - request written information about previous employment history, which should be scrutinised for inconsistencies, contradictions, or incomplete information
 - A reference should always be obtained from the candidate's current employer. Consider asking the candidate's current employer for details of any capability history in the previous two years, and the reasons for this.
 - Open references, e.g. 'to whom it may concern' testimonials should not be relied on, nor should they only rely on information provided by the

⁶² As defined in Part 1 of Schedule 4 to the Safeguarding Vulnerable Groups Act 2006.

⁶³ The School Staffing (England) Regulations 2009 and The Education (Independent School Standards) Regulations 2014.

candidate as part of the application process without verifying the accuracy of the information.

- Where electronic references are received the board should ensure they originate from a legitimate source.
 - Where not currently employed, verification of the most recent period of employment and reasons for leaving should be obtained from the school, college, local authority or organisation at which they were employed.
 - References should be scrutinised and any concerns resolved satisfactorily before employment is confirmed, including for any internal candidate.
 - Obtaining references before interview allows any concerns to be explored further with the referee and taken up with the candidate at interview.
95. When sharing information employers should make sure that they act in accordance with [Data Protection legislation](#) and data protection principles, making sure that the information is provided fairly and lawfully to prospective employers.
96. The board must reassure itself that all appropriate suitability checks have been undertaken and that the school keeps a single central record, detailing the range of checks it has carried out on its staff.

6.5.4 Statutory induction for newly qualified teachers (NQTs)

97. The board must be satisfied that the institution in which the induction of NQTs is being served has the capacity to support the NQT and that the headteacher is fulfilling their responsibilities. In addition, charges by appropriate bodies for their services, in respect of induction in maintained schools, will be directed to the board. The full [statutory guidance](#) is on GOV.UK.

6.5.5 Teacher qualifications

98. The board of a maintained school or non-maintained special school should be aware that teachers must hold qualified teacher status (QTS)⁶⁴ (unless the teacher satisfies one of the requirements or conditions specified in the [schedule to the appropriate regulations](#)). This also applies to academy trusts whose funding agreement states that any teachers that it employs must hold QTS.
99. Teachers who hold Qualified Teacher Learning and Skills (QTLS) status and membership of the Society for Education and Training (SET), will automatically be recognised as qualified teachers in schools in England, and do not need

⁶⁴ The Education (Specified Work) (England) Regulations 2012, regulation 3(1).

QTS. They will also be exempt from serving a statutory induction period in schools. This will allow them to be appointed to permanent posts in maintained schools in England and they will be paid on the qualified teachers' pay scale. They will continue to be recognised as qualified teachers providing they remain a member of the SET.

100. The same statutory requirement to hold QTS is not in place for teachers employed by academies and free schools unless the academy's funding agreement retain a clause to that effect. An academy may be required through its funding agreement to employ teachers with QTS, but the department may agree to relax this requirement if requested by an academy. Even in academies, special educational needs coordinators and designated teachers for looked-after children must have QTS. All teachers in special academies must hold QTS.
101. The Education (Specified Work) (England) Regulations 2012 allow maintained schools to employ industry experts as instructors to teach, where specialist qualifications and/or experience are required, as a first choice and on a permanent basis. Instructors will continue to be classed as unqualified teachers and will be paid at the appropriate level of the unqualified teachers' pay range (in maintained schools).

6.5.6 Teacher and headteacher appraisal

102. Academies are free to determine their own appraisal process and may adopt the requirements for maintained schools if they wish.
103. Boards in maintained schools have a statutory duty⁶⁵ to:
 - appoint an external adviser for advice and support on the headteacher's appraisal and to consult that adviser on setting objectives for, and appraisal of, the headteacher;
 - inform the headteacher of the standards against which their performance will be assessed;
 - set objectives for the headteacher, whilst having regard to the work-life balance of the headteacher⁶⁶;
 - appraise the performance of the headteacher, assessing their performance of their role and responsibilities against the relevant standards and their objectives;

⁶⁵ The Education (School Teachers' Appraisal) (England) Regulations 2012

⁶⁶ The School Staffing (England) Regulations 2009.

- assess the headteacher’s professional development needs and action needed to address them;
- make a recommendation on headteacher’s pay, where relevant;
- give the headteacher a written report of their appraisal which includes the assessments and recommendation above;
- determine the appraisal period that applies to teachers (including headteachers)⁶⁷;
- adopt a document that sets out the appraisal process for teachers (including headteachers) and make that document available to teachers; and
- make sure that headteachers carry out their duties in respect of appraising other teachers (including recommendations on pay).

104. In practice, boards will want, in relation to the appraisal of the headteacher, to:

- satisfy themselves that the external advisor has the skills, experience and objectivity to provide them with advice and support;
- consider whether to delegate the headteacher’s appraisal to a sub-group;
- satisfy themselves that the headteacher’s objectives are SMART⁶⁸;
- decide which standards they will use to assess the headteacher’s performance. They must assess headteachers’ performance against the Teachers’ Standards and may also wish to use the [National Standards for Headteachers](#);
- decide what arrangements to make for observing the headteacher’s performance, including any arrangements for classroom observation where headteachers teach; and
- satisfy themselves that appraisal evidence informs other decisions, for example, on professional development and pay.

105. In relation to appraisal more widely, boards will want to:

- scrutinise the content of the school’s draft appraisal policy carefully to make sure that it will support effective appraisal in the school, challenging the headteacher as appropriate. In particular, they will want to satisfy themselves with:

⁶⁷ The Education (School Teachers’ Appraisal) (England) Regulations 2012, regulation 5.

⁶⁸ Specific, measurable, achievable, realistic, timed.

- the provision that is made for the appraisal of teacher performance against the Teachers' Standards and their objectives, and the method of collecting evidence (which should not add to the teachers' workload);
- the arrangements being made for classroom observation, now that there is no annual limit on the amount of observation that can take place, and whether these are proportionate and sustainable;
- any arrangements for the headteacher to delegate the duty of managing the performance of teachers to others.
- satisfy themselves that the appraisal policy is being implemented effectively and fairly in the school, challenging the headteacher on how objectives and assessments are quality assured and moderated;
- satisfy themselves that appraisal evidence informs other decisions for example, on professional development and pay; and
- keep the policy under review and amend it as necessary.

6.5.7 Pay and conditions of service

106. The department has published [guidance](#) to help maintained school governing boards to determine their approach to teachers' pay.

107. The relevant body (usually the board) must adopt and take full responsibility for maintaining, updating and implementing a robust and considered pay policy that:

- sets out clearly the basis on which all decisions that determine pay will be made and communicated to all teachers;
- sets out the extent to which specific functions relating to pay determination will be delegated to others, such as the headteacher;
- explains the role that the relevant body will play in determining decisions relating to individual teachers;
- fully complies with all relevant aspects of equalities legislation;
- sets the date by which it will determine teachers' annual pay review; and
- establishes procedures for addressing teachers' grievances, in relation to their pay, in accordance with the ['ACAS Code of Practice'](#)

108. Such a policy must conform to any statutory provisions that are set out within the [STPCD](#). Boards must assure themselves that the arrangements proposed for linking appraisal to pay progression are robust and can be applied consistently.

109. All teachers in maintained schools are subject to statutory conditions relating to their professional duties and working time⁶⁹. In addition to these statutory conditions, teachers are subject to other conditions of employment laid down in their contracts of employment, such as those that provide for sick pay and maternity leave. The terms of certain local agreements may also be incorporated into their contracts of employment.
110. In schools where the LA is the employer, the pay and conditions of service for school support staff must be on the scale of grades determined by the LA. In foundation and voluntary-aided schools, the board is free to determine the pay and conditions of support staff.
111. Academy trusts are free to set their own pay and conditions of service for any teachers and support staff⁷⁰.
112. All boards should have regard to the work-life balance of teachers and the executive leadership of the organisations.
113. Boards should have due regard for the wellbeing and mental health of the school leadership team and teaching staff more broadly. Board may wish to consider designating a governor or trustee as a wellbeing champion to provide strategic support to the school leadership team as appropriate.

Executive pay

114. The board of trustees must ensure its decisions about levels of executive pay follow a robust evidence-based process and are reflective of the individual's role and responsibilities. No individual can be involved in deciding his or her remuneration.
115. Further advice and guidance on executive pay is available in the AFH.
116. Under the Equality Act 2010 (Specific Duties and Public Authorities) Regulations 2017 organisations are required to publish information on its website about the gender pay gap in their organisation.

⁶⁹ School teachers' pay and conditions document (STPCD), part 7.

⁷⁰ Where a maintained school converts to an academy, at the point of transfer the existing terms and conditions of teachers and support staff are protected under The Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE) arrangements. The STPCD will, therefore, remain relevant to any teachers whose contract has not been renegotiated.

6.5.8 Discipline, grievance and capability procedures

117. The board of maintained schools must approve disciplinary and grievance procedures for staff. Academy trusts may delegate this duty. Maintained school boards must also approve capability procedures for dealing with staff underperformance and provide a procedure to enable staff to appeal against a decision to dismiss them. Boards may adopt the department's [Model capability policy for teachers](#).
118. Advice for boards about establishing these procedures is provided in [Guidance on managing staff employment in schools](#). Boards should be mindful of their obligations under employment law and take into account the [ACAS Code of Practice](#).
119. Academy trusts are responsible for establishing their own staff procedures and need to take account of the relevant legislation and guidance.

6.5.9 Referring cases to the Teaching Regulation Agency (TRA) and DBS

120. The Secretary of State is responsible for the regulation of the teaching profession. The TRA operate the arrangements on behalf of the Secretary of State. [Guidance](#) is available on GOV.UK.
121. The regulatory arrangements cover teachers in all schools in England and only deal with cases of serious misconduct. Less serious cases of misconduct, and all cases of incompetence, should be dealt with at a local level. Employers, including an employment or supply agency, must consider whether to refer a teacher who has been dismissed for serious misconduct, or would have been dismissed had they not resigned.
122. Members of the public, other regulators and the police are also able to refer cases of misconduct. [TRA](#) holds a list of teachers who have been prohibited from working in schools in England.
123. Employers must refer to the [DBS](#) anyone who has harmed or poses a risk of harm to a child and who has been removed from working (paid or unpaid) in regulated activity, or would have been removed had they not left. The DBS will consider whether to bar the person. Referrals should be made as soon as possible after the resignation or removal of the individual. Guidance on referrals is provided by the [DBS](#).

6.5.10 Trade unions and disputes with staff

124. Employers must recognise those trades unions with which they have a voluntary recognition agreement or where statutory recognition has been recognised by the Central Arbitration Committee (CAC). In foundation and voluntary-aided schools, the board as employer will recognise such unions; for academy schools it will be the trust; and for community and voluntary-controlled schools it will be the LA.
125. Trade union recognition and the continuation of consultation and bargaining rights are protected under the [Transfer of Undertakings \(Protection of Employment\) Regulations \(TUPE\) \(2006\)](#). This means that for staff transferring from an existing school to an academy trust, any trade union recognition agreements applying to transferring staff will also transfer, as will any collective agreements in force at the time of transfer. The process for trade union recognition is set out in the [Trade Union and Labour Relations \(Consolidation\) Act 1992 \(TULR\(C\)A\)](#). Further information about ACAS and the advice it provides on trade union recognition is on the [ACAS](#) website.
126. [Guidance](#) on handling strike action in schools has been published on GOV.UK.

6.5.11 Employment tribunals

127. Employment tribunals hear complaints lodged against employers on the grounds that they have discriminated against individuals or failed to respect their rights under employment law. Tribunals can order an employee to be re-engaged or reinstated, and they can award compensation. Guidance on the role of employment tribunals is on the [GOV.UK](#) and [ACAS](#) websites.

6.5.12 Teachers' Pension Scheme (TPS)

128. The TPS is an occupational, public service pension scheme for teachers governed by regulations⁷¹. The department has overall responsibility for the TPS whilst the day-to-day administration is undertaken by Capita Teachers' Pensions.
129. Full information regarding the TPS and the level and range of benefits available, including advice on ill health retirement and retired teachers and re-employment, is on the [TP website](#), which presents information from the perspective of both the member and the employer. Employers have a crucial

⁷¹ The Teachers' Pensions Regulations 2010 and The Teachers' Pension Scheme Regulations 2014.

role in the successful administration of the TPS. Details of the full range of employer duties are on the [TP Employer Hub](#).

6.5.13 The Local Government Pension Scheme (LGPS)

130. The [LGPS](#) is one of the largest public sector pension schemes in the UK. It is a nationwide pension scheme for people working in local government or working for other types of employer participating in the scheme. The LGPS in England and Wales is administered locally through 90 local pension funds.
131. Maintained school staff will be members of either the TPS or the LGPS. The LA is the administrator in the case of the LGPS and collects and pays employer and employee contributions for both schemes. The LA also submits an annual return of service for the TPS. These are 'employer' responsibilities.
132. An academy trust that has entered into academy arrangements is a scheme employer in the LGPS and is listed in paragraph 20 of Part 1 of Schedule 2 to the [LGPS \(Administration\) Regulations 2013](#). This means that the non-teaching staff employed by academy trusts are automatically eligible for membership of the LGPS and existing members in a maintained school retain eligibility when a school becomes an academy. The change in legal status, when a former maintained school is replaced by an academy, means that the academy trust becomes an LGPS employing authority in its own right.

6.6 Finance

133. This section explains the financial responsibilities of boards:
- information about financial requirements for academies can be found in [section 6.6.1](#);
 - information on the financial accountability arrangements for maintained schools in [section 6.6.2](#);
 - [sections 6.6.3](#) onwards cover topics that apply to both maintained schools and academies.

School business professionals

134. Skilled school business professionals (SBPs) have a big impact on the effective financial management of schools. They support executive leaders' and teachers' helping to ensure that resources are deployed effectively and compliantly. The department has published a number of case studies on the impact of skilled SBPs and the [Institute of School Business Leadership \(ISBL\)](#) has a range of information and resources available on its website. Boards

should ensure they know who provides the business and/or finance function in their organisation. The ISBL's [Professional Standards](#) indicate the main disciplines that the Chief Financial Officer (CFO) role may cover.

6.6.1 Financial accountability for academies

135. It is a requirement of all academy trusts' funding agreements to follow the [AFH](#), which sets out duties in relation to governance and financial oversight, alongside a structure of delegated authorities. Trustees must understand the [AFH](#) in detail, and be aware of the Charity Commission's guidance '[The essential trustee: what you need to know, what you need to do \(CC3\)](#)' and '[Internal financial controls for charities \(CC8\)](#)'. Academies and their auditors must also read the [Academies accounts direction](#), when preparing and auditing annual reports and financial statements. The department has published a range of [information](#) to help open academies comply with their funding agreement and understand their funding and payments.
136. Academy Trustees have responsibility to ensure their trust's assets and funds are used only in accordance with legislation, their articles of association and funding agreement and the [AFH](#). Trustees have wide discretion over their use of funds, and are responsible for the proper stewardship of those funds by exercising reasonable discretion and ensuring value for money, regularity and propriety on all transactions and in all decision-making. DfE and independent auditors will look at academies to gain assurance over the regularity and propriety of spending.
137. An academy trust has contractual requirements through its funding agreement which distinguish its financial management arrangements from those of maintained schools, meaning that it:
- must appoint a senior executive leader (SEL) (who may be known as the principal in a single academy trust, or CEO in a MAT, or equivalent) as the accounting officer (AO) for the trust:
 - the SEL must be the head of the line management executive chain and be held accountable by the board of Trustees for the performance of the whole trust;
 - the SEL role must not rotate and must not be misinterpreted as a requirement for a 'lead school';
 - the appointment of SEL as AO does not remove the responsibility of the board of Trustees for the proper conduct and financial operation of the trust;

- the AO will carry an overriding and personal responsibility for the proper stewardship of public funds and securing value for money (VFM), regularity and propriety, by carrying out the AO duties outlined in the AFH, including completing and signing a statement on regularity, propriety and compliance each year that must be included in the trust's annual report and submitted to ESFA at the same time as the annual accounts;
- must appoint a chief financial officer (CFO) to act as the trust's finance director, business professional or equivalent;
- is responsible, through their board of Trustees and AO, for all financial transactions within delegated authority limits set out in the AFH;
- must establish a control framework and establish processes to provide assurance over the suitability of, and compliance with, its financial systems and internal controls; this includes the establishment of an audit committee or a committee which fulfils the function of an audit committee (depending on trust income level, as set out in the [AFH](#)) to provide assurance over the suitability of, and compliance with, financial systems and operational controls – [guidance](#) is available on GOV.UK;
- must, because academies are publicly funded bodies and part of central government, participate in annual accounts consolidation exercises as communicated by DFE;
- must approve a balanced budget each financial year;
- must refer potentially novel and contentious transactions to ESFA for explicit prior authorisation;
- must maintain a register of interests, publishing as a minimum on their websites, the relevant business and pecuniary interests of Members, Trustees, individuals on any LGBs and the AO;
- must appoint a registered statutory auditor and prepare annual financial statements in line with ESFA's [Academies accounts direction](#);
- must ensure that they have adequate insurance cover in compliance with their legal obligations or have opted into the academies risk protection arrangement (RPA). Boards should inform their insurer or the RPA scheme promptly of any potential risk. The [AFH](#) provides further information on risk management and the associated requirements – maintained schools may also find these principles helpful.
- can be subject to a published Financial Notice to Improve where weaknesses in governance or financial management are identified.

138. A [letter](#) outlining key responsibilities of financial management and governance may be sent by the Chief Executive and AO of ESFA, to all AOs at the start of each academic year.

6.6.2 Financial accountability for maintained schools

139. LAs have to account for expenditure by maintained schools. They must publish these accounts and have them audited by external bodies. For this reason, each LA has to put in place a system of financial controls that apply to maintained schools in its locality. Boards of foundation schools, voluntary-aided (VA) and voluntary-controlled (VC) schools are also Charity Trustees and must comply with charity law, in addition to any requirements placed upon them by their LA. They may also have to work with a separate foundation that holds the land and buildings on trust for educational or religious purposes.
140. LA systems of financial accountability for schools are based on the principles of regularity, propriety and value for money. [Guidance](#) on managing public money is available on GOV.UK. Each LA has an officer appointed by law (the 'section 151' officer) to make sure that its financial affairs are properly managed. This includes making sure that schools act within the agreed local financial framework, and that the authority has proper oversight of the funds it distributes to schools. LAs must report on their use of education grants to the department.

6.6.3 School Funding

141. Funding is allocated at school level, based primarily on pupil numbers but including additional funding for, for example, deprivation, high needs and an area cost adjustment as appropriate. Boards that govern more than one school are able to pool their funding, MATs must do so in accordance with the [AFH](#).

The Dedicated Schools Grant (DSG)

142. Funding for maintained schools is delegated to the LA through the schools block of the Dedicated Schools Grant ([DSG](#)). From April 2018, the amount of DSG that each LA receives is determined by the [new national funding formula](#). The formula is based on the individual characteristics and needs of every school in the country, and ensures that funding is distributed consistently and fairly. In order to provide stability to schools during the transition to the new system, in 2018-19 and 2019-20 LAs will continue to be responsible for designing a local formula to distribute school funding in their area in consultation with local schools. LAs are required to pass on the vast majority of the money directly to schools, and are only allowed to retain funding centrally or move it to other areas of their education budget under certain circumstances.

Funding is also available for pupils with high needs in special schools or mainstream school, based on the needs of the pupil.

Academies General Annual Grant

143. Academies receive their funding direct from the ESFA. The ESFA calculates the amount of funding the school would have received had it been a maintained school in the LA and allocates the academy the same amount. This ensures that maintained schools and academies are treated similarly in terms of their funding.

16 to 19 funding

144. Funding for 16 to 19 year olds is allocated by the ESFA through separate arrangements. There is a national funding formula which applies to all institutions providing 16 to 19 education, which is based on the numbers of students enrolled in the previous academic year along with a number of formula factors. The base rate of funding is £4,000 per full time student and the funding formula includes additional uplifts to fund support for disadvantaged young people (including those with special educational needs and difficulties), to reflect more expensive programmes, and to reflect more expensive areas of the country.

The pupil premium

145. The [pupil premium](#) is a separate funding stream to be used solely for the educational benefit of children eligible (those registered for free school meals (FSM) at any time during the last six years, looked-after by an English LA; who have ceased to be looked-after by an English or Welsh LA because of adoption, a special guardianship, child arrangements or residence order; and service children). The purpose of the pupil premium is to narrow attainment gaps between those children and their peers. Boards should ensure that pupil premium funding is being spent on improving attainment for eligible pupils.

146. Under the pupil premium, schools receive £1320 for each primary pupils, £935 for secondary pupils, and, from 2018-19 £2300⁷² per looked-after or previously-looked after child⁷³. Service pupil premium payments of £300 are also made for children whose parents recently left the armed forces or who died in service, to address the emotional and social well-being of these pupils.

⁷² Increased from £1900

⁷³ Looked-after children will attract funding from the first day of care, and eligibility will include those adopted from care or leaving care under a special guardianship order or residency order.

147. Pupil premium funding for looked-after children is managed by the Virtual School Head of the LA responsible for their care for the purpose of supporting their educational achievement. Schools, including the designated teacher for looked-after children, should work with the Virtual School Heads responsible for the looked-after children on their roll to agree how this funding can most effectively be used to improve their attainment. Pupil premium funding for previously looked-after children is allocated directly to and managed by their schools.
148. Maintained schools must publish their strategy for the school's use of the pupil premium on their websites. Details of the [specific information](#) maintained schools need to publish can be found in the department's guidance.
149. Academies should read their funding agreement to identify what they need to publish on their websites. The department [recommends](#) that all academy trusts publish details of their pupil premium strategy and spending.
150. The Teaching Schools Council has published [templates](#) to support schools in presenting their pupil premium strategies. Use of the templates is voluntary.

The year 7 literacy and numeracy catch-up premium

151. The year 7 [literacy and numeracy catch-up premium](#) is available to all state-funded schools with a year 7 cohort, including pupil referral units (PRUs) and maintained special schools. The catch-up premium gives schools additional funding to support year 7 pupils who did not achieve [the expected standard](#) in reading or maths at the end of key stage 2. As for the pupil premium, the board should ensure that year 7 catch-up premium funding is being spent on improving attainment for eligible pupils.

The PE and sport premium

152. The [PE and sport premium](#) is designed to help primary schools improve the quality of the PE and sport activities they offer their pupils. The Ofsted inspection criteria specifically states that, in making their judgement on the effectiveness of leadership and management in schools, inspectors will consider '*how effectively leaders use the primary PE and sport premium and measure its impact on outcomes for pupils, and how effectively boards hold them to account for this*'. Schools are required to publish on their websites the amount of PE and sport premium received; a full breakdown of how it has been spent (or will be spent); what impact the school has seen on pupils' PE and sport participation and attainment and how the improvements will be sustainable in the future. Schools should also consider how their use of the premium is giving pupils the opportunity to develop a healthy, active lifestyle.

6.6.4 Schools forums

153. Each LA must establish a [schools forum](#)⁷⁴. It advises the LA on the operation of the local schools' budget. The forum also has limited powers to make decisions about central expenditure by the LA from the school's budget.
154. The schools forum⁷⁵ consists of members elected by the headteachers and boards of maintained schools, academies and pupil referral units (PRUs). In addition, there are other non-schools members to represent other relevant interests such as private, voluntary and independent early education providers and the local 14-19 partnership. LAs must also consider whether Diocesan authorities should be represented. Whilst the membership of the forum is for local decision, both boards and executive leaders can expect to be involved in electing members to the forum.

6.6.5 Charging for school activities

155. Boards and LAs cannot charge for admission to a state funded school or for the provision of education, subject to the limited exceptions referred to in the [Charging for school activities](#) guidance and supporting legislation⁷⁶. Schools may also invite voluntary contributions for some activities, if they make clear that the contributions are voluntary and that the child's participation in the activity is not dependent on whether or not the parent contributes. No charge can be made unless the board or LA has drawn up a charging and remissions policy, which must be made available to parents on request.
156. Academies are required through their funding agreement to comply with the law on charging for school activities.

6.6.6 School minibuses

157. Schools may only charge for transport in their minibuses if they hold a permit issued under section 19 of the Transport Act 1985. In some cases, the permit exempts the school from Public Service Vehicle (PSV) operator and driver licensing requirements. A permit is not required if no charge is made in cash or kind. Schools should apply to their LA for a permit for each minibus they operate individually. Guidance on [driving school minibuses](#), including when a section 19 permit might be required and on school employees driving minibuses is available on GOV.UK

⁷⁴ The School Standards and Framework Act 1998, s47A.

⁷⁵ The Schools Forums (England) Regulations 2012 set out the required membership for Forums.

⁷⁶ Education Act 1996, s449 - 462.

158. Any charges made may be used to recover some or all of the costs of running the vehicle, including loss of value. The school may not make a profit, even if it is intended to go towards the school's other running costs or charitable purposes. Further information is available from LAs or the regional Traffic Commissioners. Statutory guidance on ['Home to school travel and transport'](#) is available on GOV.UK.

6.6.7 School companies

159. An academy trust's articles of association set out the powers that it may exercise to further its charitable object. These include the power to establish or support any charitable companies or trusts formed for the trust's object and to set up subsidiary companies to carry on any trade or business to raise funds for the trust.

160. Boards of maintained schools may also form school companies to undertake certain specified activities⁷⁷ (these are different from academy school companies). They must have the consent of their LA to do so. This can be refused only on certain specified grounds relating to the school's performance or financial management. Each company will have a supervising local authority to make sure that the company is run on a sound financial footing.

161. A school company can be formed by one board or in conjunction with other boards and/or 'prescribed' third parties for example an academy or a further or higher education college. This allows boards to enter into contracts as a group and to pool resources without being part of a formal structural collaboration such as a MAT or federation. School companies can be used to purchase goods and services collectively, to provide services or facilities to other schools, or to carry out functions that a LA is able to contract out.

162. Boards are able to follow a well-established procedure for forming a company⁷⁸ and have considerable flexibility in how the company is run. Where a company is formed, the board remains responsible for the running of the school: a school and a company are separate legal entities. It follows that if the company gets into financial trouble, there will be no risk to the school's assets or the employment of the school's staff. Teachers will not be expected to transfer to the company.

⁷⁷ Education Act 2002, s11 - 13.

⁷⁸ The School Companies Regulations 2002; The School Companies (Private Finance Initiative Companies) Regulations 2002; The School Companies (Amendment) Regulations 2003 and The School Companies (Amendment) Regulations 2014

163. School companies can make a profit. The articles of the company must state whether profits may be distributed to its members in line with the procedures set out in the articles and/or to further the aims of the company.

6.7 Safeguarding and pupil welfare

164. Section 175 of the Education Act 2002, and The Education (Independent School Standards) Regulations 2014 place a duty on the boards of maintained schools and academy trusts to have arrangements in place to ensure that they:

- carry out their functions with a view to safeguarding and promoting the welfare of children; and
- have regard to the statutory guidance issued by the Secretary of State in considering what arrangements they need to make for the purpose of that section.

165. The statutory guidance, [KCSIE](#), places requirements on all boards. Boards should ensure they read and have regard to this guidance.

166. Boards should ensure their schools have effective safeguarding policies and procedures in place. This includes an effective child protection policy, which should describe procedures in accordance with government guidance and reference any locally agreed multi-agency safeguarding arrangements put in place by the three safeguarding partners. It should be available publically either via the organisation's website or by other means. It should also be updated annually (as a minimum)).

167. Educational settings have a central role to play in the early identification of any welfare concerns about a child, additional needs they might have and indicators of possible abuse, neglect or other wider safeguarding concerns.

168. *KCSIE* sets out that an individual on the board should take strategic leadership responsibility for the organisation's wider safeguarding arrangements (and the Prevent duty should be seen as part of the wider safeguarding obligation). However, it is best practice if everyone on the board has training about safeguarding, to make sure they have the knowledge and information needed to perform their functions, understand their responsibilities and assure themselves that their own organisation's safeguarding arrangements are robust.

169. Boards should ensure a senior member of the school's leadership team is designated to take lead responsibility for safeguarding and child protection. This role is known as the Designated Safeguarding Lead (DSL). It is important

that the role of DSL is explicit in the role holder's job description and they have the appropriate status, authority, time, funding, training and resources to carry out the role effectively. Amongst other things, the DSL should provide advice and support to other staff; liaise with the LA; update the board's safeguarding link governor/trustee, provide safeguarding reports to the board and work with other agencies. Full details are available in Annex B of KCSIE.

170. [The UK Council for Internet Safety](#) and its predecessor, [The UK Council for Child Internet Safety Education Group](#) has developed guidance to help boards support their school leaders to keep children safe online. This is guidance only and should be read alongside KCSIE.

6.7.1 Allegations of abuse made against other children

171. Boards and staff should recognise that children are capable of abusing their peers.
172. Boards should ensure their child protection policy includes procedures to minimise the risk of peer on peer abuse and sets out how allegations of peer on peer abuse will be recorded, investigated and dealt with. It should be clear as to how victims, perpetrators and any other child affected by peer on peer abuse will be supported. The policy should reflect the different forms peer-on-peer abuse can take, make clear that abuse is abuse and should never be tolerated or passed off as "banter", "just having a laugh" or is "part of growing up".
173. Peer on peer abuse can manifest itself in many ways. This may include but is not limited to, sexual violence and sexual harassment. The department has provided [detailed advice](#) to support schools; physical abuse such as hitting, kicking, hair pulling etc. which may otherwise cause physical harm; Sexting (also known as youth produced sexual imagery). Boards should ensure sexting and the organisation's approach to it is reflected in the child protection policy. The department provides [searching screening and confiscation advice](#) for schools. The [UKCCIS Education Group](#)⁷⁹ published [sexting advice](#) for schools and colleges.
174. Boards should ensure the child protection policy reflects the different gender issues that can be prevalent when dealing with peer on peer abuse (i.e., that it is more likely that girls will be victims and boys perpetrators). This could, for example, include girls being sexually touched/assaulted or boys being subject

⁷⁹ The UK Council for Internet Safety (UKCIS) has replaced the UKCCIS, although guidance is still available on the UKCCIS website.

to initiation/hazing type violence. It should state that all peer on peer abuse is unacceptable and will be taken seriously.

6.7.2 Allegations made against teachers and other staff

175. Part 4 of [KCSIE](#) sets out the procedures all schools must have in place for dealing with allegations.
176. Employers have a duty of care to their employees. Boards should make sure that the school provides effective support for anyone facing an allegation. They should also provide them with a named contact within school if they are suspended. Where an allegation is made, the case manager (as per Part 4 of KCSIE) should discuss the case with the Designated Officer (DO) immediately. This initial discussion allows both parties to consider the nature, content and context of the allegation and agree an appropriate course of action.
177. Schools should ensure that all staff understand, and their procedures make clear, that all allegations should be reported straight away, normally to the case manager. The procedures should also identify the person, often the chair, to whom reports should be made in the absence of the executive leader, or in cases where the executive leader themselves are the subject of the allegation or concern. Schools should make available to staff the contact details for the DO responsible for providing advice and monitoring cases.
178. Case managers are expected to work with the executive leader (unless the allegation concerns the executive leader) and DO to confirm the facts about individual cases. They are also expected to reach a joint decision on the way forward in each case. Chairs have a key role in deciding courses of action, including disciplinary action, in those cases where a criminal investigation may not be required. In cases where allegations have been found to be substantiated, the chair should work with the DO and executive leader to determine whether there are any improvements to be made to the school's procedures or practice to help prevent similar events in the future.

6.7.3 Safe recruitment procedures

179. A key aspect of safeguarding is the vetting of applicants and prospective volunteers working with children to ensure they are not unsuitable. Guidance about these requirements is set out in [KCSIE](#).
180. The statutory guidance '[Disqualification under the Childcare Act 2006](#)' provides information to help schools and local authorities to understand their

responsibilities under the Childcare Act 2006 where staff are working in childcare provision in schools.

181. The NSPCC run online safeguarding training to help organisations recruit staff or volunteers in schools, academies or colleges. Further details are available on the [NSPCC website](#). There is a charge for this service.

6.7.4 The Prevent duty

182. From 1 July 2015 all schools are subject to a duty under section 26 of the Counter-Terrorism and Security Act 2015, in the exercise of their functions, to have “*due regard to the need to prevent people from being drawn into terrorism*”. This duty is known as the Prevent duty.
183. Schools must have regard to the [Prevent duty statutory guidance](#). To accompany the statutory guidance, the Department has produced [guidance](#) on the duty for schools and childcare providers.
184. The government has launched the [educate.against.hate website](#) to give parents, teachers and school leaders practical advice on protecting children from extremism. The website includes resources to assist teachers to build pupil’s critical thinking skills and resilience to extremist ideologies.
185. If you are concerned that a child might be at risk of extremism, or if you have any other concern about extremism in a school please contact our helpline on counter.extremism@education.gov.uk or by calling 020 7340 7264.

6.8 Pupil well-being

6.8.1 Promoting the general well-being of pupils

186. The [Education and Inspections Act 2006](#) places a duty on boards of maintained schools to promote well-being. ‘Well-being’ is defined in the [Children Act 2004](#) as:
- physical and mental health and emotional well-being;
 - protection from harm and neglect;
 - education, training and recreation;
 - the contribution children make to society; and
 - social and economic well-being.

187. [Section 38 of that Act](#) explains which issues boards should consider to reassure themselves that pupils are adequately being cared for and protected from harm while in school.
188. The guidance '[Mental health and behaviour in schools](#)' addresses how schools could identify and support pupils whose behaviour suggests they may have unmet mental health needs.
189. The guidance '[Counselling in schools: a blueprint for the future](#)' provides advice for school leaders on setting up or improving counselling services in primary and secondary schools. It also explains how counselling fits into a whole school approach to mental health and wellbeing.

6.8.2 Pupil voice

190. The term “pupil voice” refers to ways of listening to the views of pupils and/or involving them in decision-making. The expressions “learner voice” or “consulting pupils” may also be used.
191. The government believes that schools should consider the views of pupils, but it should be up to schools to determine the most effective method to do this.
192. Schools should be aware of the general principles of the [United Nations Conventions on the Rights of the Child \(UNCRC\)](#) - articles 2, 3, 6 and, in particular, article 12 which states the following:
 - Parties shall assure to the child who is capable of forming his or her own views the right to express those views freely in all matters affecting the child, the views of the child being given due weight in accordance with the age and maturity of the child.
 - For this purpose, the child, in particular, shall be provided the opportunity to be heard either directly in any judicial and administrative proceedings affecting the child, or through a representative or an appropriate body, in a manner consistent with the procedural rules of national law.
193. The UNCRC has not been incorporated into national law, so there is no statutory duty to comply with it. However, the government has reiterated its commitment to pay 'due regard' to the Convention when new policy is made and legislation proposed. Schools are strongly encouraged to pay due regard to the Convention.

6.8.3 Behaviour and discipline

194. An academy trust must make sure that a written policy, which promotes good behaviour among pupils and defines the sanctions to be adopted where pupils misbehave⁸⁰, is drawn up and implemented. The trust must also ensure that bullying at the school is prevented so far as is reasonably practicable, by drawing up and implementing an effective anti-bullying strategy.
195. Maintained school boards must make sure that their school has policies designed to promote good behaviour and discipline; and prevent all forms of bullying among pupils. These policies must include the school's approach to the use of reasonable force to control or restrain pupils. [Guidance on reasonable force](#) for headteachers, staff and boards has been published on GOV.UK. Maintained schools should not have a 'no contact' policy.
196. The board of a maintained school must also make, and periodically review, a written statement of principles to help the executive leader determine the measures that make up the school's behaviour policy. This duty cannot be delegated. The board must consult the executive leader, other appropriate members of staff, parents, carers and all registered pupils before making or changing this statement of principles⁸¹. It must also publish the statement on a website⁸². Whilst the statutory duty to produce a statement of principles and publish it on a school's website does not apply to academies, we would encourage them to do so. Information on these responsibilities and statutory guidance to which the board must have regard is given in ['Behaviour and discipline in schools: guidance for boards'](#) issued by the Secretary of State.

6.8.4 Directing pupils off-site to improve their behaviour

197. The legislation for directing a pupil off-site does not apply to academies. However, an academy may direct a pupil off-site under general powers in their Articles of Association.
198. A maintained school board may send pupils to provision outside school premises that is aimed at improving their behaviour ('directing off-site'⁸³)⁸⁴. It should make sure that the pupil continues to receive a good education whilst addressing the needs that require intervention. The board may direct a pupil

⁸⁰ The Education (Independent School Standards) Regulations 2014.

⁸¹ Education and Inspections Act 2006, s88.

⁸² The School Information (England) Regulations 2008 as amended by the School Information (England) (Amendment) Regulations 2012.

⁸³ This power is routinely delegated to the headteacher.

⁸⁴ Education Act 2002, s29A.

off-site without the parent's consent but should engage with parents, where possible, in the process. There are specific requirements in relation to notifying parents and reviewing the placement.

199. Further information on boards' powers and responsibilities and statutory guidance to which the board must have regard, is provided in '[Alternative Provision: A guide for local authorities, headteachers and boards of schools, Pupil Referral Units and other providers of alternative provision](#)'.

6.8.5 Excluding pupils

200. An explanation of boards' legal duties in relation to exclusion, and statutory guidance on performing these duties, is provided in '[Exclusion from maintained schools, Academies and pupil referral units in England: A guide for those with legal responsibilities in relation to exclusion](#)'.
201. The board has key responsibilities in relation to reviewing the executive leader's exclusion decisions⁸⁵ and must arrange suitable full-time education for excluded pupils from the sixth school day of the exclusion for pupils of compulsory school age (exception for Year 11 pupils who have no more public exams)⁸⁶.
202. Academy trusts are also responsible for arranging an independent review panel to consider permanent exclusions, where requested by parents. For maintained schools, this duty rests with the LA.
203. Boards have a wider role to hold executive leaders to account for the lawful use of exclusion, in line with the duties set out in law, including equalities duties. Exclusion must be for disciplinary reasons and should be undertaken and issued with regard to the statutory guidance. Where a pupil is removed from the school premises, without being excluded, there needs to be a lawful basis for this decision, for example, under the powers of a maintained school to direct a pupil offsite to improve their behaviour.

6.8.6 School attendance

204. All boards must reassure themselves that the school keeps admission and attendance registers in accordance with regulations⁸⁷. Guidance on [school](#)

⁸⁵ Education Act 2002, s51A and The School Discipline (Pupil Exclusions and Reviews) (England) Regulations 2012.

⁸⁶ Education and Inspections Act 2006, s100.

⁸⁷ The Education (Pupil Registration) (England) Regulations 2006.

[attendance](#) has been published by the department. The board must make sure that the school provides information requested by the Secretary of State, including the termly absence data the department collects⁸⁸.

205. Guidance on [children missing education](#) is available and all boards must be aware of the requirements placed on them by the statutory guidance [KCSIE](#).

6.8.7 Parenting measures

206. All boards, executive leaders and LAs (where applicable) have powers to use parenting contracts and apply for parenting orders where a pupil's behaviour or attendance at school becomes problematic⁸⁹. Guidance on [parental responsibility measures for behaviour and attendance](#) is available and boards, academy trusts, executive leaders and LAs must have regard to it when carrying out their duties.

6.8.8 The school day and school year

207. Academies set their own school day and term dates. The provisions on school sessions do not apply to them. The board will decide the length of the school day, including session times and breaks, taking into account the recommendation of the headteacher. School employers determine the term dates⁹⁰.
208. Maintained schools must open for at least 380 sessions (190 days) in a school year⁹¹. The school year must begin after July. If a school is prevented from meeting and it is not reasonably practicable for arrangements to be made for it to make up the lost session(s), it can be deemed to have been open for the required 380 sessions.

6.8.9 School food and milk

209. Boards must provide paid-for lunches for registered pupils, including nursery pupils who receive education both before and after lunch. This only applies where the parents request them and, in the case of paid-for lunches, where it would not be unreasonable to provide them. These meals must be free for pupils who receive, or whose parents receive, an entitling benefit – the unreasonable clause does not apply to free meals.

⁸⁸ Education Act 1996, s538.

⁸⁹ Anti-social Behaviour Act 2003, s19 - 23 and Crime and Disorder Act 1998, s8-9.

⁹⁰ Education Act 2002, s32.

⁹¹ The Education (School Day and School Year) (England) Regulations 1999.

210. From 1 April 2018, the entitling benefits for free school meals (FSM) have been updated following the rollout of Universal Credit. [Guidance for schools and local authorities is available on GOV.UK](#)
211. All maintained schools and academies that have a legal duty to provide a free school meal for children in reception, year 1 and year 2. Schools have been provided with substantial funding and support and [guidance](#) is available on GOV.UK.
212. Compliance with the [school food standards](#) is mandatory for all maintained schools. Academies and free schools are also expected to comply with the standards and since 2014 this has been an explicit a requirement in their funding agreements.
213. Boards have a responsibility to ensure compliance and should appropriately challenge senior leaders to ensure the school is meeting its obligations. Boards may wish to ask the headteacher for evidence that the school is compliant with the Standards.
214. The milk must be provided free of charge to pupils eligible for FSM⁹². Schools may offer milk as many times as they wish, however it must be free to infant and benefits-based FSM pupils when it is offered as part of their school meal and free to benefits-based FSM pupils at all other times⁹³.

6.8.10 School uniform

215. In all schools, boards decide whether there should be a school uniform and other rules relating to pupils' appearance and, if so, what they should be. [Guidance](#) on school uniform and related policies is available.

6.8.11 Pupil health and safety

216. The main legislation covering this area is the [Health and Safety at Work etc. Act 1974](#) and regulations made under that Act. The employer is responsible for health and safety.
217. Information about the law on pupil health and safety is in [guidance](#) on Health and Safety for Schools. This advice summarises health and safety law relevant to schools and explains how it affects boards as well as LAs, executive leaders

⁹² [The Requirements for School Food Regulations 2014](#)

⁹³ The Education (Nutritional Standards and Requirements for School Food) (England) Regulations 2007 (SI 2007/2359) as amended by the 2008 regulations (SI 2008/1800) and the 2011 regulations (SI 2011/1190).

and other school staff. It covers activities that take place on school premises as well as school trips. The advice applies to academies and maintained schools.

218. The department has also published guidance on the [safe storage and disposal of hazardous materials and chemicals](#) to assist schools in being compliant with legislation.

6.8.12 Pupils unable to attend school through ill health

219. The duty to provide suitable education for children of compulsory school age who cannot attend school due to illness or injury (alternative provision) rests with LAs. All schools, including academies, have a key role in ensuring that children on their roll with medical needs also receive a good education. They should involve the relevant LA immediately when it is clear that a pupil's health will prevent them from attending school for 15 days or more.

6.8.13 Supporting pupils in school with additional health needs

220. Some pupils have additional health needs and may require medicines, adaptations or support to keep well. Boards must oversee the development of policies that cover their own circumstances. Having an additional health needs policy (or including information in health and safety and/or SEND policies) helps ensure consistent arrangements are in place. Where the school is the employer the board will be directly responsible for the policy. For other schools, the LA will usually delegate the responsibility. The policy should address emergency procedures, training, supervision, record keeping, including storage and disposal. It should also set up a named staff member to coordinate health care needs and to link with parents.

6.8.14 First aid

221. Where they are the employer, boards have overall responsibility for first aid under the [Health and Safety \(First Aid\) Regulations 1981](#). The regulations set out first aid provision in the work place, and require employers to provide adequate and appropriate equipment, facilities and qualified first aid personnel. It is recommended that schools treat pupils as if they were employees for the purposes of first aid and provide first aid materials and expertise as appropriate, based on a first aid needs assessment. The LA may delegate this responsibility where it is the employer. Where schools have early years provision at least one person who has a current paediatric first aid certificate must be on the premises and available at all times when children are present, and must accompany children on outings. Providers should take into account

the number of children, staff and layout of premises to ensure that a paediatric first aider is able to respond to emergencies quickly.

6.8.15 School security

222. In community, voluntary-controlled and community special schools, the responsibility to make the school secure ultimately rests with the LA as employer. However, it may delegate these duties to the schools. With all other maintained schools, as well as academies, responsibility rests with the school.
223. All schools have a common law power to bar troublesome people from the school premises. Boards of foundation, voluntary-aided and foundation special schools also have a power under section 547 of the Education Act 1996 to authorise someone to remove from school premises any intruder causing a disturbance or nuisance. In community and voluntary-controlled schools, the LA exercises this power unless it is delegated to the school. This power of removal also extends to academies. [Guidance](#) on this power is on GOV.UK.
224. Schools using automated biometric recognition systems should be aware of their legal duties under the Protection of Freedoms Act 2012. [Guidance](#) about these duties is on GOV.UK.

6.8.16 Fire safety

225. All bodies responsible for schools (RBs) must ensure that their schools are compliant with the requirements of the Regulatory Reform (Fire Safety) Order 2005. Under the Order, boards should ensure, among other things, that there is an appropriate and up-to-date Fire Risk Assessment (FRA) for all school buildings within their control. These should take into account any fire safety risks and detail the mitigations in place to manage these.
226. ESFA have contacted RBs to help manage risks appropriately, based on advice from the Government's Building Safety Programme (BSP). While the BSP focuses on residential buildings, advice is also relevant for schools (including local authorities, academy trusts and the governing bodies of voluntary-aided schools) to inform continuing work on building safety. Advice on [Government's Building Safety Programme](#) is available on GOV.UK.

6.8.17 Playground supervision

227. The number of adults who should be in charge of pupils during lunch and other breaks should be determined locally by the school, having assessed risks and making sure that competent supervisors are available.

6.8.18 Promoting community cohesion

228. There is a duty for schools to promote community cohesion under the Education and Inspections Act 2006. The board decides how to fulfil this duty in the light of their local circumstances.

6.9 Admissions

6.9.1 School admissions

229. The purpose of the School Admissions Code is to ensure that all school places for maintained schools (excluding maintained special schools⁹⁴) and academies are allocated and offered in an open and fair way. The Code has the force of law, and where the words 'must' or 'must not' are used, these represent a mandatory requirement.

230. The [School Admissions Code](#) is the statutory guidance that schools must follow when carrying out duties relating to school admissions. The Code applies to admissions to all maintained schools in England, and academies (including free schools, studio schools and UTCs) are required by their funding agreements to comply with the Code and the law relating to admissions. The Code should be read alongside the [School Admission Appeals Code](#) and other guidance and law that affect admissions and admission appeals in England. Boards, LAs, Schools Adjudicators and admission appeal panels must act in accordance with the Codes. This Handbook is a summary reference but is not a substitute for the full Codes.

231. Admission authorities are responsible for setting fair and transparent admission arrangements; making admission decisions and arranging admission appeals in accordance with the Codes. Admission authorities decide which children are admitted in the event that the school is oversubscribed by applying the admissions criteria they have set and published. For community and Voluntary Controlled (VC) schools, the LA is the admission authority; for all other schools it is the board⁹⁵. Boards of Voluntary Aided (VA) schools, foundation schools or academies, therefore, should understand their roles and responsibilities in relation to admissions.

⁹⁴ A maintained special school is a school maintained by the LA, specially designed to make special educational provision for pupils with SEN.

⁹⁵ An LA can delegate admissions to the boards of community and VC schools.

6.9.2 Admissions arrangements

232. Admission authorities must set admission arrangements annually, notify their LA and publish the arrangements on their website in accordance with paragraph 1.47 of the School Admissions Code. When changes to the admission arrangements are proposed, admission authorities must consult. If no changes are made to the admission arrangements, they must still be consulted on at least once every 7 years. Consultation must last for a minimum of 6 weeks and take place between 1 October and 31 January. Admission arrangements must be determined (agreed as final) by 28 February each year even where the arrangements have not changed from the previous year. LAs must publish on their website before 15 March, details of where the set arrangements for all schools can be found.
233. Admission authorities for schools with a sixth form must ensure they have determined and published admission arrangements for entry into the sixth form, if they intend to admit external applicants.
234. Admission authorities must, as part of setting their admission arrangements, set a clear published admission number (PAN), which states the number of applicants they will admit where enough applications are received. A board of a community or VC school can object to the Adjudicator if they disagree with their PAN (which will be set by the LA as admission authority).
235. Admission authorities cannot refuse a child a place if the school is undersubscribed (fewer applications than the PAN). The only exception is where the child has been permanently excluded from two or more schools within the past two years or, in the case of selective schools, where the child has not met the required academic standard. Regardless of faith, a child must be offered a place in a school with a religious designation if they apply to the school and it is undersubscribed.
236. Admission authorities cannot introduce new arrangements to select all or part of their intake based on high academic ability.
237. The infant class size limit is 30 pupils per teacher. Additional children may be admitted under limited exceptional circumstances, which are set out in the Code.
238. Admission authorities for oversubscribed schools must keep a waiting list until at least 31 December of each school year of admission. They must order the waiting list and give priority for places solely according to their published oversubscription criteria, regardless of when an application was made or how long the child's name has been on the list.

239. A place in a nursery class does not guarantee admission to the reception class. Parents must make a separate application for any transfer from nursery to primary school.
240. Any person or body can make an objection to the Schools Adjudicator about the admission arrangements of any academy or maintained school. The objection must be made by 15 May in the year in which the admission arrangements are determined. Further information on how to make an objection is available on the Office of the Schools Adjudicator website.
241. Where an own admission authority receives an application from a parent/carer for an in-year admission, they must notify the LA of the application and outcome. They must also inform the parents/carers of their right to appeal against the refusal of a place.
242. All admission authorities must participate in their local Fair Access Protocol (FAP). The FAP is intended to ensure that unplaced children, especially the most vulnerable, are provided with a suitable school place as quickly as possible.

Admission of pupils with SEN: duties of Admission Authorities (including boards)

243. The [School Admissions Code](#)⁹⁶ makes clear that all children and young people whose statement of SEN or EHC plan names a specific school, must be admitted to that school. The admission of pupils with SEN but without statements or EHC plans should be handled in the same way as for all other pupils. Admission authorities must ensure that their arrangements will not disadvantage unfairly, or discriminate against a child with a disability or special educational needs.

Admission to special schools for pupils with SEN

244. The board of maintained special schools, academy special schools, non-maintained special schools and institutions approved by the Secretary of State to be named in an EHC plan have the same duty to admit as maintained schools (see above). Children or young people without statements or EHC plans can be admitted to special schools in specific circumstances – including

⁹⁶ The Codes are supported by The School Admissions (Admissions Arrangements and Co-ordination of Admission Arrangements) (England) Regulations 2012, and The School Admissions (Appeal Arrangements) (England) Regulations 2012.

for the purposes of assessment or following a change of circumstances⁹⁷ (see paragraphs 1.29 and 1.30 of the SEND Code of Practice 0-25, January 2015).

Admission of looked-after children and previously looked-after children

245. Admission authorities are required, with some limited exceptions, to give priority to looked-after children in the care of a LA or provided with accommodation by a LA pursuant to section 22 of the Childrens Act 1989 and certain previously looked-after children (those adopted from care under the Adoption and Children Act 2002 or who left care under a 'Special Guardianship Order' or 'Child Arrangements Order') - in their oversubscription criteria⁹⁸. In an organisation's published admission arrangements, the first and highest oversubscription criterion must be looked-after children and previously looked-after children (see [paragraph 1.7 of the Admissions Code](#)). Provisions also apply to schools with a religious character and grammar schools ([paragraphs 1.37 and 1.19 of the Admissions Code](#)).
246. The law⁹⁹ gives an LA that looks after a child the right to direct the admission authority of any maintained school to give them a place. This applies even where the school is currently full, or is in another LA area (see [paragraph 3.19 of the School Admission Code](#)).
247. Where an LA considers that an academy will best meet the needs of any child, it can ask the academy to admit that child but has no power to direct it to do so. The LA and the academy will usually come to an agreement, but if the academy refuses to admit the child, the LA can ask the Secretary of State to intervene. The Secretary of State has the power under an academy's Funding Agreement to direct the academy to admit a child, and can seek advice from the Schools Adjudicator in reaching a decision¹⁰⁰.

6.9.3 Admission appeals

248. Admissions appeal panels are independent panels set up by admissions authorities in line with the School Admission Appeals Code. They hear appeals against admission decisions. The Appeals Code provides details on appeal procedures and outlines a parent's or child's right of appeal. Where a panel finds in favour of the parent or child, the decision is binding on the school.

⁹⁷ Children and Families Act 2014, s33

⁹⁸ The School Admissions (School Admissions and Co-ordination of Admission Arrangements) (England) Regulations 2012.

⁹⁹ School Standards and Framework Act 1998, s97A.

¹⁰⁰ School Standards and Framework Act 1998, s25(3A).

6.10 School premises

6.10.1 Ownership of land and buildings

249. Boards should know who owns the land and buildings from which their school operates. School land is most commonly owned freehold by the LA but may be owned by a charitable trust, or by the governing body or academy trust itself. Leasehold or other usage interests are possible and there may be several parcels of land with different ownership arrangements that together constitute the school site. This is especially true of church land.
250. The department has published a [resource](#) for organisations that provides information, guidance and tools to assist with the management of estates.
251. Boards who are considering academy conversion should be aware of the need to consider transfer of land and buildings, in particular the need to engage Trustees where appropriate.
252. In the majority of schools set up through private finance initiatives (PFI), the construction of the buildings is funded by a private sector contractor and their funders. The buildings are then operated and maintained by that private sector contractor for an agreed period, typically 25 years. The PFI contract will set out the maintenance programme. These contracts will remain in force even if the LA transfers its interest in the school land to the board, if the school converts to academy status. At the end of the contract term, responsibility for the buildings will revert to the board.

6.10.2 Disposal and protection of publicly funded school land

253. Under Schedule 1 of the Academies Act 2010, the prior consent of the Secretary of State for Education is required to dispose of any land – whether or not it is playing field land which may also require separate consent under Section 77 of the School Standards and Framework Act 1998. Guidance on where consent is needed for any disposal (which will include granting leases) is set out in the [Academy property transactions: advice and forms](#). Special protection is given to playing field land as set out in the [Playing fields and school land: selling or change of use](#) advice.

6.10.3 Closure of a foundation or voluntary school

254. The board, foundation body or Trustees must¹⁰¹ apply to the Secretary of State when a foundation or voluntary school is to be closed. The Secretary of State will consider making a legal decision ('direction') about what should happen to that land, which was bought or improved at public expense.

6.10.4 Funding for capital investment

School Condition Allocations

255. School Condition Allocations are provided to LAs and schools to support them in maintaining the condition of the school estate. Funding is allocated on a purely formulaic basis for LAs, including community and VC schools, non-maintained special schools and sixth-form colleges. The formula uses pupil number data taken from the Annual School Census, and adds an element related to building condition in the area. Guidance on [School condition allocations and devolved formula capital \(DFC\) allocations up to 2019](#) is available.

256. For academies, allocations for condition needs are made using either the [Condition Improvement Fund](#) (CIF) or direct formulaic School Condition Allocations to MATs. The CIF budget is administered by ESFA and accessed through a bidding process.

257. Maintenance funding for VA maintained schools is allocated on the same basis as School Condition Allocations, and made available via the 'Locally Co-ordinated Voluntary-aided Programme' (LCVAP). The LA, in discussion with the voluntary sector, agrees which projects from their maintenance allocation should be prioritised for funding. ESFA administers LCVAP payments.

Basic Need Capital

258. 'Basic need' supports the capital requirement for providing additional pupil places both in new or expanded maintained schools, and academies. Basic need funding is allocated on a purely formulaic basis using data from the Annual Schools Capacity Survey. It is made available to LAs in the first instance and it is for each LA to decide how basic need allocations should be prioritised at local level. The LA officer can supply further information on the planned use of basic need funding with responsibility for pupil place planning.

¹⁰¹ School Standards and Framework Act 1998, Part 2 Schedule 22.

Devolved Formula Capital

259. Devolved Formula Capital (DFC) is capital funding that is allocated, via LAs and the LCVAP route, on a purely formulaic basis and is made available to schools for their own use, in line with departmental guidance. DFC is based on the Annual Schools Census data set, collected in January. LAs should pass on the level of DFC, as calculated for each school by the department, to their schools. DFC is normally used for smaller capital purchases, including information and communication technology.
260. DFC is calculated for all maintained mainstream primary and secondary schools, special schools, pupil referral units, academies, community technical colleges and non-maintained special schools. Independent schools and nursery (direct grant) schools do not receive DFC.
261. Details of the [school capital funding allocations: updated for 2018-2019](#) available to local authorities and schools are on GOV.UK. The arrangements for VA schools are explained in the [Blue Book](#) guidance on capital funding for VA schools in England.
262. Information on capital funding, including advice on academies and VA schools, is available from: enquiries.ESFACAPITAL@education.gov.uk

Developments at schools

263. The [Building Regulations 2010](#), [School Premises Regulations 2012](#) (for maintained schools) and Part 5 of the [Education \(Independent School Standards\) \(England\) Regulations 2014](#) (for academies) set standards for the design and construction of buildings in England and Wales. [Information](#) on these building regulations and associated guidance is available on GOV.UK. Their prime purpose is to ensure the safety and health of people in or around buildings, but they also cover energy conservation and accessibility, health, safety, and welfare, acoustics, lighting, water supplies, and outdoor space. They cover the construction of new schools and many alterations of, and improvements to, existing school buildings. As with other building types, developments at schools are bound by normal planning controls.

Arrangements for funding premises-related work at VA schools

264. Responsibility for capital work to VA school premises is shared between the board and the LA. The standard rate of grant support to VA school boards from the department is 90 per cent. LAs are able to help boards with their 10 per cent contributions, subject to their own spending priorities and budget availability.

265. There are special arrangements for the proceeds of sale of school land in voluntary schools, which can be found at [School land and property: protection, transfer and disposal](#) on GOV.UK.

6.11 Control and community use of school premises

6.11.1 Day-to-day control of school premises

266. Academy trusts are responsible for the day-to-day running of the school land and buildings and health and safety of the pupils. Guidance on when consent to dispose of or acquire land and grant to take on leases and joint use agreements is set out in the [AFH](#) and in more detail in the [Academy property transactions: advice and forms](#).

267. All maintained school boards control the occupation and use of premises during and outside school hours. This means that boards have control over what happens in school buildings and grounds. They are also responsible for deciding how school facilities are used. There are limited exceptions to this, such as:

- in a school where a trust deed transfers control to someone other than the board;
- where a Transfer of Control Agreement (TofCA) has been made (see below);
- where the LA issues directions¹⁰² on how school premises should be used, e.g. regular booking for youth or community groups; or
- where the school is needed for local or general elections.

6.11.2 Use of premises for extended activities and community services

268. Schools can accommodate extended and community services. Examples include after-school clubs, adult education, out-of-school childcare (including breakfast clubs and holiday care), and sport and youth clubs. Some schools offer or rent out their facilities to voluntary organisations. Joint use good practice principles on structuring these arrangements are included in the [Academy property transactions: advice and forms](#). Schools can also find case

¹⁰² Directions should be reasonable and not interfere too much with the board's control. For example, the LA should not require premises to be made available to it if this would mean the board breaking a booking agreement.

studies and resources to maximise the use of their facilities through Sport England's ['Use our School'](#) guidance.

269. These arrangements can benefit schools, their pupils and parents, and their local communities. Schools offering extended services may benefit from improved behaviour and attendance. These arrangements can also enable schools to make the best use of their facilities, which may otherwise be underused before and after the school day and in school holidays.
270. Boards may not use their delegated budget shares for anything other than the purposes of the school. The term 'purposes of the school' would normally be interpreted as including all activities that bring an educational benefit to pupils at the school. The term also includes spending on pupils registered at other maintained schools and providing community facilities for charitable services¹⁰³.
271. Boards can charge for the provision of extended and community services¹⁰⁴.
272. An academy trust's articles of association set out the powers that the trust may exercise in pursuit of its charitable object. The current model articles allow the academy trust 'to provide educational facilities and services to students of all ages and the wider community for the public benefit'.
273. Academies should also consult their funding agreement. The current model funding agreement says that the academy 'will be at the heart of its community, promoting community cohesion and sharing facilities with other schools and the wider community'. The funding agreement will set out how the grant available from the Secretary of State can be used.
274. The [Wraparound and holiday childcare: responding to requests](#) guidance aims to help schools understand how to respond to requests from parents and childcare providers about wraparound and holiday childcare.
275. All schools must ensure that any staff providing early years or later years childcare satisfy the arrangements explained in statutory guidance, [Disqualification under the Childcare Act 2006](#). Where childcare is provided on site by another provider the school should ensure that the provider has appropriate policies and procedures in place in regard to safeguarding children, including under the [Childcare Act 2006](#) and [Childcare \(Disqualification\) Regulations 2009](#).

¹⁰³ Education Act 2002, s27.

¹⁰⁴ Education Act 2002, s27(3).

6.11.3 Transfer of control agreements

276. Boards can enter into a Transfer of Control Agreement (TofCA) as a way of sharing control of the school premises with another body, or transferring control to it. The other body, known as the 'controlling body', will continue to occupy and use the premises during the times specified in the agreement. Transferring control of the premises to local community groups, sports associations and service providers can allow school facilities to be used without needing ongoing management or administrative time from the school staff. The board of a community school must obtain the LA's consent before entering into a TofCA that transfers control during school hours.
277. It may not be necessary for a school to enter into a TofCA to enable another organisation to use their premises. Alternative options for a school include retaining overall control of the premises while subletting use of part of their premises to another organisation or entering into a Service Level Agreement with another organisation.

6.11.4 Provision of childcare and other community services

278. Many schools and academies offer comprehensive programmes of before and after school and holiday care, and other activities, throughout the year. These programmes support pupils and parents, place the schools and academies at the hearts of their communities, and can generate profit that can be reinvested to improve services.
279. There are three possible arrangements that would allow an academy to operate a nursery on their premises:
- direct provision of a nursery by the academy trust as a charitable activity within the academy's objects;
 - provision of a nursery through a wholly-owned subsidiary company of the academy trust;
 - the academy trust contracts out nursery provision to an independent provider (which may or may not be a charity; and in which a Trustee may have an interest).
280. In deciding what, if any, extended activities to offer and in making decisions on the form any such activities should take, boards should make sure that:
- extended activities or services benefit the public (or in an academy's case, comply with its charitable objects) and that any profits made are reinvested in the service or in the school;

- extended activities or services do not conflict with their statutory duties, in particular their duty to promote high educational achievement in the school;
- any childcare for children provided by the school and any other childcare provided is registered where necessary or as appropriate with Ofsted;
- the arrangements comply with the statutory requirements for safeguarding children, including under the [Childcare Act 2006](#) and [Childcare \(Disqualification\) Regulations 2009](#) as explained in the statutory guidance, [Disqualification under the Childcare Act 2006](#).

281. Maintained schools may change the age range of their school, by following the [prescribed alteration](#) process to set up early years provision (in which case the children would be pupils of the school) or they may choose to set-up early years provision for the benefit of people who live or work in the locality using their [community powers](#) (in which case the children would not be pupils of the school). Legislation no longer requires the board to consult the LA, school staff, parents etc., but a school should do this as a matter of course. In addition, schools are no longer required to have regard to guidance issued by the Secretary of State or the LA when setting up community services.

282. Academy trusts may change the age range of the academy by following the [significant change](#) process and may choose to run extended services and provide childcare, as well as run nurseries and children's centres. This may require a change to their Articles of Association. Academy trusts are advised to contact the ESFA who will advise.

6.11.5 The 'charitable purpose' requirement

283. The board of a maintained school has the power to provide, or enter into contracts to provide any facilities or services that will further any 'charitable purpose' for the benefit of pupils at its school, families of pupils or people who live and work in the local community¹⁰⁵. This power is in addition to boards' powers and responsibilities on the control and community use of school premises.

284. 'Charitable purposes'¹⁰⁶ may cover such services and activities as:

- childcare (including before and after school and during the holidays);
- adult and family learning;
- health and social services; and

¹⁰⁵ Education Act 2002, s27.

¹⁰⁶ The Charities Act 2011.

- parenting support and other facilities of benefit to the local community. Examples include access to information and communication technology (ICT), or sports facilities.

285. This is not an exhaustive list and a wide range of services will be covered within the definition of charitable purposes. Any profits that a school may make from providing such services must be reinvested in the service or in the school.

286. Since all academy trusts are charities, their charitable object (or objects) is (are) set out in its Articles of Association, together with the powers that the academy trust can exercise in pursuit of their charitable object(s).

6.11.6 Restrictions on extended activities in maintained schools

287. A maintained school board cannot engage in any activity that might interfere with its duty to promote high standards of educational achievement at the school¹⁰⁷. The board's use of the power set out in Section 27 of the Education Act 2002, is also subject to any limits or restrictions contained in the school's instrument of government or in its trust deed (if it has one) and to any local directions issued by the LA regarding the control of school premises.

288. Before carrying out any plans to provide facilities or services using the power in section 27 of the Education Act 2002, the maintained school board must consult with the LA, school staff, and parents of its school's registered pupils. The board can also consult some or all of the registered pupils, where the board considers this appropriate in view of their age and understanding and where the exercise of the power would affect those pupils, and anyone else that the board consider appropriate.

6.11.7 Ofsted registration and inspection for childcare facilities

289. Boards should be aware that schools do not have to register childcare provision for children over two separately with Ofsted, where:

- at least one of the children is a registered pupil at the school;
- it is provided as part of the school's activities; and
- delivered directly by an employee of the school.

290. Where a school engages childcare providers who are not required to be registered by Ofsted, it is advised to work only with providers who are

¹⁰⁷ School Standards and Framework Act 1998, s38

registered on the voluntary part of the Ofsted Childcare Register.

6.12 Conversion to academy status

291. Boards play a pivotal role in deciding whether conversion to academy status is right for their school. The board must pass a resolution confirming its desire to convert to academy status before the school can make a formal application to start the conversion process. Those who appoint any Foundation Governors must also give their consent before the board can apply.
292. Maintained school boards considering conversion to academy status must consult people that they think appropriate. Schools with a religious designation must also consult their Diocesan board or relevant religious authority and must secure that body's consent before submitting an application.
293. Schools can consult in a number of ways such as via a website, newsletters and face-to-face meetings or discussions. It is important that people being consulted are given all relevant information about what is proposed and have a fair chance to respond. There is no set time for carrying out the consultation, although it is useful to have discussions early in the process. The consultation process must be completed before a funding agreement is signed with the Secretary of State.
294. The board must be able to confirm that a consultation has taken place, when it was carried out and that the views obtained were properly considered. Schools do not have to provide documentary evidence of this as part of the academy conversion process but will need to make sure it is available on request.
295. Under equalities legislation, public bodies must have 'due regard' to the need to eliminate discrimination, promote equality of opportunity and foster good relations when carrying out their duties. Boards should consider whether they have met the requirements under the Equality Act 2010 or whether any further action needs to be taken in relation to their conversion to academy status.
296. When a school converts to an academy, TUPE legislation entitles staff to transfer under the same employment terms and conditions. The current employer (the LA in community and VC schools and the board in foundation and VA schools) has a statutory obligation to inform their employees' representatives (i.e. trade union or elected representatives) that:
- the transfer is to take place;
 - the date of the transfer and the reasons for it;
 - the legal economic and social implications of the transfer; and

- whether the current employer, or as the new employer, the academy trust, expects to make changes connected to the transfer that will affect the employees' terms and conditions of employment and, if so, what those changes will be.

297. It is also good practice to provide this information to the employees themselves at an early stage in the process. Employers should consider seeking legal advice to make sure that they can identify the potential implications for employees of the transfer.

298. Where an employer (current or new) decides that changes are to be made to employees' terms and conditions of employment, it is important to make sure that the process for introducing those changes complies with employment law. This will usually involve consultation both with employees' representatives and with the affected employees.

299. A collection of [documents that schools converting to an academy will need](#) as they go through the conversion process is available on GOV.UK.

300. ESFA has published [Top Tips](#) for boards on the path to becoming an academy.

6.13 School organisational changes

301. Proposers¹⁰⁸ may propose to make changes to the characteristics of a school through the school organisation '[prescribed alterations' process](#) (for maintained schools) or [significant change process](#) (for academies). Examples are:

- a change of age range;
- physical expansion of premises (including onto a satellite site);
- a change of school type (for maintained schools);
- transfer of site or discontinuance of a split site;
- co-educational to single sex or vice versa; or
- changes to SEND provision etc.

302. Through the [maintained school closure](#) process and the [significant change and closure by mutual agreement process for academies](#) proposers may also propose additional changes, such as:

- closing a school (including to facilitate a merger or amalgamation of schools); or

¹⁰⁸ LAs and boards for maintained schools and academy trusts for academies

- in relation to academies only, to add, change or remove religious character.
303. The processes that boards and LAs need to follow for making prescribed alterations to, or establishing or closing a maintained school are set out in legislation and summarised in [statutory guidance](#)¹⁰⁹.
304. The process for academy trusts to [make a significant change to an open academy](#) is also set out in guidance and will require the submission of a fast track application or full business case (depending upon the type of change and Ofsted rating of the school) to the RSC, who makes decisions on behalf of the Secretary of State.

Closure of a voluntary or foundation school

305. The board of a foundation, VA or VC school may close their school by giving two years' notice. This must follow the process set out in section 30 of the School Standards and Framework Act 1998 and described in the [opening and closing maintained](#) schools guidance.

Change of category to foundation

306. It is possible for a community, VA or VC school to change category to become a foundation school and for a community special to become a foundation special school. The process also allows for the addition or removal of a foundation (trust) and/or foundation majority on the board, by following the statutory process as described in the [Making 'prescribed alterations' to maintained schools guidance](#)¹¹⁰.
307. The board of a foundation school may remove the Trust or alter the school's instrument of government so that the Trust no longer appoints the majority of the board. This would apply where they believe it to be in the best interests of the school. It applies only to foundation schools that have been established, or have acquired their Trust, under the Education and Inspections Act 2006. This is a statutory process¹¹¹. When a Trust is removed, the school becomes a 'foundation school without a foundation'.

¹⁰⁹ The Education and Inspections Act 2006, the School Organisation (Establishment and Discontinuance of Schools) (England) Regulations 2013, the School Organisation (Prescribed Alterations to Maintained Schools) Regulations 2013, and the School Organisation (Removal of Foundation, Reduction in Number of Foundation Governors and Ability of Foundation to Pay Debts) (England) Regulations 2007.

¹¹⁰ The School Organisation (Prescribed Alterations to Maintained Schools) (England) Regulations 2013, Schedule 1.

¹¹¹ The Education and Inspections Act 2006, Sch 1, s25 and s26 of, and The School Organisation (Prescribed Alterations to Maintained Schools) (England) Regulations 2013, The School Organisation

Right of appeal by a board

308. The board of a foundation, foundation special, VA or VC school can appeal to the schools adjudicator if they disagree with the LA's decision on any 'prescribed alteration' or closure proposals for their school. Any request for referral must be made within four weeks of the LA's decision.

6.14 Information sharing

309. This section details the roles and responsibilities of boards, headteachers, LAs and other educational establishments in giving information to each other, parents/carers, pupils and the Secretary of State for Education.

310. Any reference to parents in this section includes all adults with parental responsibility. It also acknowledges the rights, duties, powers, responsibilities and authority that parents have by law.

6.14.1 Information from the board to the Secretary of State

Information from academy trusts to the ESFA

311. Academy trusts must provide ESFA, or its agents, with the information required in order to exercise its responsibilities, and to meet funding requirements. This information must be of sufficient quality to meet the purposes for which it has been requested. The trust must provide the information when and in the format ESFA and its agents request it. ESFA will consider the impact on academy trust business and staff workload in the deadlines it specifies for the provision of information.

312. On occasion, ESFA will require urgent information from the trust, usually as a result of requests to ESFA to fulfil its duties to provide information to the Secretary of State and account to parliament. ESFA will act reasonably in its requests for information and will have regard to the costs and timescales of providing the information, and where appropriate to its confidentiality. In requesting information, ESFA will also consider information previously supplied by the trust to ESFA or other stakeholders with whom ESFA is realistically able to share information. ESFA may also request information that the Trust gathers to meet its own needs.

313. In the event that the trust does not return the information ESFA requires by the specified deadline, or that the information is not of an acceptable quality, ESFA

(Removal of Foundation, Reduction in Number of Foundation Governors and Ability of Foundation to Pay Debts) (England) Regulations.2007.

may carry out whatever investigations it deems necessary to collect the information, where appropriate in consultation with the Trust. ESFA may deduct, as necessary, all or part of the cost of the investigations from ESFA's recurrent funding of the Trust.

314. The Trust must notify [ESFA](#) of:

- the vacating or filling of the positions of chair of Trustees, accounting officer and chief financial officer, including direct contact details; and
- the appointment of all Members and Trustees within 14 days of that change.

Information to the Standards and Testing Agency (STA)

315. At the end of key stage 2, national curriculum tests must be returned to the STA for marking, and teacher assessment outcomes must also be submitted to the STA.

Get information about schools (GIAS)

316. [GIAS](#) is the department's register of educational establishments in England and Wales. It contains vital information about academies, maintained schools and further and higher education colleges, used by the department and many key partners to update systems, contact schools, perform analysis and inform policy decisions, some of which might carry funding implications.

317. All boards are required to provide information to the Secretary of State about people involved in governance via GIAS. GIAS is also the approved process for schools to inform the Secretary of State of their intention to join or leave a federation and for changes made through the prescribed alteration process.

318. For those reasons, it is essential that all schools ensure their details are up to date on the GIAS website. For further information on how schools can login and update their details please refer to the GIAS [help page](#).

DfE Sign-in

319. The [DfE Sign-in](#) allows registered users access to the department's systems. Access to systems is granted on a user-by-user basis and only those systems that a user has permission to access will be displayed.

320. The board must reassure itself that mandatory data collections and statistical returns requested by the Secretary of State are given to the relevant timescales and security standards.

321. The board of an academy must also refer to its funding agreement and Articles of Association for details of information to be given to the Secretary of State.

Performance Tables and Analyse School Performance (ASP)

322. Information from the school performance tables and ASP provide a valuable tool to help boards monitor and compare school performance. The board must reassure itself that its school takes part in performance tables data checking exercises, run during September each year, to either confirm data accuracy or provide changes when required. The department informs headteachers in advance of when each checking exercise will start and when the checking website will become available.

6.14.2 Information from the board to the LA

323. The board of a maintained school must give the LA any relevant information or reports in connection with the discharge of the board's functions that the LA may need.

324. Boards should ensure that their schools submit results from the Early Years Foundation Stage (EYFSP), the Year 1 phonics screening check, and the end of key stage 1 teacher assessment to the LA.

325. Boards of all schools must ensure that the LA is provided with relevant information about its pupils in the final year of compulsory education and, where relevant, attending the school's sixth-form¹¹². The LA must also be notified as soon as possible when a pupil unexpectedly stops attending school.

326. Boards of all schools, including community and foundation special schools and academies must on request, provide certain information¹¹³ to parents of pupils or prospective pupils, to LAs and to primary care trusts, including:

- basic information about the school's SEND provision;
- information about the school's policies for the assessment and provision for all pupils with SEND; and
- information about school staffing policies and relationships with external partners.

327. The board must publish the information in a single document and make copies available free of charge to parents, the LA and the primary care trust. The LA may publish the information referred to above if the board agrees. Where there

¹¹² Education and Skills Act 2008, s72

¹¹³ Education (Special Educational Needs) (Information) (England) Regulations 1999.

is an agreement, the board must supply the LA with the information, which must be published without alteration. Further information is available in the [‘SEND Code of Practice’](#).

6.14.3 Annual reports to parents

328. Before the end of the summer term of each school year, headteachers of maintained schools are responsible for preparing and providing parents of all children in the reception year and above with a written report on their child’s achievements. The information to be included in the annual report to parents is set out in legislation¹¹⁴.

6.14.4 Information from the board to parents

School prospectus and publishing school information online

329. Boards of maintained schools are required to publish on a website the information specified in the [School Information Regulations](#)¹¹⁵. These regulations were amended¹¹⁶ to remove the requirement for maintained schools to publish an annual prospectus. Schools keep the freedom to choose whether they wish to continue marketing themselves through a prospectus and/or publish on a website additional information they feel is necessary to meet the needs of parents and the wider community.

330. Maintained school boards will need to reassure themselves that the school continues to meet any legislative requirements in developing specific policies and communicating them to parents. The department publishes [advice on statutory policies for schools](#).

331. All boards should publish on their school website up-to-date details of their governance arrangements in a readily accessible form¹¹⁷. Further details are in [section 5.6](#).

332. Schools must publish whole-school results from key stages 2 and 4¹¹⁸. The department also publishes national analyses of the results.

¹¹⁴ Education (Pupil Information) (England) Regulations 2005, Schedule 1 (and the 2008 amendments to the Regulations).

¹¹⁵ The School Information (England) Regulations 2008.

¹¹⁶ The School Information (England) (Amendment) Regulations 2012.

¹¹⁷ Readily accessible means that the information should be on a webpage without the need to download or open a separate document.

¹¹⁸ The School Information (England) Regulations 2008 as amended by the School Information (England) (Amendment) Regulations 2012.

333. Academies must comply, by their funding agreements, with the relevant sections of independent schools standards prescribed under [section 157 of the Education Act 2002](#).
334. The current model funding agreement requires academies to publish the same information on their website as maintained schools. Any academy should refer to its funding agreement for specific requirements.
335. Further information on [what maintained schools must publish online](#) is available on GOV.UK.
336. Further information on [what academies, free schools and colleges should publish online](#) is available on GOV.UK.

The Home-School Agreement

337. The statutory obligation for maintained schools to provide written home-school agreements was withdrawn from January 2016¹¹⁹.

Pupils' information

338. The board of a maintained school should reassure itself that its school¹²⁰:
- keeps pupils' curricular and educational records;
 - provides access to these records to parents;
 - reports at least annually on their pupils' progress and educational achievements;
 - provides a report to school leavers; and
 - makes sure that the pupils' educational records and common transfer file (CTF) is transferred securely¹²¹.
339. The statutory duties described in the Pupil Information Regulations, such as those to provide parents with access to their child's educational records, do not apply to mainstream academies.
340. Data Protection legislation gives all pupils, regardless of age, the right of access to their own educational records held at school or by the LA. In certain circumstances, a parent, on behalf of their child, may make requests for this information. The DPA's subject access rights only give parents the right to see

¹¹⁹ Deregulation Act 2015, Sch16 para 2

¹²⁰ The Education (Pupil Information) (England) Regulations 2005.

¹²¹ For example, by using the department's DfE Sign-in system as pupils change schools.

personal information about their child when the child is unable to act on their own behalf, or gives their consent.

341. An academy's funding agreement itself does not place any requirements on academy trusts about providing information to parents for individual pupils. Academy trusts must meet the [Education \(Independent School Standards\) Regulations 2014 \(SI 2014/3283\)](#). Paragraph 32(1) (f) in Part 6 of Schedule 1 requires them to issue an annual written report of a pupil's progress and attainment in the main subject areas.
342. The provision in the Pupil Information Regulations for the secure transfer of educational records applies to all schools throughout the United Kingdom. This includes transfers from maintained schools to academies and independent schools. However, the Pupil Information Regulations and the need to transfer educational records and CTF do not apply where a child changes schools between academies or from an academy to a maintained school.

Retention of pupil educational records

343. All schools are directly responsible under the Data Protection legislation for the collation, retention, storage and security of all information they produce and hold. This includes educational records, headteacher's reports and any other personal information of individuals - pupils, staff and parents. As such, many schools should consult their legal advisers and develop a data retention policy in accordance with the Data Protection legislation.

6.14.5 Data Protection Act (DPA) 2018 and the General Data Protection Regulations (GDPR)

344. Organisations have direct responsibility for ensuring that they comply with the data protection legislation and handle personal data in line with it.
345. The DPA places certain statutory obligations on schools. These include, but are not limited to:
- notifying the Information Commissioner's Office (ICO) of the school's register entry (name and address of the data controller and a general description of how personal information is processed);
 - providing a statement or 'privacy notice' to individuals, such as pupils and parents, whose personal data is being processed or held; and
 - responding to requests for personal data or 'subject access requests' within one calendar month.

346. Various guidance on GDPR is available on the [ICO website](#). Governors and Trustees may find the guidance on [accountability and governance](#) useful.

347. Organisations should also consider:

- obtaining their own data protection and/or legal advice;
- formulating their own data protection or data handling policies;
- ensuring that staff understand and follow policy when handling personal data.

348. The department has published a [tool kit for schools](#) and advice on [Cloud software services and the Data Protection Act](#).

6.14.6 Freedom of Information Act 2000

349. The board is responsible for making sure that the school complies with the Freedom of Information Act 2000 (FOIA). It should also reassure itself that the school has in place a Freedom of Information (FOI) publication scheme. The legal presumption of openness makes it more important that a school decides its policies and conducts its day-to-day operations in a way that stands up to public scrutiny.

350. As requests for information can be directed to the school through anyone who works there, the board should make certain that all members of staff are aware of the FOIA and how requests for information are handled by the school. Boards may choose to charge a fee, which must be calculated according to the FOI and Data Protection (Appropriate Limits and Fees) Regulations 2004. The ICO publishes [guidance](#) on its website.

351. Schools are under a duty to provide advice and assistance to anyone requesting information and must respond to the enquiry promptly, and in any event, within 20 working days of receipt (not including school holidays¹²²).

6.15 Complaints

352. The boards of all maintained schools have a duty to establish procedures for dealing with complaints about the school and any community facilities or services that it provides unless alternate statutory procedures apply¹²³.

¹²² The Freedom of Information (Time for Compliance with Request) Regulations 2004, 2009 and 2010 exclude days that are not school days from the 20 working day period.

¹²³ Education Act 2002, s29. For academies and independent schools – The Education (Independent School Standards) Regulations 2014.

353. All LA maintained schools must publish their complaints procedures online.
354. Academy trusts must ensure they have a procedure that deals with complaints from parents of pupils and that it is effectively implemented. This must comply with The [Education \(Independent School Standards\) Regulations 2014](#). Part 7 of the regulations, sets out the standard about how the manner in which complaints are handled is met. The department expects trusts to also respond to complaints from individuals who are not parents of pupils.
355. Academy trusts must make their complaints procedure available on request. The expectation is that this should be published online.
356. Any individual can complain to the Secretary of State for Education about a school in England. For maintained schools, the department considers complaints to determine whether a school board has acted unreasonably in the performance or exercise of its education powers or duties or has failed to perform a duty. Where this is established, the Secretary of State has powers of intervene and give directions to the board¹²⁴. ESFA handle complaints about academies on behalf of the Secretary of State, in accordance with their terms of the school's funding agreement.
357. If requested to do so, a LA maintained school board must provide the department with any specific information relevant to the department's consideration of a complaint¹²⁵.
358. [Guidance](#) on making a complaint about a school gives detailed information about the role of the Secretary of State and ESFA in the complaints process. [Guidance](#) to help [LA maintained schools](#) and [academies](#) draw up a complaints procedure is available.
359. By law, and in certain circumstances, Ofsted is able to investigate complaints by parents about their child's school to decide whether to use its inspection powers. It has powers to obtain information to facilitate an investigation. Boards may find it useful to familiarise themselves with Ofsted's guidance to parents.
360. If requested to do so, the board must provide Ofsted with any specific information and any other information that the school considers relevant to the investigation of a complaint.
361. Should Ofsted consider it appropriate for the purpose of an investigation that they meet with parents, then the board (or in the case of a school which does

¹²⁴ Education Act 1996, s496 - 497.

¹²⁵ Education Act 1996, s538

not have a delegated budget, the LA) must co-operate with Ofsted in arranging the meeting. This includes allowing a meeting to take place on the school premises, fixing a date for the meeting and notifying parents and the LA of the meeting. A representative of the board and the LA may also attend the meeting.

362. If Ofsted prepares a report of an investigation, that report must be passed to the board (or in the case of a school without a delegated budget, the LA). The body must then send a copy of the Ofsted report to all registered parents.

6.16 Whistleblowing

363. All organisations should have appropriate procedures in place for whistleblowing. The board need to ensure that staff and everyone serving on the board alike are aware of to whom they can report their concerns, and the way in which such concerns will be managed.

364. The whistleblowing charity, [Public Concern at Work \(PCAW\)](#), provides support for organisations and confidential independent advice to employees about wrongdoing in the workplace. You can contact PCAW at:

General enquiries: 020 3117 2520

Protect Advice line: whistle@protect-advice.org.uk

365. The [whistleblowing](#) page on GOV.UK provides further information on the areas for which whistleblowing arrangements should cover.

7. Evaluation

1. This section is about the importance of regular evaluation by both the board and objective third parties of the effectiveness of governance and the performance of schools. It concludes this handbook with a summary of the support available to boards to help them improve their effectiveness.

7.1 Developing the board's effectiveness

2. Boards should regularly evaluate their own effectiveness. As explained in [guidance](#) for maintained schools, the chair has a particular responsibility for ensuring the effective functioning of the board. Good chairs lead by example and ask for regular feedback from their board to improve their own effectiveness and have an annual conversation with each person to discuss the impact of their contribution to the work of the board.
3. The department funds providers to deliver training programmes to governors/trustees and clerks. Further details of the providers can be found on GOV.UK. The National Governance Association offers a [Chair of Governors' 360 Appraisal](#) service which provides an analysis of the chair's current performance, and aims to offer comprehensive information regarding areas of strength, as well as areas where improvement may be required (there is a charge for this service).
4. Boards should carry out [regular audits](#) of the skills they possess in the light of the skills and competences they need, taking account of the department's [Competency framework for governance](#), and actively seek to address any gaps they identify – through either recruitment or training as discussed further below. They should also reflect regularly on whether they have the right overall balance of people and skills, review their structures and processes to improve efficiency and reduce unnecessary workload (both their own workload, that of executive leaders and staff) and consider the benefits that might result from restructuring the board's constitution and membership. ['A possible road map for governing board reconstitution'](#) published by the National Co-ordinators of Governor Services (NCOGS) aims to help boards with the practicalities of how to approach the process of reconstitution.
5. The governing or trust board is also advised to use the [Clerking Competency Framework](#) to identify the type of clerk required to support the chair and the board. A good clerk will contribute to the efficiency, effectiveness, productivity and compliance of the governing board.

6. Academy Trusts producing audited accounts for the first time, for example newly-converted academies, must set out in the governance statement published within the annual accounts, details of what they have done in their first year to review and develop their governance structure and the composition of the board of Trustees. Established Trusts should also include in their annual accounts an assessment of the trust's governance, including a review of the composition of the board in terms of skills, effectiveness, leadership and impact.
7. There is a range of tools available that suggest suitable questions to help with self-evaluation. The All-Party Parliamentary Group on Education Governance and Leadership has produced ['Twenty key questions for a board to ask itself'](#) and [Twenty-one questions for MAT Boards](#). The [EEF DIY evaluation guide](#) introduces principles of evaluation and provides advice on designing and carrying out small-scale evaluations in schools.

7.2 External reviews of governance

8. An objective independent external review of the effectiveness of the board can be a more powerful diagnostic tool than a self-evaluation. This is particularly important before the board undertakes any significant change – such as conversion to academy status or before a MAT grows significantly. [Guidance](#) on commissioning and conducting an external review is available on GOV.UK.
9. Where governance is judged by Ofsted to be ineffective, inspectors will include an external review of governance in their recommendations. This will help the school to identify how this aspect of leadership and management may be improved.
10. It is crucial that a board takes this recommendation for an external review as a wake-up call and moves promptly and decisively to commission a high-quality independent review and act upon its plan of SMART¹²⁶ actions to improve its effectiveness. To inform the focus of the external review, boards should use their attendance at the end of inspection feedback meeting to make sure they understand the reason(s) the external review of governance was recommended and the specific weaknesses inspectors have identified.
11. It is for the board to decide how the external review will take place, and to commission and pay for it, having regard to the published advice on the form and nature of such reviews. It is essential that boards recognise that an external review of governance should be independent and objective, and not

¹²⁶ Specific, measurable, achievable, realistic, timed.

conducted by a “friend” of the board. The DfE, many LAs, and governance support organisations are able to signpost boards to a growing choice of potential providers that may be commissioned to undertake the review. Such reviews aim to be developmental and do not represent a further inspection.

12. The impact of the external review will be assessed and reported on by inspectors conducting subsequent monitoring visits and the next section 5 inspection. If the board has not undertaken a review by the time of the next section 8 or section 5 inspections, or is not acting on its findings, inspectors may take account of this when evaluating the progress made by the school and the school’s overall effectiveness. In some cases, this may lead to a school being judged to be inadequate.
13. [Schools causing concern](#) guidance advises LAs to take note of all recommendations made to maintained schools for an external review. This is because the recommendation could potentially signal that there has been a failure of governance that is prejudicing standards, which could in turn warrant the use of a LA warning notice to improve.
14. Boards do not need to wait for an Ofsted inspection recommendation to seek a review and can arrange an external review of governance at any time to improve the effectiveness of the work of the board.

7.3 Inspections

15. Ofsted has published the criteria that inspectors will use to judge the [effectiveness of a school’s governance](#)¹²⁷. Governors are also encouraged to read Ofsted’s “myths” document which has been published alongside the School inspection handbook and aims to dispel myths about inspection that can result in unnecessary workloads in schools.
16. In every inspection report, inspectors will comment on the quality of governance as part of their overall judgement on the quality of the school’s leadership and management. These criteria are consistent with the core functions of all boards, and take into consideration the board’s role in holding the leadership and management of the school to account.
17. These criteria include a strong focus on how boards use data to challenge and hold the headteacher to account, and how they evaluate their own impact and develop their own skills, and will help ensure that good governance gets the praise it deserves. They will also help inspectors identify when a school’s

¹²⁷ Ofsted, *The School Inspection Handbook*, August 2018.

governance is not good enough.

18. As part of the inspection process, Ofsted considers responses to its online survey [Parent view](#). The views of parents' help inspectors form a picture of how a school is performing and Parent view can provide valuable information on how well the school engages with parents. Boards can access the [toolkit](#) Ofsted has developed for schools.
19. The on-site inspection concludes with a final feedback meeting with the school. During this meeting, the lead inspector will ensure that the headteacher and boards are clear about the provisional grades awarded for each key judgement; sufficient detail must be given by the lead inspector to enable all attendees to understand how judgements have been reached and for the board to play a part in beginning to plan how to tackle any areas for improvement. The board should ensure that the chair and as many of those serving on the board as possible, or appropriate, should be able to attend this meeting.

7.3.1 Section 5 inspections and short inspections

20. Standard school inspections of maintained schools and academies are carried out under [section 5 of the Education Act 2005](#). Details of the inspection process and criteria are set out in Ofsted's [Inspections content](#), [School inspection handbook](#) and [Inspecting safeguarding in early years education and skills from September 2015](#).
21. The [School inspection handbook](#) includes information about the timing of inspections, notification, engagement with boards and the criteria for looking at a board's effectiveness. If governance is assessed to be ineffective, inspectors will recommend an external review of governance.
22. When a school is notified of a section 5 inspection, the board must take reasonable steps to notify parents of registered pupils and other prescribed persons¹²⁸ of the inspection.
23. When it receives the report, the board¹²⁹, must arrange for:
 - the parents of all pupils to be sent a copy of it within five working days;
 - the report to be made available to any member of the public who wishes to see it, at such times and places as may be reasonable; and
 - copies of the report to be provided to anyone who asks.

¹²⁸ Education (School Inspection) (England) Regulations 2005, paragraph 4

¹²⁹ Education Act 2005, s14 and s16

7.3.2 Section 48 inspections¹³⁰

24. The board of a voluntary or foundation school or academy that has been designated as having a religious character is responsible for making sure that the content of the school's act of collective worship, and any denominational religious education provided for pupils, is inspected approximately every 5 years¹³¹ (a 'section 48 inspection'). These aspects of the school's provision will not be included in the section 5 inspection arranged by Ofsted. The board may also arrange for the section 48 inspection to cover the spiritual, moral, social and cultural development of pupils at the school. The contractual arrangements for the carrying out of section 48 inspections, including fees, are a matter for the board. When choosing an inspector for the section 48 inspection, the board (or in the case of a VC school, the Foundation Governors) must consult one of the following bodies shown in the table below.

School designation	Consultation body
Church of England or Roman Catholic	The appropriate diocesan authority
Jewish	Jewish Studies Education Inspection Service
Methodist	Education Secretary to the Methodist Church
Muslim	Association of Muslim Schools
Sikh	Network of Sikh Organisations
Seventh-day Adventist	Education Department of the British Union Conference of Seventh-day Adventists

25. A grant is available towards the cost of the section 48 inspection. The process for claiming the grant is managed by the individual faith groups. An inspection report must be prepared within 15 working days of the end of the inspection. Under section 49¹³², the board must publish this in the same way as for section 5 inspections.
26. The School Information Regulations¹³³ require boards of maintained schools to publish specified information on a website. This includes publishing details of where and how parents may access the most recent report about the school published by Ofsted, for example, by a link to the school's report on the [Ofsted](#)

¹³⁰ Education Act 2005

¹³¹ Education Act 2005, s48. Applies to academies via clauses in their funding agreement.

¹³² Education Act 2005

¹³³The School Information (England) (Amendment) Regulations 2012.

[website](#). The board should also consider translating the report into other languages where appropriate.

7.4 Schools causing concern

Maintained schools

27. A maintained school that is causing concern is one that is 'eligible for intervention'¹³⁴ or one where the LA and/or the RSC (on behalf of the Secretary of State) have other serious concerns which need to be addressed.
28. A maintained school will be eligible for intervention if it is judged inadequate by Ofsted, or fails to comply with a warning notice. Where a maintained school falls within the coasting definition RSCs will agree with the relevant LA on the appropriate action to be taken. The [Schools Causing Concern](#) guidance sets out the conditions under which a warning notice may be issued and the role of LAs and RSCs in relation to warning notices and schools eligible for intervention.
29. For governance concerns the guidance states that an RSC or LA should consider issuing a warning notice to a maintained school where the governing body is failing to deliver on one or more of the three strategic roles for governance set out in section 1.1 of this document, and this is resulting in a serious breakdown in the way the schools is managed or governed or it is likely to adversely affect standards of pupil performance.
30. The RSC or LA may judge that the governance of a maintained school that is eligible for intervention, on whatever grounds, needs improvement. If the maintained school (and/or the appropriate authority, on its behalf) is unable or unwilling to bring about changes in governance itself, the LA or RSC will exercise their powers to appoint additional governors, or to replace the governing body by appointing an IEB. The RSC may also consider whether an academy order should be made. These processes are also set out in the [Schools causing concern](#) guidance.

Academies

31. The '[Schools causing concern](#)' guidance describes how RSCs will make decisions and the process they will follow when academies are judged inadequate. Further arrangements for addressing concerns in academies will be set out in each academy's funding agreement.

¹³⁴ Within the meaning of Part 4 of the Education and Inspections Act 2006

32. The RSC is able to terminate the funding agreement of an academy that has been judged inadequate. This is a power rather than a duty, meaning the RSC may decide not to terminate, for example, where a change of sponsor would prevent the consolidation of improvements in a school.
33. Arrangements for academies to be issued with a warning notice where they have not been judged inadequate by Ofsted and have not met the coasting definition, but are otherwise causing concern, are set out in the individual academy's funding agreement. Such warning notices can usually be given on the same grounds as those for maintained schools, which is unacceptable performance (including results below floor standards), a breakdown in leadership and governance or the safety of pupils or staff. More detail can be found out in the [Schools Causing Concern](#) guidance or the academy's funding agreement.

7.4.1 Floor and Coasting Standards

34. The floor and coasting data standards remain in place for academic year 2018/19 (based on performance data for the 2017/18/ academic year). Organisations that are coasting or below the floor standard this year are eligible for school improvement support for academic year 2018/19. These schools are no longer eligible for intervention. Organisations are only eligible for intervention on educational grounds if they are judged Inadequate by Ofsted.
35. The Department launched a consultation on 28 January 2019 on how we will identify organisations for support in the future. It proposes that there will be no floor or coasting data standards from September 2019¹³⁵. The department will announce support available in 2019/20 once the response to the consultation is published in the spring term.
36. Other school improvement support for schools is available on GOV.uk.
37. The process for schools falling within the current coasting definition is described in more detail in the [Schools Causing Concern](#) guidance.

¹³⁵ i.e., no floor or coasting will be set based on the data from 2018/19 academic year.

7.5 Support to be effective

7.5.1 Support from DfE

38. The department funds free support to help boards recruit to address their skills gaps:
- [Academy Ambassadors](#) recruits senior business leaders to serve on the boards of MATs; and
 - [Inspiring Governance](#) enables schools and colleges to search and identify online people from the world of work with relevant skills and experience who are willing to offer support in a variety of ways, including joining a board.
39. It also provides other forms of support through its:
- funded [development programmes](#) for governance leaders and clerks.
 - expert peer-mentoring support to chairs through the [National Leaders of Governance \(NLGs\)](#) programme.
40. The [Making Data Work](#) report and the [workload reduction toolkit](#) contain principles and resources for executive leaders and boards to work with staff to address teacher workload issues. Boards should be aware of these materials and act on the recommendations to support staff wellbeing and retention.

7.5.2 Other training and support

41. The organisations below are known to operate in the education sector, delivering governance training and support. However, this is not a definitive or DfE-endorsed list of suppliers who deliver relevant services. Organisations are responsible for carrying out their own searches and due diligence to ensure they secure the most appropriate service for their needs on a value for money basis. Support and training for boards is also available from:
- [National Governance Association \(NGA\)](#) – a ‘not for profit’ membership organisation for school boards in England from both maintained schools and academies
 - The National Governance Association’s [Chair of Governors' 360 Appraisal](#) service provides an analysis of the chair’s current performance, and aims to offer information regarding areas of strength, as well as areas where improvement may be required (there is a charge for this service)

- The National Governance Association’s Learning Link offers flexible e-learning to help governors, trustees, chairs and clerks develop their governance skills and knowledge.
- [The Confederation of School Trusts \(CST\)](#) – represents the interests of self-governing schools to government, the National Employers' Organisation for School Teachers (NEOST), unions and other groups
- [Information for School and College Governors \(ISCG\)](#) – A free advice service for boards and clerks
- [Modern Governor](#) is a provider of online training for school boards offering a number of e-learning modules
- [The Key for School Governors](#) - a membership service that provides guidance on school governance
- [Governors for Schools \(GfS\)](#) – a recruitment organisation for individuals with specific transferable business and management skills to fill boards’ skills gaps. Together with The Key for School Governors and Lloyds Banking Group, GfS have developed [an induction training module](#) for new governors and academy trustees that can also be used as a refresher for existing governors.
- LAs who provide guidance through their own governance support services
- Other commercial governance support organisations and
- Peer-to-peer support online - there are growing opportunities to share experiences with each other online through groups such as [@ukgovchat](#) which aims to enable those serving on boards to share good practice, and support and challenge each other.

7.5.3 Other resources

42. Other resources boards may find useful include:

- The Confederation of School Trusts (CST) has published [guidance](#) on effective governance and effective financial management
- [ICSA: The Governance Institute](#) provides guidance for academy trusts including a useful maturity matrix
- The National Co-ordinators of Governor Services’ (NCOGs)
 - [Succession Breeds Success: How to Grow Leaders in your Board](#) offers guidance on how boards can ensure continuity of leadership
- The National Governance Association

- has developed an induction resource entitled [Welcome to Governance](#) for both LA maintained schools and academies
- [The Chair's Handbook](#), a guide for chairs and aspiring chairs
- [Guidance](#) on the crucial role of the chair, developed jointly with the department.
- [Welcome to a Multi- Academy Trust](#) for new MAT Trustees
- published the [APPG's Twenty-one Questions for Multi-academy Trusts - Key questions a MAT board should ask itself](#)
- developed a [skills audit and matrix for boards](#), structured around the core functions of the board to help them identify skills and knowledge they need to deliver their functions effectively
- A [Model Code of Conduct](#) which aims to help boards draft their own code of conduct, one which sets out the purpose of the board and describes the appropriate relationship between individuals, the whole board and the leadership team of the school
- The National Governance Association and the Wellcome Trust have jointly developed guidance, [Framework for Governance](#), to offer boards in all settings a framework that they can use to set a strategy for their organisation. It includes guidance on how boards can evaluate their own practice, set the strategic direction for their school and monitor progress against this
- The New Schools Network's [academy resource hub](#) provides advice and resources on expansion as well as jobs, suppliers and events
- [Education Endowment Foundation \(EEF\)](#) - an independent grant-making charity dedicated to breaking the link between family income and educational achievement
- UKCCIS guidance for school governors/trustees to help boards support their school leaders to keep children safe online: [Online safety in schools and colleges: Questions from the Governing Board](#)



Department
for Education

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Department
for Education

A Competency Framework for Governance

**The knowledge, skills and behaviours
needed for effective governance in
maintained schools, academies and
multi-academy trusts**

January 2017

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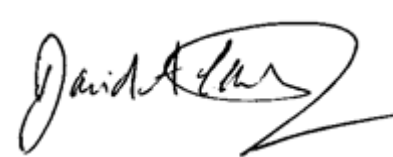
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Foreword

The importance and significance of outstanding governance and leadership across our education system, in every school in England, has never been greater. The role of governing boards in defining and implementing strategy whilst holding the leaders of schools and trusts to account has to be the foundation upon which a world class education system is built. Governors or trustees who work as a team, who are able to bring their skills and experience to the role and who blend challenge and support to hold their workforce to account, will improve standards.

Our shared ambition is to ensure that there are enough good school places for every child in England. What we have attempted to do in this *Competency Framework for Governance* is to define more clearly the knowledge, skills and behaviours needed for governance to play its full part in this vision.

The development of this framework was informed by great practice, evidence of what governance at its best can deliver and a deep understanding of the role that clarity of vision, purpose and action contributes to school improvement.

A handwritten signature in black ink, appearing to read 'David Carter', enclosed within a thin black rectangular border.

Sir David Carter

National Schools Commissioner for England

Introduction

Effective governance provides strategic direction and control to schools, academies and Multi-Academy Trusts (MATs). It creates robust accountability, oversight and assurance for their educational and financial performance and is ambitious for all children and young people to achieve the very best outcomes.

About this framework

The framework sets out the competencies needed for effective governance. It is non-statutory guidance and should be read alongside the [Governance Handbook](#), particularly the section explaining the key features of effective governance. Academy trusts should also refer to the [Academies Financial Handbook](#).

The framework is applicable to all boards in proportion to the scale and complexity of the organisation they are governing. Boards will need to consider which knowledge and skill areas outlined in the framework are most important for their context. They will also need to determine the extent to which it applies to any committees they have appointed, including within multi-academy trusts to any local governing bodies, depending on the range of functions delegated to them.

The framework does not aim to apply specifically to the Members of academy trusts. Members are not directly involved in governance, which is the responsibility of the board of trustees. However, as they appoint trustees and oversee the success of the board of trustees they have appointed, members will want to understand the skills, behaviours and knowledge trustees need to be effective.

The framework does not apply directly to pupil referral units, sixth-form colleges and general further education (FE) colleges though they may find its general principles helpful.

Structure

The framework begins with the principles and personal attributes which, alongside the commitment of time and energy to the role, underpin effective governance. Following on from this, the knowledge and skills required for effective governance are organised into those which are essential for everyone on the board; those which are required of the chair and those which at least someone on the board should have. In this way, the knowledge and skills required for chairs build on and complement the skills for everyone.

Terminology

Throughout the document references to:

- *the board* should be taken to mean the accountable body for the school or group of schools. In local authority maintained schools, this will be the governing body; and in a single academy trust (SAT) or MAT, it will be the board of trustees

- *organisation* should be taken to mean the school; federation; SAT or MAT being governed as appropriate
- *executive leaders* should be taken to mean those held to account by the board for the performance of the organisation. This may be the CEO, executive headteacher, headteacher or principal, as well as other senior employees/staff, depending on the structure of the organisation
- *trustees means those that sit on the board of an academy trust (who in some trusts are known as directors) and*
- *Local governing body (LGB)* means a committee of a multi-academy trust board that is established as such under the trust's articles of association.

Who is this publication for?

This competency framework is for:

- the boards of local authority (LA) maintained schools and academy trusts in England
- training providers designing and delivering governance training and development
- others with an interest in the governance of schools¹.

Some of the ways in which boards² may want to use the framework include:

- informing how they carry out a skills audit
- in individual performance review discussions, identifying training needs and/or developing a training and development programme
- putting together a role specification and determining interview questions for recruiting to the board and/or in selecting or recruiting a chair
- planning induction for people new to the board
- supporting a review of the board's effectiveness and identifying strengths and areas for development
- demonstrating the key characteristics and expectations of their role to others
- ensuring the expected behaviours are included in the board's code of conduct.

Review date

The competency framework will be kept under regular review and updated as necessary, including to reflect changes to policy.

¹ For example: the LA of a maintained school; parents of registered pupils; and the appropriate diocesan authority or appropriate religious body if the school is designated as having a religious character under s.69(3) of the Schools Standard and Framework Act 1998

² Boards of maintained schools may liaise, where appropriate, with the relevant LA since it must secure, free of charge, certain information and training for governors under [s.22 of the Education Act 2002](#)..

A competency framework for governance

The framework is made up of 16 competencies underpinned by a foundation of important principles and personal attributes. The competencies are grouped under the headings of the six features of effective governance, which are set out in the [Governance Handbook](#): strategic leadership; accountability; people; structures; compliance and evaluation.



Principles and personal attributes

The principles and personal attributes that individuals bring to the board are as important as their skills and knowledge. These qualities enable board members to use their skills and knowledge to function well as part of a team and make an active contribution to effective governance.

All those elected or appointed to boards should fulfil their duties in line with the seven principles of public life (the [Nolan principles](#)). They should also be mindful of their responsibilities under equality legislation, recognising and encouraging diversity and inclusion. They should understand the impact of effective governance on the quality of education and on outcomes for all children and young people. In addition, all those involved in governance should be:

- Committed** Devoting the required time and energy to the role and ambitious to achieve best possible outcomes for young people. Prepared to give time, skills and knowledge to developing themselves and others in order to create highly effective governance.
- Confident** Of an independent mind, able to lead and contribute to courageous conversations, to express their opinion and to play an active role on the board.
- Curious** Possessing an enquiring mind and an analytical approach and understanding the value of meaningful questioning.
- Challenging** Providing appropriate challenge to the status quo, not taking information or data at face value and always driving for improvement.
- Collaborative** Prepared to listen to and work in partnership with others and understanding the importance of building strong working relationships within the board and with executive leaders, staff, parents and carers, pupils/students, the local community and employers.
- Critical** Understanding the value of critical friendship which enables both challenge and support, and self-reflective, pursuing learning and development opportunities to improve their own and whole board effectiveness.
- Creative** Able to challenge conventional wisdom and be open-minded about new approaches to problem-solving; recognising the value of innovation and creative thinking to organisational development and success.

Knowledge and skills

1. Strategic leadership

Why it's important: Effective boards provide confident, strategic leadership to their organisations; they lead by example and 'set the tone from the top'. These competencies relate to the core function of boards to set vision, ethos and strategic direction.

1a. Setting direction

The knowledge and skills required for effectiveness in setting the strategic direction of the organisation, planning and prioritising, monitoring progress and managing change.

Everyone on the board
Knowledge
<ul style="list-style-type: none">• key themes of national education policy and the local education context• key features of effective governance• the strategic priorities (and where appropriate, charitable objects) for their organisation• tools and techniques for strategic planning• principles of effective change management• the difference between strategic and operational decisions
Skills and effective behaviours
<ul style="list-style-type: none">• thinks strategically and contributes to the development of the organisation's strategy• can articulate the organisation's strategic priorities (and where appropriate, charitable objects) and explain how these inform goals• can put in place plans for monitoring progress towards strategic goals• supports strategic change having challenged as appropriate so that change is in the best interests of children, young people and the organisation (and aligned with charitable objects, where appropriate)• is able to champion the reasons for, and benefits of, change to all stakeholders

The chair
Knowledge
<ul style="list-style-type: none">• national and regional educational priorities and the implications of these for the board and the organisation• leadership and management processes and tools that support organisational change

Skills and effective behaviours

- thinks strategically about the future direction of the organisation and identifies the steps needed to achieve goals.
- leads the board and executive leaders in ensuring operational decisions contribute to strategic priorities
- adopts and strategically leads a systematic approach to change management, that is clear, manageable and timely
- provide effective leadership of organisational change even when this is difficult

1b. Culture, values and ethos

The knowledge and skills required to set the culture, values and ethos of the organisation successfully; demonstrate these in the conduct and operation of the board; embed them through the whole organisation; and monitor the impact on outcomes for children and young people and on the reputation of the organisation in the wider community.

Everyone on the board

Knowledge

- the values of the organisation and how these are reflected in strategy and improvement plans
- the ethos of the organisation and, where appropriate, that of the foundation trust including in relation to any religious character
- the code of conduct for the board and how this embodies the culture, values and ethos of the organisation

Skills and effective behaviours

- Can set and agree the distinctive characteristics and culture of the organisation or, in schools with a religious designation, preserve and develop the distinctive character set out in the organisation's trust deed
- acts in a way that exemplifies and reinforces the organisation's culture, values and ethos
- ensures that policy and practice align with the organisation's culture, values and ethos

The chair

Skills and effective behaviours

- is able to recognise when the board or an individual member is not behaving as expected and take appropriate action to address this
- leads board meetings in a way which embodies the culture, values and ethos of the organisation

1c. Decision-making

Boards which operate effectively as strategic decision-makers are able to provide the foundation for creativity, innovation and improvement in the organisation. Effective decision-making is about moving from free and frank discussion to specific, measurable actions.

Everyone on the board

Skills and effective behaviours

- identifies viable options and those most likely to achieve the organisation's goals and objectives
- puts aside vested or personal interests to make decisions that are in the best interests of all pupils/students
- acts with honesty, frankness and objectivity taking decisions impartially, fairly and on merit using the best evidence and without discrimination or bias
- brings integrity, and considers a range of perspectives and diverse ways of thinking to challenge the status quo, reject assumptions and take nothing for granted
- identifies when to seek the advice of an independent clerk/governance professional for guidance on statutory and legal responsibilities and ethical aspects of the board's decision-making
- abides by the principle of collective-decision making and stands by the decisions of the board, even where their own view differs
- encourages transparency in decision making and is willingly answerable to, and open to challenge from, those with an interest in decisions made

The chair

Skills and effective behaviours

- ensures the board understands the scope of issues in question and is clear about decisions they need to make
- summarises the position in order to support the board to reach consensus where there are diverging views
- ensures that different perspectives, viewpoints and dissenting voices are properly taken into account and recorded
- facilitates decision-making even if difficult and manages the expectations of executive leaders when doing so
- recognises the limits of any discretionary chair's powers and uses them under due guidance and consideration and with a view to limiting such use
- ensures the board seeks guidance from executive leaders or others in the senior leadership team and from the clerk/governance professional before the board commits to significant or controversial courses of action

1d. Collaborative working with stakeholders and partners

Effective boards are well-informed about, and respond to, the views and needs of key stakeholders, particularly parents and carers. They enable productive relationships, creating a sense of trust and shared ownership of the organisation's strategy, vision and operational performance.

Everyone on the board
Knowledge
<ul style="list-style-type: none">• key stakeholders and their relationship with the organisation• principles of effective stakeholder management• tools and techniques for stakeholder engagement, particularly with regard to engaging parents and carers
Skills and effective behaviours
<ul style="list-style-type: none">• is proactive in consulting, and responding to, the views of a wide group of stakeholders when planning and making decisions• anticipates, prepare for and welcome stakeholder questions and ensures that these are answered in a relevant, appropriate and timely manner• works in partnership with outside bodies where this will contribute to achieving the goals of the organisation• uses clear language and messaging to communicate to parents and carers, pupils/students, staff and the local community• is credible, open, honest and appropriate when communicating with stakeholders and partners including clear and timely feedback on how their views have been taken into account• considers the impact of the board's decisions and the effect they will have on the key stakeholder groups and especially parents and carers and the local community• acts as an ambassador for the organisation• supports and challenges leaders to raise aspiration and community cohesion both within the wider community and with local employers

The chair
Knowledge
<ul style="list-style-type: none">• the links that the organisation needs to make with the wider community• the impact and influence that a leader in the community has particularly on educational issues
Skills and effective behaviours
<ul style="list-style-type: none">• communicates clearly with colleagues, parents and carers, partners and other agencies and checks that their message has been heard and understood

The chair

- consider how to tailor their communications style in order to build rapport and confidence with stakeholders
- is proactive in seeking and maximising opportunities for partnership working where these are conducive to achieving the agreed strategic goals
- is proactive in sharing good practice and lessons learned where these can benefit others and the organisation
- demonstrates how stakeholder concerns and questions have shaped board discussions if not necessarily the final decision
- when appropriate, seeks external professional advice, knowing where this advice is available from and how to go about requesting it

1e. Risk management

Effective boards play a key role in setting and managing risk appetite and tolerance. They are able to ensure that risks are aligned with strategic priorities and improvement plans and intervention strategies provide a robust framework for risk management. These competencies enable those on the board to identify, evaluating and prioritise organisational risks and ensure appropriate action is taken to mitigate against them.

Everyone on the board

Knowledge

- the principles of risk management and how these apply to education and the organisation
- the process for risk management in the organisation and especially how and when risks are escalated through the organisation for action
- the risks or issues that can arise from conflicts of interest or a breach of confidentiality

Skills and effective behaviours

- is able to identify and prioritise the organisational and key risks, their impact and appropriate countermeasures, contingencies and risk owners
- ensures risk management and internal control systems are robust enough to enable the organisation to deliver its strategy in the short- and long-term
- advises on how risks should be managed or mitigated to reduce the likelihood or impact of the risk and on how to achieve the right balance of risk
- ensures the risk management and internal control systems are monitored and reviewed and appropriate actions are taken
- actively avoids conflicts of interest or otherwise declares and manages them

The chair

Skills and effective behaviours

- leads the board and challenges leaders appropriately in setting risk appetite and tolerance
- ensures that the board has sight of, and understands, organisational risks and undertakes scrutiny of risk management plans
- leads by example to avoid, declare and manage conflicts of interest
- knows when the board needs external expert advice on risk management

2. Accountability for educational standards and financial performance

Why it's important: These are the competencies that the board needs in order to deliver its core functions of holding executive leaders to account for the educational and financial performance of the organisation.

2a. Educational improvement

These competencies enable the board to know that the information that they are receiving about the educational performance of children and young people is accurate, to challenge appropriately where necessary and to hold leaders to account for improving outcomes for all young people. Holding leaders to account is about establishing clear expectations, ensuring clear lines of responsibility, putting in place systems for monitoring appropriately, ensuring evaluation and taking action in response to that evaluation.

Everyone on the board
Knowledge
<ul style="list-style-type: none">the importance and impact of high-quality teaching to improving outcomes and the systems, techniques and strategies used to measure teaching quality, pupil progress and attainment
<ul style="list-style-type: none">the importance of a broad and balanced curriculum
<ul style="list-style-type: none">the rationale for the chosen curriculum and how this both promotes the ethos of the organisation and meets the needs of the pupils/students
<ul style="list-style-type: none">the relevant national standards for the phase and type of education and how these are used for accountability and benchmarking
<ul style="list-style-type: none">the relevant statutory testing and assessment regime
<ul style="list-style-type: none">the purposes and principles of assessment outlined in the final report of the Commission on Assessment Without Levels.
<ul style="list-style-type: none">the rationale behind the assessment system being used to monitor and measure pupil progress in the organisation
<ul style="list-style-type: none">the key principles, drivers and cycle of school improvement
<ul style="list-style-type: none">the relevant indicators for monitoring behaviour and safety including information about admissions, exclusions, behaviour incidents, bullying and complaints
<ul style="list-style-type: none">the role of behaviour in maintaining a safe environment and promoting learning
Skills and effective behaviours
<ul style="list-style-type: none">establishes clear expectations for executive leaders in relation to the process of educational improvement and intended outcomes
<ul style="list-style-type: none">defines the range and format of information and data they need in order to hold executive leaders to account
<ul style="list-style-type: none">seeks evidence from executive leaders to demonstrate the appropriateness and potential impact of proposed improvement initiatives

Everyone on the board

- questions leaders on how the in-school assessment system in use effectively supports the attainment and progress of all pupils, including those with a Special Educational Need or Disability (SEND)

Someone on the board

Knowledge

- the requirements relating to the education of children with Special Educational Needs and Disabilities (SEND)
- the requirements relating to the safeguarding of children in education including the Prevent duty
- the duties and responsibilities in relation to health and safety in education

Skills and effective behaviours

- Is confident in their challenge to executive leaders on strategies for monitoring and improving the behaviour and safety of pupils/students

2b. Rigorous analysis of data

Board members are required to develop specific knowledge to allow the monitoring of school performance and improvement. It will also assist them in holding leaders to account.

Everyone on the board

Knowledge

- the DfE performance tables and school comparison tool
- RAISEOnline for school and pupil data
- the evidence base that data is derived from e.g. pupil attainment and progress data and how it is collected, quality assured and monitored across the organisation
- the context of the school and in relation to other schools
- information about attendance and exclusions in the school, local area and nationally
- the importance of triangulating information about pupil progress and attainment with other evidence including information from, executive leaders (e.g. lesson observations, work scrutiny and learning walks), stakeholders including parents, pupils, staff) and external information (benchmarks, peer reviews, external experts)

Skills and effective behaviours

- analyses and interprets data in order to evaluate performance of groups of pupils/students
- analyses and interprets progression and destination data to understand where young people are moving on to after leaving the organisation

Everyone on the board

- uses published data to understand better which areas of school performance need improvement and is able to identify any further data that is required
- questions leaders on whether they are collecting the right data to inform their assessment and challenges appropriately when data collection is not adding value.
- challenges senior leaders to ensure that the collection of assessment data is purposeful, efficient and valid.

Someone on the board

Skills and effective behaviours

- reviews and analyses a broad range of information and data in order to spot trends and patterns

The chair

Skills and effective behaviours

- works with the clerk, to ensure the right data is provided by executive leaders, which is accessible to board and open to scrutiny
- promotes the importance of data interrogation to hold executive leaders to account

2c. Financial frameworks and accountability

These are the skills, knowledge and behaviours which enable the board to ensure that the organisation is in a strong and sustainable financial position to achieve its strategic goals. It is about ensuring the sustained financial health and efficiency of the whole organisation.

Everyone on the board

Knowledge

- the financial policies and procedures of the organisation, including its funding arrangements, funding streams and its mechanisms for ensuring financial accountability
- the organisation's internal control processes and how these are used to monitor spend and ensure propriety to secure value for public money
- the financial health and efficiency of the organisation and how this compares with similar organisations locally and nationally

Skills and effective behaviours

- has a basic understanding of financial management in order to ensure the integrity of financial information received by the board and to establish robust financial controls

Everyone on the board

- has confidence in the arrangements for the provision of accurate and timely financial information, and the financial systems used to generate such information
- interprets budget monitoring information and communicate this clearly to others
- participates in the organisation's self-evaluation of activities relating to financial performance, efficiency and control
- is rigorous in their questioning to understand whether enough being done to drive financial efficiency and align budgets to priorities

Someone on the board

Knowledge

- the organisations' current financial health and efficiency and how this compares with similar organisations both locally and nationally

Skills and effective behaviours

- uses their detailed financial knowledge and experience, which is appropriate for the scale of the organisation, to provide advice and guidance to the board

The chair

Skills and effective behaviours

- ensures the board holds executive leaders to account for financial and business management, as much as educational outcomes
- leads the board to identify when specialist skills and experience in audit, fraud or human resources is required either to undertake a specific task or more regularly to lead committees of the board

2d. Financial management and monitoring

The competencies required will ensure that the board is able to make sufficiently informed and effective decisions on the use of resources and allocation of funds to improve outcomes for children and young people. It will also ensure that public money is utilised efficiently and in the best interest of the organisation.

Everyone on the board

Knowledge

- the organisation's process for resource allocation and the importance of focussing allocations on impact and outcomes
- the importance of setting and agreeing a viable financial strategy and plan which ensure sustainability and solvency
- how the organisation receives funding through the pupil premium and other grants e.g. primary sport funding, how these are spent and how spending has an impact on pupil outcomes

Everyone on the board

- the budget setting, audit requirements and timescales for the organisation and checks that they are followed
- the principles of budget management and how these are used in the organisation

Skills and effective behaviours

- assimilates the financial implications of organisational priorities and use this knowledge to make decisions about allocating current and future funding
- interprets financial data and asks informed questions about income, expenditure and resource allocation and alignment with the strategic plan priorities

2e. Staffing and performance management

The knowledge and behaviours required by the board to oversee executive leaders in their responsibility to ensure that the organisation has the right staff who are managed and incentivised to perform to the best of their abilities.

Everyone on the board

Knowledge

- the organisation's annual expenditure on staff and resource and any data against which this can be benchmarked against
- how staff are recruited to the organisation and how this compares to good recruitment and retention practice
- how staff performance management is used throughout the organisation in line with strategic goals and priorities and how this links to the criteria for staff pay progression, objective setting and development planning
- the remuneration system for staff across the organisation

Skills and effective behaviours

- ensures that the staffing and leadership structures are fit for purpose
- takes full responsibility for maintaining, updating and implementing a robust and considered pay policy
- feels confident in approving and applying the system for performance management of executive leaders
- identifies and considers the budgetary implication of pay decisions and considers these in the context of the spending plan
- pays due regard to ensuring that leaders and teachers are able to have a satisfactory work life balance

Someone on the board

Knowledge

- human resource (HR) education policy and the organisation's processes in relation to teachers' pay and conditions and the role of governance in staffing reviews, restructuring and due diligence

Skills and effective behaviours

- monitors the outcome of pay decisions, including the extent to which different groups of teachers may progress at different rates and checks processes operate fairly

The chair

Knowledge

- the process and documentation needed to make decisions related to leadership appraisal

Skills and effective behaviours

- is confident and prepared in undertaking leadership appraisal
- is able to explain to the board their proposals on leadership pay awards for approval

2f. External accountability

This section is about managing the organisation's relationship with those who have a formal or informal role in holding it to account. It enables the board to use their skills and knowledge confidently and effectively to be accountable for the delivery of the organisation's strategic plan, their own decision-making and their oversight of executive leaders.

Everyone on the board

Knowledge

- the purpose, nature and processes of formal accountability and scrutiny (e.g. DfE, Ofsted, EFA etc.) and what is required by way of evidence
- the national performance measures used to monitor and report performance – including the minimum standards that trigger eligibility for intervention

Skills and effective behaviours

- ensures appropriate structures, processes and professional development are in place to support the demands of internal and external scrutiny
- values the ownership that parents and carers and other stakeholders feel about 'their school' and ensures that the board makes itself accessible and answerable to them
- uses an understanding of relevant data and information to present verbal and written responses to external scrutiny (e.g. inspectors/RSCs/EFA)

The chair

Skills and effective behaviours

- is confident in providing strategic leadership to the board during periods of scrutiny
- ensures the board is aware of, and prepared for, formal external scrutiny

3. People

Why it's important: People that govern need to form positive working relationships with their colleagues to function well as part of a team. They need to be able to relate to staff, pupils/students, parents and carers and the local community and connect to the wider education system in order to enable effective delivery of the organisations strategic priorities.

3a. Building an effective team

These are the skills and behaviours necessary to ensure effective relationships and dynamics around the table. They help to foster a learning culture where constructive challenge is welcomed; thinking is diverse; a variety of experiences and perspectives are welcomed; and continuous improvement is the norm.

Everyone on the board

Skills and effective behaviours

- demonstrates commitment to their role and to active participation in governance
- ability to acquire the basic knowledge that they need to be effective in their role
- uses active listening effectively to build rapport and strong collaborative relationships
- welcomes constructive challenge and is respectful when challenging others
- provides timely feedback and is positive about receiving feedback in return
- seeks to resolve misunderstanding at the earliest stage in order to prevent conflict
- raises doubts and encourages the expression of differences of opinion
- is honest, reflective and self-critical about mistakes made and lessons learned
- influences others and builds consensus using persuasion and clear presentation of their views
- demonstrates professional ethics, values and sound judgement
- recognises the importance of, and values the advice provided by, the clerk/governance professional role in supporting the board.

The chair

Knowledge

- the importance of succession planning to the ongoing effectiveness of both the board and the organisation

Skills and effective behaviours

- ensure that everyone understands why they have been recruited and what role they play in the governance structure
- ensures new people are helped to understand their non-executive leadership role, the role of the board and the vision and strategy of the organisation enabling them to make a full contribution
- sets high expectations for conduct and behaviour for all those in governance and is an exemplary role model in demonstrating these
- creates an atmosphere of open, honest discussion where it is safe to constructively challenge conventional wisdom
- creates a sense of inclusiveness where each member understands their individual contribution to the collective work of the board
- promotes and fosters a supportive working relationship between the: board, clerk/governance professional, executive leaders, staff of the organisation and external stakeholders
- identifies and cultivates leadership within the board
- recognises individual and group achievements, not just in relation to the board but in the wider organisation
- takes a strategic view of the skills that the board needs, identifies gaps and takes action to ensure these are filled
- develop the competence of the vice-chair to act as chair should the need arise.
- builds a close, open and supportive working relationship with the vice-chair which respects the differences in their roles
- values the importance of the clerk/governance professional and their assistance in the coordination of leadership and governance requirements of the organisation
- listens to the clerk/governance professional and takes direction from them on issues of compliance and other matters

4. Structures

Why it's important? Understanding and designing the structures through which governance takes place is vital to avoid unclear and overlapping responsibilities that can lead to dysfunctional or ineffective governance arrangements.

4a. Roles and responsibilities

Everyone on the board
Knowledge
<ul style="list-style-type: none">the role, responsibilities and accountabilities of the board, and its three core functionsthe strategic nature of the board's role and how this differs from the role of executive leaders and what is expected of each otherIn academy trusts, the role and powers of Members and how these relate to those of the boardthe governance structure of the organisation and particularly how governance functions are organised and delegated, including where decisions are madehow the board and any committees (including local governing bodies in a MAT) are constituted
Skills and effective behaviours
<ul style="list-style-type: none">able to contribute to the design of governance and committee structures that are fit for purpose and appropriate to the scale and complexity of the organisationable to adapt existing committee structures as necessary in light of learning/experience including evaluation of impact

The chair
Knowledge
<ul style="list-style-type: none">the importance of their non-executive leadership role, not just in their current position but in terms of their contribution to local and, where appropriate, national educational improvement priorities
Skills and effective behaviours
<ul style="list-style-type: none">lead discussions and decisions about what functions to delegate

5. Compliance

Why it's important: to ensure all those involved in governance understand the legal frameworks and context in which the organisation operates and all of the requirements with which it must comply.

5a. Statutory and contractual requirements

Everyone on the board
Knowledge
<ul style="list-style-type: none">• the legal, regulatory and financial requirements on the board• the need to have regard to any statutory guidance and government advice including the Governance Handbook• the duties placed upon them under education and employment legislation, and, for academy trusts, the Academies Financial Handbook and their funding agreement(s)• the articles of association or instrument of government and where applicable, the Trust Deeds• the Ofsted inspection/regulatory framework• where applicable³, denominational inspection carried in accordance with s.48 of the Education Act 2005• the board's responsibilities in regard to Equalities and Health and Safety legislation• duties relating to safeguarding, including the Prevent Duty; duties related to special education needs and disabilities (SEND); and duties related to information, including in the Data Protection Act 1998 and the Freedom of Information Act 2000• the school's whistleblowing policy and procedures and any responsibilities of the board within it• the importance of adhering to organisation policies e.g. on parental complaints or staff discipline issues
Skills and effective behaviours
<ul style="list-style-type: none">• is able to speak up when concerned about non-compliance where it has not been picked-up by the board or where they feel it is not being taken seriously• explain the board's legal responsibilities and accountabilities• is able to identify when specialist advice may be required

³ This is relevant to any voluntary or foundation school and any academy in England designated under s.69(3) of School Standards and Framework Act 1998

The chair

Skills and effective behaviours

- sets sufficiently high expectations of the clerk/governance professional, as applicable, ensuring the board is compliant with the regulatory framework for governance and, where appropriate, Charity and Company Law
- ensures the board receives appropriate training or development where required on issues of compliance

6. Evaluation

Why it's important: Monitoring the boards effectiveness is a key element of good governance. The board needs to assess its effectiveness and efficiency and ensure ongoing compliance with its statutory and legal duties under review. Individuals should also reflect on their own contribution helping to create a stronger and more motivated board.

6a. Managing self-review and development

The skills and behaviours that help individuals on the board to reflect on how they personally are demonstrating the agreed values and culture of the organisation and what impact their individual contribution to making to effective governance.

Everyone on the board
<i>Knowledge</i>
<ul style="list-style-type: none">recognises their own strengths and areas for development and seeks support and training to improve knowledge and skills where necessary
<i>Skills and effective behaviours</i>
<ul style="list-style-type: none">is outward facing and focused on learning from others to improve practicemaintains a personal development plan to improve his/her effectiveness and links this to the strategic aims of the organisationis open to taking-up opportunities, when appropriate, to attend training and any other opportunities to develop knowledge, skills and behavioursobtains feedback from a diverse range of colleagues and stakeholders to inform their own developmentundertakes self-review, reflecting on their personal contributions to the board, demonstrating and developing their commitment to improvement, identifying areas for development and building on existing knowledge and skills

The chair
<i>Skills and effective behaviours</i>
<ul style="list-style-type: none">actively invites feedback on their own performance as chairputs the needs of the board and organisation ahead of their own personal ambition and is willing to step down or move on at the appropriate time

6b. Managing and developing the board's effectiveness

It is essential for the board to reflect on its own effectiveness including the effectiveness of its processes and structures. This will assist in building relationships and improving accountability, and will enable the board to ensure that there is a clear distinction between strategic and operational leadership. It will also assist in setting the tone and culture of the board.

Everyone on the board

Skills and effective behaviours

- evaluates the impact of the board's decisions on pupil/student outcomes
- utilises inspection feedback fully to inform decisions about board development
- contributes to self-evaluation processes to identify strengths and areas for board development

The chair

Knowledge

- different leadership styles and applies these appropriately to enhance their personal effectiveness

Skills and effective behaviours

- sets challenging development goals and works effectively with the board to meet them
- leads performance review of the board and its committees
- undertakes open and honest conversations with board members about their performance and development needs, and if appropriate, commitment or tenure
- recognises and develops talent in board members and ensures they are provided with opportunities to realise their potential
- creates a culture in which board members are encouraged to take ownership of their own development
- promotes and facilitates coaching, development, mentoring and support for all members of the board
- is open to providing peer support to other chairs and takes opportunities to share good practice and learning



Department
for Education

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Department
for Education

Academy Articles of Association

**For use by mainstream, special, 16-19,
alternative provision academies and free
schools, and studio schools**

June 2021

Adopted by the Reigate Learning Alliance

29 March 2023

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

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THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

REIGATE LEARNING ALLIANCE

COMPANY NUMBER: 10858221

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
REIGATE LEARNING ALLIANCE

(Adopted 29 March 2023)

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision academies and free schools, and studio schools

Interpretation

1. In these Articles:-
 - a. “the Academies” means all the schools and educational institutions referred to in Article 4a and operated by the Academy Trust (and “Academy” shall mean any one of those schools or educational institutions);
 - b. “Academy Financial Year” means the academic year from 1st of September to 31st of August of the following year;
 - c. “the Academy Trust” means the company intended to be regulated by these Articles and referred to in Article 2, subject to the definition of this term at Article 6.9(a) in relation to articles 6.2-6.4 and 6.6-6.8A;
 - d. “the Articles” means these Articles of Association of the Academy Trust;
 - e. “Chair” means the Chair of the Trustees, save that for the purposes of Articles 23 – 44 chair means the individual appointed as chair of a General Meeting pursuant to Article 25;
 - f. “Chief Executive Officer” means such person as may be appointed by the Trustees as the Chief Executive Officer of the Academy Trust;
 - g. “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
 - h. “Co-opted Trustee” has the meaning contained in Article 58;
 - i. “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
 - j. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
 - k. Not used;

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- l. “Funding Agreement” means the agreement between the Academy Trust and the Secretary of State, including funding arrangements, obligations and termination provisions;
- m. “Governance Professional” means the Governance Professional to the Trustees or any other person appointed to perform the duties of the Governance Professional to the Trustees, including a joint, assistant or deputy Governance Professional;
- n. “Local Authority Associated Person” means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Academy Trust is influenced;
- o. “Local Governing Bodies” means the committees appointed pursuant to Articles 100-101A and 104 (and “Local Governing Body” means any one of these committees);
- p. “Member” means a member of the Academy Trust and someone who, as such, is bound by the undertaking contained in Article 8;
- q. “the Memorandum” means the Memorandum of Association of the Academy Trust;
- r. “Office” means the registered office of the Academy Trust;
- s. “Parent” includes any person with parental responsibility or care for a pupil, student, or child;
- t. “Parent Local Governor” means the Parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56;
- u. “Parent Trustees” means the Trustees elected or appointed pursuant to Articles 53 – 56 inclusive;
- v. “Principals” means the head teachers of the Academies (and “Principal” means any one of these head teachers);

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- w. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- x. “the seal” means the common seal of the Academy Trust, if it has one;
- y. “Secretary of State” means the Secretary of State for Education or successor;
- z. “Serious Criminal Offence” means any criminal offence excluding those which have been spent under the Rehabilitation of Offenders Act 1974 and excluding any offence for which the maximum sentence is a fine or a lesser sentence, except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011;
- aa. “Special Educational Needs” has the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014;
- bb. “teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide their services as a teacher at one or more Academies;
- cc. “the Trustees” means the directors of the Academy Trust (and “Trustee” means any one of those directors), subject to the definition of this term at Article 6.9(b) in relation to Articles 6.2-6.4 and 6.6-6.8A;
- dd. “the United Kingdom” means Great Britain and Northern Ireland;
- ee. “Vice-Chair” means the Vice-Chair of the Trustees;
- ff. words importing the singular number shall include the plural number, and vice versa;
- gg. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
- hh. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory

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provision including any modification or amendment thereto;

- ii. any reference to a document being 'signed' includes being executed under hand or seal or by any other method, and in the case of communication in electronic form, such references are to its being authenticated as specified by the Companies Act 2006;
- jj. any reference to communication or documents being 'in writing' or 'written' includes communications or documents which are in electronic form.

Academy Trust name and registered office

- 2. The company's name is Reigate Learning Alliance (and in this document it is called "the **Academy Trust**").
- 3. The Academy Trust's registered office is to be situated in England and Wales.

Charitable objects

- 4. The Academy Trust's objects ("the **Objects**") are specifically restricted to the following:
 - a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("the **mainstream Academies**") or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the **alternative provision Academies**") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the **16 to 19 Academies**") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("the **Special Academies**")
 - b. to promote for the benefit of the inhabitants of the areas serviced by the

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Academies the provision of facilities for recreation or other leisure time occupation of individuals who have the need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances 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.

Powers of the Academy Trust

5. In furtherance of the Objects but not further or otherwise the Academy Trust may exercise the following powers:

- a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Academy Trust;
- b. to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. subject to Articles 6.6-6.8A below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
- f. to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;

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- g. to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
- h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Trustees;
- i. to offer scholarships, exhibitions, prizes and awards to pupils and students and former pupils and former students, and otherwise to encourage and assist the educational attainment of pupils and students and former pupils and former students;
- j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- l. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Academy Trust, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Academy Trust may think fit;
- m. to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
 - i. the investment policy is set down in writing for the financial expert by the Trustees;

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- ii. every transaction is reported promptly to the Trustees;
- iii. the performance of the investments is reviewed regularly with the Trustees;
- iv. the Trustees are entitled to cancel the delegation arrangement at any time;
- v. the investment policy and the delegation arrangement are reviewed at least once a year;
- vi. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- vii. the financial expert must not do anything outside the powers of the Trustees;
- o. to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to provide indemnity arrangements to Trustees in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- q. not used;
- r. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust; and
- s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

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Use of income and property

6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Academy Trust. Nonetheless a Member of the Academy Trust who is not also a Trustee may:

- a. benefit as a beneficiary of the Academy Trust;
- b. be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;
- c. be paid rent for premises let by the Member to the Academy Trust if the amount of the rent and other terms of the letting are reasonable and proper; and
- d. be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed 2% per annum below the base lending rate of a UK clearing bank selected by the Trustees, or 0.5%, whichever is the higher.

6.2A. The Trustees may only rely upon the authority provided by Article 6.2 to allow a benefit to a Member if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member does not exceed an amount that is reasonable in all the circumstances;
- b. the Trustees are satisfied that it is in the interests of the Academy Trust to contract with that Member rather than with someone who is not a Member. In reaching that decision the Trustees must balance the advantage of contracting with a Member against the disadvantages of doing so; and
- c. the reason for their decision is recorded by the Trustees in the minute book.

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Trustees benefiting from indemnity arrangements

6.3 A Trustee may benefit from any indemnity arrangement purchased at the Academy Trust's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust, provided that any such arrangement shall not extend to: (i) any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard to whether it was a breach of trust or breach of duty or not; and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees (or any of them) in their capacity as directors of the Academy Trust. Further, this Article does not authorise a Trustee to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

6.4 A public company, which has shares listed on a recognised stock exchange and of which any one Trustee holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Academy Trust.

Trustees' reasonable expenses and restrictions on benefits and payments

6.5 A Trustee may at the discretion of the Trustees be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by them when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.

6.6 No Trustee may:

- a. buy any goods or services from the Academy Trust;
- b. sell goods, services, or any interest in land to the Academy Trust;
- c. be employed by, or receive any remuneration from the Academy Trust (other than the Chief Executive Officer to the extent they are a Trustee whose employment and/or remuneration is subject to the procedure and

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conditions in Article 6.8);

- d. or receive any other financial benefit from the Academy Trust;

unless:

- the payment is permitted by Article 6.7 and the Trustees follow the procedure and observe the conditions set out in Article 6.8; or
- the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Trustee may:

- a. receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust;
- b. be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Trustee;
- c. receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher; and
- d. receive rent for premises let by the Trustee to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Academy Trust and its Trustees may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Trustee does not exceed an amount that is reasonable in all the circumstances;
- b. the Trustee is absent from the part of any meeting at which there is discussion of:
 - i. their employment, remuneration, or any matter concerning the contract, payment or benefit; or

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- ii. their performance in the employment, or their performance of the contract; or
 - iii. any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them that would be permitted under Article 6.7; or
 - iv. any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7;
- c. the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
 - d. save in relation to employing or contracting with the Chief Executive Officer (to the extent they are a Trustee), the other Trustees are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest);
 - e. the reason for their decision is recorded by the Trustees in the minute book; and
 - f. a majority of the Trustees then in office have received no such payments or benefit.

6.8A The provision in Article 6.6(c) that no Trustee may be employed by or receive any remuneration from the Academy Trust (other than the Chief Executive Officer to the extent they are a Trustee) does not apply to an employee of the Academy Trust who is subsequently elected or appointed as a Trustee save that this Article shall only allow such a Trustee to receive remuneration or benefit from the Academy Trust in their capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8(b) and 6.8(c) is followed.

6.9 In Articles 6.2-6.4 and 6.6-6.8A:

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- a. “Academy Trust” shall include any company in which the Academy Trust:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company;
- b. “Trustee” shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as their partner;
- c. the employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
 - i. a partner;
 - ii. an employee;
 - iii. a consultant;
 - iv. a director;
 - v. a member; or
 - vi. a shareholder, unless the shares of the company are that of a public company which are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

Liability of Academy Trust Members

7. The liability of the Members of the Academy Trust is limited.
8. Every Member of the Academy Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust’s assets if it should be wound up while they are a Member or within one year after they cease to be a Member, for payment of the Academy Trust’s debts and liabilities before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

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Arrangements for Academy Trust property on closure of trust

9. If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Academy Trust (except for a Member which is itself a charity fulfilling the criteria set out below), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 6 above, chosen by the Members of the Academy Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.

10. Not used.

Restrictions on alterations to articles to protect charitable company status

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect: (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity.

Members

12. The Members of the Academy Trust shall comprise:

- a. the signatories to the Memorandum (until such time as they cease to be a Member);
- b. Not used.
- c. Not used.
- d. any person appointed under Article 15A,

provided that at any time the minimum number of Members shall not be less than three.

12A. An employee of the Academy Trust cannot be a Member of the Academy Trust.

12B. There must be a majority of Members who are not also Trustees.

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Rights to remove Members

13. Each person entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint Members in Article 12:

- a. in the case of an individual, die or become legally incapacitated;
- b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
- c. becomes insolvent or makes any arrangement or composition with their creditors generally; or
- d. ceases to themselves be a Member,

their right to appoint Members under these Articles shall vest in the remaining Members.

Disqualification and termination of membership

15. A Member shall cease to be a Member if:

- a. that Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs;
- b. that Member has been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced, or if they are the subject of a bankruptcy restrictions order or an interim order;
- c. that Member is a corporate entity and:
 - i. ceases to exist;
 - ii. a resolution or order is made for the Member to be wound up or to enter into administration;

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- iii. enters into any arrangement or composition with its creditors; or
- iv. becomes insolvent;
- d. that Member has been convicted of a Serious Criminal Offence;
- e. that Member has not provided to the Chair a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that Member unsuitable for their role. If a dispute arises as to whether the Member should be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final;
- f. that Member refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement or otherwise;
- g. that Member is found to be unsuitable to be a Member by the Secretary of State under the provisions of the Funding Agreement;
- h. that Member is employed by the Academy Trust;
- i. that Member would be disqualified from being a Trustee of this Academy Trust for any other reason, regardless of whether they are also a Trustee.

15AA. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Member; and they are, or are proposed, to become such a Member, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

Appointing and removing Members

15A. The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

16. In addition to Article 13, the Members may agree by passing a special resolution to remove any Member(s). The Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution.

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Members and the charitable objects

16A. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do anything or take any action which would cause the Academy Trust to contravene its Objects, and shall act in a way which they decide, in good faith, will be most likely to further the Objects of the Academy Trust.

Consent to become a Member

17. Every person nominated to be a Member of the Academy Trust shall sign a written consent to become a Member and sign the register of Members on becoming a Member.

Member resignation

18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the person or persons entitled to remove them under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

General Meetings

Annual General Meeting

19. The Academy Trust shall hold an Annual General Meeting each Academy Financial Year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy Trust and that of the next. Provided that so long as the Academy Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or the following year. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint. All meetings other than the Annual General Meetings shall be called General Meetings.

Arrangements for General Meetings

20. The Trustees may call General Meetings and, on the requisition of Members

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pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a General Meeting in accordance with that Act. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any Member of the Academy Trust may call a General Meeting.

Notice of General Meetings

21. General meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Trustees and auditors.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

23. No business shall be transacted at any meeting unless a quorum is present. A quorum is a majority of Members present in person or by proxy and entitled to vote upon the business to be transacted.

23A. A person may attend a General Meeting by telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.

23B. A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

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24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chair and such election shall be binding on all Members and Trustees present at the meeting.
26. Not used.
27. A Trustee shall, notwithstanding that they are not a Member, be entitled to attend and speak at any General Meeting or Annual General Meeting.
28. The chair may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
- a. by the chair; or
 - b. by at least two Members having the right to vote at the meeting; or
 - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by

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a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. A poll demanded on the election of the chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

35. A resolution in writing, which includes a resolution in electronic form, agreed by such number of Members as required if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

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Votes of Members

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
37. Not used.
38. No Member shall be entitled to vote at any General Meeting unless all moneys then payable by them to the Academy Trust have been paid.
39. No objections shall be raised to the qualification of any person to vote at any General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

Voting by proxy

40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

“I/We,, of, being a Member/Members of the above named Academy Trust, hereby appoint of, or in their absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust to be held on20[], and at any adjournment thereof.

Signed on 20[]”

41. Where it is desired to afford Members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

“I/We,, of, being a Member/Members of the above named Academy Trust, hereby appoint of, or in their absence, of, as my/our

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proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Academy Trust, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on 20[]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Trustees may:

- be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Governance Professional or to any Trustee,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

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43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy Trust at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member of the Academy Trust may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Academy Trust.

Trustees

45. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

46. Subject to Articles 48-49 and 53, the Academy Trust shall have the following Trustees:

- a. up to 8 Trustees, appointed under Article 50; and
- b. Not used.
- c. a minimum of two Parent Trustees elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

47. The Academy Trust may also have any Co-opted Trustee appointed under Article 58.

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48. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

49. Future Trustees shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Trustee to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

Appointment of Trustees

50. The Members may appoint by ordinary resolution up to 8 Trustees.

50A. Not used.

50B. The total number of Trustees including the Chief Executive Officer if they so choose to act as Trustee under Article 57 who are employees of the Academy Trust shall not exceed one third of the total number of Trustees.

51. Not used.

52. Not used.

Parent Trustees

53. In circumstances where the Trustees have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Trustees and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

Election of Parent Trustees and Parent Local Governors

54. Parent Trustees and Parent Local Governors shall be elected or, if the number of Parents standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Trustees from time to time). The elected or appointed Parent Trustees must be a Parent of a registered pupil at one or more of the Academies at the time when they are elected or appointed. The elected

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(or, if the number of Parents standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a Parent of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when they are elected or appointed.

54AA In the case of 16-19 Academies, references to 'a Parent of a registered pupil at one or more of the Academies' in Article 54 shall be deemed to be references to 'a Parent of a registered student at that 16-19 Academy' or, in circumstances where no Parent of a registered student at the 16-19 Academy is willing or able to act as a Parent Trustee or a Parent Local Governor, references to 'a Parent of a registered pupil at one or more of the Academies' shall be deemed to be references to 'a Parent of a child of above compulsory school age but not above the age of 19.

54A. The number of Parent Trustees and Parent Local Governors required shall be made up by Parent Trustees and Parent Local Governors appointed by the Trustees if the number of Parents standing for election is less than the number of vacancies.

55. The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Trustees or Parent Local Governors, including term dates and any question of whether a person is a Parent of a registered pupil at one of the Academies. Any election of the Parent Trustees or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any Parent of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. In appointing a Parent Trustee or Parent Local Governor the Trustees shall appoint a person who is the Parent of a registered pupil at an Academy as described in Articles 54 and 54AA; or where the Trustees are exercising their power to appoint a Parent Trustee or Parent Local Governor and it is not reasonably practical to appoint a Parent as described in Articles 54 and 54AA, then the Trustees may appoint a person who is the Parent of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

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Chief Executive Officer as Trustee

57. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee.

Co-opted Trustees

58. The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Chief Executive Officer to the extent they are a Trustee.

59 – 63. Not used.

Term of office

64. The term of office for any Trustee shall be four years, save that:
- a. This time limit shall not apply to any post which is held ex officio.
 - b. The term of office may be shorter than four years for any Trustee except for Parent Trustees, if the Members (or in the case of a Co-opted Trustee, the Trustees) determine this at the time of appointment of such Trustee.

Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.

Resignation and removal

65. A Trustee may resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

66. A Trustee may be removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

67. Either the Trustee resigning, or those removing the Trustee shall give written

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notice thereof to the Governance Professional.

Disqualification of Trustees

68. A Trustee must be aged 18 or over at the date of election or appointment. No current pupil or current student of any of the Academies shall be a Trustee.

69. A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.

70. A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that the Trustee's office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Trustee if:

- a. they have been declared bankrupt and/or their estate has been seized from their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or
- b. they are the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006, or are disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

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74. A person shall be disqualified from holding or continuing to hold office as a Trustee if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which their conduct contributed to or facilitated.

75. Not used.

76. Not used.

77. A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of a Serious Criminal Offence.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Trustee if that person does not provide the Chair with a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 or if such a certificate discloses information which the Chair considers would make that person unsuitable for their role. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

78A A person (including the Chair) shall be disqualified from holding or continuing to hold office as a Trustee if that person:

- a. refuses to consent to any checks required by the Secretary of State under the provisions of the Funding Agreement, the Education (Independent School Standards) Regulations 2014 or otherwise; or
- b. is found to be unsuitable to be a Trustee by the Secretary of State under the provisions of the Funding Agreement or the Education (Independent School Standards) Regulations 2014.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or are proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Governance Professional.

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Disqualification of those on committees including Local Governing Bodies

80. Articles 68 to 74, Articles 77 to 78, Article 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees including a Local Governing Body who is not a Trustee.

Governance Professional to the Trustees

81. The Trustees must appoint a Governance Professional. The Governance Professional shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Governance Professional so appointed may be removed by them. The Governance Professional shall not be a Trustee, or the Chief Executive Officer. Notwithstanding this Article, the Trustees may, where the Governance Professional fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting. The Governance Professional may, but need not be, the appointed company secretary of the Academy Trust.

Chair and Vice-Chair of the Trustees

82. The Trustees shall each school year elect a Chair and a Vice-Chair from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair.

83. Subject to Article 84, the Chair or Vice-Chair shall hold office as such until a successor has been elected in accordance with Article 85.

84. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Governance Professional. The Chair or Vice-Chair shall cease to hold office if they:

- a. cease to be a Trustee;
- b. are employed by the Academy Trust;
- c. are removed from office in accordance with these Articles; or
- d. in the case of the Vice-Chair, they are elected in accordance with these

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Articles to fill a vacancy in the office of Chair.

85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of Chair or Vice-Chair, the Trustees shall at their next meeting elect one of their number to fill that vacancy.

86. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.

87-89. Not used.

90. The Trustees may remove the Chair or Vice-Chair from office in accordance with these Articles.

91. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Trustees shall not have effect unless:

- a. it is confirmed by a resolution passed at a second meeting of the Trustees held not less than fourteen days after the first meeting; and
- b. the matter of the Chair's or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings.

92. Before the Trustees resolve at the relevant meeting on whether to confirm the resolution to remove the Chair or Vice-Chair from office, the Trustee or Trustees proposing their removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

Powers of the Trustees

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a

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quorum is present may exercise all the powers exercisable by the Trustees.

94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:

- a. to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- b. to enter into contracts on behalf of the Academy Trust.

95. In the exercise of their powers and functions, the Trustees may consider any advice given by the Chief Executive Officer to the extent they are not a Trustee and any other executive officer.

96. Any bank account in which any money of the Academy Trust is deposited shall be operated by the Trustees in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Trustees.

Conflicts of interest

97. Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must be absent from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Trustee has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6.5-6.8A.

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The minutes

99. The minutes of the proceedings of a meeting of the Trustees shall be recorded and kept for the purpose by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chair thereof.

Committees

100. Subject to these Articles, the Trustees:

- a. may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and
- b. may establish any other committee.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

101A. The Trustees shall ensure that any Local Governing Body shall include at least two Parent Local Governors.

102. Not used.

103. Not used.

104. The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Trustees from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Trustees.

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Delegation

105. The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.

105A. A Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.

106. Where any power or function of the Trustees has been exercised by any committee (including any Local Governing Body), any Trustee, the Chief Executive Officer any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.

Appointing and delegating to Chief Executive Officer and Principals

107. The Trustees shall appoint the Chief Executive Officer and the Principals of the Academies. The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academies).

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Meetings of the Trustees

Proceedings at Trustee meetings

108. Subject to these Articles, the Trustees may regulate their proceedings as they think fit.

109. The Trustees shall hold at least three meetings in every school year. Meetings of the Trustees shall be convened by the Governance Professional. In exercising the functions under this Article the Governance Professional shall comply with any direction:

- a. given by the Trustees; or
- b. given by the Chair, or in their absence, the Vice-Chair, so far as such direction is not inconsistent with any direction given as mentioned in (a).

110. Any three Trustees may, by notice in writing given to the Governance Professional, requisition a meeting of the Trustees; and it shall be the duty of the Governance Professional to convene such a meeting as soon as is reasonably practicable.

111. Each Trustee shall be given at least seven clear days before the date of a meeting:

- a. notice in writing thereof by the Governance Professional, and sent to each Trustee at the address provided by each Trustee from time to time; and
- b. a copy of the agenda for the meeting,

provided that where the Chair or, in their absence, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the

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Trustees shall not be proposed at a meeting of the Trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Trustees shall be terminated forthwith if:

- a. the Trustees so resolve; or
- b. the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Governance Professional as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Trustees resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Governance Professional to convene a meeting accordingly.

Quorum for Trustee meetings

117. Subject to Article 119, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

118. The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.

119. The quorum for the purposes of:

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- a. any vote on the removal of a Trustee in accordance with Article 66; and
- b. any vote on the removal of the Chair of the Trustees in accordance with Article 90,

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.

Voting at Trustee meetings

120. Subject to these Articles, every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote.

121. Subject to Articles 117-119, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.

122. The proceedings of the Trustees shall not be invalidated by:

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Trustee.

123. A resolution in writing, which includes a resolution in electronic form, signed by all the Trustees entitled to receive notice of and vote at a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or authenticated by one or more of the Trustees.

Making the minutes of Trustee meetings available

124. Subject to Article 125, the Trustees shall ensure that a copy of:

- a. the agenda for every meeting of the Trustees;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
- c. the signed minutes of every such meeting; and

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- d. any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:

- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
- b. a named pupil or named student at, or candidate for admission or referral to, any Academy; and
- c. any matter which, by reason of its nature, the Trustees are satisfied should remain confidential.

Participation at meetings

126. Any Trustee shall be able to participate in meetings of the Trustees by telephone or by any suitable electronic means agreed by the Trustees and by which all those participating in the meeting are able to communicate with all other participants.

126A. A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.

Patrons and honorary officers

127. The Trustees may from time to time appoint any person whether or not a Member of the Academy Trust to be a patron of the Academy Trust or to hold any honorary office and may determine for what period they are to hold such office.

The seal

128. The seal, if any, shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who

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shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Governance Professional or by a second Trustee.

Accounts

129. Accounts shall be prepared in accordance with the relevant statement of recommended practice published by the Charity Commission from time to time (the “**Statement of Recommended Practice**”) as if the Academy Trust was a non-exempt charity, and Parts 15 and 16 of the Companies Act 2006, and the Academy Trust shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

Annual Report

130. The Trustees shall prepare the Annual Report in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and shall file this with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

Confirmation statement

131. The Trustees shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation and delivery of a confirmation statement to the Registrar of Companies.

Notices

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing, which includes being given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, “Address” in relation to electronic communications, includes a number or address used for the purposes of such communications.

133. A notice may be given by the Academy Trust to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered

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address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Academy Trust.

134. A Member present, either in person or by proxy, at any meeting of the Academy Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by The Chartered Governance Institute UK & Ireland shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Indemnity

136. Subject to the provisions of the Companies Act 2006 and Article 6.3, every Trustee or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Academy Trust.

Rules

137. The Trustees may make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust including, but not limited to, how they take decisions, including the procedure at meetings, and the means of recording and communicating such rules to Trustees and

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Members, insofar as such rules are not already regulated by the Articles.

138. The Academy Trust in general meetings shall have power to alter, add or to repeal the rules or bye laws. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

Avoiding influenced company status

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

140. No person who is a Local Authority Associated Person may be appointed or elected as a Trustee if, once the appointment or election had taken effect, the number of Trustees who are Local Authority Associated Persons would represent 20% or more of the total number of Trustees. Upon any resolution put to the Trustees, the maximum aggregate number of votes exercisable by any Trustees who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Trustees on such a resolution and the votes of the other Trustees having a right to vote at the meeting will be increased on a pro-rata basis.

141. No person who is a Local Authority Associated Person is eligible to be appointed or elected to the office of Trustee unless their appointment or election to such office is authorised by the local authority to which they are associated.

142. If at the time of either their becoming a Member of the Academy Trust or their first appointment or election to office as a Trustee any Member or Trustee was not a Local Authority Associated Person but later becomes so during their membership or tenure as a Trustee they shall be deemed to have immediately resigned their membership and/or resigned from their office as a Trustee as the case may be.

143. If at any time the number of Trustees or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 inclusive) represent 20% or more of the total number of Trustees or Members (as the case may be) then a sufficient

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number of the Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Trustees or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be). Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first.

144. The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act) 1989.



Department
for Education

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SCHEME OF DELEGATION

(Approved April 2019, Amended March 2023)

1. Vision and ethos of the Multi Academy Trust

Mission Statement

- 1.1 To provide high quality education in a supportive community.

Vision Statement

- 1.2 To be the first choice for sixth form education, by striving to deliver educational excellence, that responds to the individual learning needs of students.
- 1.3 RLA will seek to provide, all within the objects set out in its Articles of Association:
- (a) An outstanding learning experience for students in any academy within the MAT
 - (b) A culture of high expectations, personal responsibility and high aspirations
 - (c) A diverse 6th form curriculum including a wide range of Academic and Vocational provision
 - (d) Support to students to either enter higher education or work as appropriate to the aims of the student
 - (e) A wide range of enrichment activities
 - (f) A focus on full time, 16 -19 students

Constitution

- 1.4 Reigate Learning Alliance (RLA) is an Academy Trust incorporated on 10th July 2017 and governed by its Memorandum & Articles of Association.
- 1.5 This scheme of delegation should be considered alongside the Articles and the Academies Financial Handbook. The Articles take precedence in the event of any inconsistency.
- 1.6 RLA has Members and Trustees, and an Academy within RLA has Local Governors on its Local Governing Body (LGB).
- 1.7 A scheme of delegation is the key document defining which functions have been delegated and to whom. It is a simple yet systematic way of ensuring that Members, Trustees, Committees (including LGBs) and Management are clear about who has responsibility for making which decisions in the trust. This overarching scheme of delegation covering all decision making in the trust should not be confused with the written scheme of delegation of financial powers referred to in the Academies Financial Handbook.

2. Members

- 2.1 The Members shall, by special resolution, appoint such additional Members (other than employees of the Trust) as they think fit.
- 2.2 The Members may by written notice under the Articles remove and replace any member they have appointed.
- 2.3 The Members may by ordinary resolution appoint the Chief Executive and up to 11 other Trustees who the Members hold to account for the work of the Trust, and who have the responsibilities of both charity trustees and company directors.
- 2.4 The Members may by ordinary resolution remove any Trustee.
- 2.5 The Members shall appoint the Auditors and review the Annual Audit Reports and Financial Statements.

3. Trustees

- 3.1 The Trustees shall appoint a Chair and Vice-Chair at the first meeting each year.

Non-delegation

- 3.2 The following are reserved to the Trust and, notwithstanding the powers of delegation in the Articles of Association, may not be delegated:
- (a) Determining the objectives of the Trust.
 - (b) Determining and periodically reviewing the educational character and mission of any school or college within the MAT.
 - (c) Ensuring the solvency any school or college within the Trust and the safeguarding of their assets.
 - (d) Reviewing matters of new policy or variation to existing policy in line with the Trust Policy Review Schedule, except for those non-statutory policies which have been delegated to the Chief Executive and Principal.
 - (e) The final approval of the College's Strategic and Operational Plans.
 - (f) The final approval of the College's Self-assessment Report and Development Plan.
 - (g) The approval of the annual estimates of annual budgets.
 - (h) The approval of the annual estimates of capital expenditure for work authorised by the Trust.
 - (i) The approval of the year-end financial statements.
 - (j) The final approval of the Annual Audit Reports.
 - (k) The acquisition and disposal of property.
 - (l) Borrowing money and, in connection with such borrowing, granting securities or giving guarantees or indemnities.
 - (m) The appointment of standing and ad hoc committees of the Trust.
 - (n) The appointment, and termination of the contracts, of the Principal, Chief Executive and Chief Accounting Officer and the Governance Professional or the holder of a senior post, other than to a committee of Trustees.
 - (o) The power to determine an appeal in connection with the dismissal of the Chief Executive, Principal, the Governance Professional or the holder of a senior post, other than to a committee of Trustees.
 - (p) The making, amendment and revocation of terms of reference and structure & procedures for Committees of the Trustees and Local Governors and a Code of Conduct for Trustees and Local Governors. All Committees (except an LGB) must comprise a majority of Trustees.
 - (q) The determination and periodic review of the educational character and mission of the Academy and oversight of its activities.
 - (r) Making arrangements for obtaining the views of staff and students on the quality of educational provision within the Academy, and for periodic review of the educational character and mission of the Academy and oversight of its activities.
 - (s) Approving the quality strategy of the Trust.
 - (t) Ensuring the effective and efficient use of resources, the solvency of the Academy and the Trust and safeguarding of their assets.
 - (u) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior post holders and the Governance Professional.
 - (v) Setting a framework for staff pay and conditions.

Delegation to Committees

- 3.3 The Trust delegates to each Local Governing Body (LGB) and Committee of the Trust all functions set out in their respective terms of reference, and each Committee may exercise and perform on behalf of and in the name of the Trust all of the authority, powers and duties of the Trust in relation to the functions so delegated.

Principal and Chief Executive

- 3.4 The Trust delegates to the Principal and Chief Executive of the College, responsibility for the operational management of the College subject to the strategic direction set by the Trust.
- 3.5 The Chief Executive is the chief accounting officer and shall accordingly have the responsibilities set out in the Academies Financial Handbook.

3.6 The following responsibilities are allocated between the Chief Executive and the Principal:

Chief Executive

- (a) making proposals to the Trust about the educational character and mission of the institution, and for implementing the decisions of the Trust
- (b) the determination of the institution's academic and other activities
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Trust, and the management of budget and resources within the estimates approved by the Trust
- (d) determining, promulgating and implementing other non-statutory policies agreed by Trust from time to time

Principal

- (a) making proposals to the Trust about the educational character and mission of the institution, and for implementing the decisions of the Trust
- (b) the organisation, direction and management of the institution and leadership of the staff
- (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Trust, of the pay and conditions of service of staff, other than the holders of senior posts or the Governance Professional, where the Governance Professional is also a member of the staff
- (d) responsibility for determining, promulgating and implementing the employment policies.
- (e) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds, and implementing decisions to expel students for academic reasons

3.7 The Chief Executive and Principal may delegate to any other senior post holder or any member of the Senior Leadership Team any functions that are necessary to enable their responsibilities to be discharged properly, other than:

- (a) the management of budget and resources
- (b) (except where prohibited by the Academies Financial Handbook) any functions that have been delegated to the Principal and Chief Executive by the Trust

4 **Processes for monitoring performance and progress**

Strategic goals

4.1 Monitoring and review of progress against agreed strategic goals will take place, periodically and as necessary, through:

- (a) Annual agreement of strategic and operational objectives by Trust Board.
- (b) Annual agreement of local objectives by the LGB.
- (c) Monitoring the annual outcome data by LGB and Trust Board.
- (d) Monitoring finance objectives at Finance Committee and Trust Board.
- (e) Monitoring via the Audit Committee.
- (f) Annual appraisals of the Chief Executive and Principal.

Student cohort

4.2 Local Governors will ensure they know the cohort through:

- (a) Descriptions in the annual SAR.
- (b) Visits to the Academy.
- (c) Briefings from staff.

- (d) The annual marketing and admissions reports.

Monitoring and developing academic priorities

4.3 The LGB will undertake the following and report to the Trustees:

- (a) Review of the annual SAR.
- (b) Annual presentation of raw results in September to Trustees and LGB.
- (c) Expected final results when the DfE data checking exercise commences in October.
- (d) Termly SAR updates to the LGB to monitor agreed actions arising from the SAR.
- (e) Ofsted inspection reports.
- (f) Direct Governor liaison with teaching departments.
- (g) Review whether previous targets have been met and the underlying reasons why targets were or were not achieved.
- (h) Briefings from senior managers e.g. in the light of any DfE policy changes concerning academic and vocational assessment.
- (i) Reviewing feedback from the Trustees and any Committees.

Monitoring by the Trust Board

4.4 Trustees will monitor and review as follows:

- (a) Review of the annual SAR.
- (b) Publication of the SAR and upload to Ofsted.
- (c) Review of reports by the LGB.

Overseeing and monitoring improvement and challenging leaders

4.5 The LGB will have a central role in monitoring performance and the improvement of underperforming areas of educational provision.

4.6 Training sessions will be held prior to meetings to allow Local Governors and Trustees to develop their understanding and awareness of the various outcome measurements.

4.6 The LGB will be aware of the specific educational context of the academy. Local Governors and Trustees will be encouraged to:

- (a) Question leaders on whether they are collecting the right data to inform their assessment and challenges appropriately when data collection is not adding value.
- (b) Challenge senior leaders to ensure that the collection of assessment data is purposeful, efficient and valid.

4.7 Senior Management will present a SAR update to each termly meeting of the LGB identifying:

- (a) Underperforming areas.
- (b) The nature of the underperformance (e.g. value added, retention, surveys).
- (c) Actions taken to address the issue.
- (d) The level of improvement required.
- (e) Progress against the actions required.
- (f) Programs for groups of learners.

Appendix A - Structure chart

<p>Members 3 to 5 Meets annually</p>		
<p>MAT Audit Committee Meets termly Reports to Trustees</p> <p>MAT Remuneration Committee Annual meetings Reports to Trustees</p>	<p style="text-align: center;">Trustees</p> <p>Maximum number of Trustees shall be 11, comprising up to 8 appointed by the Members under Article 46, up to 3 co-opted by the Trustees under Article 58, and the Chief Executive Officer under Article 57.</p> <p>Meet termly plus an annual meeting with Members</p> <p>Reports to Members</p>	<p>MAT Finance Committee Meets termly Report to Trustees</p>
<p style="text-align: center;">Other LGB</p> <p>Reports to Trustees</p>	<p style="text-align: center;">Reigate College LGB</p> <p>Up to 12 Governors Reports to Trustees</p>	<p style="text-align: center;">Other LGB</p> <p>Reports to Trustees</p>

Appendix B - Scheme of delegation grid

Delegated area	Members	Trustees	LGB	Committees	CEO / Principal
RLA strategic direction					
Determining and periodically reviewing the educational character and mission of the Trust	Consult	Determine	Consulted		Develop
Overseeing matters of new policy or variation to existing policy in line with the Trust Policy Review Schedule, except for those non-statutory policies which have been delegated to the Chief Executive and Principal	Consult	Determine	Consulted	Consult where appropriate	Develop
The final approval of the College's Strategic and Operational Plans.		Determine	Consulted		Draft
The final approval of the College's Self-assessment Report and Development Plan.		Approve	Review and recommend		Draft
Decide terms of reference for Members, Trustees, LGB's and Committees		Approve			
Set admissions policy		Approve	Review and recommend		Draft
The quality of educational provision					
Publishing arrangements for obtaining the views of staff and students		Approve	Review and recommend		Draft
Approving the quality strategy of the Trust		Approve	Review and recommend		Draft
Approving the implementation of safeguarding, Prevent and British Values policies and procedures		Approve	Approve and monitor		Draft
Monitor staff development plans			Approve and review		Draft
Hear student concerns			Monitor		
Review PGCE course			Approve and review		Draft
Receive lesson observation report			Approve and review		Draft
Receive marketing report			Approve and review		Draft
Receive retention report			Approve and review		Draft

Finance					
Funding Model – establishing a funding model across the Trust and develop an individual funding model for the Colleges so as to secure the Trust’s financial health in the short and long term		Approve		Approve and review (finance)	Draft
Ensuring the solvency of the College and the Trust and the safeguarding of their assets.	Monitor annually	Monitor		Approve and review (audit)	Prepare and manage budgets
The approval of the annual College Annual Budgets – formulating and determining the proportion of the overall budget to be delegated to each Academy (including uses of contingency funds/balances)		Approve		Approve and review (finance)	Draft
The approval of the year-end financial statements.	Monitor	Approve		Approve and review (finance)	Draft
The final consideration of the Annual Audit Reports.	Monitor Appoint auditors	Approve		Approve and review (audit)	Act on recommendations
The acquisition and disposal of property.		Approve		Approve and monitor (finance)	Draft
The final approval of the annual estimates of capital expenditure for work authorised by the Trust.		Approve		Approve and monitor (finance)	Draft
Borrowing money (other than overdraft facilities within the Chief Executive's delegated authority) and, in connection with such borrowing, granting securities or giving guarantees or indemnities.		Approve		Approve and monitor (finance)	Draft / propose
Funding Agreement – comply with all obligations including the Academies Financial Handbook and Articles		Monitor		Monitor	Ensure compliance
Approve charging and remission policy		Monitor		Approve and review (finance)	Draft
Corporate Risk Register		Monitor		Approve and review (audit)	
Investments – agreeing the investment policy in line with the Academies Financial Handbook and any internal policies and controls		Approve		Approve and review (finance)	
RLA and senior management					

The appointment to standing and ad hoc committees		Make appointments			
Appointment and removal of Trustees	Remove appointments				
The appointment of the Principal.		Make appointments			
The appointment of the Chief Executive and Chief Accounting Officer.		Make appointments			
The appointment of the Governance Professional.		Make appointments			
The consideration of the case for dismissal of the Chief Executive, Principal, the Governance Professional or the holder of a senior post, other than to a committee of members of the Trust.				Determine	
The power to determine an appeal in connection with the dismissal of the Chief Executive, Principal, the Governance Professional or the holder of a senior post, other than to a committee of members of the Trust.				Determine	
The delegation of functions of the Trust.		Determine			
The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Professional				Determine	
The Trust delegates to each Committee of the Trust all functions relative to the terms of reference of those Committees, and each Committee may exercise all of the authority, powers and duties of the Trust so delegated. The Trust delegates to each Committee of the Trust all functions relative to any Minutes of the Trust making a special delegation to a Committee.				Determine	



REIGATE LEARNING ALLIANCE

STANDING ORDERS

(Approved March 2021, Amended March 2023)

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REIGATE LEARNING ALLIANCE

STANDING ORDERS

1 INTRODUCTION

1.1 Reigate Learning Alliance (RLA) is a company limited by guarantee (registered at Companies House under company number 10858221) and is a non-profit, exempt charitable trust. As a Multi-Academy Trust (MAT), RLA is capable of having one or more academy schools or colleges within the Trust. References in this document to an 'academy' include any such school or college.

1.2 These Standing Orders are intended to outline the governance framework within which the Trust operates, to be found in more detail in the documents listed in 1.6, and supplement the provisions of relevant legislation and the Trust's Articles of Association, but nothing in this document overrides them.

1.3 These Standing Orders, unless otherwise apparent, apply equally to the Trust, its Committees and any working party that may be created.

1.4 A Local Governing Body may with the approval of the Trustees agree its own Standing Orders provided they are not inconsistent with anything in the Articles of Association or these Standing Orders.

1.5 Members, Trustees, Local Governors and other Committee Members owe a fiduciary duty to the Trust. This means that they must show it the highest loyalty, act in good faith in its interests, and adhere to the seven principles of public life laid down by the Nolan Committee. These are:

a) **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

b) **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

c) **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

- d) **Accountability**
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- e) **Openness**
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- f) **Honesty**
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- g) **Leadership**
Holders of public office should promote and support these principles by leadership and example.

16 Documents which are relevant to the conduct of Trust business include:

- a) RLA's Memorandum and Articles of Association
- b) Department for Education (DfE) Funding Agreements
- c) Education and Skills Funding Agency (ESFA) Academies Financial Handbook
- d) DfE Governance Handbook
- e) RLA Scheme of Delegation
- f) RLA Code of Conduct

and other documents listed in the RLA Trustee Governance Handbook.

17 These Standing Orders and the documents listed in 1.6 are available in the 'Publications' section of the Trust's website <http://reigatelearningalliance.org>

2 HIERARCHY OF THE TRUST

21 **Members** of the Trust, with a similar role to shareholders of a limited company, have an overview of the governance of the Trust and comprise the subscribers to the Trust's Memorandum of Association and other individuals they appoint under its Articles of Association.

22 **Trustees**, who are both Charitable Trustees and RLA's Directors, are appointed by the Members in accordance with the Articles of Association.

23 Members can also be Trustees. However, retaining some separation between the

two layers of governance ensures that the Members, independent of the Trustees, are able to exercise their powers objectively and provide effective oversight and challenge.

- 24 **Local Governors** for an academy within the Trust sit on a Local Governing Body (LGB) which is established as a Committee of the Trust Board. Details of its membership and duties are set out in the Scheme of Delegation and its Terms of Reference which are determined and reviewed annually by the Trust Board.
- 25 It is the Trustees who have the legal duty and responsibility to conduct the business of the Trust subject to any direction from the Members. Although the Trustees can choose to delegate certain powers, they cannot give up these duties to a third party, even to the Members. Members should accordingly be 'eyes on and hands off' and avoid overstepping their powers or undermining the Trustees' discretion in meeting their responsibilities. In general, Members are not expected to attend Trust Board meetings, sit on executive leaders' performance review panels, or contribute to specific decisions in relation to the Trust's business.
- 26 The Trustees are responsible for controlling the management and administration of the Trust subject to company and charity law, the Articles of Association and any directions of the Members. They have responsibility for directing its affairs, and for ensuring that it is solvent, well-run as a going concern and delivering the Trust's charitable outcomes for public benefit.
- 27 All appointments will be confirmed in writing by the Governance Professional and are subject to an enhanced Disclosure Barring Service (DBS) check. In the event that a DBS check gives cause for concern the Governance Professional, in consultation with the Chair, shall conduct a risk assessment to determine the suitability of the candidate.
- 28 The Chief Executive Officer is responsible for notifying the ESFA (Edubase) of the appointment of Members, Trustees and Local Governors and completion of any required Companies House documentation.

3 MEMBERS

- 3.1 The Members:
- a) are the subscribers to the RLA's Memorandum of Association (founding members) until such time as they cease to be Members;
 - b) may, by special resolution, appoint new Members or remove existing Members;
 - c) may amend the articles of association subject to any restrictions created by the funding agreement or charity law;
 - d) appoint and remove Trustees;

- e) may, by special resolution, issue direction to the Trustees to take a specific action;
 - f) appoint the Trust's external auditors and receive (but do not sign) the audited annual report and accounts; and
 - g) have power to change the Trust's name and, ultimately, wind it up.
- 32 There must always be at least three Members although there is a strong preference to have at least five Members because this:
- a) ensures enough Members can take decisions via special resolution (which require 75% of Members to agree) without requiring unanimity; and
 - b) facilitates majority decisions being taken by ordinary resolution (which requires a majority of Members to agree)
- 33 An employee of the Trust cannot be a Member [Article 12A].
- 34 Members should be kept informed of the skills that the Trust Board needs in order to be effective, and to have confidence in the Board at all times, with sufficient arrangements in place for Members to know when they may need to exercise their powers, particularly to appoint or remove Trustees. This is achievable by the Chair of Trustees also being a Member, but in any event a majority of Members should be independent of the Trust Board.
- 35 Registers of Members, Trustees and Local Governors, Committees upon which they serve, membership category and expiry of term of office (including any re-appointments) shall be maintained and published in the 'Publications' section on the Trust's website.

4 TRUSTEES

- 4.1 Trustees should focus on three core functions:
- a) ensuring clarity of vision, ethos and strategic direction
 - b) holding executive leaders to account for the educational performance of an academy and its students, and the performance management of staff
 - c) overseeing and ensuring effective financial performance.
- 42 Trustees must understand their dual duties as Company Directors and as Charity Trustees to:
- a) act within their powers
 - b) promote the success of the Trust
 - c) exercise independent judgment
 - d) exercise reasonable care, skill and diligence

- e) avoid conflicts of interest, whether real or perceived
 - f) not accept benefits from third parties
 - g) declare any personal interest in proposed transactions or arrangements.
- 4.3 Trustees should be familiar with the current Academies Financial Handbook and in particular the schedule of requirements (the 'musts') in Part 8 of it.
- 4.4 Further details of the role of the Trustee can be found in the Trustee Role Description and Person Specification at Appendix 1.
- 4.5 Where appropriate, the Trust Board will appoint designated Trustees as link Trustees where specific Board oversight is required e.g. for Safeguarding, SEND, Prevent, Careers, and all link Trustee appointments will be reviewed annually.
- 4.6 Trustees shall ensure that the Accounting Officer (the Trust's Chief Executive Officer) and the Director of Finance implement the Board's decisions and manage the Trust's affairs within the budgets approved by the Board and within an effective controls framework.
- 4.7 Trustees shall ensure that the Trust's Chief Executive Officer implements an effective Risk Management Framework with provision of suitable Board Assurance.
- 4.8 Trustees are to complete, on request, a skills audit form from which the Governance Professional will produce a matrix of collated skills and experience to assist in the recruitment of Trustees and Local Governors.

5 APPOINTMENT OF TRUSTEES

- 5.1 Trustees are appointed in accordance with the Articles of Association [45 to 64].
- 5.2 The Trust Board can set the number of Trustees which must not be less than three but (unless otherwise determined by ordinary resolution) is not subject to any maximum [Article 45].
- 5.3 Pending any change, the Trust Board will comprise:
- a) Up to 8 Trustees appointed by the Members by ordinary resolution [Article 50];
 - b) The Chief Executive Officer (Article 57); and
 - c) And up to 3 co-opted Trustees appointed by the Trust Board (Article 58).
- 5.4 The total number of Trustees, including the Chief Executive Officer, who are employees of the Trust shall not exceed one third of the total number of Trustees [Article 50B].
- 5.5 The Trustees can vote to co-opt additional Trustees but:

- a) A Co-opted Trustee cannot vote on the co-option [Article 58].
- b) An employee of the Trust cannot be co-opted if the number of employees on the Board would then exceed one third of the total [Article 58].

56 Trustees appoint the Chief Executive Officer, Executive Principal, and the Principal or Head of any academy [Article 107].

57 The Trustees will endeavour to ensure that there is an appropriate balance of skills and experience on the Trust Board, and that as far as possible it reflects diversity in gender, ethnicity and disability.

6 TRUSTEES' TERM OF OFFICE

6.1 The term of office for any Trustee (except the Chief Executive Officer) is four years [Article 64].

6.2 Subject to remaining eligible, and to paragraph 6.3, any Trustees whose term of office is ending shall be eligible for re-appointment or re-election on the basis of merit, having regard to the need to achieve diversity and a balance of relevant skills and backgrounds on the Trust Board.

6.3 Except for the Chief Executive Officer, Trustees should not normally serve for more than eight years. In exceptional circumstances the Members may appoint a Trustee for a third term of office if there are special reasons. Such reasons should be recorded in a Board minute.

6.4 The Chief Executive Officer shall cease to be a Trustee upon ceasing to be employed by the Trust in that capacity.

6.5 Any circumstances resulting in disqualification of a Trustee will result in the office then becoming vacant.

7 FITNESS TO SERVE

7.1 The Articles of Association provides guidance on the suspension, resignation, removal, termination and disqualification of Members and Trustees (Articles 65 - 80).

7.2 Any question as to whether or not a Trustee or Member may be unable or unfit to discharge their functions of the Trust must be referred to the Chair or Vice-Chair and Governance Professional who shall take action in accordance with the Articles of Association.

8 CHIEF OFFICER AND PRINCIPAL

8.1 The Trustees appoint the Trust's Chief Executive Officer and Executive Principal (if any) and also the Principal or Head of each academy within the Trust. They will have duties delegated to them by the Trustees via a Scheme of Delegation.

82 The Chief Executive Officer must be appointed its accounting officer and must have appropriate oversight of financial transactions.

83 The Trust Board must appoint a Chief Financial Officer (CFO), who is the Trust's finance director.

9 GOVERNANCE PROFESSIONAL(GOVERNANCE PROFESSIONAL)

9.1 The Governance Professional is appointed by the Trustees for such term, remuneration and conditions as they may think fit and he or she may also be removed by the Trustees [Article 81].

9.2 The Governance Professional must not be a Member, Trustee, Local Governor, Chief Executive Officer or Principal of the Trust or of any academy within the Trust.

9.3 Should the Governance Professional fail to attend a meeting without prior notice, the Trustees may appoint any one of them, or any other person, to act as Governance Professional for the purposes of that meeting.

9.4 In the absence of the Governance Professional due to illness or other urgent cause, the Trust Chair will make arrangements, if possible after discussion with the Governance Professional, for some other person to take the minutes or carry out the role on a temporary basis.

9.5 When the Governance Professional is required to withdraw from a meeting the Trust Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.

9.6 The Governance Professional is responsible to the Trust and managed by the Trust Chair.

10 ELECTION OF CHAIR AND VICE-CHAIR

10.1 The Trustees shall each academic year elect a Chair and Vice-Chair of the Trust Board from among their number (other than the Chief Executive Officer, the Executive Principal or other employee of the Trust) to hold office from the first day of that year or (if later) the date of their election until their successor has taken office [Article 82].

10.2 The Chair or Vice-Chair may resign at any time by giving notice to the Governance Professional or may otherwise cease to hold office [Article 84]. In that event the Trustees shall at their next meeting elect a replacement.

10.3 In order to encourage succession planning, in advance of the last meeting of each academic year, the Governance Professional shall write to Trustees inviting expressions of interest or nominations for the posts of Chair and Vice-Chair for the following academic year. Prospective Chairs and Vice-Chairs should be given the opportunity to chair a Committee of the Trust, if they do not already do so, so that

- they can gain experience in chairing meetings.
- 104 The policy on succession planning is at Appendix 3.
- 105 If there is more than one candidate for either appointment the Governance Professional will arrange a secret ballot for the Trustees (other than the candidates) to elect a candidate. Candidates will be asked to leave the room whilst the ballot takes place, and the Governance Professional tallies the votes. If there is a tie, voting will continue until a majority is achieved.
- 106 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of Chair, the Vice-Chair shall act as the Chair for the purposes of that meeting. If both the Chair and Vice-Chair are absent from any Trust Board meeting, the Trustees present shall choose someone from among themselves to act as Chair for that meeting, provided that the member chosen shall not be the Chief Executive Officer, the Executive Principal, or an employee of the Trust.
- 107 If no expressions of interest are received and no one is willing to put themselves forward Trustees will need to decide if it would be necessary to consider recruiting an external Chair, together with the process for any such recruitment. Any such appointment would be subject to approval by the Trust Board.
- 108 The Trustees may remove the Chair or Vice-Chair [Articles 90-92].
- 109 The Chair and Vice-Chair role descriptions are contained in Appendix 2.

11 COMMITTEES AND DELEGATION

- 11.1 Subject to the Articles of Association [Articles 100 - 101] the Trustees:
- a) shall for each academy appoint a Local Governing Body (LGB)
 - b) shall appoint a Finance and Resources Committee
 - c) shall appoint an Audit and Risk Committee
 - d) may establish any other Committee.
- 112 The Terms of Reference, covering the constitution, membership and meeting formalities of each Committee, are determined by the Trustees and reviewed by them at least once every twelve months [Article 101]. They are maintained and monitored by the Governance Professional and are available in the 'Publications' section on the Trust's website.
- 113 Trustees should be mindful of the requirements of the Academies Financial Handbook when establishing Committees.
- 114 The Trust Board shall appoint a Chair and, if appropriate, Vice-Chair for each Committee in accordance with its Terms of Reference. In the case of the Trust Board and a Committee, if the Chair should be absent for any reason then the Vice

Chair shall exercise all the powers and fulfil all the duties of the Chair.

- 11.5 The Trustees can co-opt external individuals to a Committee in order to strengthen the breadth of experience and skills on the Committee through the contribution of professional, specialist and general management skills, and providing an impartial and independent view. A co-opted Committee member's term of office will be stated in the appointment but shall be no longer than four years. Co-opted Committee members are eligible for re-appointment.
- 11.6 Committees and working groups should meet as specified in their Terms of Reference, and such other times as required by the Trust Board and convened by the Governance Professional.
- 11.7 Except in the case of an LGB, no vote may be taken at a Committee meeting unless the majority Committee members present are Trustees [Article 101].
- 11.8 The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, Committee, the Chief Executive Officer, the Executive Principal or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered at any time [Article 105].
- 11.9 Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Trust or its Committees. These are expected to be short-lived and upon completion of its task, the working group shall be disbanded.
- 11.10 All Committees and their members shall comply with their Terms of Reference. If a Committee is doubtful over the precise scope of its remit or authority it should consult with the Governance Professional in the first instance.
- 11.11 All Members and Trustees are entitled to attend Committee meetings as observers but may not vote and shall only participate in discussion if invited to do so by the Chair of the Committee.
- 11.12 Vacancies on a Committee occurring during a year shall be referred to the trust Board.

12 GENERAL MEETINGS

- 12.1 An Annual General Meeting (AGM) of the Trust must be held in each academic year, and not more than 15 months must elapse between one AGM and the next, at a place and time set by the Trust Board [Article 19].
- 12.2 Other General Meetings may be called by the Trustees and they must do so if the Members requisition a meeting [Article 20].
- 12.3 At least 14 clear days' notice of general meetings must be given to all Members, and also to the Trustees and auditor [Article 21].

- 124 The quorum for a general meeting is two Members present either in person or by proxy [Article 23] and if there is no quorum within half an hour from the appointed time then the meeting shall stand adjourned to such time and place as the Trustees may determine.
- 125 Trustees are entitled to attend and speak at general meetings but may not vote and other procedural provisions will be found in the Articles of Association [23 to 44].
- 126 Members may vote by proxy [Articles 40 to 43].
- 127 Members' resolutions may be agreed in writing as if passed at a general meeting [Article 35].

13 TRUST BOARD MEETINGS

- 131 Meetings of the Trust Board must comply with the Articles [Articles 108 – 126].
- 132 Any three Trustees can, by notice in writing to the Governance Professional, requisition a meeting of the Trustees; and the Governance Professional must convene such a meeting as soon as is reasonably practicable [Article 110].
- 133 The Trust Board must hold at least three meetings in every academic year [Article 109].
- 134 A schedule of meetings and calendar of business shall be produced by the Governance Professional.
- 135 Trust Board meetings shall be convened by the Governance Professional [Article 109] who shall, at least seven clear days before the meeting, send to Trustees notice in writing of the meeting, which may or may not be signed [electronically] by the Governance Professional, with a copy of the agenda. If there are matters demanding urgent consideration the Chair (or in their absence the Vice-Chair) may direct that the notice and agenda be sent within a shorter period [Article 111].
- 136 The quorum for a Trust Board meeting is any three Trustees or, where greater, any one-third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting [Article 117] except that the quorum for the purposes of the following shall be any two-thirds (rounded up to a whole number) of the Trustees entitled to vote on these matters [Article 119]:
- a) Voting on the removal of a Trustee [Article 66]; and
 - b) Voting on the removal of the Chair of the Trust Board [Article 90].
- 137 The Trustees may meet in more than one room, provided that by use of visual or teleconferencing facilities it is possible for each individual to visually communicate with the others. Such Trustees will count towards the quoracy of the meeting.

- 138 The quorum rules apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of Trustees leaving the meeting. The Governance Professional shall keep a note of attendance, including any changes when individuals arrive late, leave early or declare an interest. If a meeting becomes inquorate the Governance Professional shall immediately inform the Chair.
- 139 A meeting of the Trustees shall be terminated by the Chair if the Trustees so resolve or if the meeting ceases to be quorate. However, discussions may continue on an informal basis. Where a meeting is not held or is terminated before all the items of business on the agenda have been disposed, the Governance Professional will convene a further meeting within seven days [Article 115].

14 SPECIAL MEETINGS OF TRUSTEES

14.1 A special meeting of the Trust Board may be called at any time:

- a) by the Chair;
- b) at the request of any three Trustees [Article 110];

If the Chair or, in the Chair's absence, the Vice-Chair decides that there are matters requiring urgent consideration, less than seven clear days' notice convening the special meeting may be given.

142 Notice of a special meeting is to be sent to each Trustee by post and/or email to the address(es) provided by them from time to time to the Governance Professional.

143 Additional notification of the special meeting may be sent to Trustees via text or WhatsApp or, if Trustees have agreed to set up a WhatsApp group for the Trust, then to that WhatsApp group.

144 No business shall be transacted at any meeting unless a quorum is present.

15 MEETING BY VISUAL AND TELECONFERENCE

15.1 A Trustee or Committee member may participate in Trust Board or Committee meetings by telephone or video conference [Article 126] subject to:

- a) the Trust having access to the appropriate equipment;
- b) the individual having notified the Governance Professional of their wish to do so at least five days previously;
- c) the individual having provided the Governance Professional with the required information at least 48 hours before the meeting.

152 If the Chair of the Trust Board shall determine that a face-to-face meeting of the Trust Board or a Committee would put one or more of the Trustees or Committee

members at risk, whether for some public health or other exceptional reason, or that so meeting would be contrary to the direction or advice of any relevant Government or public authority, then:

- a) If the Trust has access to the appropriate equipment, and the Governance Professional has sufficient time to make the arrangements, he/she shall notify attendees of the procedural requirements for them to attend remotely; and
- b) Those wishing to attend the meeting remotely shall at least 48 hours beforehand provide the Governance Professional with any required details of their remote contact facility and other required information;

then those individuals who have given the Governance Professional notice of their intention to do so and provided the Governance Professional with the required information at least 48 hours before the meeting may attend the meeting by video conference.

153 Any visual or teleconferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.

154 If after all reasonable efforts it does not prove possible for an individual to participate by telephone or video conference the meeting may still proceed with its business if it is otherwise quorate [Article 126b] failing which the meeting is to be adjourned.

16 ATTENDANCE AT MEETINGS

16.1 Members, Trustees and Local Governors are appointed to serve the Trust in the expectation that they will make time in their schedule to attend and fully participate in the work of the Trust. Trustees and Local Governors are expected to attend in each academic year at least 80% of the Trust Board/LGB meetings and meetings of those Committees or working groups of which they are members.

16.2 Any Trustee who is unable to attend a meeting shall advise the Governance Professional as soon as possible before the meeting in order to enable the Governance Professional to:

- a) give apologies at the meeting and record these in the minutes; and
- b) ascertain whether or not the meeting will be quorate.

16.3 In advance of a meeting Trustees are encouraged to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into discussion.

16.4 The Governance Professional shall keep a record of attendance at meetings by

Members, Trustees and Local Governors, which shall be reported annually to the Trust Board and published in the 'Publications' section on the Trust's website.

165 If a Trustee's attendance falls below the level set by the Trust Board, he/she may be removed.

17 AGENDAS

17.1 The agenda for each meeting of the Board of Trustees, and its Committees or working groups, shall be prepared by the Governance Professional after consultation with the Chair of the meeting and the Chief Executive Officer.

17.2 Any Member may request that an item be placed on the agenda provided that written notice of the item is received by the Governance Professional at least ten days before the meeting. The Governance Professional shall notify the Chair of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to inclusion of any item on the agenda.

18 DECLARATIONS OF INTEREST

18.1 Notwithstanding that all Members, Trustees and Local Governors will have completed an annual review of declaration of interests, there will be a standing item on each meeting agenda inviting any fresh declarations to be made. The Trust's Code of Conduct contains guidance on conflicts of interests. An individual who has declared an interest in an item shall refrain both from taking part in the debate and from voting on that item. The meeting Chair may also ask that individual to withdraw from the meeting during discussion of that item.

18.2 The Governance Professional will maintain a Register of Interests disclosed by Members, Trustees and Local Governors which will be published in the 'Publications' section on the Trust's website [Sections 5.44 to 5.47, Academies Financial Handbook 2020].

19 CONFIDENTIAL ITEMS

19.1 The following will be regarded as confidential items and thus will not be published or available for inspection on the Trust's website, and anyone who is not a Trustee entitled to vote will be required to withdraw for such items:

- a) Personal information or any material relating to current or prospective staff, students or members of the Trust or the Governance Professional.
- b) Sensitive commercial or business information which would be disadvantageous to the Trust to release.
- c) Information relating to negotiation on employment relations matters.
- d) Legal advice on sensitive or confidential matters.

- e) Any other information which, by reason of its nature, the Board of Trustees is satisfied should be dealt with on a confidential basis.

192 Decisions on confidentiality will initially be made by the Chair of the meeting on the advice of the Governance Professional. If questioned by those entitled to attend the meeting, the final decision will be made by the Trustees.

193 Documents and minutes on confidential items shall be retained by the Governance Professional and shall not be available for public access.

194 The Chairs of the Trust Board and each Committee or working group shall undertake an annual review of all documents and minutes identified as confidential and shall decide whether to release such documents for public access.

20 CONDUCT OF MEETINGS

20.1 Subject to exceptions in the Articles, every question to be decided at a meeting of the Trust Board or its Committees or working groups shall be determined by a majority of the votes of those present and entitled to vote [Article 120].

20.2 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote count will be taken only if there was a clear expression of dissent or at the Chair's request.

20.3 Where there is an equal division of votes at a Trust Board meeting the Chair shall have a second or casting vote [Article 121].

20.4 A Trustee or Committee member may not send an alternate to attend a meeting on their behalf and neither may they vote by proxy or postal vote. Proxy votes are only permitted for Members voting at the AGM.

20.5 Every Member and Trustee shall act in the best interests of the Trust at all times and shall not be bound to speak or vote by mandates given by any other body or person.

20.6 All Trustees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously, failing which they may be removed as Trustee.

20.7 The Chair of a meeting may vary the order of business so as to give precedence to any report or issue.

21 RECONSIDERATION OF RESOLUTIONS

No Resolution of the Board (i.e. formal decision) may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting [Article 113].

22 WITHDRAWAL FROM MEETINGS

22.1 The Chief Executive Officer and Executive Principal (if a Trustee) shall withdraw from that part of any meeting of the Trust Board, or any of its Committees, at which:

- a) the Chief Executive Officer's or (as the case may be) the Executive Principal's employment, remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in that capacity are to be considered; or
- b) the appointment of that individual's successor is to be considered.

22.2 The Chief Executive Officer and Executive Principal, if they are not a Trustee, or a co-opted Trustee, shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Trust Board and its Committees, except that the Chief Executive Officer and the Executive Principal shall withdraw in any case where the Chief Executive Officer and the Principal would be required to withdraw under paragraph 22.1.

22.3 The Governance Professional:

- a) shall withdraw from that part of any meeting of the Board of Trustees, or any of its Committees, at which the Governance Professional's remuneration, conditions of service, conduct, performance, suspension, dismissal or retirement in the capacity of Governance Professional are to be considered; and
- b) from that part of any meeting of the Board of Trustees, or any of its Committees, at which the appointment of that individual's successor is to be considered.

22.4 If the Governance Professional withdraws from a meeting, or part of a meeting Trustees shall appoint a person from among themselves (apart from the Chief Executive Officer or the Principal) to act as Governance Professional during this absence.

22.5 Those not entitled to vote at a meeting will be required to withdraw when the item under discussion is determined as confidential.

23 MINUTES

23.1 The Governance Professional shall prepare accurate minutes of all meetings of the Board and its Committees, and arrange for their appropriate distribution.

23.2 Separate confidential minutes shall be taken of those parts of meetings:

- a) from which any individual, including the Governance Professional, has withdrawn; or
- b) that are confidential, as directed by the Chair.

- 233 Approval of the minutes of previous meetings will be an item on the agenda of every meeting, such approval being recorded in the minutes of the meeting.
- 234 Approved minutes of meetings shall be retained by the Governance Professional.
- 235 No person who has withdrawn from a meeting shall be entitled to see the minutes of that meeting or any related papers.
- 236 Approved minutes, with the exception of confidential minutes, will be published in the 'Publications' section on the Trust's website.

24 ACCESS TO MEETINGS

- 24.1 Members, Trustees and the Governance Professional are entitled to attend all meetings of the Trust Board and its Committees unless excluded pursuant any provision of the Articles or these standing orders.
- 24.2 The Chair of the Board and Committee Chairs may invite members of staff or other persons such as professional advisers to attend meetings of the Board and its Committees as necessary, but they will not have voting rights.
- 24.3 The Trustees shall decide by resolution whether members of the public and representatives of the press should be allowed to attend any meetings of the Trust Board but not meetings of its Committees.

25 INDUCTION, TRAINING AND DEVELOPMENT

- 25.1 Members, Trustees and Local Governors are encouraged to ensure individually and collectively that they have or acquire sufficient understanding of the Trust and educational landscape to be fully engaged in affairs of the Board and its Committees.
- 25.2 The Governance Professional is responsible for arranging induction training for new Members, Trustees and Local Governors and shall direct them to the DfE's Governance Handbook, Academies Financial Handbook, Articles of Association, Standing Orders and Committees' Terms of Reference.
- 25.3 During the first year of appointment as a Trustee/Local Governor informal mentoring shall be offered to support them and enable them to become familiar with their role and responsibilities.

26 PERFORMANCE, EVALUATION AND SELF-ASSESSMENT

- 26.1 The Trust Board shall annually review its effectiveness ensuring continuous improvement. This should reflect on the success of the Trust as a whole in meeting its strategic objectives and associated performance measures.
- 26.2 Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Trust Board by the Governance Professional.

27 SCHEME OF DELEGATION

- 27.1 The Trustees may delegate any of their powers or functions to any Trustee, Committee, the Chief Executive Officer or any other holder of an executive office. Any such delegation should be made in writing through an agreed Scheme of Delegation.
- 27.2 The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and any Principal or Head Teacher for the internal organisation, management and control of the academy in the Trust. Any such delegation should be made in writing through an agreed Scheme of Delegation.
- 27.3 Any Scheme of Delegation is subject to on-going review with any amendments to be approved by the Trust Board.

28 PUBLISHING REQUIREMENTS

In the interests of transparency, the Trust must publish on its website up-to-date details of its governance arrangements in a readily accessible format. Reference should be made to the Academies Financial Handbook, Governance Handbook and Funding Agreement and any other information so required by publishing requirements.

29 URGENT MATTERS AND CHAIR'S ACTIONS

- 29.1 Subject to the provisions of the Articles of Association [Article 105] and any other applicable requirements, the Trustees delegate to and authorise the Chair and, in the Chair's absence, the Vice-Chair to act on behalf of the Trustees:
- a) in routine matters falling within the scope of the Trustees' powers and in accordance with the Board's resolutions and policies current from time to time; and
 - b) in urgent matters where the delay in convening a meeting would be detrimental to the efficient discharge of the Board's business, or would not be in the interest of the Trust, having first consulted with the Vice Chair, the Chief Executive Officer or the Principal.
- 29.2 Having taken any action authorised by paragraph 29.1, the Chair or the Vice-Chair shall:
- a) inform the Governance Professional of the action taken so that a written record may be maintained; and
 - b) report the action to Trustees at the next meeting of the Trust Board or, if the action is authorised by paragraph b) and if appropriate, at a special meeting of the Trustees convened by the Governance Professional at the

earliest opportunity.

30 COMPLAINTS

A complaint against the Trust, or a Members, Trustee or Local Governor shall be addressed to the Governance Professional who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Governance Professional to the Trust shall be forwarded to the Chair of the Trust Board. A copy of the complaints procedure is at Appendix 4 to these Standing Orders.

31 THE TRUST ACTING WRONGFULLY

31.1 If the Governance Professional has any concerns that the Trust may be acting beyond its powers or otherwise wrongfully, all reasonable endeavours shall be used to resolve them internally with the Chair and Vice-Chair of the Trust Board and the Chief Executive Officer and the nature of the Governance Professional's concerns and the solution reached are to be notified to all Trustees without delay.

31.2 If no solution can be reached, and the Governance Professional's view is that the original concerns remain a threat to the proper governance of the Trust, the Governance Professional has the right to seek advice from the Trust's legal advisors and funding bodies and shall inform all Trustees that this has been done.

31.3 All Trustees must be notified of the advice received from the Trust's legal advisors and the funding bodies and what action, if any, the funding bodies will be taking.

32 STATEMENTS MADE ON BEHALF OF THE BOARD

Unless otherwise agreed by the Trustees in individual circumstances, statements on behalf of the Board will only be made by the following:

- a) The Chair
- b) Chief Executive Officer

33 EXPENSES

33.1 Members, Trustees, and Local Governors, are not entitled to payment to attend meetings or for loss of earnings, but may claim:

- a) travel expenses for attending Board and Committee meetings;
- b) travel, subsistence and fees for agreed attendance at conferences or other training events.

33.2 Claims should be submitted through the Governance Professional and must be authorised by the Chair of the Trust Board for Members and Trustees and the Chair

of the LGB for Local Governors.

34 ACCOUNTS AND RETURNS

34.1 The Trustees shall ensure that the following are prepared in accordance with the Charity Commission's current Statement of Recommended Practice as if the Trust were a non-exempt charity and filed as appropriate with the Secretary of State, the Registrar of Companies and the Principal Regulator by 31 December each year:

- a) Accounts in accordance with Parts 15 and 16 of the Companies Act 2006, and [Article 129];
- b) the Annual Report [Article 130];
- c) The Annual Return, in accordance with Part 24 of the Companies Act 2006 [Article 131].

35 PATRONS AND HONORARY OFFICERS

The Trustees may from time to time appoint any person, whether or not a Member of the Academy Trust, to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office [Article 127].

36 ACADEMIES FINANCIAL HANDBOOK

Members and Trustees should familiarise themselves and comply with the 'must' requirements in the Academies Financial Handbook – Part 8 of the Handbook.

37 AMENDMENTS TO STANDING ORDERS

All amendments will require the approval of the Board of Trustees, unless they are covered directly or indirectly by statute in which case such changes will be acted upon without delay.

TRUSTEE ROLE DESCRIPTION AND PERSON SPECIFICATION

TRUSTEES' RESPONSIBILITIES

Trustees are subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State requires of them. Trustees must advance education, for the public benefit and to take ultimate responsibility for the Trust's resources; the employment of staff, land and building matters and academy finances and funds. Trustees are responsible for ensuring that the Trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the Academies Financial Handbook.

TRUSTEES' DUTIES

As charity trustees, the Trustees must comply with the following duties:

- compliance – ensuring that RLA's resources are used for its charitable purpose and that it complies with the law and its Articles of Association.
- care – reasonable care should be taken in their work by ensuring that the Trust is managed efficiently and effectively. It also means considering the need for professional advice on matters where there may be material risk to the Trust.
- prudence – acting responsibly, making sure that the Trust's assets are protected and used for the benefit of the charity. Trustees must make sure that the academy trust is solvent and keeps appropriate financial records.

More information on the role of a charity trustee is available on the Charity Commission's website.

Academy trustees also have statutory duties as company directors under the Companies Act, which include the duties to:

- act within their powers
- promote the success of the Trust
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare any personal interest in proposed transactions or arrangements.

PERSON SPECIFICATION

Trustees should be able to demonstrate:

- a) An interest in education and in providing learning and development opportunities.
- b) Commitment to raising standards and seeking the highest quality provision for learners.
- c) Commitment to the Trust and its Objects

- d) A willingness to devote the necessary time and effort to the business of the Trust.
- e) Strategic vision.
- f) An understanding of the role, in particular the distinction between governance and management.
- g) The ability and willingness to ask probing questions and to participate in robust debate.
- h) The ability to communicate effectively, to express ideas clearly and listen to others.
- i) The ability to work as a member of a team and to stand by the collective decisions of the Trust Board.
- j) The ability to act as a critical friend to the academies and to challenge and probe.
- k) A willingness to undertake appropriate training to develop an understanding of the academies, the Trust and the role of a trustee.
- l) Commitment to the principles of equality and diversity.
- m) An interest in voluntary service to the community.
- n) Adherence to the seven principles of public life laid down by the Nolan Committee, namely Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

CHAIR AND VICE-CHAIR ROLE DESCRIPTIONS

Title	Chair of the Trust Board
Main Purpose of the role	
<ul style="list-style-type: none">• The Chair provides leadership and direction to the Trust Board and enables the Trustees to fulfil their responsibilities for the overall governance and strategic direction of the Trust.• The Chair ensures that the Trust pursues its objects as defined in the Articles of Association, charity law, company law and other relevant legislation.• The Chair works in partnership with the Chief Executive Officer, the Executive Principal and senior staff members and supports them to achieve the aims of the Trust and to optimise the relationship between the Trust Board and staff.• The Chair facilitates the Trust Board in stimulating excellent, well- rounded and carefully considered strategic decision making.	
Key Tasks / responsibilities:	
<ul style="list-style-type: none">• To provide leadership to the Trust Board and ensure that Trustees fulfil their functions for the proper governance of the Trust and to act in line with the requirements of the Articles of Association.• To ensure the Board of Trustees sets a clear vision and strategy for the Trust which identifies strategic priorities and maintains strategic oversight of these priorities• To ensure that the Trust Board and Executive Team have a shared sense of purpose.• To ensure all Trustees concentrate on their strategic role, receive information fit for purpose and hold the key post holders to account.• Ensure that the Board has a clear grasp of the Trust's financial position and to ensure financial transparency and strong risk management.• Ensuring Trust accountability to external Government agencies such as the Department for Education and ensuring the Education & Skills Funding Agency is informed if any irregularity is suspected.• Promote the best interests and be an advocate for the Trust and where required, represent the Trust Board in its dealings with external partners.• To ensure that complaints made to the Trust Board are dealt with in a timely and effective manner.• To ensure the Board has the required skills to govern well, and that appointments made fill any identified skills gaps.• With the Governance Professional and Chief Executive Officer, to plan for Board meetings, agree agendas ensuring that focus is on the Board's key responsibilities and	

strategic priorities and approve draft minutes of these meetings.

- Liaise with the Chief Executive Officer, the Executive Principal and Governance Professional to promote and enhance good governance within the Trust.
- Chair meetings effectively and promote an open culture on the Trust Board that allows ideas and discussion to thrive whilst ensuring clear decisions are reached as quickly as possible.

<u>Title</u>	Vice Chair of the Trust Board
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<u>Main Purpose of the role</u>

The role of the Vice-Chair is to support the Chair by undertaking specific responsibilities as may be agreed with the Chair from time to time and to act in the Chair's absence.

The Vice-Chair shall establish and maintain a good working relationship with the Chair and ensure that sufficient knowledge is maintained so as to be able to deputise for the Chair when required.

The Vice-Chair is to be considered and developed as a possible future Chair.

Please refer to the Chair Job Description for outline of Key Tasks and responsibilities.

POLICY ON SUCCESSION PLANNING

- 1 The Trust Board will review succession planning for positions of Chair and Vice-Chair of the Board of Trustees on an on-going basis.
- 2 The Chief Executive Officer and other employees of the Trust are not eligible to be appointed Chair or Vice-Chair.
- 3 When considering succession, priority must be given to the development of existing Trustees and of promotion from within existing membership. Where possible, the Vice-Chair is to be considered and developed as a possible future Chair.
- 4 An indication should be sought from existing Trustees if there is anyone prepared to put themselves forward for consideration as either the future Chair or Vice-Chair. This will be undertaken 6 months before the end of the Chair/Vice-Chair's term of office. To help inform Trustees reference should be made to the responsibilities and job descriptions for both Chair and Vice-Chair.
- 5 If there are Trustees who are prepared to undertake either of these roles, then arrangements should be made to enable them to shadow the existing Chair and Vice-Chair over a period of time.
- 6 In addition, a prospective Chair or Vice-Chair should be given the opportunity to chair a Committee of the Board of Trustees, if they do not already do so, so that they gain experience in chairing meetings.
- 7 If there are no Trustees willing to put themselves forward for Chair or Vice-Chair, and if the Board of Trustees feels there is need to attract a certain calibre of individual from outside its membership, then the option to search and advertise will need to be given consideration.
- 8 There should be an on-going review of planning for future membership of the Board of Trustees. The Governance Professional will monitor the terms of office of existing Trustees and alert the Board of Trustees of future vacancies that will occur in 12 months' time.

COMPLAINTS AGAINST THE TRUST

1. A complaint against the Trust, or a Member, Trustee, Local Governor or Governance Professional may be made by an individual, business or an organisation.
2. Complaints against the Trust, Member, Trustee, Local Governor should preferably be made in writing and addressed to:

The Governance Professional to the RLA Trust
Reigate College
Castlefield Road
Reigate
RH2 0SD

3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy sought.
4. The Governance Professional will:
 - acknowledge receipt of the complaint without delay
 - investigate the complaint or, if the complaint is against the Chair of the Trust Board, arrange for another Trustee to investigate the complaint
 - endeavour to provide a response to the complaint within ten working days failing which an interim response is to be given within that time.
5. The written response of the Governance Professional will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education and/or the funding bodies).
6. The Governance Professional will keep the Chair informed of the situation (unless the complaint is against the Chair) and will provide the Board of Trustees with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to Trustees within ten working days of the Governance Professional's response so that Trustees are aware of the situation.
7. When carrying out an investigation into a complaint against the Trust, Member, Trustee or Local Governor the Governance Professional (or the appointed Trustee in the case of a complaint against the Chair) will have the authority to refer issues to the Trust's auditors or other appropriate advisers.
8. A complaint against the Governance Professional shall be forwarded to the Chair for investigation and response. Letters for the attention of the Chair should be addressed to:

The Chair of the RLA Trust
Reigate College
Castlefield Road
Reigate

RH2 OSD

The approach to be adopted by the Chair in investigating and responding to a complaint will be the same as that outlined above with regard to complaints against the Trust, Members, Trustees, and Local Governors.

Approved by the Trust Board [1 December 2021]



TERMS OF REFERENCE

REIGATE COLLEGE LOCAL GOVERNING BODY (LGB)

(Approved: April 2019, Last Review: June 2022)

1. Purpose of the Local Governing Body

To assess and provide Reigate Learning Trust with an opinion on the adequacy and effectiveness of the College's:

- Teaching and Learning,
- Safeguarding and Wellbeing of Students
- Staffing and Staff Wellbeing
- Marketing and Development

1.1 Teaching and Learning

To consider the teaching capability and capacity and students' capacity and capability to learn and excel. To ensure that all students have equal access and opportunity to learn, thrive and excel. The Committee will review the Self Assessment Report prepared by Senior Management. Amendments to the SAR will be reviewed termly. The committee will report to the Trust Board on the adequacy of this document.

1.2 Safeguarding and Wellbeing of Students

To seek assurance of the College's capacity and capability to safeguard students in accordance with their legal duties and local regulatory requirements. To seek assurance that the College executes its duty of care to students with regard to Health and Safety, Equality and other legislative requirements.

The Committee to receive and review termly reports on Safeguarding issues and report to the Trust Board on the adequacy of the College's safeguarding of students.

1.3 Staffing and Wellbeing of Staff

To ensure that staffing of all College services is appropriate and that Staff Planning and Recruitment meets College needs. To ensure that processes are in place to undertake and action DBS checks and appropriate staff training.

To seek assurance that the College executes its duty of care to its employees and in doing so meeting its obligations under Health and Safety legislation , Equality and other legislative requirements.

1.4 Marketing and Development of the College

To review the marketing plan to ensure that student numbers are sustainable and to review the strategy of the College. To review the Annual Development Plan; progress on the Development Plan will be reviewed termly. The committee will report to the Trust Board on the adequacy of these plans.

2. Risks and Risk Management

The Trust Board has approved as part of the Trust's Risk Management Policy a Board Assurance Framework that lists all the key operational areas and strands within the College indicating the management activity and oversight; the governance oversight; and the source of assurance.

The Local Governing Body, having reviewed the reports/agenda item and taken into consideration any management comments or actions, to agree on a level of assurance for each report/agenda item considered:

- Green = high assurance - no additional actions or monitoring are recommended at this point
- Amber = medium assurance – a further report is likely to be required at the next meeting
- Red = low assurance - additional actions are likely to be required and reported at the next meeting.

The outcomes of the board assurance assessments to be recorded in the minutes for the attention of the Audit & Risk Committee and Trust Board.

3. Committee Reporting

To advise the Trust Board on:

- the adequacy and effectiveness of the College's Teaching and Learning Systems with particular attention to the outcomes for students.
- the adequacy and effectiveness of relevant performance measures and indicators for Teaching and Learning.
- the adequacy and effectiveness of the College's Safeguarding and processes for ensuring the wellbeing of students.
- the adequacy of the College's staff planning, and Staff Welfare processes.
- the effectiveness and implementation of the Colleges Development Plan.
- the adequacy of risk management and of any significant risks.

4 Local Governing Body Terms of Reference

4.1 These terms of reference are approved by the Trust. The Trustees may make amendments to these terms of reference from time to time, as described in the Trust's Articles of Association.

4.2 In the event that amendments are made, the Trust shall notify the Chair of the Local Governing Body, who shall make its Governors aware of such changes.

5 The Trust and Local Governing Body

5.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.

5.2 The Trustees are the charity trustees (within the terms of section 97(1) of the Charities Act 1993) and responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of Association of the Trust.

5.3 The Local Governing Body shall be a Committee of the Trust.

6 Local Governing Body - Governors

- 6.1 Membership of the Local Governing Body shall be determined in accordance with the following provisions:
- 6.2 The total membership shall be not more than 12 and shall be comprised as follows:
- The Chief Executive Officer
 - The Executive Principal
 - 2 parent governors, elected by the parent body
 - 2 staff governors, one support and one teaching, elected by staff
 - 2 student governors, nominated by the student body via the Student Union
 - Up to 3 other Trustees (over and above the Chief Executive Officer and Executive Principal)
 - 1 Co-opted Governor

7 Governors' Term of Office

- 7.1 Except as mentioned in 7.2, a Governor's term of office shall be four years or such shorter period as was determined by the Trust at the time of appointment
- 7.2 The following exceptions apply:
- 7.2.1 The Chief Executive and Executive Principal shall hold and vacate office in accordance with their terms of appointment
- 7.2.2 A Parent Governor's term of office shall be a maximum of 2 years and will cease at any time during their term of office when they no longer have any children/guardians attending the College
- 7.2.3 A Student Governor's term of office shall be 1 year
- 7.2.4 A Governor who is a Trustee shall cease to be a Governor if he/she ceases to be a Trustee
- 7.3 Subject to remaining eligible to be a Governor any Governor may be re-appointed for consecutive periods not exceeding 8 years in total but thereafter a Governor shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Trustees that he or she shall be eligible to serve for a further consecutive term.
- 7.4 Any Staff Governor, and any Student Governor, shall automatically cease to hold office if he/she ceases to be an employee or student at the Academy.

8 Resignation & Removal of Governors

- 8.1 A Governor may at any time resign his/her office by giving notice in writing to the Governance Professional to the Local Governing Body.
- 8.2 The Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the Academy that falls under the jurisdiction of the Local Governing Body.
- 8.3 A Governor shall cease to hold office if a resolution calling for his/her removal is approved by the Trust Board.

- 8.4 A Governor shall cease to hold office if he/she is absent without the permission of the Governors from all their meetings held within any period of six months and the Governors resolve that this office be vacated.
- 8.5 A Governor shall cease to hold office if he/she would be disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

9 Persons ineligible to be Governors

- 9.1 A person shall be disqualified from holding or continuing to hold office as a Governor:
- 9.1.1 If his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced.
 - 9.1.2 If he/she is the subject of a bankruptcy restrictions order or an interim order.
 - 9.1.3 If at any time when he/she is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999.
 - 9.1.4 If at any time he/she is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
 - 9.1.5 If he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
 - 9.1.6 Where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
 - 9.1.7 If he/she has not complied with the Trust's DBS policies. Governors are required to be familiar with the DBS policies and must act in compliance with them.
- 9.2 Where a person becomes disqualified from holding or continuing to hold office as a Governor and he/she is, or is proposed, to become such a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Governance Professional to the Local Governing Body.

10 Appointment of the Governance Professional to Governors

- 10.1 The Governance Professional to the Local Governing Body shall be the Governance Professional to the Trust Board.

11 Appointment of Chair and Vice Chair of LGB

- 11.1 The Chair and Vice-Chair of the Local Governing Body shall each be a Trustee appointed at the start of each academic year by the Trustees.

12 Responsibilities of Governors

- 12.1 The role of Governors is to carry the Trust vision, policies and priorities forward, based on the specific qualities and community characteristics of the Academy. The Governors are expected to question and challenge Academy leadership and to hold them to account.

13 Meetings of the Local Governing Body

- 13.1 The Local Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 13.2 All meetings shall be convened by the Governance Professional to the Local Governing Body, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 13.3 A special meeting of the Local Governing Body shall be called by the Governance Professional whenever requested by the Chair or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 13.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
- 13.5 Meetings of the Local Governing Body for each term shall take place prior to Trustee meetings for that term.

14 Quorum for Governors' Meetings

- 14.1 Meetings of the Local Governing Body shall be quorate if three or one-third of Governors are present (whichever is greater), which must include at least one Trustee Governor.
- 14.2 If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting shall be adjourned. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 14.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall determine the time and date at which a further meeting shall be held and shall direct the Governance Professional to convene the meeting accordingly.

15 Proceedings of Governors' Meetings

- 15.1 Every question to be decided at a meeting of the Local Governing Body shall be determined by a simple majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 15.2 A Governor may not vote by proxy.
- 15.3 No resolution of the Governors may be rescinded or varied at a subsequent

meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

- 15.4 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 15.5 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).
- 15.6 Any Governor shall be able to participate in meetings of the Governors by telephone or videoconference provided that he has given reasonable notice to the Governance Professional and that the Governors have access to the appropriate equipment.

16 Minutes and Publication

- 16.1 At every meeting of the Local Governing Body the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.
- 16.2 The Governance Professional to the Local Governing Body shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Secretary.

17 Delegation of Functions and Committees

- 17.1 Subject to these terms of reference the Local Governing Body may establish such committees as are necessary to carry out its responsibilities, as determined by the Local Governing Body or the Trust.
- 17.2 Subject to these terms of reference, the constitution, membership, Governance Professionaling, and proceedings of any committee shall be determined by the Local Governing Body. The establishment, terms of reference, constitution and membership of any committee of the Local Governing Body shall be reviewed at least once in every twelve months. The membership of any committee of the Local Governing Body may include persons who are not Governors, provided that a majority of members of any such committee shall be Governors. No vote on any matter shall be taken at a meeting of a committee of the Local Governing Body unless the majority of members of the committee present are Governors.
- 17.3 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 17.4 Copies of the minutes of Committee meetings are to be circulated to all Governors and those who are entitled to attend Local Governing Body

meetings.

- 17.5 Subject to these terms of reference the Chair of the Local Governing Body shall have delegated powers to act on behalf of the Local Governing Body in between meetings where urgent action is needed and there is insufficient time to convene a meeting. For this purpose "Urgent" means that delay might be seriously detrimental to the interests of the Academy or an individual connected with the Academy.

18 Conflicts of Interest

- 18.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Trust's Articles of Association. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the Governors.
- 18.2 All Governors shall complete a declaration of interests form on joining the Local Governing Body and at the start of each academic year.
- 18.3 Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a Governor shall disclose that fact to the Governors as soon as he/she becomes aware of it and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A Governor must absent himself/herself from any discussions of the Governors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

19 Rules and Byelaws

- 19.1 The Local Governing Body shall have power to make rules and bye-laws in respect of the government and conduct of the Academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Trustees.

20 Amendment of Terms of Reference

- 20.1 This document shall be reviewed by the Trust at least once every twelve months.
- 20.2 Notwithstanding paragraph 21.1, this document may be modified or replaced by the Trustees.

21 Copies of Terms of Reference

- 21.1 A copy of this document, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy and the Trust.

22 Effective Date

- 22.1 These Terms of Reference shall come into effect when approved by the Trust or where revised in accordance with paragraph 21.2, on a date specified by the Trustees.



AUDIT & RISK COMMITTEE TERMS OF REFERENCE

(Approved September 2017, Last Review June 2023)

(Terms of Reference derive from the Audit Code of Practice issued by the Education & Skills Funding Agency)

1 Purpose of the Audit & Risk Committee

- 1.1 To assess and provide Reigate Learning Trust with an opinion on the adequacy and effectiveness of the Trusts:
 - Audit arrangements,
 - Systems of internal control
 - Risk management arrangements including Risk Register and Assurance
 - Framework of governance
 - Processes for the economic, effective, and efficient use of resources
 - Solvency
 - Procedures for the safeguarding of its assets
- 1.2 The Committee's role, in respect of solvency, will be to advise the Trust Board on its position as a going concern for the financial statements and to give an opinion on the budgetary and financial processes as part of its internal control opinion.

2. Effectiveness

- 2.1. To advise the Trust Board on the adequacy and effectiveness of the Trust's whole system of internal control, including controls for securing economy, efficiency and effectiveness (value for money).
- 2.2. To monitor, annually or more frequently if necessary, the implementation of approved recommendations relating to both internal assignment audit reports and annual reports and external audit reports and management letters.
- 2.3. To monitor the effectiveness and competence of the internal and external audit services and ensure effective co-ordination between them.
- 2.4. To establish, in conjunction with Trust Management, relevant performance measures and indicators and to monitor the effectiveness of the internal audit service and external auditor through these measures and indicators, using these measures to determine whether re-tendering is appropriate.
- 2.5. To obtain external professional advice if it considers this necessary.
- 2.6. To investigate any activity within its terms of reference and to receive reports from management concerning any irregularity or fraud investigation. Ensuring that all allegations of fraud and irregularity are properly followed up.

- 2.7. To seek any information it requires from the internal auditors, the external auditors, governors, committees and Trust employees, plus relevant information from sub-contractors and other third parties.
- 2.8. To approve additional services to be undertaken by internal and external audit.

3. Risk Management (including Risk Register & Assurance)

- 3.1. To advise the Trust Board on the adequacy and effectiveness of the arrangements for risk management, assurance, and its governance processes.
- 3.2. To have oversight of all areas of risk management and assurance within the Trust, and to ensure, through the external and internal audit functions that the adequacy and effectiveness of the Trust approach to risk management and assurance is robust and transparent.

4. Internal Audit

- 4.1. To agree the appointment, re-appointment, dismissal and initial remuneration of the internal audit service and the scope and objectives of their work.
- 4.2. To establish that the internal audit service adheres to all relevant professional standards.
- 4.3. To approve the audit needs assessment, and strategic and annual audit plans for the internal audit service including the annual fee for this work.
- 4.4. To consider and advise the Trust Board on internal audit assignment reports, including the annual report and on control issues and to ensure these are responded to promptly where appropriate.
- 4.5. To reinforce with the internal auditors the independence of their function.

5. External Audit

- 5.1. To advise Members on the appointment, re-appointment, dismissal and initial remuneration of external auditors and the scope and objectives of their work.
- 5.2. To recommend each year to Members the external auditors to be appointed for that financial year.
- 5.3. To establish that the external auditors adhere to all relevant professional standards.
- 5.4. To discuss with the financial and regularity auditor before the audits begin the nature and the scope of the audits. To approve the annual fee for the external auditor if the audit is not being tendered.
- 5.5. To consider and advise the Trust on external audit reports and management letters with special reference to control issues raised and to ensure these are responded to promptly where appropriate.
- 5.6. To reinforce with the external auditors the independence of their function.

6. General

- 6.1. To determine or advise on such matters relating to audit as the Trust may wish to delegate.
- 6.2. To consider and recommend the financial statements to the Trust.
- 6.3. To monitor within agreed timescales the implementation of agreed audit recommendations from whatever source.
- 6.4. To carry out any special/specific projects which the Trust may wish to delegate to the

Committee.

- 6.5. The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, in order to fulfill its remit.
- 6.6. To review and advise the Trust on assurances received from management in respect of internal controls and value for money.
- 6.7. To inform the Trust of any additional services provided by the financial statements, regularity and other audit and internal auditors and explain how independence and objectivity were safeguarded.
- 6.8. To consider and advise the Trust on relevant reports by the NAO, the Council and other funding bodies, and where appropriate management's response to these.
- 6.9. To oversee the Trust's policies on fraud, bribery, irregularity and public interest disclosure, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity.
- 6.10. To ensure that where fraud is discovered, the internal and external auditors have been informed, and that appropriate follow-up action has been planned / actioned. The Committee must also ensure that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- 6.11. To report to the Trust via the minutes.
- 6.12. To submit an annual written report to the Trust to include the Committee's opinion on the:
 - Audit arrangements,
 - Systems of internal control
 - Risk management arrangements including Risk Register and Assurance
 - Framework of governance
 - Processes for the economic, effective, and efficient use of resources
 - Solvency
 - Procedures for the safeguarding of its assets
 - Measures it has taken to ensure it has fulfilled its statutory and regulatory responsibilities
 - Review of its own effectiveness.
- 6.13. The annual report must be submitted to the Trust before the Statement of Corporate Governance and Internal Control in the accounts is signed.
- 6.14. A copy of the Committee's annual report must be submitted to the relevant funding body with the annual accounts.

7. Membership

Two Trustees as a minimum (not including the Chair of the Trust or the Chief Financial Officer) with no more than three Trustees.

- 7.1. The membership of the Committee shall be agreed on an annual basis at the last meeting of the Trust Board each academic year.
- 7.2. The Committee may have co-optees as members. These will be appointed by the Trust.
- 7.3. The Committee should include individuals with an appropriate mix of skills to allow it to discharge its duties effectively.
- 7.4. Collectively, the members of the Committee must have recent, relevant experience in effective governance, risk management, finance, and audit and assurance.
- 7.5. The quorum shall be two members.

8. Attendance of Senior Managers and Others

- 8.1. Senior managers can be invited to be in attendance, but are not members of the Committee.
- 8.2. Senior managers of the Trust may be invited to attend meetings as required to provide information and in accordance with the requirement for the Committee not to be subject to undue influence nor to have its objectivity compromised.
- 8.3. The Partners or other senior members of staff representing the internal audit provider and the financial statements and regularity auditor will normally be in attendance.
- 8.4. At least once a year the members will meet the internal auditor and the financial statements and regularity auditor privately in closed session.
- 8.5. The internal auditor and the financial statements and regularity auditor have a right of direct access to the Chair of the Audit Committee and also the right to ask the Chair to convene a meeting, if necessary, with or without other participants.

9. Meetings

9.1 Preparation

The Governance Professional to the Committee shall circulate to members the agenda and papers at least a week before each meeting.

9.2 Attendance

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- (ii) Any Trustee may attend meetings of the Committee with the prior permission of the Committee's Chair.
- (iii) Only members of the Committee may vote at the meeting.
- (iv) Where necessary, the Chair may have a second or casting vote.
- (v) Members may participate in the meeting by telephone or video-conferencing, as permitted under Article 126.

9.3 Frequency of Meetings

The Committee shall meet as often as is necessary to fulfill its responsibilities and at least once each term.

9.4 Decision Making

- (i) Decisions and resolutions agreed by members to be recorded in the minutes of the meeting.
- (ii) Article 123 permits decisions to be taken by written resolutions (Article 126: *A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.*)

10 Appointment of Chair

- 10.1 The Trust Board shall agree the Chair of the Committee on an annual basis.
- 10.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

11. Appointment of Governance Professional

- 11.1 The Governance Professional to the Trust shall be the Governance Professional to the Committee.
- 11.2 In the absence of the Governance Professional, members will appoint a replacement for the meeting.

12 Reporting Procedures

- 12.1 The Governance Professional to the Committee shall make available minutes of meetings of the Committee to all Trustees.
- 12.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust Board



FINANCE & RESOURCES COMMITTEE TERMS OF REFERENCE

(Approved: September 2017, Last Review: June 2023)

1 Purpose

1.1 The purpose of the Committee is:

- (i) To take a strategic overview of finance and resources in the Trust.
- (ii) To ensure the solvency of the Trust

1.2 Major issues will be referred to the Trust Board for ratification.

2 Membership

2.1 The Committee shall comprise of up to five members and not less than 3 members.

2.2 The membership of the Committee shall be agreed on an annual basis at the last meeting of the Trust Board in each Academic year.

2.3 The quorum shall be two members.

3 Appointment of Chair

3.1 The Trust Board shall agree the Chair of the Committee on an annual basis.

3.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

4 Appointment of Governance Professional

4.1 The Governance Professional to the Trust shall be the Clerk to the Committee.

4.2 In the absence of the Governance Professional, members will appoint a replacement for the meeting.

5 Meetings

5.1 Preparation

The Governance Professional to the Committee shall circulate to members the agenda and papers

at least a week before each meeting.

5.2 Attendance

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- (ii) Any Trustee may attend meetings of the Committee with the prior permission of the Committee's Chair.
- (iii) Only members of the Committee may vote at the meeting.
- (iv) Where necessary, the Chair may have a second or casting vote.
- (v) Members may participate in the meeting by telephone or video-conferencing, as permitted under Article 126.

5.3 Frequency of Meetings

The Committee shall meet as often as is necessary to fulfill its responsibilities and at least once each term.

5.4 Decision Making

- (i) Decisions and resolutions agreed by members to be recorded in the minutes of the meeting.
- (ii) Article 123 permits decisions to be taken by written resolutions (Article 126: *A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees*).

6 **Authority**

- 6.1 The Committee 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 Trustee/Governor, Committee of the Trust or employee of the Trust.
- 6.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.
- 6.3 In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Committee, the Chair of the Trust Board, in consultation with the CEO or Principal and Chair of the Committee, will take appropriate action on behalf of the Committee. The decisions taken and the reasons for urgency will be explained fully at the next meeting of the Trust Board

7 Duties & Responsibilities

- 7.1 The Committee shall be responsible for the matters set out in the Schedule (attached) and in the Scheme of Delegation.

8 Reporting Procedures

- 8.1 The Committee shall make available minutes of meetings of the Committee to all Trustees.
- 8.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust Board.

Schedule

Responsibilities of the Finance & Resources Committee

Funding

- 1 To consider each of the Academies indicative funding, notified annually by the Department for Education (DfE) and to assess its implications for the relevant Academy
- 2 To consider and recommend acceptance or non-acceptance of the Academy budgets each financial year.

Budgeting

- 3 To contribute to the formulation of the Academy's strategic plans, through the consideration of financial priorities and proposals, in consultation with each Academy.
- 4 To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Schools' strategic plans.
- 5 To consider the spending plans of other committees and report back and advise the Trust Board.
- 6 To delegate the day-to-day management of the approved budget to the relevant the senior officer, within agreed authorisation limits.
- 7 To consider requests for supplementary expenditure and make appropriate recommendations to the Trust Board.
- 8 To review financial policy including consideration of long term planning and resourcing in accordance with each of the Academy development plans.

Expenditure

- 9 To monitor and review expenditure on a regular basis and ensure compliance with the agreed financial budget and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Trust Board.

Financial Procedures

- 10 To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- 11 To review and recommend the financial statement to form part of the annual report of the Trust Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the Academies Financial Handbook)

Asset Management

- 12 To receive reports on the management of assets including premises and their security.
- 13 To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy

Property Management

- 14 To determine the use of the Academy's premises and grounds outside Academy sessions with regard to the lettings and charging policy.
- 15 To ensure that the Academy's premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.

General

- 16 Review regular KPI information to review current staffing position across the Trust.
- 17 Reviewing or investigating any other matters referred to the Committee by the Trust Board.
- 18 Drawing any significant recommendations and matters of concern to the attention of the Trust Board.



REMUNERATION COMMITTEE TERMS OF REFERENCE

(Approved: September 2017, Last Review: June 2023)

1 Purpose

- 1.1 The Committee to determine on all aspects of remuneration for senior post holders. Any remuneration recommendations must
 - (a) be fair, appropriate, and a justifiable level of remuneration, and
 - (b) be subject to Trust Board approval.
- 1.2 Where Trustees are paid in their capacity as being a senior post holder, the remuneration must be fully compliant with the Articles of Association (Articles 6, 6.7 and 6.8).
- 1.3 Other than the CEO and Executive Principal, as senior post holders, the Trust policy is not to pay Trustees for discharging their Trustee duties.
- 1.4 The Committee to oversee a framework for the reimbursement of expenses incurred by Trustees in discharging their Trustee duties.
 - (a) Trustees are entitled to receive reimbursement for expenses incurred while undertaking Trust business;
 - (b) Expense rates paid to Trustees will be the same rates that apply to College staff;
 - (c) Expense claims can be made to cover the costs incurred for attending meetings such as childcare costs, travelling to meetings, conferences, and training events. Trustees are expected to claim for the cheapest method of travel; and
 - (d) Any request for reimbursement of expenses to be made in the first instance to the Governance Professional.

2 Membership

- 2.1 The Committee shall comprise of up to three members and not less than two members.
- 2.2 The membership of the Committee shall be agreed on an annual basis at the last meeting of the Trust Board in each Academic year.
- 2.3 The quorum shall be two members.

3 Appointment of Chair

- 3.1 The Trust Board shall agree the Chair of the Committee on an annual basis.
- 3.2 In the absence of the Chair, members shall appoint a temporary replacement from among their number present at the meeting.

4 Appointment of Governance Professional

- 4.1 The Governance Professional to the Trust shall be the Governance Professional to the Committee.
- 4.2 In the absence of the Governance Professional, members will appoint a replacement for the meeting.

5 Meetings

5.1 Preparation

The Governance Professional to the Committee shall circulate to members the agenda and papers at least a week before each meeting.

5.2 Attendance

- (i) The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- (ii) Any Trustee, other than Trustees who are senior post holders, may attend meetings of the Committee with the prior permission of the Committee's Chair.
- (iii) Only members of the Committee may vote at the meeting.
- (iv) Where necessary, the Chair may have a second or casting vote.
- (v) Members may participate in the meeting by telephone or video-conferencing, as permitted under Article 126.

5.3 Frequency of Meetings

The Committee shall meet as often as is necessary to fulfill its responsibilities.

5.4 Decision Making

- (i) Decisions and resolutions agreed by members to be recorded in the minutes of the meeting.
- (ii) Article 123 permits decisions to be taken by written resolutions (Article 126: *A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees*).

6 Reporting Procedures

- 6.1 The Governance Professional to the Committee shall make available minutes of meetings of the Committee to all Trustees.
- 6.2 The Chair of the Committee shall be responsible for giving an oral summary of the Committee's deliberations, if necessary, at meetings of the Trust.



TRUSTEE ROLE DESCRIPTION AND PERSON SPECIFICATION

BACKGROUND

Reigate Learning Alliance (RLA) is a Multi-Academy Trust (MAT) founded in 2017. The establishment of RLA enabled Reigate College to continue its effective work with local schools in supporting them to raise standards and provide outstanding learning opportunities for students.

A MAT can comprise more than one education institution, or academy. However, Reigate College is currently the only academy within RLA.

TRUSTEES' RESPONSIBILITIES

Trustees must advance education, for the public benefit and to take ultimate responsibility for the Trust's resources; the employment of staff, land and building matters and academy finances and funds. Trustees are responsible for ensuring that the Trust's funds are used only in accordance with the law, its articles of association, its funding agreement and the Academies Financial Handbook.

The board of trustees should have a strong focus on three core strategic functions:

- a) Ensuring clarity of vision, ethos and strategic direction;
- b) Holding the Executive to account for the educational performance of the Trust, and the performance management of staff; and
- c) Overseeing the financial performance of the Trust.

TRUSTEES' STATUTORY RESPONSIBILITIES & OBLIGATIONS

Trustees have statutory duties both as **charity trustees** and **company directors**.

Charity Trustees:

Academy Trustees are Charity Trustees. As such, they must comply with the following duties under charity law:

- ensure the charity is carrying out its purposes for the public benefit;
- comply with the charity's governing document and the law;
- act in the charity's best interests;
- manage the charity's resources responsibly;
- act with reasonable care and skill;
- ensure the charity is accountable.

Company Directors:

Academy Trustees must also comply with their statutory duties as company directors, which are set out in the *Companies Act 2006, s170 - 177*. In practical terms, all Trustees need to be familiar with their academy's articles of association as well as their statutory duties under the Companies Act, which comprise the duties to:

- act within their powers;
- promote the success of the company;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;

- not to accept benefits from third parties; and
- declare any interest in proposed transactions or arrangements.

Obligations:

As an organisation, the Trust has a range of **obligations** under current legislation and statutory guidance. Trusts obligations include such matters as safeguarding, health and safety and estates management. Ensuring strong governance in these areas will be a key priority for the board.

Safeguarding

Trust Boards have a duty to:

- safeguard and promote the welfare of children;
- have regard to any statutory guidance issued by the Secretary of State;
- ensure the suitability of staff, supply staff, volunteers, and contractors; and
- follow DfE's general advice "Protecting children from radicalisation, the prevent duty".

Health & Safety

The main legislation covering this area is the Health and Safety at Work etc. Act 1974 and its regulations. Under the Act the academy trust, as an employer, is responsible for the health and safety of its staff, pupils, and any visitors.

Estates Management:

The Trust's estate is both an asset and a mechanism to deliver outcomes for students. The DfE expects academy trusts to manage their school estate strategically and maintain their estate in a safe working condition.

PERSON SPECIFICATION

Trustees should be able to demonstrate:

- An interest in education and in providing learning and development opportunities.
- Commitment to raising standards and seeking the highest quality provision for learners.
- Commitment to the trust and its Objects
- A willingness to devote the necessary time and effort to the business of the trust.
- Strategic vision.
- An understanding of the role, in particular the distinction between governance and management.
- The ability and willingness to ask probing questions and to participate in robust debate.
- The ability to communicate effectively, to express ideas clearly and listen to others.
- The ability to work as a member of a team and to stand by the collective decisions of the board of trustees.
- The ability to act as a critical friend and to challenge and probe.
- A willingness to undertake appropriate training to develop an understanding of the schools, the trust and the role of a trustee.
- Commitment to the principles of equality and diversity.
- An interest in voluntary service to the community. (The role of a trustee is voluntary and unpaid, although external training and related travel will be paid for).
- Adherence to the seven principles of public life laid down by the Nolan Committee. These are Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

RESPONSIBILITIES

Trustees hold responsibilities as follows:

- To pupils, parents and the wider school and local community.
- To the government, funding bodies and public for the use of public funds.
- To the Academies within the trust as their legal employer.

Specifically in relation to the following areas:

Governance

- a) Review of their governance including consideration of composition of the Board in terms of Skills, effectiveness, leadership and impact;
- b) Election of the Chair and Vice Chair of Trustees and appointment of the Chairs of Committees;
- c) Appointment and removal of a Governance Professional and Company Secretary;
- d) Annual Review of the Scheme of Delegation;
- e) Changes to the Board structure;
- f) Approval of the Terms of reference of the Committees;
- g) Compliance with requirements as outlined by the DfE, ESFA and Ofsted;
- h) Monitoring of the Risk Register to ensure actions are taken where necessary;

Strategy

To participate in the planning and setting of the Trust strategic direction to determine the following:

- a) The vision and ethos of the Trust;
- b) Clear and ambitious strategic priorities and targets;
- c) All students have access to a broad and balanced curriculum;
- d) The Academies budget;
- e) Approving the Academies Term dates and any changes to the school day;
- f) Trust property and Estates related matters

Management Accountability

To hold members of the Trusts Executive Team to account by:

- a) Monitoring the performance and compliance with Ofsted standards, through review of Key Performance indicators and reports received.
- b) Ensuring effective policies and procedures are in place for effective arrangements for Safeguarding and promoting the welfare of Students.
- c) Asking challenging questions and ensuring these questions are responded to.
- d) Receiving results of Audit activities and understanding any remedial actions required and ensuring implementation.

Finance

Control and financial monitoring ensuring compliance with the Funding Agreement, Academy Handbook and Company and Charity regulations by:

- a) Ensuring good financial management and effective internal financial controls and management of risks;
- b) Regularly reviewing information on financial performance and ensuring any required plans are in place and implemented;
- c) Approving a balanced budget;
- d) Approving the annual report and accounts and ensuring they are audited by a statutory auditor and incorporate accounting policies approved by the Board of Trustees
- e) Ensuring the Trust is sufficiently insured including Trustees' indemnity insurance.

ELIGIBILITY

- a) Trustees will be asked to confirm their eligibility for appointment as a trustee and review this eligibility annually. Trustees hold responsibility to disclose to the Governance Professional, any information that may lead to their disqualification.
- b) Appointments will be subject to enhanced Disclosure and Barring Service (DBS) certificates.

TIME COMMITMENT

- a) To make all endeavours to attend all meetings of the board of trustees and any committees of which s/he is a member, and preparation time for such meetings.
- b) Available to attend appropriate induction and training and development events.
- c) A trustee's term of office is four years.

PRINCIPAL RELATIONSHIPS

- a) Chair of the board of trustees
- b) Other trustees and Members of RLA
- c) Trust Committees
- d) Chief Executive Officer and Executive Principal
- e) Director of Finance
- f) Governance Professional to the trust



CODE OF CONDUCT

In law the Academy is a corporate body (company), which means that there are a number of guiding principles which apply to the conduct of the Trustees and, by association, Governors.

This code applies to all levels of governance and sets out the expectations on and commitment required from members of the Local Governing Body and Trustees in order for the governing Board to properly carry out its work.

The Trustees have the following core strategic

functions: Establishing the strategic direction, by:

- Setting the vision, values, and objectives for the Trust
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the Principal
- Monitoring progress towards targets
- Performance managing the Principal
- Engaging with stakeholders

Ensuring financial probity, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are managed

The purpose of the Local Governing Body:

The LGB together with the Trustees are all responsible for the conduct of the Academy and for promoting high standards. To assist continuity the chair of the LGB may also sit on the Board of Trustees. The governing body aims to ensure that students are attending a successful Academy, which provides them with an excellent education and supports their well-being.

The LGB ensures accountability by:

- Responding to Ofsted reports when necessary
- Holding the Head Teacher to account for the performance of the Academy
- Ensuring parents and students are involved, consulted and informed as appropriate
- Making available information to the community

As individuals on the board we agree to the following:

General

- We understand the purpose of the Board, Local Governing Body
- 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 the governing board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board of Trustees or its delegated agents. This means that we will not speak against majority decisions outside the Board or Governing Body meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfill all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust.
- In making or responding to criticism or complaints affecting the Trust we will follow the procedures established by the Board of Trustees.
- We will actively support and challenge the Principal.
- We are aware of and accept the Nolan seven principles of public life.

The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

Selflessness - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership - Holders of public office should promote and support these principles by leadership and example.

Commitment

- We acknowledge that accepting office as a Trustee or Local Governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board of Trustees or Governing Body, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We accept that in the interests of open government, our names, terms of office, roles on the governing body, category of governor, body responsible for appointing us and attendance at meetings will be published on the Trust/school's website and certain details provided to the Education Skills and Funding Agency (Edubase) on appointment to role.

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 other governors, Trustees, Principal, staff and other stakeholders.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.

- We are prepared to answer queries from other Trustee/Governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Principal, staff and parents, the local authority and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a Board of Trustee or Local Governing Body meeting.
- We will not reveal the details of any Board of Trustees or Local Governing Body vote.

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 Board of Trustees or Local Governing Body's business 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 College'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, even if elected to the Board of Trustees or Local Governing Body.

Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the chair of the Board of Trustees and the chair will investigate; the Board of Trustees will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair of the Board of Trustees that we believe has breached this code, another Trustee, such as the vice chair will investigate.

REIGATE LEARNING ALLIANCE

REGISTER OF MEMBERS/TRUSTEE/LOCAL GOVERNING BODY GOVERNORS INTERESTS

I, declare the following interests:

My Interests (**See notes on reverse before completion**)

My spouse/partner's interests

Interests of other close relatives

Name	Relationship to me	Interests
------	--------------------	-----------

Signed.....

Date.....

Notes on completion:

1 Senior staff, for the purposes of declaration of interest, are defined as:

- Principal
- Director of Finance
- Any other member of staff designated by the Principal

2 Interests to be declared are any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect your judgement in relation to any aspect of the College's business. For guidance, you should consider declaring the following interests:

Financial Interests

- a) remunerated employment, office, profession or other activity
- b) directorship of a company
- c) shareholdings in a company
- d) partnership in a business or professional partnership
- e) consultancies (whether or not remunerated)
- f) trusteeship of a trust where you or your spouse or partner or a member of your family may be a beneficiary
- g) gifts or hospitality offered by outside bodies and arising from your position as a governor

Personal Interests

- a) membership of another public body including:
 - local authorities
 - health authorities
 - NHS trusts
 - school or college governing bodies
 - training and enterprise councils
- b) unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust
- c) membership of closed organisations

3. Other members of your family includes father, mother, brother, sister, child, stepchild or grandchild.

4. When completing the Register of Interests, governors should take into account the 7 principles of public life:

THE SEVEN PRINCIPLES OF PUBLIC LIFE

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example

**REIGATE LEARNING ALLIANCE
TRUSTEE/MEMBER/LOCAL GOVERNING BODY
ANNUAL DECLARATION OF ELIGIBILITY**

Personal Details

Name: _____

Declaration

I declare that I am not disqualified from acting as a governor/charity trustee and that:

- I am 18 years or over at the date of appointment (*except for Student Governor*)
- I am capable of managing and administering my own affairs;
- I do not have any unspent convictions relating to any offence involving deception or dishonesty;
- I am not an undischarged bankrupt nor have I made a composition or arrangement with, or granted a trust deed for my creditors.
- I am not subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an Order made under section 429(b) of the Insolvency Act 1986.
- I have not been removed from the office of charity trustee or trustee for a charity by an Order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement nor am I subject to an Order under section 7 of the Law Reform (Miscellaneous provisions) (Scotland) Act 1990, preventing me from being considered in the management or control of any relevant organisation or body.
- I am not subject to a disqualification Order under the Criminal Justice and Court Services Act 2000 (*Working with Children*)
- I am not disqualified under the Protection of Vulnerable Adults List.

Signed _____ **Date** _____

**REIGATE LEARNING ALLIANCE
TRUSTEE/MEMBERS SKILLS AUDIT**

Name _____

Can you please complete for all headings. It does not matter how many boxes you tick as it is expected that governors will have a breadth of skills and expertise. Please return your completed form to the Governance Professional

Skills Area	Professional expertise and skill		
	High	Moderate	None
Strategic Management			
Safeguarding			
Equality & Diversity			
Finance/Accounting			
Financially Qualified Yes/No			
Audit			
Legal			
Property/Premises Management			
Personnel			
Marketing			
Governance / Trusteeship			
Education Management			
Secondary Education			
Further Education			
Higher Education			
Large Organisation Management			
Information and Communications Technology			
Local Authorities			
Public Sector Organisations			
Local voluntary/community groups			
Local businesses/Employer links			
Teaching			
Quality Systems			
Risk Management / Health and Safety			
Student Matters			

Ethnicity:

Bangladeshi	black African	black Caribbean	black other	Chinese	Indian	other Asian	mixed	Pakistani	white	other (please specify)

Age:

16 - 21	22-30	31-40	41- 50	51 - 60	60+



**Confidential Reporting Policy
("Whistleblowing")**

November 2021

Review: November 2024

1 Introduction

- 1.1 Employees are often the first to realise that there may be something seriously wrong within the College. However, they may not express their concerns because they feel that speaking up would be disloyal to their colleagues or to the College. They may also fear harassment or victimisation. In these circumstances it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.
- 1.2 The College is committed to the highest possible standards of openness, integrity and accountability. In line with that commitment, it is important that employees have a safe and accessible procedure whereby serious concerns can be raised in a confidential manner. It is in the interests of all concerned that disclosures of wrongdoings or irregularity are dealt with properly, quickly and discreetly. The College expects employees, and others that it deals with, who have serious concerns about any aspect of the College's work to come forward and voice those concerns. It is recognised that most cases will have to proceed on a confidential basis.
- 1.3 This policy document makes it clear that employees can do so without fear of victimisation, subsequent discrimination or disadvantage. This Confidential Reporting Policy is intended to encourage and enable employees to raise serious concerns within the College rather than overlooking a problem or "blowing the whistle" externally, and thereby upholding the reputation of the College and maintaining public confidence.
- 1.4 The policy applies to all employees, people that are training with the College but not employed, self-employed workers and those contractors working for the College-on-College premises, for example, agency workers, builders. It also covers suppliers and those providing services under a contract with the College.
- 1.5 This policy does not form part of any personnel's contract of employment and the Reigate Learning Alliance reserves the right to change this policy at any time. All personnel are obliged to comply with this policy at all times.

2 Aims

- 2.1 This policy aims to:
- Encourage employees to feel confident in raising serious concerns and to question and act upon concerns about practice
 - Provide avenues for employees to raise those concerns and receive feedback on any action taken
 - Ensure that employees receive a response to their concerns and that they are aware of how to pursue them if they are not satisfied

- Re-assure employees that they will be protected from possible reprisals or victimisation if they have a reasonable belief that they have made any disclosure in good faith

2.2 Employees should note that the Confidential Reporting Policy is not a mechanism for raising private grievances or grievances about their employment. The College's **Grievance Procedure for Staff** should be used for this purpose.

2.3 If employees bring information about a wrongdoing to the attention of their employer or a relevant organisation, they are protected against dismissal or victimisation in certain circumstances under the Public Interest Disclosure Act 1998, as amended in July 2013. The law that protects whistle-blowers is for the public interest - so people can speak out if they find malpractice in an organisation. Qualifying disclosures are disclosures of information where the worker reasonably believes (and it is in the public interest) that one or more of the following matters is either happening, has taken place, or is likely to happen in the future:

- A criminal offence
- The breach of a legal obligation
- A miscarriage of justice
- A danger to the health and safety of any individual
- Damage to the environment
- Deliberate attempt to conceal any of the above

2.4 The Confidential Reporting Policy is intended to cover major concerns that fall outside the scope of other procedures. Thus, any serious concerns that employees have about any aspects of service provision or the conduct of employees of the College, Trustees or others acting on behalf of the College can be reported under the Confidential Reporting Policy. This may be about include something that:

- Makes an employee feel uncomfortable in terms of known standards, their experience or the standards they believe the College subscribes to
- Is against the Trust/College's Articles & Instruments and Policies
- Falls below established standards of practice
- Amounts to improper conduct including knowledge of reasons why someone should not work with children, the unauthorised use of public funds, fraud & corruption, sexual, physical or psychological abuse of staff or students or any other unethical conduct

3 Safeguards

3.1 **Harassment or Victimisation**

3.1.1 The College is committed to good practice and high standards and wants to be supportive of employees.

3.1.2 The College recognises that the decision to report a concern can be a difficult one to make. If what an employee is saying is true, they should have nothing to fear because they will be doing their duty to their employer and to the College as a whole.

3.1.3 The College will not tolerate any harassment or victimisation (including informal pressures) and will take appropriate action to protect an employee when they raise a concern. They will be eligible for protection if:

- They honestly think what they're reporting is true
- They think they're telling the right person
- They believe that their disclosure is in the public interest

3.1.4 Any investigation into allegations of potential malpractice will not influence or be influenced by any disciplinary or redundancy procedures that might already affect an employee.

3.2 **Confidentiality**

3.2.1 All concerns will be treated in confidence and every effort will be made not to reveal an employee's identity if they so wish. At the appropriate time, however, they may need to come forward as a witness.

3.2.2 Throughout and after the process, especially if the identity of the accuser is known to the accused, both identities must be kept confidential by all parties.

3.3 **Anonymous Allegations**

3.3.1 This policy encourages an employee to put their name to their allegation whenever possible.

3.3.2 Concerns expressed anonymously are much less powerful but will be considered at the discretion of the College.

3.3.3 In exercising this discretion the factors to be taken into account would include:

- The seriousness of the issues raised
- The credibility of the concern
- The likelihood of confirming the allegation from attributable sources

3.4 **Untrue Allegations**

If an employee makes an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against the employee. If, however, they make an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against them.

4 **How to Raise a Concern**

4.1 An employee should raise the concern to the Principal, usually following an initial discussion with an appropriate Line Manager. This depends, however, on the seriousness and sensitivity of the issues involved and who is suspected of the malpractice. If their concern relates to the actions or conduct of the Principal or Chief Executive, they should report the matter to the Chair of the Trust. If an employee feels unable to use this policy, their disclosure should be made to a prescribed person, such as Ofsted or Ofqual, so that their employment rights are protected.

4.2 Concerns should ideally be submitted in writing using the following format:

- The background and history of the concern (giving relevant dates)
- The reason why they are particularly concerned about the situation

However, if for any reason, this presents a difficulty it is possible to make their complaint either in person, by telephone or ask a colleague to do it on their behalf.

4.3 The earlier a concern is expressed the easier it is to take action.

4.4 Although an employee is not expected to prove beyond doubt the truth of an allegation, they will need to demonstrate to the person contacted that there are reasonable grounds for their concern.

4.5 Advice and guidance on how matters of concern may be pursued can be obtained from the Principal or Director of Personnel.

An employee may wish to consider discussing their concern with a trade union representative or workplace colleague first. They may find it easier to raise the matter if there are two (or more) employees who have had the same experience or concerns.

4.6 An employee may invite their trade union representative or a workplace colleague to be present during any meetings or interviews in connection with the concerns they have raised.

5 How the College will Respond

5.1 The College will respond to an employee's concerns. Testing out an employee's concerns is not the same as either accepting or rejecting them.

5.2 Where appropriate, the matters raised may:

- Be investigated by management, internal audit or through the disciplinary process
- Be referred to the police
- Be referred to the external auditor
- Be referred to the Local Authority Designated Officer (LADO)
- Form the subject of an independent inquiry

5.3 In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made by the appropriate member of the Senior Leadership Team to decide whether an investigation is appropriate and if so, what form it should take. The over-riding principle, which the College will have in mind, is the public interest. Concerns or allegations which fall within the scope of specific procedures (for example, child protection or discrimination issues) will normally be referred for consideration under those procedures.

5.4 Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required this will be taken into account before any investigation is conducted.

5.5 Within ten working days of a concern being raised, the responsible person will:

- Acknowledge that the concern has been received
- Indicate how we propose to deal with the matter
- Give an estimate of how long it will take to provide a final response
- Tell the employee whether any initial enquiries have been made
- Supply the employee with information on staff support mechanisms, and
- Tell the employee whether further investigations will take place and if not, why not

5.6 The amount of contact between the staff considering the issues and the employee will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the College will seek further information from the employee.

- 5.7 Where any meeting is arranged, off-site if the employee wishes, a trade union representative or a workplace colleague can accompany them.
- 5.8 The College will take steps to minimise any difficulties that the employee may experience as a result of raising a concern. For instance, if they are required to give evidence in criminal or disciplinary proceedings the College will arrange for them to receive advice about the procedure.
- 5.9 The College accepts that an employee needs to be assured that the matter has been properly addressed. Thus, subject to legal constraints, the College will inform them of the outcome of any investigation and the action taken to resolve the issue.

6 Responsible Persons

- 6.1 The Principal has overall responsibility for the maintenance and operation of this policy. The Principal maintains a record of concerns raised and the outcomes (but in a form that does not endanger your confidentiality) and will report as necessary to the Trust. The Chair of the Trust is responsible for the maintenance and operation of this policy where it applies to the actions or conduct of the Principal.

7 How the Matter can be Taken Further

- 7.1 This policy is intended to provide an employee with an avenue within the College to raise concerns. The College hopes they will be satisfied with any action taken. If they are not, they may raise it, in confidence, with the Chair of the Trust by contacting the Governance Professional to the Trust. The Chair of the Trust will review the action taken by Senior Leadership Team in relation to the issue raised and decide whether any further action is required to address the matter. If the employee is still not satisfied they may feel it is right to take the matter outside the College. The following are possible contact points:
- The external auditor
 - Your trade union
 - Your local Citizens Advice Bureau
 - Relevant professional bodies or regulatory organisations
 - A relevant voluntary organisation
 - The police
 - Ofsted
 - Ofqual

7.2 If the employee does take the matter outside the College, they should ensure that they do not disclose confidential information.

7.3 Matters of concern which come to the attention of the internal or external auditors must be referred to the Principal. If a matter of concern involves the Principal, this must be referred to the Chair of the Trust.



RECRUITMENT AND APPOINTMENT PROCESS FOR TRUSTEES & TRUSTEE INDUCTION

1. Members of the Trust appoint Trustees of behalf of the Trust.
2. If the Members wish to take the initiative, they shall first ask the Trust Board to identify the skills currently required. Otherwise, the initiative to recruit Trustees to be led by the Trust Board.
3. The Trust Board to identify the skills set required using the Trust's skills matrix.
4. Members to be informed when Trustees are seeking to recruit, making available to Members the current skills matrix, general role descriptor, with an indication of the recruitment steps the Trustees propose to take.
5. Interested individuals to receive an information sheet on the role and general role descriptor.
6. Interested candidates to be subject to an interview by an ad hoc committee of Trustees – membership of the ad hoc committee being the Chair, Vice Chair and CEO.
7. Appointment recommendations from the ad hoc committee to be put to Members for their approval. Copies of the profile and/or CV of all candidates to be made available to Members.
8. Once appointed a Trustee will receive induction training within 6 weeks of their appointment date from the Governance Professional. The induction to cover roles and responsibilities, legal responsibilities and obligations expected of trustees.



INFORMATION SHEET ON THE ROLE OF A TRUSTEE

REIGATE LEARNING ALLIANCE

Reigate Learning Alliance (RLA) is a Multi-Academy Trust (MAT) founded in 2017. The establishment of RLA enabled Reigate College to continue its effective work with local schools in supporting them to raise standards and provide outstanding learning opportunities for students.

A MAT can comprise more than one education institution, or academy. However, Reigate College is currently the only academy within RLA.

The Trustees of RLA are both charity trustees (within Charities Act 1993) and company directors (under the Companies Acts) responsible for the general control and management of the administration of the Trust in accordance with the provisions in its Articles of Association.

The performance of the Trust is overseen by its Trust Board which includes up to 11 appointed Trustees.

TRUST BOARD AND TRUSTEES

The Trust Board must have a strong focus on three core strategic functions:

- a) Ensuring clarity of vision, ethos and strategic direction;
- b) Holding the Executive to account for the educational performance of RLA's academies and the performance management of staff; and
- c) Overseeing the financial performance of the Trust and assuring value for money.

Various committees support the work of the Trust – the principal ones being the Finance & Resources Committee, the Audit & Risk Committee and the Local Governing Body for Reigate College. Trustees are expected to be a member of at least one committee.

The role of a Trustee is voluntary but involves a commitment to attend four Trust Board meetings a year plus an involvement in a Committee which generally meet once each term. Trustee meetings are normally held at Reigate College on a Tuesday, commencing at 17.30. The exception to this is the Local Governing Body for Reigate College that meets at 16.30.

Time also needs to be given to reading papers circulated for meetings. Induction is provided to all new Trustees and regular on-going training is made available. Trustees serve a term of office of 4 years and are allowed to serve two terms of office.

Trustees work positively with one another, debate the issues whilst maintaining a constructive atmosphere listening actively to a range of viewpoints. Trustees are seen as 'critical friends'

of the College's senior management team. New Trustees do not need to have been involved in education previously; the Trust Board benefits from the skills and experience of individuals from a wide range of professions and businesses.

The Trust is committed to equality and diversity and particularly welcome expressions of interest from those who would add to the diversity of the Board

If you are interested in the role, please email your CV, and a covering letter outlining your interest, to the independent Governance Professional to the RLA, Mr Jon Allen, Jonathan.Allen@reigate.ac.uk



TRUSTEE ROLE DESCRIPTION AND PERSON SPECIFICATION

BACKGROUND

Reigate Learning Alliance (RLA) is a Multi-Academy Trust (MAT) founded in 2017. The establishment of RLA enabled Reigate College to continue its effective work with local schools in supporting them to raise standards and provide outstanding learning opportunities for students.

A MAT can comprise more than one education institution, or academy. However, Reigate College is currently the only academy within RLA.

TRUSTEES' RESPONSIBILITIES

Trustees must advance education, for the public benefit and to take ultimate responsibility for the Trust's resources, the employment of staff, land and building matters and academy finances and funds. Trustees are responsible for ensuring that the Trust's funds are used only in accordance with the law, its Articles of Association, its funding agreement and the Academies Financial Handbook.

The Trust Board should have a strong focus on three core strategic functions:

- a) Ensuring clarity of vision, ethos and strategic direction;
- b) Holding the Executive to account for the educational performance of the Trust, and the performance management of staff; and
- c) Overseeing the financial performance of the Trust.

TRUSTEES' STATUTORY RESPONSIBILITIES & OBLIGATIONS

Trustees have statutory duties both as **charity trustees** and **company directors**.

Charity Trustees:

Academy Trustees are Charity Trustees. As such, they must comply with the following duties under charity law:

- ensure the charity is carrying out its purposes for the public benefit;
- comply with the charity's governing document and the law;
- act in the charity's best interests;
- manage the charity's resources responsibly;
- act with reasonable care and skill;
- ensure the charity is accountable.

Company Directors:

Trustees must also comply with their statutory duties as company directors, which are set out in the *Companies Act 2006*, s170 - 177. In practical terms, all Trustees need to be familiar with RLA's Articles of Association as well as their statutory duties under the Companies Act, which comprise the duties to:

- act within their powers;
- promote the success of the company;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare any interest in proposed transactions or arrangements.

Obligations:

As an organisation, the Trust has a range of **obligations** under current legislation and statutory guidance. Trusts obligations include such matters as safeguarding, health and safety and estates management. Ensuring strong governance in these areas will be a key priority for the board.

Safeguarding

Trust Boards have a duty to:

- safeguard and promote the welfare of children;
- have regard to any statutory guidance issued by the Secretary of State;
- ensure the suitability of staff, supply staff, volunteers, and contractors; and
- follow DfE's general advice 'Protecting children from radicalisation, the prevent duty'.

Health & Safety

The main legislation covering this area is the Health and Safety at Work etc. Act 1974 and its regulations. Under the Act the Trust, as an employer, is responsible for the health and safety of its staff, pupils, and any visitors.

Estates Management:

The Trust's estate is both an asset and a mechanism to deliver outcomes for students. The DfE expects academy trusts to manage their school estate strategically and maintain their estate in a safe working condition.

PERSON SPECIFICATION

Trustees should be able to demonstrate:

- a) An interest in education and in providing learning and development opportunities.
- b) Commitment to raising standards and seeking the highest quality provision for learners.
- c) Commitment to the Trust and its Objects
- d) A willingness to devote the necessary time and effort to the business of the Trust.
- e) Strategic vision.
- f) An understanding of the role, in particular the distinction between governance and management.
- g) The ability and willingness to ask probing questions and to participate in robust debate.
- h) The ability to communicate effectively, to express ideas clearly and listen to others.

- i) The ability to work as a member of a team and to stand by the collective decisions of the board of trustees.
- j) The ability to act as a critical friend and to challenge and probe.
- k) A willingness to undertake appropriate training to develop an understanding of the schools, the trust and the role of a trustee.
- l) Commitment to the principles of equality and diversity.
- m) An interest in voluntary service to the community. (The role of a trustee is voluntary and unpaid, although external training and related travel will be paid for).
- n) Adherence to the seven principles of public life laid down by the Nolan Committee. These are Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

RESPONSIBILITIES

Trustees hold responsibilities as follows:

- a) To pupils, parents and the wider school and local community.
- b) To the government, funding bodies and public for the use of public funds.
- c) To the Academies within the trust as their legal employer.

Specifically in relation to the following areas:

Governance

- a) Review of their governance including consideration of composition of the Trust Board in terms of skills, effectiveness, leadership and impact;
- b) Election of the Chair and Vice Chair of Trustees and appointment of the Chairs of Committees;
- c) Appointment and removal of a Governance Professional;
- d) Annual Review of the Scheme of Delegation;
- e) Changes to the Trust Board structure;
- f) Approval of the Terms of reference of the Committees;
- g) Compliance with requirements as outlined by the DfE, ESFA and Ofsted;
- h) Monitoring of the Risk Register to ensure actions are taken where necessary;

Strategy

To participate in the planning and setting of the Trust strategic direction to determine the following:

- a) The vision and ethos of the Trust;
- b) Clear and ambitious strategic priorities and targets;
- c) All students have access to a broad and balanced curriculum;
- d) The Trust's budget;
- e) Approving the Term dates for RLA academies and any changes to the school day;
- f) Trust property and estates related matters

Management Accountability

To hold members of the Trusts Executive Team to account by:

- a) Monitoring the performance and compliance with Ofsted standards, through review of Key Performance indicators and reports received.

- b) Ensuring effective policies and procedures are in place for effective arrangements for Safeguarding and promoting the welfare of Students.
- c) Asking challenging questions and ensuring these questions are responded to.
- d) Receiving results of Audit activities and understanding any remedial actions required and ensuring implementation.

Finance

Control and financial monitoring ensuring compliance with the Funding Agreement, Academy Handbook and Company and Charity regulations by:

- a) Ensuring good financial management and effective internal financial controls and management of risks;
- b) Regularly reviewing information on financial performance and ensuring any required plans are in place and implemented;
- c) Approving a balanced budget;
- d) Approving the annual report and accounts and ensuring they are audited by a statutory auditor and incorporate accounting policies approved by the Board of Trustees
- e) Ensuring the Trust is sufficiently insured including Trustees' indemnity insurance.

Ambassadorial Role:

- a) Trustees represent the Board in an ambassadorial role by promoting the work of the Trust to the staff and student body, to the community the Trust serves, and with key partners such as the ESFA, DfE, and partner schools.

ELIGIBILITY

- a) Trustees will be asked to confirm their eligibility for appointment as a trustee and review this eligibility annually. Trustees hold responsibility to disclose to the Governance Professional, any information that may lead to their disqualification.
- b) Appointments will be subject to enhanced Disclosure and Barring Service (DBS) certificates.

TIME COMMITMENT

- a) To make all endeavours to attend all meetings of the Trust Board and any committees of which s/he is a member, and preparation time for such meetings.
- b) Available to attend appropriate induction and training and development events.
- c) A trustee's term of office is four years.

PRINCIPAL RELATIONSHIPS

- a) Chair of the Trust Board
- b) Other trustees and Members of RLA
- c) Trust Committees
- d) Chief Executive Officer and Executive Principal
- e) Director of Finance
- f) Governance Professional to the trust



**GOVERNANCE REVIEW
SELF-ASSESSMENT PROCESS
(JULY 2022)**

1 Introduction to the review and annual assessment of governance

1.1 A key Government priority is the strengthening of accountability and assurance at a governance level.

1.2 There is now an explicit requirement as a condition of funding for Boards to conduct an annual self-assessment and undertake an external review of governance (ERG) every three years.

1.3 There is no prescribed model to follow for annual self-assessment and Boards can adopt a model that best suits their requirements. The method of self-assessment is the decision of the Trust Board and may vary from year to year according to its identified needs and priorities, but in assessing its performance it will assure itself that:

- The Trust Board is able to make timely strategic decisions
- The Trust Board is able to monitor and hold senior management to account for the achievement of corporate objectives
- College controls and financial management are robust
- Risk is proactively managed within the college
- There is an appropriate skills mix in Trust membership
- Succession planning is in place, for both governors and senior staff

1.4 For the external review, the review will examine the effectiveness of the Trust Board based on the following six features of effective governance, these being:

- strategic leadership
- accountability
- people
- structures
- compliance
- evaluation

1.5 An ERG will have to be conducted by an experienced governance expert who is external to, and independent of, the Trust Board and the Executive. Further guidance will be issued by the Department of Education on the selection criteria to follow for the appointment of the external reviewer. An external reviewer will need some familiarity with charity law and associated governance principles and would need to have the competence to cover all aspects of a governance code, such as equality and diversity, stakeholder management and understanding the student voice.

1.6 Ultimately an ERG should enable the Trust Board to provide reassurance to stakeholders and others that it takes its responsibilities seriously and is endeavouring to carry them out effectively. Providing this assurance to Members is essential for the Members to carry out their role. A review provides the Trust Board with

- An independent, objective view of its strengths and areas for improvement
- clear recommendations for future improvement
- an opportunity for the Board to review the strategic direction of the organisation and to evaluate the effectiveness of its processes and systems

1.7 In conclusion, the proposed framework for the review of governance will ensure the Trust, on an annual basis, reviews and assesses its own collective and individual

performance and commissions every three years an external review of governance.

1.8 The following cycle for reviews is proposed, with the cycle repeated every three years.

Academic year 2021/22:	Annual Review of Governance undertaken in Autumn 2022
Academic year 2022/23:	External Review of Governance undertaken in Autumn 2023
Academic year 2023/24:	Annual Review of Governance undertaken in Autumn 2024

2 Structure & Timeline of Annual Self-Assessment of Governance

2.1 The Trust Board will undertake an annual governance self-assessment for the preceding academic year, with the final self-assessment report published in the autumn term covering the preceding academic year - following the same timescale for the College's self-assessment process.

2.2 The following framework is proposed for the annual review of governance:

- (i) Review of current performance against a number of governance KPIs
- (ii) Skills analysis audit conducted on current governors
- (iii) Chair/Governance Professional to hold one-to-one review meetings with each Trustee
- (iv) Each Trustee to be asked to review the Chair's performance through completing a questionnaire
- (v) Succession planning
- (vi) Action planning arising from the review.

2.3 The review to commence in the autumn term with the following timeframe:

- Governance Professional to issue to all Trustees a questionnaire for Trustees to complete before their one-to-one interview with the Chair. Governance Professional to arrange interview dates with interviews to be either conducted in person or via Zoom. The Governance Professional to summarise the key points and themes arising from both completed questionnaires and the interviews conducted.
- Governance Professional to issue to all Trustees, except for the Chair, a questionnaire covering the performance of the Chair. The Governance Professional to summarise the key points and themes arising from both completed questionnaires and the interviews conducted.
- Governance Professional to summarise performance against agreed governance KPIs
- Governance Professional to undertake a review of membership to ensure adequate succession planning is in place
- Governance Professional to draft an action plan to address any areas of concern identified through the review process
- The Governance Professional to summarise all the above in a '**Review of Governance Report**' for the attention of Trustees at the December Trust Board meeting and for the attention of Members at the Annual General Meeting scheduled to be held in January.

3 Components of annual self-assessment

3.1 Proposed Governance KPIs:

Area	Performance indicator
Attendance	1) 75% attendance for the Trust (Members, Trustees and LGB Governors) as a whole and for individuals 2) Attendance data for the preceding year to be published annually on the Trust website
Meetings	3) All Corporation and committee meetings to be quorate and decisions are not unduly delayed
Length of meetings	4) Trust meetings to last on average no more than 2 hours
Membership	5) Details of Members, Trustees, and Local Governing Body Governors to be published on the Trust website
Appointment	6) Trust vacancies to be filled within three months of the vacancy occurring unless expressly agreed by the Trust Board
Committee membership	7) All Trustees to be a member of at least one committee unless agreed by the Trust Board 8) The Chair to be an ex-officio of all committees with the exception of the Audit & Risk Committee but can attend this Committee if so invited by the Chair of the Audit & Risk Committee.]
Register of interests	9) Declarations of interest to be made by Members, Trustees and LGB Governors as appropriate and published on the Trust website
Skills Analysis of Trustees/ Governors	10) To conduct annually for Trustees and Members, and to update as and when a Member and or Trustee leaves or joins the Trust, a Skills Analysis and to address any identified gaps through new appointments.
Training and development	11) All Members, Trustees and Governors to undertake compulsory on-line training in Prevent, Safeguarding, and Keeping Children Safe in Education
Training and development	12) Through annual one to one interviews with the Chair and Governance Professional, Trustees, to identify any required governor training & development needs
Training and development	13) All new Members, Trustees and Governors to receive an induction within 3 months of their appointment
Guiding and monitoring the strategic direction of the College	14) Board meeting, or part of a Trust Board meeting, or its committees, to be held at least annually to discuss strategic direction of the College.
Guiding and monitoring the strategic	15) Key strategic objectives, financial performance and Development Plan of the College to be formally

direction of the College	monitored by the Trust Board and its Committees each term.
Financial	16) Trust Board membership to include at least two financially qualified Trustees, who are able to offer support and challenge to the Principal/CEO and FD. 17) Management accounts to be an agenda items at all meetings of the Trust Board and the Finance & Resources Committee 18) Management Accounts to be sent monthly to members of the Finance & Resources Committee 19) Achievement of set budget within +/- 5% tolerance.
Risk & Internal Controls	20) College controls and financial management are robust - opinion to be confirmed in the Annual Report from the Audit & Risk Committee
Risk & Internal Controls	21) Risk is proactively managed with annual opinion on risk management to be confirmed in the Annual Report from the Audit & Risk Committee
Self-assessment	22) Completion of annual Governance self- assessment
Governance Professionalship	23) Issue of agenda and supporting papers at least 7 days before meetings. 24) Governance Professional/Governance Professional in place to provide advice and oversees governance arrangements for the Trust
Senior post holders/Governance Professional	25) Annual appraisal of senior post holders undertaken by the Chair

3.2 Trustee Review Interview:

Every Trustee to be asked to attend a review interview with the Chair and Governance Professional. In preparation for the interview Trustees to be asked to give thought to a series of questions.

A copy of the Trustee Review Questionnaire is appended - Appendix I.

3.3 Trustee Review of Chair's Performance:

Trustees to be asked to complete a review questionnaire on the performance of the Chair and return to the Governance Professional. The Governance Professional to undertake an analysis on completed questionnaires and will provide a summary report to the summer meeting of the Trust Board (the Chair will absent him/herself from the meeting for the discussion).

A copy of the Chair's Performance Questionnaire is appended - Appendix II.

3.4 Succession Planning:

To keep under constant review succession planning for key offices and posts – Members, Trustees, Governors, Chair, Vice Chair, Committee Chairs and the Governance Professional.

3.5 Action Planning:

The agreed actions to address identified areas for improvement by the self-assessment process to be led by the Governance & Search Committee.

APPENDIX I**TRUSTEE REVIEW INTERVIEW**

SECTION 1 - PERSONAL DETAILS & ATTENDANCE This section will be completed by the Governance Professional prior to the form being sent to Trustees	
Name:	Review Date:
Category of membership:	Term of office expiry date:
Membership term:	Number of terms in office:
Office/s held:	Committee membership/s:

Attendance (academic year to date of review)	%
% Board	
% Committee(s)	

SECTION 2 – REGISTER OF INTERESTS To be completed by Trustees in advance of their meeting with the Chair
The current entry is listed in the Register of Interests: (Governance Professional to complete prior to sending out to Trustees)
Registered Interests: <i>Trustees are invited to comment on any conflict of interest they have experienced in the last year in their role as a Trustee</i>

SECTION 3 – SKILLS MIX To be completed by Trustees in advance of their meeting with the Chair
<i>Trustees are invited to complete the form below. It does not matter how many boxes you tick as it is expected that governors will have a breadth of skills and expertise. Please return your completed form to the Governance Professional.</i>

Skills Area	Professional expertise and skill		
	High	Moderate	None
Strategic Management			
Safeguarding			
Equality & Diversity			
Finance/Accounting			
Are You Financially Qualified Yes or No			
Audit			

Legal			
Property/Premises Management			
Personnel			
Marketing			
Governance / Trusteeship			
Education Management			
Secondary Education			
Further Education			
Higher Education			
Special needs/basic skills			
Large Organisation Management			
Information and Communications Technology			
Local Authorities			
Public Sector Organisations			
Local voluntary/community groups			
Local businesses/Employer links			
Work based Learning -Apprenticeships			
Teaching			
Quality Systems			
Risk Management / Health and Safety			
Spiritual / Faith			
Student Matters			
Widening Participation			
Funding Bodies			

SECTION 4 – KEY QUESTIONS FOR TRUSTEES

To be completed by Trustees in advance of their meeting with the Chair

Reviewing the Board's effectiveness is good practice and self-review is one of the main methods to use and monitor and improve the quality and impact of their governance.

The questions in the section were developed by the National Governance Association (NGA).

Skills:

Do we have the right skills mix on the Trust Board?

Role & Statutory Responsibilities:

Do you have a good understanding of your role and responsibilities, including what it means to be strategic?

Do you have a good understanding of what your statutory responsibilities both as a Charity Trustee and Company Director?

Governance Structure:

Is the size, composition and committee structure of the RLA conducive to effective working?

Strategy:

Have we agreed a strategy with priorities for achieving our vision with key performance indicators against which we can regularly monitor and review the strategy?

Trustee Performance:

How effectively do you feel that you have contributed to the work of the Trust Board in the last twelve months?

How effectively do you feel that you have contributed to the work of the committees of which you are a member in the last twelve months?

How effectively do you feel your performance has been in the office (or offices) you hold and or duties you undertake on behalf of the Trust?

Accountability of the Executive:

Do you think you, and fellow Trustees, effectively challenge the Executive and hold them to account on the running and performance of the Trust?

Do you have a view on how the Executive responds to such challenges?

Is there an effective relationship between Trustees and the Executive, allowing for challenge but avoiding complacency?

Board Culture:

The Board's governance framework is based on strategic level governance i.e. maintaining the Board's focus on its strategic role and responsibilities and respecting the separate role of management. How effectively do you feel you work within this framework?

SECTION 5 – BOARD PERFORMANCE**To be completed by Trustees in advance of their meeting with the Chair**

Trustees are invited to briefly highlight their view of the strengths of the Board's performance in the last year and any areas of improvement for the future, to aid discussion with the Chair. This may include any strengths in the Board's performance or governance framework that they regard as critical to its success and any issues Trustees feel have arisen in the past year which have caused them concern e.g. relating to the Board's adherence to its collective responsibility, meeting behaviours, confidentiality issues etc.

SECTION 6 –SUCCESSION AND PERSONAL AMBITIONS**To be completed by Trustees in advance of their meeting with the Chair**

Trustees are invited to briefly comment on any potential change of committee membership, office/s held (chair etc.) that they would wish to undertake or be considered for in the future. This will be taken forward in discussion with the Chair at the review meeting

SECTION 7 – TRAINING AND DEVELOPMENT

To be completed by Trustees in advance of their meeting with the Chair

Trustees are invited to comment briefly below on any areas which they feel that they as an individual, or the Board collectively, would benefit from further training and development on

SECTION 8 –CONTINUOUS IMPROVEMENT

To be completed by Trustees in advance of their meeting with the Chair

Looking forward over the next 12 months how do you think you can make a difference to the effectiveness of the Board and how would you like to see the Board develop?

SECTION 9 –SUMMARY

This section will be completed by the Chair following the review meeting

Summary of

- *the review discussion*
- *actions to be taken forward with or on behalf of the Trustee e.g. individual training and development*
- *comments to be taken forward in the Chair's report to the Board*
- *any other actions to be taken forward e.g. to the Principal and/or the Governance Professional*

Chair's summary:

APPENDIX II

CHAIR'S PERFORMANCE REVIEW

Purpose: to assess the Chair's performance

- Trustees to complete the questionnaire and return it to the Governance Professional, who will produce an analysis report for the Trust Board to consider at a subsequent meeting
- the Board will consider the reported outcomes (the Chair will absent him/herself from the meeting for the discussion)
- Any actions to be taken forward will be agreed by the Board and reported to the Chair by the Governance Professional

	Strongly Agree	Agree	Disagree	Strongly Disagree
The Chair is an effective leader of the Trust Board, ably demonstrating the skills and experience necessary for the role.				
How might performance be improved?				
The Chair ensures that appropriate strategic issues are brought to the Trust Board.				
How might performance be improved?				
The Chair allows and encourages Trustees to participate in discussions.				
How might performance be improved?				
The Chair has an effective and productive relationship with the Chief Executive Officer and Executive Principal, where appropriate offering general and specific support.				
How might performance be improved?				
The Chair has an effective and productive relationship with the Governance Professional				

	Strongly Agree	Agree	Disagree	Strongly Disagree
How might performance be improved?				
The Chair ensures that the Trust Board sets strategic and corporate objectives that articulate the college's vision and ethos.				
How might performance be improved?				
The Chair ensures that the Trust Board monitors the performance of the college against the objectives and indicators the Trust has approved.				
How might performance be improved?				
The Chair effectively conducts the appraisals of the Chief Executive Officer and the Executive Principal				
How might performance be improved?				
The Chair deals well with any problems of what might be described as 'group dynamics' e.g. dominant member / director contributions at the expense of quieter colleagues, group tensions etc, reaching corporate consensus.				
How might performance be improved?				