

## **Altus Education Partnership**

### **GOVERNANCE STRUCTURE**

#### **Members**

The members have overall nominal responsibility for the Trust, but they exercise their functions through the Trust Board.

The main powers and duties of the members in broad terms are:

- To appoint and remove trustees
- To monitor and evaluate the performance of the Trust Board through a collaborative process
- 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
- To meet at least annually

#### **The Trust Board**

The Trust Board focuses on the three core functions of governance:

- 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.

Key areas of responsibility retained by the Trust Board include:

- Setting the strategic direction of the Trust and academies
- Establishing new academies
- Approving the overall budget for the Trust and its devolution to each academy
- Approving the annual accounts of the Trust
- Approving policies that the Trust, by law, is required to maintain
- Appointing the CEO
- Reviewing the Scheme of Delegation

The Trust Board has overall responsibility for the operation of the academies. It delegates functions that are specific to each academy to the LGBs and it delegates certain of its functions that relate to the Trust as a whole to other committees of the Trust Board.

The Trust supports individual academies by taking on some of the responsibilities and functions that detract from the focus on learning. Scrutiny and oversight of these areas are reserved to the Trust Board and its committees.

#### **Trustees**

The trustees are the directors of the Trust and have a similar role to governors in a local authority-maintained school. As directors their duties are 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 interest in proposed transactions or arrangements

### **Local Governing Bodies (LGBs)**

Individual schools and their LGBs need to have delegated autonomy and authority and drive improvement within their own institution. Staff and parent members are elected by their peers to serve on each LGB.

This is the default position for our Scheme of Delegation but if an academy was in, or was experiencing, difficulties then the Trust would look to adjust the Scheme of Delegation accordingly. Any adjustment to the Scheme of Delegation for any academy will be taken by the Trust Board.

LGBs' delegated responsibilities require them to monitor and report to the Trust Board on the overall performance of the academy.

### **Governance Professional/Clerk to the Trust Board**

Altus has a Governance Professional who is the clerk to the Trust Board and is responsible for:

- The strategic management of all governance and policy compliance objectives throughout the Trust
- Ensuring that Trust governance procedures, the requirements of the Governance Handbook, the code of conduct, Nolan Principles in public life and all terms of reference are embedded across the Trust
- Ensuring effective procedures and systems link the various layers of governance – Trust Board, committees and LGBs – so that information flows efficiently both ways
- Leading the recruitment strategy for trustees and LGB governors to ensure that appointment is based on the skills, knowledge and experience of those appointed
- Leading the recruitment and peer election process for staff and parent members of LGBs
- Identifying and supporting the delivery of a professional annual programme of training and development for all tiers of governance, including an effective induction programme for new trustees and LGB governors
- Ensuring good quality reporting by leaders to the Trust Board, Committees and LGBs
- Ensuring that accurate records of meetings and decisions reached are maintained

## Terms of Reference – Governance

### Composition of the Board

The Board has the following membership categories:

- Up to 12 Trustees appointed by the Members under Article 50
- the Chief Executive Officer (ex-officio – appointed by the Members)
- co-opted Trustees appointed by the Board under Article 58

### Quoracy

The quorum for meetings 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)

### Eligibility and Interests

1. Trustees shall be required, as a condition of Board membership, to declare their eligibility to serve by completing a Declaration of Eligibility. They must also declare any financial, business or personal interests in the Register of Interests.
2. All Trustees shall be required to undergo an enhanced Disclosure & Barring Service check prior to appointment.

### Meetings of the Board

1. The Trustees shall hold at least four meetings in every academic year and meetings will be conducted in accordance with Articles 108-126.
2. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
3. Trustees will sign a register of attendance, any omissions from which may be remedied by the Clerk by annotating the register and including the Trustee's name in the minutes.
4. The CEO shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
5. Any question of attendance by any other person at a meeting of the Board shall be decided by the Board on the recommendation of the Chair after taking advice from the CEO and the Clerk.

## **Chair and Vice Chairs**

1. Articles 82 to 92 deal with the election and removal of the Chair and Vice Chair of the Trust Board. Where reference is made to 'Vice Chair' this shall refer to at least one and a maximum of two Vice Chairs.
2. The process to elect the Chair and Vice Chair(s) will commence with the Clerk asking eligible Trustees to self-nominate via email to confirm that they would be prepared to stand for election to either role. The Clerk will report nominations to the Trust Board for consideration and appointment. This process shall commence ahead of the summer term meeting of the Trust Board with the elections to be undertaken at that meeting.

## **Disorderly Conduct by Trustees**

1. If at a meeting of the Board any Trustee in the opinion of the Chair shows misconduct by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, it shall be competent for a Trustee to move "That (Trustee's name) be not further heard" or "That (Trustee's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named Trustee must comply with the Board's decision.
2. If, after a motion under the above paragraph has been carried, the misconduct or obstruction is continued, which in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, at their sole discretion, adjourn or suspend the meeting of the Board for such period as they shall consider expedient.

## **Committees & Local Governing Bodies**

### **Constitution and Terms of Reference**

The constitution and terms of reference of committees and Local Governing Bodies shall be as set out in the Governance Handbook.

### **Membership and Term of Office**

Membership of Committees shall be reviewed by the Trust Board on an annual basis. An appointment to a Committee shall last for one academic year and maybe renewed annually for as long as the Trust Board consider this to be in the best interest of the Trust. Local Governing Body appointments are for a four-year term.

### **Committee Meetings**

Committees will meet as scheduled in the annual timetable of meetings approved by the Board. However, the committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the CEO & Clerk advise that there is insufficient business requiring attention to justify holding a meeting before the next scheduled meeting of the committee.

### **Committee Minutes**

Minutes of committees and LGBs (or a summary thereof) will be prepared and submitted to the next scheduled meeting of the Board.

### **Urgent Action**

### **Written Resolutions**

Article 123 provides for decisions to be passed by written resolution. Emailed responses to written resolutions will be sufficient to enable such a resolution to be passed, signatures of individual Trustees will not be required where this is stated in the proposed resolution. All written resolutions must be reported to the next meeting of the Trust Board and minuted.

### **Chair's Actions**

1. If, in the Chair's opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the CEO may, in consultation with the Clerk, obtain the agreement in writing of the Chair (or in their absence the Vice-Chair) of the Board, to take action necessary to deal with the matter.
2. Every such decision shall be reported to the next available ordinary meeting of the Board and recorded in the meeting minutes.

### **Signing of Documents**

The CEO is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the Trust's business.

### **Variation or Revocation**

Any amendment, variation, addition to or revocation of these Terms of Reference shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by the Board. Any such changes to these Terms of Reference shall not be made in such a way that a conflict is created with any provision of the Articles of Association which take precedence at all times.

### **Reviewing & Updating**

The Clerk to the Trustees will review these Terms of Reference, and any other relevant policies and procedures relating to governance, at least annually and will recommend to the Board any necessary revisions.

## **Terms of Reference – Local Governing Body**

### **Role of the Local Governing Body**

The role of the LGB is to carry the Trust's vision, policies and priorities forward and, in doing so, to question, challenge and support the academy leadership and to be confident that they know, and are able to discuss, the performance of the academy.

### **Terms of Reference**

As a matter of company law, the Trustees have all the power to operate and take decisions in relation to the running of the Trust. Whilst Trustees are not able to delegate their responsibilities, they are able to delegate their powers to Local Governing Bodies and Committees. Articles 105, 105A and 106 of the Articles of Association of the Trust sets out how and what powers the Trustees may delegate. The Terms of Reference and Scheme of Delegation are the instruments for setting out the mechanics of how and what basis powers are delegated to the Local Governing Bodies and Committees.

### **Membership of the LGB**

1. The membership of the LGB shall be:
  - I. Up to 7 external governors appointed by the Trust Board
  - II. 2 governors nominated by the parents of students studying at the academy
  - III. 1 governor nominated by the staff of the academy
  - IV. the Head Teacher
2. The procedure for the selection of parent and staff governors is set out below.
3. The LGB may continue to act notwithstanding any vacancies in its composition.

### **Appointment of the Chair and Vice-Chair**

1. The Chair of the LGB shall be appointed at the last meeting of the Trust Board prior to the commencement of the next academic year. The Chair shall hold office for one academic year and, at the expiry of their term of office, shall be eligible for reappointment. The Principal and the staff member shall be ineligible to serve as Chair.
2. The Vice-Chair of the LGB shall be appointed at the last meeting of the LGB prior to the commencement of the next academic year. The Vice-Chair shall hold office for one academic year and, at the expiry of their term of office, shall be eligible for reappointment. The Principal and the staff member shall be ineligible to serve as Vice-Chair.
3. Where the Trust Board is unable to appoint a Chair, a Trustee shall fulfil the role temporarily and, during their period as Chair, shall be regarded as a member of the LGB.
4. If both the Chair and the Vice-Chair are absent from a meeting, the LGB shall select another member to Chair the meeting.

### **Appointment of the Clerk to the LGB**

The Clerk to the LGB shall be appointed by the Trust Board. Notwithstanding this paragraph, in the absence of the Clerk at a meeting, the LGB may appoint any one of their number or any other person to act as Clerk for that meeting.

### **Eligibility to Serve**

1. Governors shall be required, as a condition of LGB membership, to declare their eligibility to serve by completing and signing form a Form of the Declaration.
2. All governors shall be required to undergo an enhanced Disclosure & Barring Service check.

### **Governors' Terms of Office**

Governors will be appointed for a four-year term. Subject to remaining eligible to serve a governor may be re-appointed for consecutive periods.

### **Resignation and Removal of Governors**

1. A governor may at any time resign his office by giving notice in writing to the Clerk to the LGB.
2. A governor shall cease to hold office if he/she is removed by the person or persons who appointed him. This provision does not apply in the case of a parent or staff governor.
3. 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.
4. A staff governor shall automatically cease to hold office if she or he ceases to be employed at the academy. However, a parent governor shall not automatically cease to hold office solely by reason of the child (of whom that parent governor is a parent or carer) ceasing to be a student at the academy.
5. The Trustees may terminate the appointment of any governor who has failed to attend an LGB meeting for 6 months or more.

### **Governors' Interests**

Governors shall be required, as a condition of LGB membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the Academy's business. Governors must also register any interests that arise during their term of office.

### **Role of Individual Governors**

1. To attend meetings of the LGB and other occasional events arranged by the Academy.
2. To participate actively and constructively in meetings of the LGB and, in doing so, to assist the LGB in its oversight of the Academy's activities and effectiveness of Academy management.
3. To take an active interest in education in general and in the Academy in particular.
4. To abide by the Code of Conduct as agreed by the Trust Board, to abide by the Seven Principles of Public Life and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the LGB.

5. To contribute to the strength of the LGB by bringing an external perspective and experience to the LGB's oversight of the Academy but to stop short of giving professional advice.
6. To act as an ambassador for the Academy and to foster good relations between the Academy and the local community.
7. Always to act in the best interests of the Academy and not to speak or vote as if mandated by other persons or bodies.

### **Meeting of the LGB**

1. The LGB shall meet at least once in every term and shall hold such other meetings as may be necessary.
2. Subject as otherwise stated, all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the LGB written notice of the meeting and a copy of the proposed agenda.
3. A meeting of the LGB, called a "special meeting", may be called at any time by the Chair or at the request in writing of any three governors.
4. Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
5. Only the business on the agenda will be discussed at LGB meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
6. Governors will sign a register of attendance, any omissions from which may be remedied by the Clerk by annotating the register and by including the member's name in the minutes.
7. The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
8. As a committee of the Trust Board, Trustees can attend any meeting of the LGB.
9. Any question of attendance by any other person at a meeting of the LGB shall be decided by the LGB on the recommendation of the Chair after taking advice from the Principal and the Clerk.



### **Quorum**

1. Meetings of the LGB shall be quorate when at least 50% governors in post are in attendance.
2. If the number of governors present for a meeting of the LGB does not constitute a quorum, the meeting shall not be held. If during a meeting of the LGB there ceases to be a quorum, the meeting shall be terminated at once.
3. If a meeting cannot be held or cannot continue for lack of a quorum, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

### **Proceedings of Meetings**

1. Every question to be decided at a meeting of the LGB shall be decided by a majority of the votes cast by governors present and entitled to vote on the question.
2. Where, at a meeting of the LGB, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
3. A governor may not vote by proxy or by way of postal vote.
4. No resolution of the LGB 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.
5. A resolution in writing, signed (or emailed) by all the governors shall be valid and effective as if it had been passed at a meeting of the LGB duly convened and held. Such a resolution may consist of several documents in the same form, each signed (or emailed) by one or more of the governors.
6. Any member shall be able to participate in meetings of the LGB by video conference

### **Adjournment**

The Chair may at any time adjourn a meeting of the LGB. The decision of the Chair in this matter shall be final and shall not be open to discussion.

### **Minutes & Publication**

1. Written minutes of every meeting of the LGB shall be prepared and at every meeting of the LGB the minutes of the last meeting shall be taken as an agenda item.
2. Paragraph 1 shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
3. Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
4. Minutes of all LGB meetings will be submitted to the next available meeting of the Trust Board.
5. The LGB shall ensure that a copy of:

- I. the agenda for every meeting of the LGB.
  - II. the draft minutes of every such meeting, if they have been approved by the person acting as chair of that LGB.
  - III. the signed minutes of every such meeting; and
  - IV. any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
6. There may be excluded from any item required to be made available in pursuance of paragraph 5, any material relating to:
- I. a named teacher or other person employed, or proposed to be employed, at the Academy.
  - II. a named pupil or named student at, or candidate for admission or referral to, the Academy; and
  - III. any matter which, by reason of its nature, the LGB is satisfied should remain confidential.
7. Meetings of the LGB shall not open to members of the public and representatives of the press.

### **Parent Governors**

1. When the term of office of a parent governor is nearing expiry or a vacancy arises for any other reason, the Clerk shall arrange for all known parents of students registered at the academy to be invited to make nominations to fill the vacancy (refer to definitions in Articles 54 and 54AA).
2. In circumstances where there are more nominees than vacancies, the Clerk shall arrange for a ballot in accordance with the requirements of Articles 53-56. The name(s) of the successful candidates will be put forward for appointment by the Trust Board.

### **Staff Governors**

1. When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason, the Clerk shall arrange for all permanent employees to be invited to make nominations to fill the vacancy.
2. Where there is more than one nominee, the Clerk will arrange for a ballot and the name of the successful candidate will be put forward for appointment by the Trust Board.

### **Appointments**

It is a condition of appointment for staff and parent governors that they must:

- I. Declare their interests in the form prescribed by the Board
- II. Agree to be bound by the Code of Conduct approved by the Board
- III. Undergo an enhanced Disclosure and Barring Service (DBS) check