



Arrangements for Governance

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1. Introduction

- 1.1. The Corinium Education Trust (“the Trust”) is a Multi Academy Trust operating a number of schools in the South Cotswolds.
- 1.2. The Trust is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there.
- 1.3. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission. The Objects are:-
 - 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 which shall offer a broad and balanced curriculum and which shall include:
 - schools other than those designated Church of England, whether with or without a designated religious character; and
 - Church of England schools designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education;
 - to promote for the benefit of the inhabitants of the areas in which the schools are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic 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;
- 1.4. In relation to each of the schools, the Trust recognises and supports their individual ethos, whether or not designated Church of England.
- 1.5. As a company limited by guarantee and to meet the requirements of company law, the Trust has a dual governance level. It has:
 - Members, the equivalent of shareholders in a commercial limited company, and
 - Trustees who are the directors of the company and who together comprise the Trust Board (“TB”) and who report and are accountable to the Members. The TB has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual academies to committees known as Local Governing Body (LGB) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB.
 - An Executive Team (“ET”), made up of the Trust Lead (Chief Executive Officer “CEO”, Director of Finance and Operations (“DFO”), School Improvement Leads (Primary and Secondary) and school Headteachers (“HT”) who have delegated responsibility for the day to day operation of the Trust and the individual schools within the Trust as set out in the Trust’s Schedule of Delegation.
- 1.6. An LGB may, but need not, have Trustees as members and the power of the TB to appoint LGB members (who have full voting powers) is unrestricted. In addition, the TB may appoint additional members (“AM”) of other committees on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless a majority of those attending the meeting at which the vote is taken are Trustees.
- 1.7. This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate. Appendix 1 sets out the general requirements in relation to calling and attending meetings and voting.

2. Members

- 2.1. The Members have overall nominal responsibility for the Trust but they exercise their functions through the TB. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.
- 2.2. There are currently 4 Members, one of whom is appointed by the Diocese of Gloucester to provide 25% representation. The Trust is planning to increase the number of members to 5.

3. Quorum: 3 Members

- 3.1. Meetings: At least one each year convened on seven clear days’ notice except in emergency
- 3.2. The main powers and duties of the Members in broad terms are:
 - To appoint and remove Trustees taking account of the competencies required by the DfE Competency Framework accessible at <https://www.gov.uk/government/publications/governance-handbook> ;
 - Through a collaborative process to monitor and evaluate the performance of the TB;
 - To maintain the Membership and to appoint Members;
 - To approve any proposed changes to the Articles of Association;
 - To receive the annual accounts of the Trust.

4. Trustees

- 4.1 The Trustees are the directors of the Trust and have a similar role to governors in a local authority-maintained school. As company directors their duties are 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
- 4.2 Appendix 2 sets out the Nolan Principles of public life and what is required of Trustees and LGB members in relation to conflicts of interest.

5. The Trust Board

- 5.1 The TB focuses on the three core functions of governance:
 - Ensuring clarity of vision, ethos and strategic direction;
 - Holding the Trust Lead (CEO) to account for the educational performance of the schools and their pupils, and the performance management of staff; and
 - Overseeing the financial performance of the Trust and making sure its money is well spent.
- 5.2 The TB is composed of up to 7 Trustees appointed by the Members and 2 Trustees appointed by the Diocese of Gloucester, which may include the CEO if the Members appoint and the CEO agrees to act.
- 5.3 Quorum: One-third of the total number of Trustees in post or 3 if higher.

- 5.4 Meetings: At least three each year convened on seven clear days' notice except in emergency as determined by the Chair.
- 5.5 Responsibilities retained by the TB include deciding upon major strategic and legal aspects such as:
- Establishing a new school;
 - Admitting additional schools to the Trust;
 - Discontinuing or merging existing ones;
 - Disposal of land otherwise than for operational letting or hire purposes;
 - Recommending amendments to the Articles of Association;
 - Securing and monitoring compliance with any relevant trust deed;
 - Adopting the strategic plan for the Trust which will include individual strategic plans for each school;
 - General oversight of strategic and operational risk identification and management (including estate and premises management and health & safety);
 - Oversight of, and responsibility for, safeguarding;
 - Procurement requiring the publication of OJEU (Official Journal of the European Union) advertisements;
 - Procurement of any contract with a value in excess of £50,000;
 - Approving the overall budget for the Trust and its devolution to each school;
 - Approving the annual accounts of the Trust;
 - Ensuring that all regulatory requirements are met;
 - Recommending appointment of Members and Trustees including conducting skills audits as required;
 - Approving the appointment of LGB members based on a recommendation from the LGB concerned and removing LGB members if necessary, eg non-attendance or conflict of interest;
 - Securing that all Trustees and members of LGB are appropriately trained;
 - Approving all policies that the Trust by law is required to maintain. All policies originate from the ET. A schedule of policies is maintained by the Trust's Executive Team and Governance Officer and shows where detailed consideration of each takes place and with whom consultation takes place;
 - Determining each year the scheme of delegation and terms of reference including approving the membership of all committees;
 - Determining admission arrangements for each school;
 - Ensuring and monitoring compliance with Admissions Code;
 - Establishing arrangements for independent appeals against refusals to admit pupils to a school;
 - Establishing independent review panels to review permanent exclusions, other pupil disciplinary matters and staff grievances as required;
 - Appointment of:
 - Trust Lead (CEO)
 - Director of Finance and Operations
 - Headteachers or Executive Headteachers
 - Governance Professional/Officer (formerly the Clerk)
 - Company Secretary
- 5.6 The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any school within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or LGB in the time necessary to protect such interests

6. The Audit and Risk Committee

- 6.1 Composition: Three Trustees but the Chair of Trustees and CEO cannot be members with voting rights (although they can attend meetings). Two additional members may be co-opted as necessary.
- 6.2 Quorum: two members and at least 50% of those present are Trustees.
- 6.3 Meetings: at least four times each year.
- 6.4 Delegated responsibilities:
- To monitor the adequacy and effectiveness of the Trust's governance, risk management, internal control and value for money systems and frameworks;
 - To monitor risk and health and safety management within the Trust;
 - To advise the Trustees on the appointment, re-appointment, dismissal and remuneration of the external and regularity auditor and internal control provision and determine an appropriate programme of work to be delivered by independent assurance providers;
 - To receive reports (annual reports, management letters etc) from the external auditor and other bodies, for example the ESFA and NAO, and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Trustees or other committee for information and action;
 - To review the Trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately;
 - To meet with the external auditor and responsible officer/internal control officer, without management present, at least annually.

7. The People Committee (Pay, Remuneration and HR)

- 7.1 Composition: Three Trustees but the CEO cannot be a member with voting rights (although they can attend meetings). Additional members may be co-opted as necessary.
- 7.2 Quorum: two Trustees.
- 7.3 Meetings: at least two each year.
- 7.4 Delegated responsibilities:
- To manage principles concerning pay and appraisal systems across the Trust, including executive salaries and performance management, as referred by the Trustees;
 - To support the Trustees in providing strategic oversight of the Trust's people-related strategies including setting and monitoring culture within the Trust's strategy;
 - To monitor and review teacher and staff workload, staff absence, mental health, emotional wellbeing, equality, diversity, and inclusion within the Trust;
 - To oversee and support the Trust's HR strategy and succession planning.

8. The Standards Committee

- 8.1. Composition: The composition of the committee includes a minimum of two Trustees, with the Trust Lead (CEO) and the Primary and Secondary School Improvement Leads also in attendance. Head Teachers or their equivalents will be invited to participate in Committee meetings as needed.
- 8.2. Quorum: at least 50% of the Committee members (excluding attendees).
- 8.3. Meetings: at least two each year.

- 8.4. Delegated responsibilities:
- To monitor the quality of education and the achievements of all learners across the Trust's schools;
 - To recommend educational targets;
 - To evaluate the academic performance of each of the schools within the Trust;
 - To hold the Trust's leadership accountable for the quality of education, behaviour, personal development, academic performance, and where appropriate, Christian distinctiveness;
 - To monitor and evaluate the use of resources such as the Pupil Premium and other targeted funds;
 - To monitor and evaluate the provision for pupils with Special Education Needs and Disabilities;
 - To provide advisory input to the Trust regarding policies related to the quality of education and curriculum matters.

9. The Disciplinary Committee

- 9.1. Composition: At least three Trustees or members of LGBs within the Trust.
- 9.2. Quorum: at least three Committee members (excluding attendees).
- 9.3. Meetings: as required.
- 9.4. Delegated responsibilities:
- To consider any representations made by parents in regard to exclusions.

10. The Trust Lead (CEO)

- To provide strategic and operational leadership of the Trust.
- To consider strategic risk elements and advise the TB.
- To be responsible for the internal organisation management and control of each of the schools and specifically:
 - The development of Trust-wide strategies and strategies for individual schools for Trust Board approval;
 - Determining and implementing curriculum provision and assessment;
 - The performance management of HTs;
 - Oversight of the performance management (including progression) of all staff below HT level;
 - Oversight of disciplinary, capability and grievance aspects relating to all staff;
 - Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement.
- Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion.
- To report termly to the Trust Board.

11. Director of Finance and Operations

- To provide financial leadership of the Trust;
- To secure financial probity and value for money including compliance with the Academies Trust Handbook;
- To prepare and maintain the Trust's Financial Manual;
- To prepare and maintain the Risk Register;
- To prepare budgets for the Trust, including allocation of funds for centrally maintained services, determining envelope of funding allocated to individual academies and determining sums to be delegated to each school for local spending, for Trust Board approval;
- To report termly to the Trust Board.

12. Headteacher/Executive Headteacher

- To maintain and improve the educational standards of their school/s;
- To maintain a positive ethos and mindset amongst pupils and staff;
- To organise and deliver a broad and balanced curriculum for their school/s;
- To ensure the health and wellbeing of pupils;
- To ensure levels of pupil attendance are satisfactory;
- To ensure pupils from disadvantaged groups make similar progress to their peers;
- To appoint, manage and deploy staff to achieve the school's objectives;
- To undertake and oversee the performance management (including progression) of school staff;
- To maintain good communication with stakeholders such as parents and members of the LGB;
- To monitor the school's financial performance and recommend corrective action when necessary;
- To ensure Christian distinctiveness is maintained for Church schools.

13. Local Governing Body for each school

- 13.1. Note: all decisions taken by the LGB under delegated authority MUST be reported to the next available Trust Board meeting which will routinely be done by way of a minute of the decision or of the meeting at which the decision was taken.
- 13.2. Composition: as determined by the Trust Board but so as to include at least 2 parent representatives. For any Church schools within the Trust the LGB must include 25% representation from the appropriate Diocese. Trustees may attend LGB meetings as required but may not be a voting member of the LGB. The Headteacher of the school will be an ex-officio member of the LGB.
- 13.3. Non-voting participants may be invited to meetings by the LGB as and when required.
- 13.4. The LGB will elect a chair and vice chair from its own membership, but this cannot be the Headteacher.
- 13.5. Quorum: at least 50% of the members of the LGB must be present at meetings for decisions to be binding.
- 13.6. Meetings: a minimum of three per year with a minimum of 7 day's notice.
- 13.7. Core Responsibilities:
- To act as a critical friend by providing support and advice to the school;
 - To monitor and hold the school to account for the academic standards and pupil outcomes it achieves;
 - To monitor and review of all aspects of safeguarding, SEN, equality and pupil welfare at the school;
 - For any Church schools, maintain the ethos and Christian Distinctiveness of the school and secure compliance with the any specific requirements.
- 13.8. Additional Responsibilities:
- To support the Headteacher in the appointment of staff working at the school in accordance with Trust policies;
 - To support the Trust Lead (CEO) in the appointment of senior school staff in accordance with Trust policies;
 - To deal with the regulatory requirements of admissions through designated committees of the LGB;
 - To liaise with the Trust Board, Trust Lead (CEO) and DFO on all aspects of policy setting as they may respectively require;

- To monitor income and expenditure against the agreed budget for the school with particular reference to resources allocated to teaching and learning, disadvantaged groups and pupil welfare;
- To recruit and propose new members of the LGB to the Trust Board for approval in accordance with the Articles of Association;
- To assist the Headteacher in determining an appropriate buildings maintenance and development programme for the school;
- To investigate and respond to formal complaints in accordance with Trust policies.

13.9. The LGB may sub-delegate any of its functions to a sub-committee of the LGB or to an individual member of the LGB or to the Headteacher as appropriate.

13.10. The LGB may be required to convene or contribute to additional Committees as follows:

- Admissions appeals;
- Disciplinary panels.

Appendix 1: Provisions relating to meetings and voting

NB. The Articles contain very detailed provisions regarding the calling of meetings, how they are conducted and voting. What follows is a brief summary and reference should be made to the Articles if particular questions arise.

Calling meetings

Meetings of Members and of Trustees are convened by the Clerk.

Meetings of Members

Members must hold an Annual General Meeting each year. The Trustees decide when and where the meeting is to take place and the Trustees may also call a General Meeting if required. This would normally be to decide on the appointment or removal of Trustees or the amendment of the Articles. The Trustees must call a General Meeting if the Members require them to do so.

14 clear days' notice must be given, i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday two weeks before. However, shorter notice can be given if agreed to by a majority of Members having at least 90% of the right to attend and vote.

The notice of the meeting must state time and place of the meeting and should indicate in general terms what business is to be discussed. It should also state to right to appoint a proxy.

There must be a quorum present – normally specified in the Articles as two people entitled to attend and vote. Although all Trustees are entitled to attend and speak at any Members' meeting they are not entitled to vote and therefore those Trustees who are not also Members do not count in the quorum.

The Members present appoint the chair of the meeting. There is no formal position of Chair of the Members.

Meetings of Trustees

The Trustees must meet at least three times in each school year.

The Chair (or vice-Chair in the absence of the Chair) and any three Trustees may require the Clerk to convene a meeting at any time and the Clerk must convene it as soon as reasonably practicable.

Seven clear days' notice, together with the agenda, must be given i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday one week before, but the Chair (or vice-Chair in the absence of the Chair) can direct shorter notice on the grounds of urgency.

There must be a quorum present which is normally whichever is the greater of three Trustees or one-third (rounded up) of the total number of Trustees holding office at the time – i.e. don't count vacant positions. The quorum required for a vote to remove or suspend a Trustee or to remove the chair is two-thirds of those present and entitled to vote. Note that there are special procedures set out in the Articles that have to be followed to remove the chair or vice-chair from office.

What is a Meeting?

Under the Articles, the definition of a meeting covers not just the situation when all are present but also a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation and telephone conferencing. In other words, a

meeting can be convened with people taking part remotely. That covers meetings of the Members (which usually will only rarely be needed) and the more regular meetings of the Trust Board. Members may also “attend” Members’ meetings by giving another person a proxy vote but Trustees and LGB members cannot do this.

The condition for being entitled to attend remotely is that the person concerned has given notice of the intention to do so by giving appropriate contact details at least 48 hours before the meeting. Of course, this also depends on having the necessary equipment! Note that this is a right that an individual Trustee has. The other Trustees can agree not to insist on the 48 hours’ notice.

There is also a provision under which a resolution of the Trustees that all Trustees agree with can be passed by getting each Trustee to sign a copy of the resolution and without having to hold a physical meeting – you can have several copies as long as, in total, every Trustee has signed.

Note that there is no specific provision for making decisions by email or by separate telephone conversations.

Generally

So far as LGBs are concerned, the Trust Board can specify the procedures to be adopted. Normal good practice indicates that LGBs should follow the same rules. Again, as a matter of good practice all meetings of Members, Trustees, LGBs and their respective committees should be clerked. This is especially important in relation to exclusion reviews.

Reporting back should be by way of tabled minutes. All decisions taken under delegated authority (which **does not** extend to internal organisation management or control of the AT or any constituent school) must be reported also to the next Trust Board meeting. Minutes of those decisions should, therefore, be reported to the Clerk who will ensure that they are tabled for the AT.

GOVERNANCE ORGANISATION AND FUNCTIONALITY

Good governance depends on efficient organisation and systematised reporting. Key to this is a properly qualified Clerk who has overall responsibility for organising meetings and arranging the clerking of all governance levels from Member meetings to LGB sub- committees. The function of anyone clerking a meeting is to provide impartial advice on legal and procedural aspects that arise at the meeting or to procure such advice from the Trust’s advisors and report accordingly. Clerks at all levels, therefore, need to have appropriate skills in accordance with the DfE Clerking Competency Framework.

The following principles should be followed: -

1. This Scheme of Delegation must be reviewed annually at the first TB meeting of the academic year. Decisions are not validly taken unless the delegation chain is clear.
2. A programme of meetings at all levels should be set for the whole academic year. The timing of meetings should take into account
 - When and by whom time-bound decisions, e.g. budget-setting, approval of accounts, setting of admission arrangements, determination of pay, need to be made
 - Sufficient time for consideration of reports by those to whom decisions are to be reported
 - Sufficient time for preparation of papers for decision-makers to consider.

3. Due notice of meetings should be given with an agenda and accompanying papers. The tabling of papers at a meeting is poor practice and should be avoided except in emergency. It is the responsibility of professional staff whose function includes reporting to Trustees or Local Governors to ensure that papers produced by them are available for circulation in good time
4. All meetings should be minuted.
5. Minutes
 - Should not be verbatim
 - Except in relation to professional staff, should not identify individuals unless that is necessary in the context of the discussion that is noted
 - Should be concise, setting out the subject of the discussion, the main points raised, the responses to challenge where that is material, the decision reached and, where relevant, a brief note of the reasons
 - Should be written up in draft and submitted to the chair of the meeting within 5 working days of each meeting
 - Should be approved by the chair within 5 working days whenever practicable
 - Should be sent once approved by the chair by way of report to the chair of the TB or the chair of the relevant TB committee according to where the reporting line is.
 - Should be formally approved at the next meeting of the TB or committee in question and any amendments noted.
6. Minutes of meetings of committees form part of the paperwork of the body to which the committee reports and must be circulated to all members of that body. Where that body meets before the minutes in question have been formally approved under 4 g. above, they should be clearly marked as drafts and the approved version should be circulated subsequently if material changes have been made.
7. It is the responsibility of the Company Secretary or equivalent to ensure that all publication requirements are met

Appendix 2: Conflicts of Interest and The Nolan Principles

Conflicts of Interest

Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles provide:-

“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 his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his 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).”

A “Personal Financial Interest” is defined in Articles 6.5 to 6.9 and is widely drafted to include companies in which the Trustee has an interest as well as interests of family members and those with whom the Trustee has business or other close relationships

The Nolan Principles

All Trustees and those with delegated responsibility are required to observe the Nolan Principles which are:-

1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. Leadership

Holders of public office should promote and support these principles by leadership and example.

Appendix 3: Expenses and Allowances Policy

- The Trust expects that under most circumstances individuals involved in the governance of the Trust or Trust schools will not claim any payment for expenses incurred during their time spent on Trust matters.
- In exceptional circumstances where claiming expenses is believed to be justified by the benefits to the Trust, this must be approved in advance in writing by either the Chair of Trustees (for Members, Trustees and Chairs of LGBs) or by the Chair of an LGB for LGB members other than the Chair.
- Any travel expenses duly authorised must be at a rate not exceeding the current HMRC approved mileage rates or standard class rail travel.
- Other pre-authorised expenses will only be reimbursed upon provision of a receipt, and for only the amount shown on the receipt.
- No-one involved in governance can receive any reimbursement for loss of earnings due to attendance at meetings or a payment allowance for attendance.
- Pre-authorised claims must be made on a claim form and signed by the Chair of Trustees or Chair of LGB as appropriate. Claims will be settled by BACS transfer to the claimant's bank account.

Document History

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Nov 2023	Moved into new format to be consistent with other Trust documents. Revised and updated to reflect changes in committee structure/names and guidance in the Academies Handbook.	KJ, CXH	Nov 2024