



**Transform Trust**  
**Governance Handbook**  
**June 2020**

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***Peter Munro, Chair of Trust Board***

As a Board of Trustees, we are passionate about our children and our school communities and our single purpose is very clear: ***‘to be an innovative and inclusive Trust working for all children’***. Governance is the first point of accountability and as a Board our ambition is to deliver world-class governance.

Trustees have a wide range of relevant skills and experience; we use skills audits and impact assessments to make further skills-based Trustee appointments. The Board challenges the CEO and all school leaders to ensure that all children in our schools receive outstanding teaching and learning experiences. The Board is accountable for all schools within the Trust.

Trustees are clear about the role and responsibilities for our Local Governing Bodies. We value Local Governing Bodies, as they are the key supporters and representatives of the children and families in their schools. Trustees support and encourage creative ways to deliver local governance that reflects the development state of each school and its governance needs. We value our Local Governing Bodies and will support and challenge them to be the best.



***Rebecca Meredith, Chief Executive Officer***

It is a massive privilege to lead Transform Trust. We are all passionate about the education of the whole child. We are committed to ensuring Transform children get every possible opportunity available to them.

As a Trust we share the good practice that exists in all our schools and have numerous opportunities for joint activities and shared professional development, whilst deliberately maintaining a schools independence, culture, ethos and values.

We are incredibly fortunate to have a National Leader of Governance (NLG) leading our Governance team. The expertise and extensive work of our Governance team means they are a recognised, established strength of Transform.

Along with the Board of Trustees, I set the overall strategic direction of the Trust with Local Governing Bodies translating and determining what happens at a ground level in schools and communities. Local governance therefore plays a massive part in the life of Transform, contributing to our success. They act as a gauge of the health of a school and, therefore, Transform as a whole. Partnership working between the Local Governing Bodies, Trustees and the central team helps deliver the very best for our children across the Trust living out our mission “together we achieve”.

Thank you for volunteering as a Governor in a Transform school. I look forward to meeting and working with you.

## Transform Trust

*Aim: To deliver appropriate and effective governance which is world class and fit for purpose*

### 1. Introduction

Transform Trust, is a Multi-Academy Trust (MAT) and was established on 2 September 2013.

Our Trust is both a Company Limited by Guarantee and an Exempt Charity, regulated by the Secretary of State for Education, who acts as the principal regulator. Our constitution and our charitable objectives are set out in our Memorandum and Articles of Association which are available on our website: [www.transformtrust.co.uk](http://www.transformtrust.co.uk)

The purpose of this document is to outline our governance arrangements, scheme of delegation and to provide clarity on the roles and responsibilities and authority of those who contribute to the governance and oversight of the Trust. This document is a subsidiary to our Articles and our Funding Agreements.

Our Trustees reserve the right (in their absolute discretion) to review and alter this document, our scheme of delegation and the level of delegated responsibility at any time, and will be formally reviewed for its effectiveness at least annually.

Insofar as the Trustees are able, they agree to abide by the provisions contained herein, and will consult with those affected on any significant changes.

Our Trustees have an overriding duty to act freely and in the best interests of the Trust and our schools at all times.

Our Core Purpose: 'To be an innovative and inclusive Trust working for all children.

Our values are woven into all aspects of our organisation; our strategy, operations and provision, and are a clear and concise articulation of our purpose:

Togetherness  
Resilience  
Ambition and adventure  
Nurturing  
Strength  
Fun  
Original  
Respect  
Motivation



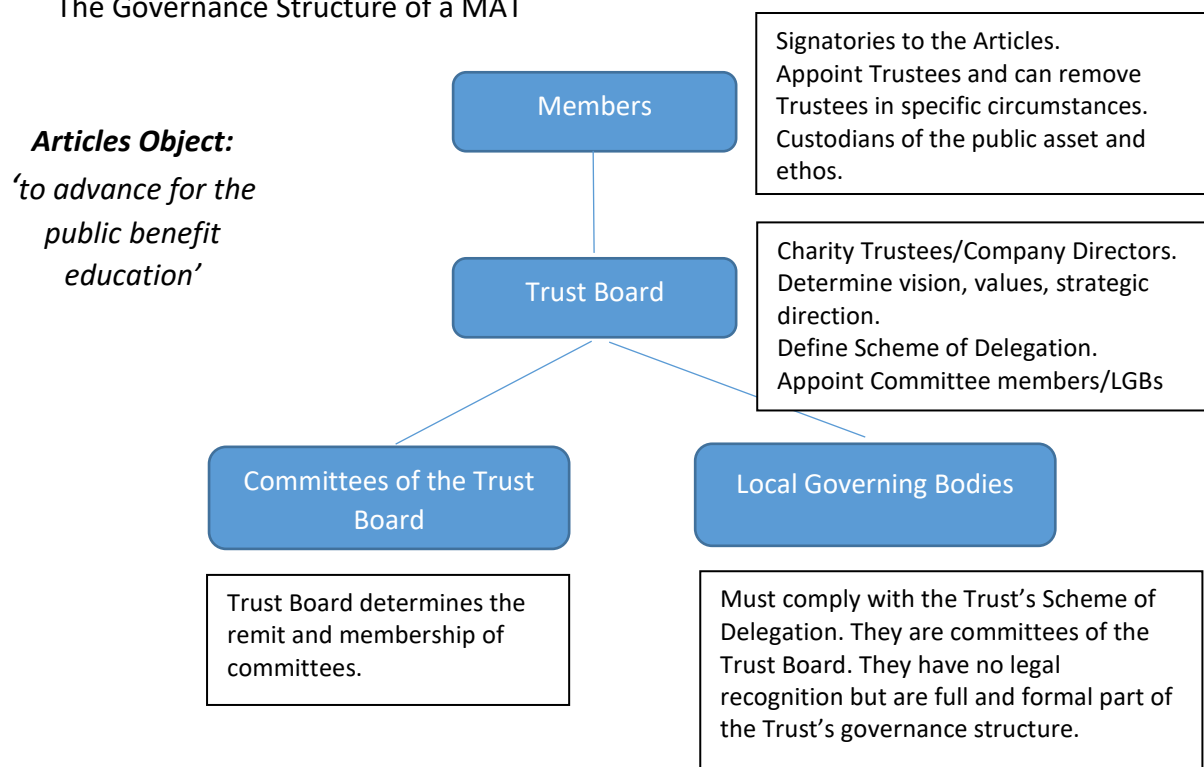
## Governance is the first point of accountability

*“The purpose of governance is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for educational and financial performance”.*

*“Boards must be ambitious for all children and infused with a passion for education and a commitment to continuous school improvement that enables the best possible outcomes. 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”, DfE Governance Handbook*

## 2. Layers of Governance - Accountability and Management

The Governance Structure of a MAT



**3. Members** – these are the custodians of the governance of the Trust. Although they constitute the top governance tier, they have limited powers and a largely hidden role in terms of the running of the Trust and have no day-to-day management responsibilities. **Members** do not technically have a term of office and each Member’s liability is limited to £10. Details of our Members can be found on our website:

The role of **Members** is laid out in the Articles and in Company Law. **Member’s** key responsibilities include:

- Ensuring the ‘object’ of the Trust is met: ***‘to advance education for public interest’***
- Making any amendments to the Articles of Association subject to any restrictions created by the funding agreement or charity law

- Appointing new Members or removing existing Members which will be ratified at the next Annual General Meeting of the Members
- Having powers to appoint (a minimum of 4) and remove Trustees
- By special resolution, issue direction to the Trustees to take a specific action
- Holding an Annual General Meeting of the Trust
- Appointing the Trust's auditors and receiving the Annual Report and Audited Annual Accounts
- Having the power to change the company's name and, ultimately, wind it up

Notwithstanding any provision of the Articles, the Members have formally delegated to the Trustees the power and responsibility to appoint up to two Trustees and such appointments will be ratified by Trustees at their next Board Meeting. Any removal by the Trustees of a Trustee appointed role will be undertaken by majority vote or by written resolution of a majority of the Trustees.

#### 4. Trustees

Trustees are appointed by Members. They are: Trustees for Charity Law purposes and also Directors, registered with Companies House. Trustees are responsible for the actions of the Trust and its schools and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all children and the expenditure of public money.

Trustees are required by their Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and practice of the affairs of the Trust.

Trustees meet as a Board of Trustees, known as the Trust Board. The Trust Board oversees the management and administration of the Trust and its schools; and delegates authority and responsibility to others.

All Trustees have the same responsibility, i.e. to act in the best interests of the Trust and schools, irrespective of any other role they may undertake – they are *fiduciaries – people in a position of trust*. A Trustee role profile is given in Appendix 1.

They meet at least 6 times per year. Further meetings may be called with the agreement of the Chair of Trustees. Meetings are scheduled in advance on a Forward Plan (see Appendix 2).

#### 5. Trust Board

Our Trust Board will set the strategic direction of the Trust, maintain legal oversight, monitor all activities, assess the performance of our schools and established and review policies and practices governing the life of our schools. The specific tasks and responsibilities of our **Trustees** are as follows:

- To determine the vision and ethos of the Trust whilst acknowledging the uniqueness of each individual school and the needs of the communities they serve.
- To, in conjunction with our CEO, develop a strategic plan for the Trust and to ensure the effective communication of that plan so it can be implemented across the Trust and in all our schools.

- To establish and maintain the schools (including the consideration of expansion of the Trust by taking existing or new schools into the Trust).
- To determine and ensure the implementation of policies and procedures which it is intended will achieve a consistently high quality of education and financial sustainability across the Trust.
- To make or ratify suitable appointments of individuals who serve or will serve on our Local Governing Bodies, including removing such individuals who fail to fulfil the expectations of the role.
- To approve the overall Trust budget and the budgets of each school, having regard to any recommendations of the Audit & Finance Committee which is responsible for conducting a thorough review of all budget proposals.
- To formally appoint the CEO.
- To provide challenge and support to the CEO and through this role to our schools.
- To set objectives and undertake performance appraisal of the CEO.
- To ensure that the CEO is effectively overseeing the objectives and outcomes of each school.
- To ensure appropriate performance management systems are in place and are effective across the Trust and are accompanied by relevant programmes for the professional and personal development of all staff.
- To regularly receive and review the key performance indicators (KPIs) from the schools.
- To oversee the delivery of the benefits that collaborative working, common approaches and common systems will bring across the schools.
- To ensure that the Trust operates effective health and safety systems and procedures.
- To ensure that the Trust has robust safeguarding arrangements in the Trust and all schools.
- To ensure there are robust financial systems and procedures in place that are adhered to by the Trust and each school (using termly internal audits to provide such assurance).
- To oversee the performance and delivery of any service provided by the Trust to the schools.
- To ensure proper advice is available to the Trust in relation to legal and compliance matters.
- To ensure a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained across the Trust and schools.

The organisation of the Trust Board is set out in our Articles of Association which determine the minimum frequency, quorum and the process for the appointment of a Chair and Vice Chair of the Trust Board. Our Trust Board will meet at least 6 times a year and the quorum for any meeting is the greater of 3 or a third of the Trustees appointed at any one time.

Trustees will make good decisions:

<b><i>Selflessness</i></b>	-	All decisions have been taken in the public interest.
<b><i>Integrity</i></b>	-	Not acted or taken decisions in order to gain financial or other material benefits for themselves, their families or their friends.
<b><i>Objectivity</i></b>	-	Decisions have been taken impartially, fairly and on merit, using the best evidence and without discrimination or bias.
<b><i>Accountability</i></b>	-	Comfortable with submitting themselves to external scrutiny.
<b><i>Openness</i></b>	-	Take decisions in an open and transparent manner.
<b><i>Honesty</i></b>	-	Have been truthful in their actions, decisions and reporting.
<b><i>Leadership</i></b>	-	Demonstrated the highest standards of public life in their individual and corporate behaviour.



## 6. Trust Board Committees

Trustees have outlined delegated powers from the full Board to a number of Trustee Committees; the Executive Team of the Trust and to Local Governing Bodies (LGBs). Full details of the delegated authority can be found in our Scheme of Delegation (8-34). The Board reserves the right to withdraw powers to any specific Committee or LGB at any stage at its discretion. Any dispute will be subject to normal resolution by the full Board of Trustees whose decision will be final.

Trust Committees include:

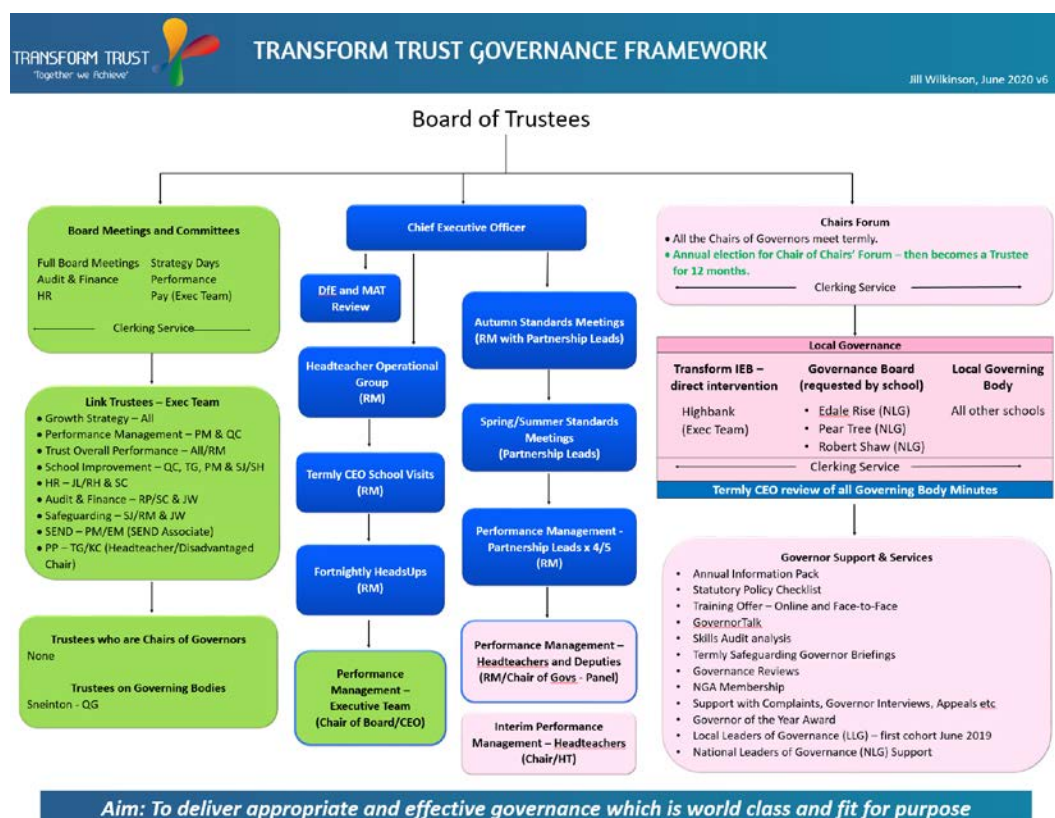
- Audit & Finance** – to review all key finance, risk and audit matters. This Committee will receive monthly finance reports, internal and external audit reports and set an appropriate finance policy whilst taking into account latest releases of the Academies Financial Handbook. The Committee will meet at least 3 times per year and report into full Trust Board.
- HR** – to review all key HR matters. The Committee will meet at least 3 times per year and report into full Trust Board.
- Pay** – to conduct annual performance appraisal of the CEO (and any special category staff), and to review all pay recommendations for Senior Management employees. The Committee will meet as is required by the process in order to make a recommendation to the full Trust Board.
- Performance** – to review individual school performance. The Committee will meet at least 3 times per year and report into full Trust Board.

Each Committee has its own terms of reference which can be found in Appendix 3.

## 7. Scheme of Delegation

Pages 8-34 outlines in detail our Scheme of Delegation.

**Chart 1: Trust Board Delegation and Relationship Structure** (Green: Trustees; Blue: CEO; Pink: LGBs)



## 8. Trustee Declarations

Trustees, upon appointment, complete and provide a range of compliance documentation in order to fulfil the requirements of the Academies Financial Handbook and safeguarding. This includes:

- DBS
- Declaration of Interests
- Code of Conduct
- Skills Audit

Thereafter, Trustees annually review their declarations making any changes where appropriate. Trustee DBS details are entered onto the Trust's single central record (SCR) to comply with safeguarding arrangements. The Chair of the Board must have their DBS signed off by the Secretary of State.

All details of Trustees are entered into the Department for Education's GIAS database (get information about schools).

All declarations of interest, even where there is a nil return, are recorded. The Clerks keep all the completed declarations and update the Trust/School's Register of Interests which is then published on the Trust and individual school's website.

All agendas include the declaration of any interests – professional or personal - for that particular meeting. Any failure to make a declaration shall require that they either complete a declaration immediately, withdraw from the discussion or leave the meeting.

Anyone who fails to disclose an interest having being requested to do so, may result in removal of their office and shall not be eligible for re-appointment at the Trust or at any school within the Trust.

Included in the signed declaration of interests is any role that the Trustee/Governor may hold in another educational institution whether as a governor, employee, proprietor, consultant or in any other capacity.

All pecuniary interests and interests in other educational establishments are disclosed on the school and Trust websites as required by the Academies Financial Handbook.

Gifts and hospitality may not be accepted and any offer must be notified to the Trust's Chief Financial Officer (CFO) The CFO shall be responsible for advising the Trust Board whether any such offer constitutes an attempted bribe or other irregularity and the Board will determine whether any further action shall be taken against the supplier or potential supplier making the offer.

Copies of compliance documentation can be found in Appendix 4.

## 9. Trustee Induction and Training

New Trustees undertake a formal induction which includes completion of the declarations (above); a discussion with the Chair of the Board; a visit to a school or Trust activity; a brief meeting with the Executive Team; observing a Trustee Meeting and training. Training is offered throughout their tenure, but as a minimum, Trustees will be expected to have done basic safeguarding, GDPR

and Prevent within the first term of their appointment. A copy of the induction is provided in Appendix 6.

Trustees will also be asked to articulate their contribution to the success and continued development of the Trust during external reviews and as part of self-evaluations.

## 10. The Role of the Chair of the Trust Board

Our Chair has a fundamental role in leading the business of the Trust and as a pivot between the Trustees and CEO. Our Chair is first amongst equals but has no defined individual power (except in an emergency). The specific tasks and responsibilities of our Chair are as follows:

- To ensure the Board provides a strategic focus to the Trust and our schools.
- To manage the business of the Trust Board to ensure it undertakes its duties efficiently and effectively in and between board meetings.
- To build, develop and mould our Trustees into an effective team, taking account of recruitment, succession and the professional development needs of the Trustees.
- To work in partnership with the CEO, developing a professional relationship, providing appropriate encouragement, challenge and support.
- To promote a culture of robust evaluation and continuous improvement across the Trust striving to drive up standards.
- To ensure the Board meets all its legal requirements by working closely with the Company Secretary and Clerk/Adviser to the Board.
- To represent the Trust to key external partners, the media and the public when required.

## 11. Chair and Vice Chair of the Trust

Our Trust Board, annually, at their first meeting, appoint a Chair for the Trust Board from within their numbers. Any person, who at the time of the election, is already a Trustee shall be eligible for appointment as Chair or Vice Chair. The Chair or Vice Chair may at any time resign his/her position by giving notice in writing to the Trust Board Clerk. No employees of the Trust may apply for the position of Chair or Vice Chair of the Trust Board.

## 12. Named Trustees

Apart from the Chair and Vice Chair, we have three named Trustees for Pupil Premium, Safeguarding and Special Educational Needs and Disability (SEND). These Trustees will meet at least termly with the Operational Senior Leader. Role profiles for these are given in Appendix 5.

### ***Key questions the Trust Board considers:***

1. Do we have sufficient knowledge and ability to test underlying assumptions about the process of improvement and/or data – and is therefore able to challenge effectively?
2. Do we have sufficient knowledge and ability to test underlying assumptions about the curriculum and is able to challenge?
3. Do we receive adequate information or analysis/quality papers/sufficient notice?
4. Do we challenge any lack of openness by the CEO or Executive Team?

## 13. The Role of our Chief Executive Officer

### **Strategic Leadership**

- In conjunction with the Trustees, set the strategic direction for the Trust.

- Identify, evolve and align the strategic vision for the Trust.
- Build and manage stakeholder relationships to deliver these strategies.
- Establish and recommend an appropriate budget direction.
- Reporting to and influencing the Trust Board.

#### **People Leadership**

- Provide people leadership and direction to the Trust staff team, Headteachers and Local Governing bodies.
- Support the delivery of objectives for the team.
- Provide regular review of performance and activity.
- The Headteacher under the leadership of the CEO is accountable for the performance of the school. Annual performance appraisals is performed jointly by the CEO and the Chairs of the relevant Partnership.

#### **Organisational Leadership**

- To lead and manage the operation of the Trust in order to achieve its objectives and create a local network of excellence.
- Rigorous assessment of financial performance of the Trust and be reassured that all elements would pass risk assessment.
- Work with the Governing Bodies and legal structures to ensure ongoing support for the activities and strategies.
- Lead efficiencies and collaborative working across the Trust.

#### **Performance Leadership**

- Raising overall aspiration and attainment through leadership, motivation and monitoring of Trust schools.
- Enabling and encouraging the sharing of best practice.
- Providing support and mentoring to the Headteachers and Governing Bodies to develop their skills and aspirations.
- To ensure that problems in school performance are identified and analysed, appropriate costed and prioritised solutions are developed and recommended in order to achieve whole school effectiveness.
- Analysing and utilising the collective strengths of all schools within the Trust.
- Leading the development and implementation of an effective school-to-school support framework.

### **14. The Role of our Executive Team**

The Executive Team is made up of the key leads who oversee functional operations and resources including school improvement, finance, HR, premises, health & safety, risk and ICT in order to support the educational performance of the Trust and its schools. The Executive Team works directly with the staff in each school to ensure that the Trust's strategic plan is being implemented and the required outcomes are achieved in accordance with the strategy and vision of the Trust board. The individuals who form the Executive Team operate under the leadership and direction of the CEO.

All members of the Executive Team have individual responsibilities, performance objectives and are managed directly by the CEO. The Executive Team as a body has no executive authority or responsibility, as all functions that it delivers are the responsibility of an individual within the team.

The Executive Team will seek input and advice from internal and external experts, including the Partnerships Leads and will seek to utilise and/or deploy staffing resources for the benefit of the Trust as a whole.

The Executive Team supports the CEO in delivering the following specific tasks and responsibilities:

- To manage the processes for schools joining the Trust (including carrying out appropriate due diligence and identifying any actions required to address areas of weaknesses or opportunities for improvement).
- To support schools to improve outcomes through the provision of school improvement services.
- To advise on, facilitate, supplement or provide (as necessary) any operational or managerial support to each school with regard to the core functions overseen by the Executive Team in accordance with the requirements of the Trust Board.
- To specific management controls and management reporting requirements, audit the associated processes, procedures and outcomes in each school, and identify and ensure the delivery of appropriate training and support.
- To provide operational and management support to the Headteachers and senior leadership teams within the schools.
- To assist the Trust, by supporting the Trust Committees, LGBs and their Committees, to achieve the collective strategic aims and objectives of the schools.
- To advise on staff structure within each school, identifying areas and implementing plans where collaboration will lead to improvements in teaching and learning and/or efficiencies.
- To implement and review systems for benchmarking of the schools across the Trust; developing systems for cross fertilisation and supporting the CEO in maximising the opportunities for resource sharing and collaboration.
- To build and keep under constant review a comprehensive risk management framework ensuring risk management strategies are executed appropriately across the Trust and in each school.
- To undertake the strategic management of the Trust's estates, including drawing up a strategic asset plan which identifies areas in need of expansions and/or development and areas likely to be surplus to requirements.
- To take a lead on any capital bids and allocations, supporting each school's premises team to carry out works safely and cost effectively.
- To support each school and LGB in the development of its financial planning and reporting in the context of the respective school's strategic goals and vision and strategy of the Trust.
- To seek out and apply for grant funds for the Trust and to raise further discretionary funds from the DfE/LA and third party sources.
- To aid the CEO in reporting appropriately to the Trust Board.

All senior leaders are expected to complete the same declaration documentation as the Trustees for auditing purposes which will be reviewed annually.

The cost of the functions undertaken by our CEO and Executive Team will be funded on a fair basis by the schools by their contribution of a percentage of the government funding provided to each school. This contribution has been approved by the Trustees.

## 15. The Role of our Partnership Leads

Our Trust has developed the role of Partnership Leads, drawn from the Senior Leading Headteachers from across the Trust. They act and support our CEO with a focus on improvement of quality of education, standards and outcomes. The specific tasks and responsibilities of our Partnership Leads are as follows:

- Create and manage Partnership development plans and calendars of activity.
- Oversee management of Partnership insets and events.
- Represent the relevant Partnership schools at appropriate meetings.
- Chair Partnership meetings, preparing appropriate papers and inputs.
- Feedback to CEO and Operational Heads on Partnership plans and progress.
- To identify best practice from within the Partnership group and Trust and from outstanding external providers so this is shared and embedded across the Trust.
- To lead Partnership discussions on performance, diagnose shared issues, broker support, monitor impact and build outstanding leadership capacity within schools.
- Work with Development Team colleagues to commission partnership support & research.
- Undertake standards meetings with Partnership schools, with CEO support initially and then as Lead.
- To focus on pupil achievement and experiences to ensure Trust strategies, interventions and systems are making a real difference.
- To work with Partnership area across the Trust to continue to drive up standards of pupil attainment and achievement.

## 16. The Role of our Local Governing Bodies

Our Trustees have determined that each school will have its own Local Governing Body (LGB). LGBs – appointed by Trustees – provide a tailored local model of governance for each school and each appropriately reflecting the local context and community. The Scheme of Delegation provides details of general powers delegated to each LGB which may be extended or withdrawn as Trustees see fit.

The purpose of LGBs is to provide the strategic direction support and local accountability for the performance of their school within the framework and parameters set by our Trustees. They are non-executive bodies supporting Trustees to deliver its responsibilities.

Those who serve on LGBs are accountable to the Trustees and must ensure that at all times they act in good faith and in the best interests of the schools and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience. All Governors must declare any business interests and any conflicts of interests (Appendix 4).

The core duties of a LGB are:

- Ensuring clarity of vision, ethos and strategic direction of their school.
- Holding the Headteacher to account for the educational performance of the school and its children.
- Overseeing the financial performance of the school and making sure its money is well spent; ensuring that the funds allocated are used only in accordance with the law, our Articles, their Funding Agreement and the ESFA Academies Financial Handbook.

Effective governance, according to the Department for Education (DfE) is based on six key features:

- Strategic leadership - that sets and champions vision, ethos and strategy.
- 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.

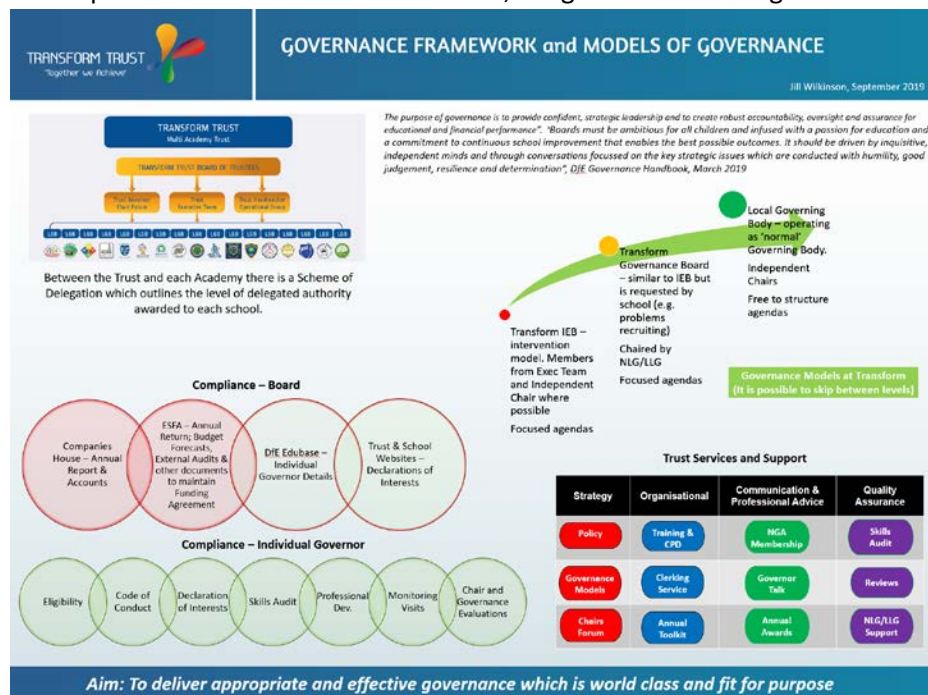
To demonstrate these skills and to achieve their own school's objectives, LGBs should:

- Monitor performance and the achievement of objectives and ensure that plans for improvement are acted on including the quality of provision.
- Ensure there is policy development and strategic planning, including target setting, to keep up momentum on school improvement.
- Ensure there is sound management and administration of the school.
- Ensure appropriate compliance and legal requirements are in place.
- Establish and maintain a transparent system of prudent and effective internal controls.
- Management of the school's financial, human and other resources.
- Helping the school be responsive to the needs of parents and the community making it more accountable through consultation and reporting.
- Setting the school's vision, priorities and standards of conduct and values.
- Assessment and managing risk.

Trustees may disband an ineffective LGB and impose any model of governance deemed appropriate including if necessary a Transform Interim Executive Board.

## Chart 2: Models of Governance

This shows the different models of governance at Transform. We do not believe that one size fits all and dependent on the needs of the school, the governance arrangements will be modified accordingly.



## 17. Chairs and Vice Chairs of Local Governing Bodies (LGBs)

Where possible, we encourage LGBs to identify an independent Chair whose term of office is normally 3 years. Chairs are usually re-appointed at the start of each academic year.

The Trust Board will approve all Chair appointments. Where it is not possible to appoint an independent Chair, or where governance is deemed 'ineffective' by the Executive Team of the Trust, the Trust will appoint a Chair for a time-limited period who may be an employee.

Chairs may, at any time, resign their position and should do so in writing to their Clerk. The Trust Board may also remove any Chair at any time where it feels is in the best interests of the Trust.

Where LGBs have sufficient number, they will appoint a Vice Chair, whose term of office is normally 3 years. Vice Chairs may, at any time, resign their position in writing to their Clerk.

## 18. Functioning of the Local Governing Body

### **Extract from Appendix 2 of the Scheme of Delegation (*Functioning of a Local Governing Body*)**

1. Chair of the Local Governing Body
  - 1.1 The Trustees of the Trust shall appoint the Chair to the LGB. This is the cornerstone of delegating powers to the LGB.
  - 1.2 Subject to paragraph 1.4, the Chair shall hold office as such until a successor is appointed.
  - 1.3 The Chair may at any time resign their office by giving notice in writing to the Trustees. The Chair shall cease to hold office if:
    - 1.3.1 they cease to serve on the Local Governing Body;
    - 1.3.2 they are removed from office in accordance with the Scheme of Delegation;
    - 1.3.3 Trustees judge the Chair to be under performing, or
  - 1.4 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of Chair, the Trustees shall appoint a temporary Chair while a new Chair is formally appointed.
  - 1.5 Where the Chair is absent from any meeting, the vice-chair as appointed by the members of the LGB shall act as the Chair for the purposes of the meeting.
  - 1.6 Where in the circumstances referred to in paragraph 1.5 the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the members of the Local Governing Body shall elect one of their number to act as a Chair for the purposes of that meeting.
  - 1.7 The Chair may be removed from office of the Trustees at any time in accordance with the Scheme of Delegation.
  - 1.8 A resolution to remove the Chair from office which is passed at a meeting of the LGB shall have no effect.
  - 1.9 The Chair of Governors shall become a member of Trust's Local Governing Bodies Chairs' Forum.



## 19. Local Governing Body Committees

Each LGB shall also have a Standards Meeting in addition to any committee. The role of this is predominantly to review overall school performance and review in detail the Headteacher's Report to Governors. These meetings are with the Trust's CEO and any Governor may attend.

### **Extract from Appendix 2 of the Scheme of Delegation (*Functioning of a Local Governing Body*)**

#### 4. Committees

4.1 Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body but having regard to any views of Trustees. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed by the Chair at least once in every twelve months. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present serve on the Local Governing Body.

## 20. Local Governing Body Delegation

### **Extract from Appendix 2 of the Scheme of Delegation (*Functioning of a Local Governing Body*)**

#### 5. Delegation

5.1 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Trustees or the local Governing Body may impose and may be revoked or altered.

5.2 Where any power or function of the local Governing Body is exercised by any subcommittee any member of the Local Governing Body, the Headteacher or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of their decision.

## 21. Trust Representatives on Local Governing Bodies

All schools will expect to have a named Trust representative who will join the LGB. These will usually come from the Trust Centre, from Headteachers or other Senior Leaders from other schools. They will assume the role of Governor in the same manner as other Governors and their term of office is determined by the needs of the Trust. Trust Governor representatives may be moved and reassigned at any time to a LGB.

## 22. Local Governing Body Meetings

All meetings are deemed confidential. Confidential items are noted at the end of each meeting and reported in separate minutes.

Meetings shall be convened by the Clerk on the instructions of the Chair. The Clerk shall comply with any direction given by:

- The Trust Board
- The Chief Executive Officer
- The Chief Operating Officer
- The LGB
- The Chair, or in the absence of the Chair, the Vice Chair.

Meetings are set out at the start of each academic year in agreement with the Governors.

All meetings shall include:

- Opening/closing items (welcome, declarations, confidentiality)
- Strategic Governance (e.g. school improvement plans, curriculum, self-evaluation, Headteacher's report, overall performance and quality assurance reviews)
- Financial Governance (management accounts, capital, grant funding such as pupil premium, SEND)
- Stakeholders (pupil, parents and staff voice)
- Statutory Duties (safeguarding, health & safety, equality incidents, staffing, policies, correspondence and complaints)
- Governor effectiveness (monitoring framework, school visits, training)

**Extract from Appendix 2 of the Scheme of Delegation (*Functioning of a Local Governing Body*)**

6. Meetings of the Local Governing Body

6.1 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.

6.2 The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body. In exercising their functions under this Scheme of Delegation the Clerk shall comply with any direction:

6.2.1 given by the Trustees or the Local Governing Body; or

6.2.2 given by the Chair of the Local Governing Body, or in their absence or where there is a vacancy in the office of Chair, the vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.

6.3 Any members of the Local Governing Body may, if notice in writing is given to the Chair & Clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the Chair & Clerk to convene such a meeting as soon as is reasonably practicable.

6.4 The Clerk shall provide to each member of the Local Governing Body at least seven clear days before the date of a meeting:

6.4.1 notice in writing thereof sent to each member of the Local Governing Body at the address provided by each member from time to time;

6.4.2 all reports or other papers to be considered at the meeting; and

6.4.3 a copy of the agenda for the meeting;

provided that where the Chair or, in the absence or where there is a vacancy in the office of Chair, 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 s/he directs.

- 6.5 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.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.1 the members of the Local Governing Body so resolve; or
  - 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.8 Where in accordance with paragraph 6.7 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 Clerk 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.
- 6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body 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 Clerk to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting. If the Trustees have appointed any additional members of the Local Governing Body then a majority of the quorum must be made of up such persons.
- 6.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.12 The quorum for the purposes of:
- 6.12.1 appoint a parent member;
  - 6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation; shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.
- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of a Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.
- 6.14 Subject to paragraphs 6.10-6.12, 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.
- 6.15 The proceedings of the Local Governing Body shall not be invalidated by:
- 6.15.1 any vacancy on the LGB; or
  - 6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, the Local Governing Body shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Local Governing Body;
  - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
  - 6.17.3 the signed minutes of every such meeting; and
  - 6.17.4 any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the school to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
- 6.18.1 a named teacher or other person employed, or proposed to be employed, at the school;
  - 6.18.2 a named pupil at, or candidate for admission to, the school; and
  - 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.19 Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
- 6.19.1 they have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting; and
  - 6.19.2 the Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## 23. Clerking

We have a number of permanent Clerks who provide Clerking services and support across our different governance layers. Our Clerking on a Page shows the different layers of Governance and our Clerking arrangements and support.

### **Extract from Appendix 2 of the Scheme of Delegation (*Functioning of a Local Governing Body*)**

#### 7. Clerk

7.1 Trustees in agreement with the LGB must appoint a clerk (the "Clerk") (who must not be the Headteacher) and may collectively remove the Clerk from office at any time.

7.2 In the absence of the Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of the Governors to act as Clerk for the purposes of that meeting.

7.3 The Clerk must:

- 7.3.1 convene meetings of the Local Governing Body;
- 7.3.2 attend meetings of the Local Governing Body and ensure that minutes of the proceedings are drawn up and issued within 28 days; and
- 7.3.3 perform any other functions determined by the Local Governing Body.

Additionally, where the appointed Clerk cannot attend a meeting, the Trust will in the first instance, provide a replacement prior to paragraph 7.2 (in the table above) being effected.

Our Clerks will prepare and distribute all governance documentation in preparation for any meeting. All meetings and information is treated as confidential.

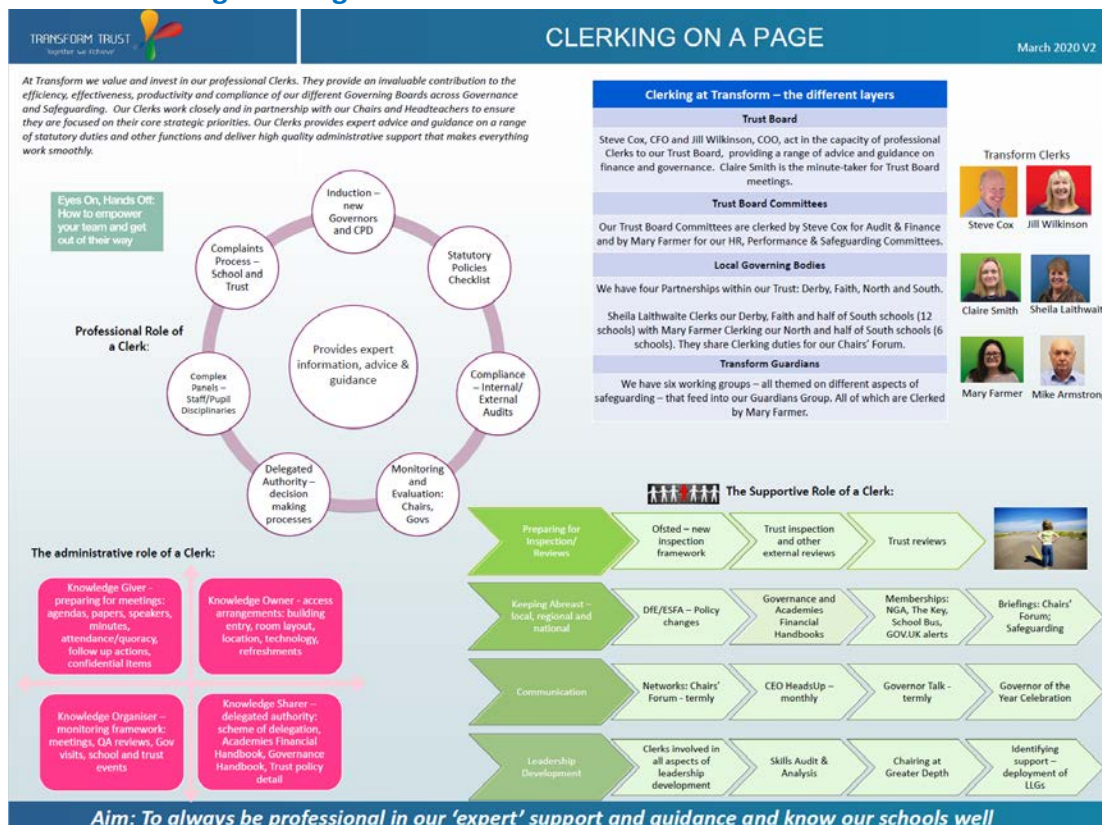
Our Clerks will store electronic information in relation to the Trust procedures and ensure that Governors can access information easily and where required, in paper format.

Minutes will not be released to any person until they have been checked by the Chair of the meeting.

Where we need to use Clerks outside the Trust’s employment, they are required to adhere to the Trust system and procedures for meetings, following Trust practice for agenda and minute presentation.

Freedom of Information or Personal Information requests, including any copies of minutes, must not be answered directly but must be referred to the Chief Operating Officer at the Trust.

Chart 3: Clerking on a Page



## 24. Conflicts of Interest

### Extract from Appendix 2 of the Scheme of Delegation (*Functioning of a Local Governing Body*)

- 2.1 Any member of the Local Governing Body 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 member of the Local Governing Body shall disclose that fact to the Chair as soon as they become aware of it. A person must absent themselves from any discussions of the Local Governing Body in which it is possible that a conflict will arise between their duty to act in the interests of the Trust or School and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 2.2 In any conflict between any provision of the Scheme of Delegation and the Articles of Association of Transform Trust, the Articles shall prevail.
- 2.3 Any disagreement between the members of the Local Governing Body and the Headteacher or any subcommittee of the Local Governing Body shall be referred to the Trustees for their determination.
- 2.4 All Governors are expected to comply with the National Governors' Association's Code of Conduct for Governors (Appendix 6 of this Handbook).

## 25. All Minutes

The minutes of every Governing Body meeting will be produced by the Clerk and shall be signed at the next subsequent meeting by the Chair. Draft minutes must be submitted to the Chair within a reasonable period of time (10 working days). Clerks shall place signed minutes in the Trust's governance records.

Clerks shall ensure that all documentation for every meeting are stored safely – both electronically and hard copy.

The purpose of the minutes is to:

- Record any decisions taken at the meeting so that auditors and regulators can be assured that any actions taken by a school were properly authorised;
- Record any actions agreed upon and the ownership of those actions so that they can be followed up at subsequent meetings to ensure compliance with the requirements of Governors;
- Record the participation and contribution of Governors so that reviewers can be assured of the quality of governance.

Local Governing Body minutes are reviewed termly by our CEO and all minutes will be made available to internal and external auditors upon request.

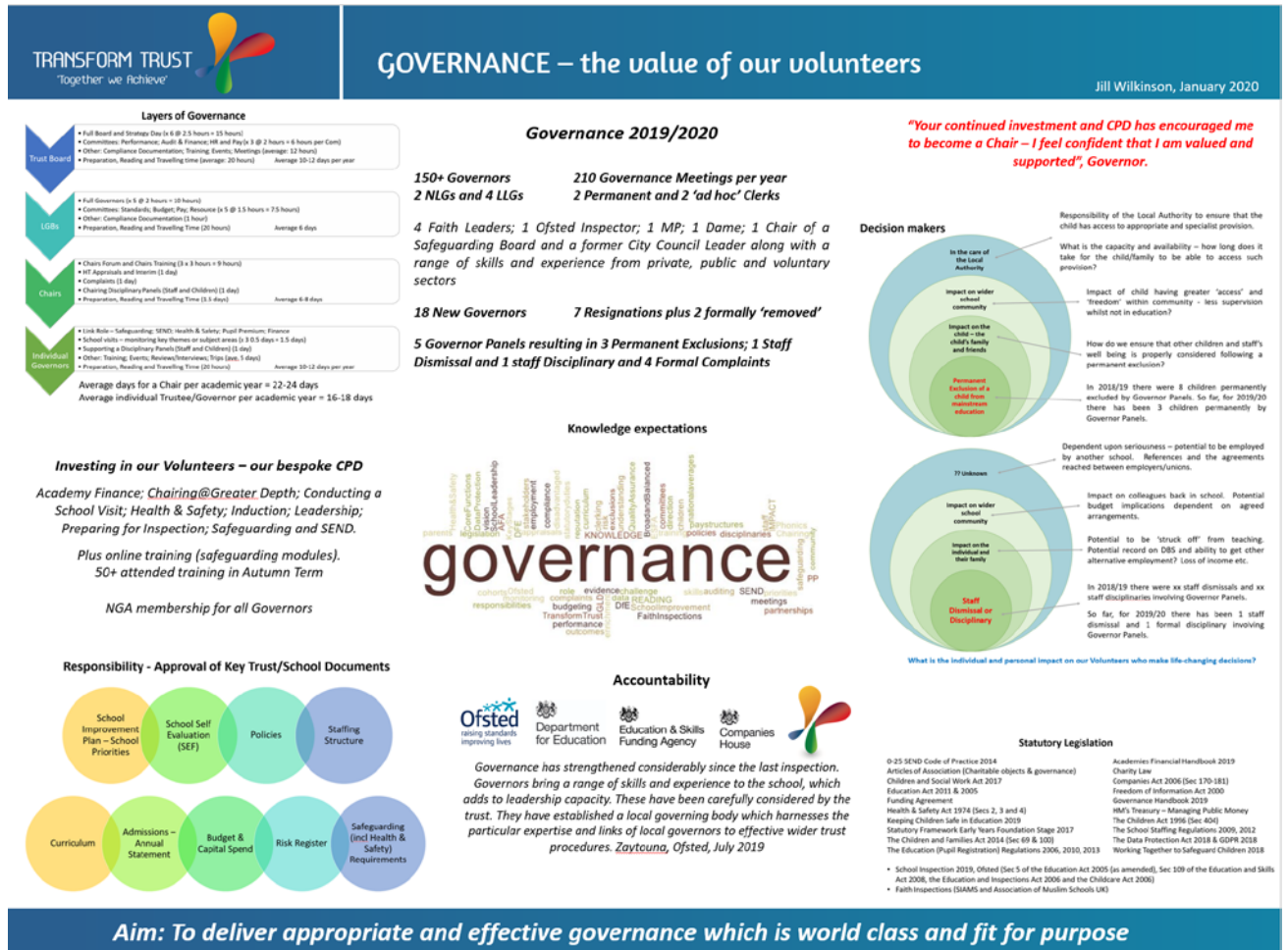
## 26. Governor Emails and Accessing Documentation

All Governors are issued with a school or Trust email account for all Governor business. Personal emails will only be used as a last resort.

All Governor documentation is stored on Google Drive which is only accessible via invitation and email account.

## Chart 4: Governance on a Page – the Value of our Volunteers

A 'point in time' showing the accountabilities, responsibilities, decisions and investment in our Governors.



## 27. Review of Performance

All Governors will be expected to review their participation and contribution annually. The NGA's self-evaluation document is available but LGBs are free to determine how they conduct their review. A review of the role of the LGB Chair should also be conducted by members of the LGB (copies of self-evaluation documents are included in Appendix 4).

The Trust Board reserves the right to intervene where governance is not deemed to be effective.

## 28. Trust Support

The Trust offers a range of advice, guidance and support to all Governors including:

- Membership to the National Governors' Association (NGA)

- Free online training for a vast range of safeguarding through SSSLearning – a CPD certified provider
- Face-to-face bespoke training: leadership for governance; chairing at greater depth; finance; SEND and health and safety
- Access to an effective Clerk
- Advice and support from the COO and Trust DSL who are both National Leaders of Governance (NLG)
- Development opportunities to become a Local Leader of Governance
- Support for disciplinary and complex panels (staff and child panels)
- Coaching and mentoring for Chairs and Vice Chairs.



## **Appendix 1: Trustee Role Profile**

## Trustee Role Profile

### Strategic Leadership

- Set a clear and explicit vision for the future of the Trust
- Set and model strong and clear values and ethos
- Ensure the Trust's values are communicated across the Trust
- Determine medium to long-term strategic goals, and development/improvement priorities for the Trust in conjunction with the CEO.
- Determine the tolerance levels and risk appetite for the Trust ensuring they are aligned with strategic priorities and improvement plans.
- Determine key strategic policies.
- Approve the key performance indicators/benchmarks and strategic goals for each school.

### Accountability

- Conduct the appraisal of the CEO and Exec Team.
- Provide challenge and support to the CEO, Exec Team and cross-Trust Senior Leaders.
- Determine and review reporting frameworks and information flows to ensure the Trust Board and the LGBs can fulfil their statutory functions.
- Ensure each school conducts robust self-assessment and improvement planning with appropriate milestones.
- Ensure there are clear processes for overseeing and monitoring school improvement.
- Ensure rigorous analysis of children's progress and attainment information drives improvement in each academy.
- Ensure robust appraisals occurs throughout the Trust.
- Ensure each school meets its obligations/responsibilities to their communities.

### Structures and Processes

- Maintain a scheme of delegation that is clear, unambiguous and provides a robust framework for holding bodies and individuals to account.
- Maintain effective communication between the Trust Board and LGBs, the CEO, Senior leaders and staff.
- Facilitate collaboration between the schools within the Trust to leverage improvement and efficiencies.
- Oversee the delivery of shared services and resources.
- Build positive relationships that encourage a professional culture and ethos across the organisation.

### Trust Resources

- Review the organisational structure to ensure it is fit for purpose and underpins the strategic objectives
- Approve the annual budget of the Trust ensuring resources are deployed effectively to meet the strategic objectives of the Trust and each school.
- Monitor actual expenditure against budget, cash flow and assets/liabilities.
- Approve site and asset management strategies.

- Approve and oversee any significant capital expenditure and building projects
- Approve all funding applications.
- Ensure effective controls are in place for managing within available resources and ensuring regularity, propriety and value for money.

### **Capacity**

- Develop skills and knowledge through undertaking high quality CPD.
- Undertake self-evaluation of contribution to the Board.
- Conduct succession planning to ensure the board, and the whole organisation, continues to have the people and leadership it needs to remain effective.
- Ensure staff development strategically supports increased capability and greater capacity.
- Ensure leadership and governance capacity is being built at school level.
- Conduct appeals as required and undertake disciplinary, complaint, pay appeals as required.

### **Compliance, Statutory and Contractual Requirements**

- Education and Employment legislation
- Charity and Company Law
- Academies Financial Handbook
- The Trust's Funding Agreements
- The Trust's Articles of Association
- Other relevant legislation

## **Appendix 2: Trustee Forward Plan**

### Trust Board – Forward Planner 2019-2020

Board/Committees	Sept	Oct	Nov	Dec	Jan	Feb	March	April	May	June	July
Board meeting	Wednesday 25-9-19 6.30pm		Wednesday 20-11-19 6.30pm		Wednesday 29-1-20 6.30pm		<del>Wednesday 18-3-20 6.30pm</del> *		Wednesday 20-5-20 6.30pm		Wednesday 08-7-20 6.30pm
Audit & Finance Committee			Wednesday 13-11-19 2pm					Wednesday 1-4-20 2pm		Wednesday 17-6-20 2pm	
Performance Committee			Wednesday 6-11-19 09.30am				Wednesday 04-3-20 09.30am				Wednesday 15-7-20 09.30am
HR Committee			Wednesday 20-11-19 5pm		Wednesday 29-1-20 5pm		<del>Wednesday 18-3-20 5pm</del> *		Tuesday 19-5-20 5pm		
Safeguarding Trustee				Friday 13-12-19 9.15am			<del>Friday 27-3-20 9.15am</del> *			Thursday 9-7-20 9.30am	
Headteachers' Performance Reviews	w/c 11-11-19										
Pay Committee					Tuesday 17-12-19 9am						
Board Strategy Day					Monday 20-1-20 10:30-3pm cancelled 26-11-19			Monday 27-4-20 10:30-3pm			
AGM	Monday 16 December 2019, 10.30am at Transform										
Operational Meetings											
Chairs Forum	Tuesday 12 November 2019, 8-10am				Tuesday 17 March 2020, 8-10am (Cancelled due to COVID-19 and rescheduled for 3 June 2020)			Tuesday 07 July 2020, 8-10am			
CEO/Headteacher Meetings – all Fridays	13-9-19	11-10-19	15-11-19	13-12-19	10-1-20	14-2-20	13-3-20 (FED Sum)	Moved to virtual meetings in light of COVID-19			
School Standards Meetings: CEO/Partnership Leads/HT & Governors	Termly										
Exec Team Meeting	Weekly										

- Cancelled due to Covid-19

## Committee Structure

Members	Trustees	Full Board	Audit & Finance	Pay	Performance	HR	Other Roles
Peter Munro Ian Griffiths Diocese (Corporate Member)  Next AGM: 16-12-19, 10.30am	Peter Munro	Chair		✓	✓		SEND Trustee (appointed 27-4-20)
	Qing Gu	Vice Chair		✓	✓ Chair		
	Roger Periam	✓	✓ Chair			✓	
	Toby Greany	✓	✓		✓		Pupil Premium Trustee (appointed 27-4-20)
	Joanna Luxton	✓		✓		✓ Chair	
	Alex Taylor (resigned 4-3-20)	✓			✓		Safeguarding Trustee & Chair of Chairs' Forum
	Rebecca Meredith	✓			✓	✓	
	Dame Susan Jowett	✓			✓		Safeguarding Trustee (appointed 27-4-20)
	Minute-Taker	Claire Smith	Mary Farmer		Mary Farmer	Mary Farmer	
	Executive Team - attendance	All Exec Team	Steve Cox Jill Wilkinson		Sarah Heesom	Steve Cox Rachel Hannon	Jill Wilkinson (Trustee Induction)

## Trust Events

Trust Annual Celebrations and other Events	
Trust Fun Run	Wednesday 25 September 2019
Trust Inset – A Day Of Possibilities	Friday 4 October 2019, Derby Stadium
Christmas Festival	Tuesday 3 December 2019, Emmanuel School
Performing Arts Festival	Thursday 25 June 2020, Emmanuel School – cancelled due to COVID-19
Children & Staff Celebrations	Friday 10 July 2020, Colwick Hall – cancelled due to COVID-19 – virtual celebration to be held

### **Appendix 3 : Trust Committees – Terms of Reference**

## a. AUDIT & FINANCE COMMITTEE

1. The Audit & Finance Committee is a Committee of the Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.

The Audit & Finance Committee is authorised to obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of Trustees. However, the Audit & Finance Committee may not incur expenditure in excess of £5,000 in doing so without the prior approval of the Trust Board.

### 2. **Role**

The role of the Audit & Finance Committee is to maintain an oversight of the Academy Trust's finance, risk management, internal control and value for money framework. It will report its findings annually to the Trust Board and the Accounting Officer as a critical element of the Transform's annual reporting requirements. It will also report at each Board meeting on any matter within its brief it considers relevant to Board.

The Audit & Finance Committee has no executive powers or operational responsibilities/duties.

### 3. **Duties**

The duties of the Audit & Finance Committee are to:

- 3.1 Advise the Trust Board and Accounting Officer on the adequacy and effectiveness of the Transform's finance, risk management, internal control and VFM systems and frameworks.
- 3.2 Review budget and forecasts prepared for Transform Trust, and once satisfied make recommendations to Board for appropriate approvals.
- 3.3 Review and update the Trust risk register to ensure risks are both identified, quantified and appropriately managed, for sign off on a termly basis by the Trust Board.
- 3.4 Advise the Trust Board and Trust Members on the appointment, re-appointment and dismissal of the external and regularity auditor.
- 3.5 Advise the Trust Board on the need for, and then, where appropriate, the appointment, re-appointment, dismissal and remuneration of, an internal auditor or other assurance provider to enable the Board to sign the corporate governance statement in the annual accounts.
- 3.6 Advise the Trust Board on an appropriate programme of work to be delivered by assurance providers (eg, external auditors, CFO, internal audit or other assurance provider). This programme of work to be derived from the Audit & Finance Committee's regard of the key risks faced by Transform, the assurance framework in place and its duty to report to the Governing Body as detailed in 3.1.
- 3.7 Review the external auditor's annual planning document and approve the planned audit approach.
- 3.8 Receive reports (annual reports, management letters, internal audit reports, etc) from the external and internal auditors and other bodies, for example the EFA and NAO, and consider any issues raised, the associated management response and action plans.



Where deemed appropriate, reports should be referred to the Board for information and action.

3.9 Regularly monitor outstanding audit recommendations from whatever source and ensure any delays to implementation dates are reasonable.

3.10 Ensure all allegations of fraud or irregularity are managed, reported and investigated appropriately.

3.11 Consider any additional services delivered by the external auditor or other assurance provider and ensure appropriate independence is maintained.

3.12 Ensure appropriate cooperation and coordination of the work of the external and internal auditors.

#### **4. Administration**

4.1 The Finance & Audit committee will meet once per term, and more often as the Board or committee members wish.

4.2 The Finance & Audit Committee will consist of at least two Trustees of the Trust Board. The Chair of the Trust Board cannot be a member of the Audit Committee.

4.3 The Finance & Audit Committee will be quorate only if two Trustees are present.

4.4 The Accounting Officer, Chief Finance Officer and other members of Transform staff may be invited to attend, but will have no voting rights.

4.5 Administrative support may be provided by the Clerk to the Trust Board.

4.6 Agendas will be agreed in advance by the Chair of the Finance & Audit Committee and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

4.7 Minutes of meetings will be taken and once approved in draft by the Chair of the Finance & Audit Committee, be submitted to the next scheduled meeting of the Governing Body.

4.8 The Finance & Audit Committee will review these terms of reference and self-assess its performance against these terms of reference on an annual basis.

#### **VERSION**

Draft 1 Issued September 2016 – considered by RP & TG

Draft 2 Issued: 6<sup>th</sup> October 2016 – renamed Finance & Audit Committee, more explicit reference to Finance content, more regular reporting into Trust Board (standing Board agenda item).

## **b. HR Committee**

Transform Multi Academy Trust Board of Directors has resolved to establish a HR Committee to advise the Board on matters relating to human resources. The Committee is responsible to the Trust Board. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

### **Main Duties**

To monitor and advise the Trust Board by each term on the following:

- to consider, determine and keep under review any strategies and policies for human resources and organisational development, including:
  - by law:
    - Appraisal
    - Capability
    - Confidential Reporting (Whistleblowing)
    - Discipline (includes Conduct and Managing Allegations)
    - Grievance
    - Pay
    - Safer Recruitment
  - Others:
    - Flexible Working
    - Probation
    - Others that may be required
- to consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives;
- to undertake the role of the disputed resolution panel to consider appeals against the Chief Executive Officer or Academy Trust decisions;
- to ensure effective measures are in place to promote equality and diversity in employment;
- to consider details of restructuring programmes following any necessary approvals in principle by the Trust Board;
- to develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Transform Trust's staff;
- to liaise with other Committees where and when appropriate;
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

### **Organisation**

- The HR Committee will meet once per term, and more often as the Board or committee members wish.
- The HR Committee will consist of at least two Trustees of the Trust Board appointed/reviewed annually.
- The HR Committee will be quorate only if two Trustees are present.
- The CEO will be an ex officio member of the HR Committee.
- The external HR Lead will attend meetings in an advisory capacity and will have no voting rights.
- Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

- The Chair of the HR Committee will be appointed by the HR Committee annually.
- Administrative support will be provided by the Clerk.
- Agendas will be agreed in advance by the Chair of the HR Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.
- The HR Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

### **Authority**

- The Committee is authorised by the Trust Board to investigate any activity within its term of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice if it considers this necessary.

### **VERSION**

V3 final, January 2019.

### **c. PAY COMMITTEE**

The Pay Committee is a Committee of the Trust Board and is authorised to observe all statutory and contractual obligations in relation to remuneration. The Committee will act on matters delegated by the Trust Board with fully delegated powers for Pay Trustees. The Committee will liaise and consult with, and make recommendations to other Committees where necessary. The Committee will consider safeguarding and equalities implications when undertaking all Committee functions. The Committee will reflect on the effectiveness of the Committee's work on a frequency determined by the Trust Board.

#### **Role**

The role of the Pay Committee is to:

- Keep under review the Trust's overall pay strategy and pay policy
- Receive recommendations from the CEO of all performance pay considerations for the Executive Team
- Receive recommendations from the Executive Team of all performance pay considerations for Executive Headteachers/Headteachers (and Heads of School?)
- Determine performance and pay progression based on consideration of the Exec Team's recommendations

#### **Membership**

- The Trust Board will determine the membership, proceedings and terms of reference which will be reviewed annually.
- The membership of the Committee may include members of the Trust Exec Team, by invitation, provided that a majority of members of the Committee are Trustees.
- The CEO is entitled to attend all Committee meetings.

#### **Quorum**

- As a minimum this must not be fewer than two Trustees and the CEO.

#### **Meetings**

- The Committee will meet at least twice during the year in the autumn and summer terms
- The Committee will choose a Clerk for that meeting from among their number. The CEO cannot be the Clerk, although a Trustee can fulfil this role.
- Any decisions taken must be determined by the majority of Committee members present who are Trustees. In the case of voting, a simple majority will take effect. In the event of a tie, the Chair will have a second vote to determine the result
- Minutes will be signed by the Chair of the Committee (or, in his/her absence, another Trustee) following approval by its members.
- Minutes of the Pay Committee will be available to the Trust Board and all appraisal records will remain confidential

- The Chair (or, in his/her absence, another member of the Committee) will present key decisions and a summary of the Committee's work at the next Trust Board meeting.

**VERSION**

Draft v1 Issued September 2019 considered by the Trust Board

#### **d. PERFORMANCE COMMITTEE**

Transform Multi Academy Trust Board of Directors has resolved to establish a Performance Committee to advise the Board on matters relating to the Trust's curriculum, quality and standards. The Committee is responsible to the Trust Board. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

#### **Main Duties**

To monitor and advise the Trust Board by each term on the following:

- Data on attainment and achievement for all of the Trust's schools
- School improvement work and leadership
- Overall performance of each of the schools
- Leadership standards
- Governance effectiveness
- Quality and impact of improvement and intervention strategies and plans
- Special Educational Needs (SEN) and inclusion
- Safeguarding arrangements
- Disadvantaged, vulnerable groups performance
- Approve annual plan of external validation visits
- Use of the Development Team in relation to school and Trust performance

#### **Detailed Responsibilities**

Curriculum and Quality:

- The schools' statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social and cultural learning
- Extra-curricular activities including implementation of TED (Transform Education Diploma)
- The educational needs of the pupils attending the Trust's schools
- The Trust's initiatives in relation to its Curriculum Statement
- To determine and update relevant strategies relating to the above

#### **Performance and Standards**

- To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the School Improvement Plan/Rapid Improvement Plan (SIP or RIP)
- Self-Assessment and Review
- To receive information on curriculum and quality issues for all the Trust's schools
- To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust such as Challenge Partners etc
- To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each Academy
- To review the effectiveness and impact of the Development Team deployed across the Trust

## **Organisation**

- The Performance Committee will meet termly
- The Performance Committee will consist of a minimum of three members of the Board Members of the Committee are appointed annually
- The CEO will be an ex officio member of the Performance Committee as will the Development Director
- Other employees of the Trust's may be invited to attend meetings but will have no voting rights
- The Chair of the Performance Committee will be appointed by the performance committee annually
- Administrative support will be provided by the Clerk
- Agendas will be agreed in advance by the Chair of the Performance Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting
- Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee
- The Performance Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval

## **VERSION**

V2 updated 4 September 2019 – approved by Full Board 25 September 2019.

## **Appendix 4: Compliance Documentation**



# Declaration of Interests – 2019/2020

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**All Members, Directors, Governors and staff must declare any relevant pecuniary, business or education body interests.**

It is important that Members, Trustees, Governors (including Headteachers) and staff not only act impartially, but are also seen to act impartially. The Board of Trustees, Local Governing Body and school staff have a responsibility to avoid any conflict between their business and personal interests and affairs, and those of the Trust. There is a legal duty on all Members, Trustees and Governors (including Headteachers) to declare any interest, including close family relationships, that are likely to lead to questions of bias, when considering any item of business at a meeting and for the Member, Trustee or Governor concerned to withdraw, if necessary, whilst the matter is considered.

## **Register of Interests**

To help put this duty into practice, the Trust is required to establish and maintain a register indicating individuals' business/pecuniary/relationships/roles on other educational body interests. This should include, if appropriate, the company by whom they are employed, directorships, significant shareholdings or other appointments of influence within a business or other organisation which may have dealings with any of the schools within the Trust.

- The register should include an entry for all Members, Trustees and Governors (including Headteachers).
- Individuals should include their own interest and those of any member of their immediate family (including partners) or other individuals known to them who may exert influence.
- The individual forms must be signed and dated by the individual.
- The forms must be completed annually, signed and dated, even if a nil return.
- The register sheet must be signed and dated by the Chair of the Local Governing Body and the Chair of the Trust Board to indicate that they have noted any declarations.
- The completed register will be retained by the Trust Clerk with a copy given to the Chair of Governors/Chair of Trustees and published online on the Trust website. The register will be made available to the Board of Trustees, the Chief Executive Officer (CEO), the Chief Finance Officer (CFO), the appointed external auditors, and the Education Skills Funding Agency (ESFA)/Department for Education (DfE), if requested.
- The completed register for the Board of Trustees must be countersigned by the Chair of the Trust Board and Company Secretary.
- The Trust Clerk will also complete, sign and date the form. This will be kept as part of the Trust register of interests.

The register enables Trustees to demonstrate that in spending public money they do not benefit personally from decisions that they make. The register must contain, as a minimum, the elements shown over.

## **Other staff with financial responsibility**

It is also a requirement for all individuals in a position to influence financial decisions across the Trust, to complete a form declaring any interests as identified in 1 above. These forms should be countersigned by the Headteacher within each school to indicate that he/she has noted any declarations. Where a staff member is also a Trustee or a member of any Local Governing Body within the Trust, their form must be countersigned by the Chair of the LGB (for Governors) or the Chair of the Board (for Trustees).

### Declaring Interests at Meetings

There will be a standing agenda item at every meeting (including committees) called: Declaration of Interests' to allow Trustees and Governors the opportunity to declare ANY interests relating to items on the agenda.

For completion by **ALL** individuals:

1.	Do you have any pecuniary or business interests?	<b>Yes / No</b>	If yes, please provide details over
2.	Do you hold any positions (i.e. Director, Company Secretary, Governor, Trustee) in any other organisation	<b>Yes / No</b>	If yes, please provide details over
3.	If applicable, please provide the full names of individuals that would be classed as close family members as defined as:  <i>those family members, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity. Close family would therefore normally include a <b>person's spouse or partner, all children, siblings and parents.</b></i>	<b>Yes / No</b>	If yes, please provide details over
4.	Does any individual listed in 3. Above hold a directorship or controlling interest in any company?		
5.	Have you or any individual, company or business listed in 1-4 above been involved in any related party transactions with any school within the Trust, or the Trust?  <i>Related party transactions: the transfer of assets or liabilities or the performance of services by, to or for a related party irrespective of whether a price is charged e.g. any direct or indirect interest (completed or pending) in any sales, purchases, transfers, leasing arrangements, guarantees or other transactions.</i>	<b>Yes / No</b>	If yes, please provide details over

Signed:	
Print Name:	
Date:	

**Please return to your Clerk to Governors, Transform Trust, before Friday 1 November 2019.**

**Failure to complete and return signed forms will be in breach of the Academies Financial Handbook. This may result in the individual being asked to refrain from conducting any Governor work until the forms are returned.**

**Declarations:**

1.	<p>I have the following pecuniary/business interests:</p> <p>Nature of Interest:</p> <p>Company Name and Address:</p>
2.	<p>I hold the following positions:</p> <p>Role:</p> <p>Organisation (name and address):</p>
3.	<p>Close family members who may exert influence:</p> <p>Name: Relationship:</p> <p>Organisation:</p>
4.	<p>Family members who hold a directorship or controlling interest in any company:</p> <p>Name: Nature of interest:</p> <p>Organisation:</p>
5.	<p>Third party transactions</p> <p>Nature of transaction:</p>

# Declaration of Interests – 2020/2021

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## For September 2021/2022 Academic Year

I have read and checked the above and confirm that there are no changes.		
Name:	Signed:	Date
OR, please send me a new form for completion (please tick) <input type="checkbox"/> Yes, I need a new form		

Please complete and return to your Clerk.

# Trustee Board Skills Audit

## Why this is important

This audit is a useful way of assessing the needs of our Board. The Board will use it to help identify any gaps in knowledge, experience, skills and behaviours needed to deliver our functions effectively.

In January 2017, the DfE released a new Competency Framework for Governance, structured around the DfE's newly identified "six features of effective governance". The governance handbook 2019 states that "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". The DfE suggest one way governing boards can use the competency framework is to inform how they carry out a skills audit.

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

The Competency framework has been written to cover all possible bases in school governance. It should be used to provide clarification of government expectations, rather than as a set prescribed checklist. We are best placed to individually assess which areas outlined in the framework are most important for us, and so while the new skills audit is structured around the DfE's six features of effective governance, it doesn't attempt to replicate all 200 plus competencies, knowledge skills and behaviours included.

## How to use it

No individual is going to have all the skills listed in the audit. The Board is a team, and the purpose of the audit is to ensure that each skill below is covered by at least one of the trustees around the table. If there are any gaps, these can be used to inform further recruitment to the board.

This exercise is designed to enable all Trustees to set out their skills and experience whatever their backgrounds, and make clear that the essential and desirable skills for governance can be acquired through a range of life experiences. The skills and knowledge sought are those which enable the Board to ask the right questions, analyse data and have focussed discussions which create robust accountability for Trust leaders.

Each knowledge, experience, skill or behaviours should be rated on a scale of 1-5, with 1 indicating no experience or knowledge in this area, and 5 indicating strong expertise.

Trustee Name:

Date:

Please return completed form to:

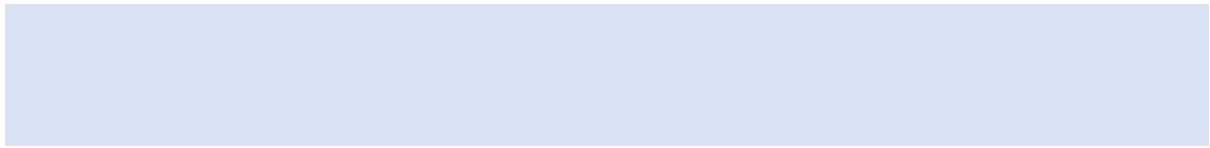
Steve Cox, Chief Financial Officer  
[Steve.cox@transformtrust.co.uk](mailto:Steve.cox@transformtrust.co.uk)

Trustee of Transform Trust – knowledge, experience, skills and behaviours	Level of knowledge or skills/behaviour: rate on scale of No → → → Yes				
	1	2	3	4	5
<b>1. Strategic leadership</b>					
I am committed to improving education and welfare for all pupils.					
I understand current national education policy and the local education context.					
I have experience of charity law and governance.					
I have experience of trusteeship or management of a complex organisation with multiple sites/subsidiaries.					
I have experience of chairing a board/governing board or committee.					
I am committed to the organisation's vision and ethos.					
I have experience of strategic planning and applying this to set and preserve the culture of the organisation.					
I have experience of working with executive leaders to agree and monitor operational plans.					
I am able to question and challenge, working as part of a team to identify viable options through collective decision making.					
I am able to work in a professional manner, avoiding conflicts, acting with transparency and integrity.					
I am confident I can identify when to seek independent/professional advice.					
I have experience of stakeholder management and engagement including communicating with and taking account of the views of parents and pupils.					
I have experience of promoting community cohesion.					
I understand school sector risk management including conflicts of interest/loyalty.					
I am proficient in prioritising, assessing and mitigating risk.					
I have experience of agreeing organisation expansion plans and conducting due diligence on other organisations prior to signing a legally binding contract.					
<b>2. Accountability</b>					
I understand the importance of collecting high quality data and have expertise using data to interpret/evaluate performance and identify trends to target improvement.					
I have experience of curriculum development, school assessment and progress/attainment.					
I have experience of working with executive leaders to establish expectations for improvement and outcomes.					
I have experience of agreeing the range and format of information and data needed in order to hold leaders to account.					
I have experience of providing challenge to leaders on strategies for monitoring and improving behaviour and safety.					
I understand the board's duties in relation to safeguarding including Prevent.					
I have an understanding of special education needs and disabilities (SEND).					
I have financial management expertise including funding allocation/budget monitoring, and financial solvency. I am able to contribute to financial self-evaluation and efficiency drives.					
I have experience of basing funding decisions on organisational priorities and the ability to interpret financial data and question financial performance against strategic priorities.					
I have experience ensuring that organisational financial obligations are met and adequate financial controls are in place, including submission of annual returns and accounts.					

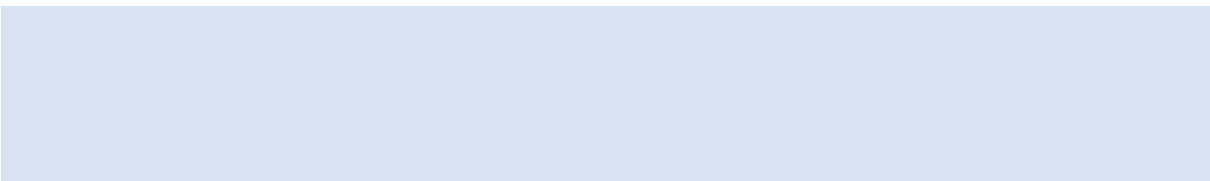
I have business development experience/expertise.					
I have experience of procurement/purchasing.					
I have experience of property and estate-management.					
I have experience of HR policy and processes including employment legislation, executive recruitment, performance management and pay.					
I have experience of school sector HR policy and processes.					
I have experience of change management (overseeing a merger or an organisational restructure).					
I have experience of marketing, media and PR.					
I have experience of preparing for and responding to external oversight.					
I have experience of inspection and oversight in the school sector.					
<b>3. People</b>					
I am willing to devote time, enthusiasm and effort to the duties of and responsibilities of a trustee including duties of compliance, care and prudence.					
I'm a strong communicator and experienced in building strong collaborative relationships.					
I am able to discuss sensitive issues with experience of conflict resolution and influencing consensus.					
I am able to demonstrate a commitment to ethical behaviour and values, honesty, independence of thought and sound judgement.					
I am committed to equal opportunities and the promotion of diversity.					
I am willing to reflect, listen and learn from a diversity of views, to receive and provide feedback and accept impartial advice.					
<b>4. Governance</b>					
I am familiar with the strategic nature of the board's functions and how this differs from and works with others including executive leaders and academy or regional committees.					
I have experience of designing/reviewing/adapting governance structures appropriate to the size and complexity of the organisation, reflecting the diversity of stakeholders.					
<b>5. Compliance</b>					
I have you have experience of complying with legal, regulatory and financial frameworks and statutory guidance.					
I understand and accept the legal duties, responsibilities and liabilities of trusteeship.					
Governing boards are responsible for ensuring schools comply with a whole range of legal responsibilities. I have experience ensuring legal compliance in this way and a commitment to understanding the full range of legal responsibilities.					
I understand the importance of adhering to organisation policies e.g. on parental complaints or staff discipline issues.					
I am able to speak up when concerned about non-compliance.					
<b>6. Personal Development</b>					
I am aware of my own strengths and weaknesses and committed to personal development.					
I have experience evaluating board decisions and am willing to contribute to board self-review.					

**Existing MAT Trustees only**

What contribution do you feel you have made to the trust board over the past year?



Please give brief details of courses you have undertaken in the past year - include trustee training, work based training/development and/or any other development/training activities.



Are there any additional areas of the board's responsibilities to which you would like to contribute in the future?





## Trustees Code of Conduct

### Statement of intent

At Transform Trust we recognise and value the effort taken by members of the board of Trustees who contribute towards our schools. We encourage the board's assistance and acknowledge that many school activities and processes would be at risk if it were not for their help. As a result, we want to make sure that time spent by members as part of the board of Trustees is productive and enjoyable.

This code of conduct outlines what is expected from members of the board of Trustees and sets out the code of conduct which all members are required to comply with.

For the purpose of this document, the term 'board' will refer to the board of Trustees, unless otherwise stated.

### 1. Role and responsibilities

- 1.1. This code of conduct will be reviewed by the board on an annual basis and will be signed by trustees at the first meeting of the academic year.
- 1.2. The board is responsible for formulating and reviewing the trust's vision, values and long-term strategy.
- 1.3. The board will exercise overall control over the trust's financial affairs.
- 1.4. The board will act fairly and in accordance with equal opportunities principles while making decisions affecting the appointment, recruitment, professional development, performance management, payment and discipline of staff.
- 1.5. The board will make decisions collectively and take joint responsibility for their actions.
- 1.6. Trustees will hold themselves accountable for the performance of the board and the performance of the trust.
- 1.7. Board members will not use their status as a director to gain advantage within the trust.
- 1.8. Members of the board accept that they have no legal authority to act individually, except when they have been given delegated authority to do so.
- 1.9. Trustees will only speak on behalf of the board when they have been specifically authorised to do so.
- 1.10. Trustees will recognise the difference between their role and that of staff members, volunteers and other layers of governance.
- 1.11. Board members are responsible for:
  - Attending all meetings expected from them and providing apologies for any absences in advance.
  - Preparing and contributing effectively to meetings and discussions.
  - Acting in a fair and open-minded manner during discussions.
  - Considering professional advice on anything which they do not have expertise in themselves.
  - Acting in the best interest of the Trust.
  - Ensuring that a properly constituted, balanced and competent board is maintained.
  - Conducting themselves in a manner which does not damage or undermine the reputation of the trust or its employees.

- Honouring the authority of the chair of the board of Trustees as appointed leader of the board and supporting them in their role.
- Studying the agenda and associated information prior to the meeting, ensuring that meetings are attended fully prepared.
- Continually seeking ways to improve board governance practice.
- Participating in induction, training and development activities.

## 2. Commitment

- 2.1. Members of the board fully understand their role and are committed to the amount of time and energy the role involves.
- 2.2. Members of the board will be actively involved in their role and accept their fair share of responsibilities within the board.
- 2.3. Trustees will actively participate in the school community, and will respond to opportunities to be involved in school activities and events.
- 2.4. Full commitment will be given to the attendance of meetings.
- 2.5. Trustees will demonstrate a commitment to the development and implementation of good practice, both within the board and across the Trust.
- 2.6. Trustees will be committed to engaging in the life of schools in the Trust, in order to further assist their decision making.
- 2.7. Trustees will demonstrate a commitment to engaging and maintaining links with local governing boards and other stakeholders.
- 2.8. All relevant training and inductions will be undertaken in a prompt and efficient manner.
- 2.9. Members of the board will develop and maintain up-to-date knowledge of the Trust and its environment.
- 2.10. Trustees will help to identify good candidates for Trusteeship.

## 3. School procedures

- 3.1. With the assistance of the Trust's leadership team, Trustees will ensure that each school within the Trust complies with statutory and good practice requirements.
- 3.2. The board will ensure that each school's policies and procedures, including those that are statutory and those that reflect the ethos of the Trust, are appropriately reviewed, amended and implemented, ensuring that they are up-to-date and compliant with any legislation or national guidance.
- 3.3. The board will ensure that appropriate procedures are in place to govern the board, including those in relation to the election, training and removal of Trustees.
- 3.4. Trustees will act within the governing document of the trust and abide by the Trust's policies and procedures.
- 3.5. The board will ensure that there are clear written policies regarding the claiming of expenses by Trustees.
- 3.6. The board will ensure that they, and the Trust as a whole, act in accordance with legislation and statutory guidance.
- 3.7. All Trust policies and procedures agreed by the board will be made clear and understood by the staff members responsible for implementing the protocols. Directions given to staff will come from the board.

3.8. All members of the board will make themselves familiar with the Trust's procedures, including the following:

- Trust's Child Protection and Safeguarding Policy
- Trust's Equal Opportunities Policy
- Trust's Health and Safety Policy
- Trust's Whistleblowing Policy
- Trust's Data Protection Policy
- Trust's Complaints procedures
- Trust's Pay and Appraisal Policies
- Trust's Finance Policy
- Other Trust Policies as determined by the Board

#### 4. Conflicts of interest

- 4.1. Members of the board will act in the best interests of the Trust at all times and will not act in the interest of, or as a representative of, any group or individual.
- 4.2. Trustees will record in the Register of Pecuniary Interests any conflicts of interest that they might have in connection to the board's business in accordance with the Academies Financial Handbook.
- 4.3. Interests of those related or closely connected to a director will be declared on the Register of Pecuniary Interests in accordance with the Academies Financial Handbook.
- 4.4. Members of the board will declare any conflict of interest they may have in an item of business on the agenda, will immediately remove themselves from the meeting while it is under discussion, and will not be involved in any votes taken on the matter.
- 4.5. Any conflict of loyalty will be declared at the start of any meeting, should the situation arise.
- 4.6. Trustees will aim to foresee and avoid any conflicts of interest.
- 4.7. Trustees will not benefit, financially or in other terms, for themselves, their families or their friends from their role on the board of Trustees.
- 4.8. Any transaction, under which a trustee will benefit either directly or indirectly, will have proper legal authority.
- 4.9. Board members will not place themselves under any financial or other obligation to external individuals or organisations which might influence the performance of their director duties.

#### 5. Confidentiality

- 5.1. When matters discussed between Trustees are deemed confidential, or where they concern specific members of staff or pupils, complete confidentiality will be observed – both inside and outside of the Trust.
- 5.2. Trustees partaking in discussions regarding Trust business outside of board meetings will exercise the greatest prudence at all times.
- 5.3. The details of a board vote will not be revealed under any circumstance.
- 5.4. Trustees accept and consent that, in the interests of open and transparent governance, their name, date of appointment, term of office, role, attendance record and any business/pecuniary interests they have will be published on the Trust's website.

## 6. Behaviour of Trustees

- 6.1. The board will seek to develop open, honest and effective working relationships with the Chief Executive Officer, the Executive Team of the Trust, Headteachers, Chair of Governors, as well as any other relevant person.
- 6.2. Members of the board will continuously strive to work as a team.
- 6.3. Trustees will always express their views openly, but in a courteous and respectful manner.
- 6.4. The board will acknowledge the time, effort and skills demonstrated in the execution of delegated functions by other Trustees.
- 6.5. Trustees will seek to support and encourage all those they come into contact with through the role.
- 6.6. Trustees will take into account any concerns expressed about their delegated function, and will be prepared to answer queries from other Trustees regarding their role.
- 6.7. When making decisions, Trustees will carefully consider how their decisions and actions might affect those who are part of the school community, the Trust as a whole and the wider locality.
- 6.8. Trustees will not break the law, go against charity regulations or act in disregard of the Trust's policies in any aspect of their role on the board.
- 6.9. Where a director also holds another role within the trust, such as a volunteer, they will strive to keep these roles separate.
- 6.10. Trustees will use the Trust's resources responsibly, ensuring that any expenses or reimbursement are documented.
- 6.11. Trustees will not accept gifts or hospitality without the prior consent of the board.

## 7. Removal of a Trustee

- 7.1. The board of Trustees will only suspend or remove a member from their post as a last resort.
- 7.2. The board will attempt to resolve any difficulties or disputes in a constructive manner before suspension or removal is considered.
- 7.3. In the event that the need arises to suspend or remove a director, the board will do so by following the established procedures outlined in the Trust's governing document, to ensure a fair and objective process.
- 7.4. Where it is written into the trust's governing document, a vote of no confidence will be held to encourage someone to resign as a director.
- 7.5. In the event that a member of the board wishes to leave their role as a director, the chair of the board will be informed in advance in writing, stating the reason for their resignation.
- 7.6. When a member has left their role on the board, the records held by the Charity Commission about the Trust will be updated.
- 7.7. Where the leaving director has special responsibilities, a handover will be arranged to ensure that the duties are appropriately fulfilled.
- 7.8. Where the leaving director is named on the Trust's title deeds to land or property, legal advice will be sought.

## 8. Breaching the Code

- 8.1. If a member of the board breaches this code of conduct, the issue will be raised with the chair of the board of Trustees, who will investigate the concern.

- 8.2. In the event that it is believed the chair of the board of Trustees has breached this code of conduct, another member of the board will undertake the investigation.
- 8.3. Trustees are aware that substantial breach of this code may result in their removal from the board.
- 8.4. In the event that the code has been breached, board members will be given the opportunity to defend their actions before a decision regarding removal or suspension is made.
- 8.5. In the event that a trustee is asked to resign from the board, they will accept the majority decision of the board and resign at the earliest opportunity.

### **Nolan Principles**

The seven principles of public life apply to anyone who works as a public office-holder. They were first set out by Lord Nolan in 1995 and they are included in the Ministerial Code. This includes people who are elected or appointed to public office, nationally and locally, and all people appointed to work in:

- the civil service
- local government
- the police
- the courts and probation services
- non-departmental public bodies
- health, education, social and care services

#### **1. Selflessness**

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

#### **2. Integrity**

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

#### **3. Objectivity**

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

#### **4. Accountability**

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

#### **5. Openness**

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

#### **6. Honesty**

Holders of public office should be truthful.

## 7. Leadership

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

### Code of Conduct Acknowledgement Form

<b>Name of director:</b>	
<b>Role in the board of director (tick as appropriate):</b>	<b>Chair</b> <b>Vice Chair</b> <b>Board Member</b>
<b>Year of appointment:</b>	
<b>Length of appointment:</b>	
<b>Committee Member:</b>	<b>Performance</b> <b>Audit &amp; Finance</b> <b>CEO Performance Management</b>

I hereby acknowledge the terms detailed within the Board of Trustees Code of Conduct and agree to abide by this code whilst I am an acting member of the board. I understand that the role is of a voluntary nature and, therefore, I will not receive payment for my duties. Any expenses which I claim will be in line with the **Trustee Allowance Policy**.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## Self-evaluation: 20 key questions for Local Governing Bodies

<b>Governing Body Effectiveness – right skills: do we have the right skills on the Governing Board?</b>	
1. Have we completed a skills audit which informs the Governor specification we use as the basis of governor appointment and interview?	<i>(yes/no answer, how do we use this information to help shape CPD as well as recruitment?)</i>
<b>Effectiveness: Are we as effective as we could be?</b>	
2. How well do we understand our roles and responsibilities, including what it means to be strategic?	<i>(including statutory roles, checking website for statutory documents which should be published, pupil premium, pec interests, info on GB etc)</i>
3. Do we have a professional clerk who provides legal advice and oversees the Governing Board’s induction and development needs?	<i>(yes/no answer, who does the performance management of the clerk and how is the GB involved in this?)</i>
4. Is the size, composition and committee structure of our Governing Board conducive to effective working?	
5. How do we make use of good practice from across the country?	<i>(can we give examples?)</i>
<b>Role of the Chair: Does our chair show strong and effective leadership?</b>	
6. Do we carry out a regular 360° review of the chair’s performance and elect the chair each year?	<i>(Check that the Chair has given consent)</i>
7. Do we engage in good succession planning so that no Governor serves for longer than two terms of office and the Chair is replaced at least every six years?	
8. Does the Chair carry out an annual review of each Governor’s contribution to the Board’s performance?	
<b>Vision, ethos and strategy - strategy: Does the school have a clear vision and strategic priorities</b>	
9. Does our vision look forward three to five years, and does it include what the children who have left the school will have achieved?	
10. 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?	<i>(how is the GB involved in contributing to the development of priorities/vision?)</i>

11. How effectively does our strategic planning cycle drive the Governing Board's activities and agenda setting?	<i>(do you have an annual Governor planner?)</i>
<b>Engagement: are we properly engaged with our school community, the wider school sector and the outside world?</b>	
12. How well do we listen to, understand and respond to our pupils, parents and staff?	<i>(Does the GB look at ParentView eg, surveys from parents, children and staff?)</i>
13. How do we make regular reports on the work of the Governing Board to our parents and local community?	
14. What benefit does the school draw from collaboration with other schools and other sectors, locally and nationally?	
<b>Effective accountability – accountability of the executive: do we hold the school leaders to account?</b>	
15. How well do we understand the school's performance data (including in-year progress tracking data) so we can properly hold school leaders to account?	<i>(including breakdown of vulnerable groups and how they are doing compared to the rest?)</i>
16. Do Governors regularly visit the school to get to know it and monitor the implementation of the school strategy?	
17. How well does our policy review schedule work and how do we ensure compliance?	
18. Do we know how effective performance management of all staff is within the school?	
19. Are our financial management systems robust so we can ensure best value for money?	
<i>Impact: are we having an impact on outcomes for pupils?</i>	
20. How much has the school improved over the last three years, and what has the Governing Board's contribution been to this?	<i>(give an example)</i>

So, what next?

What will the GB do as a result of the responses of this self-evaluation?

*(eg. Prioritise Governor training needs, create a governing body action plan, recruit more experienced Governors with the right skills based on the gap analysis)*

Name: .....

School: .....





## 360° review of the chair of governor's performance

Name of Chair: .....

**The chair of governors has a clear vision for the school and for the role of the governing body, which is communicated effectively to other governors.**

Strongly agree	Agree	Disagree	Strongly disagree
----------------	-------	----------	-------------------

Comments:

**The chair of governors has a strong relationship with the headteacher which is not exclusive or 'cosy', but supports the role of the governing body as a critical friend.**

Strongly agree	Agree	Disagree	Strongly disagree
----------------	-------	----------	-------------------

Comments:

**The chair of governors understands the difference between the role of the governing body and the role of the headteacher and seeks to ensure that governors retain a strategic focus.**

Strongly agree	Agree	Disagree	Strongly disagree
----------------	-------	----------	-------------------

Comments:

**The chair of governors ensures that effective induction processes are in place to support new governors.**

Strongly agree	Agree	Disagree	Strongly disagree
----------------	-------	----------	-------------------

Comments:

**The chair of governors ensures that all governors understand their roles on the governing body and feel supported in these roles.**

Strongly agree	Agree	Disagree	Strongly disagree
----------------	-------	----------	-------------------

Comments:

**The chair of governors has a clear understanding of the strengths and skills of other governors, and delegates responsibilities appropriately.**

Strongly agree

Agree

Comments:

**The chair of governors is self-reflective and encourages the governing body to regularly review its practices.**

Agree

Disagree

Strongly disagree

Comments:

**The chair of governors ensures that meeting agendas and the work of the governing body focus on school priorities and are driven by the school development plan.**

Strongly agree

Agree

Disagree

Strongly disagree

Comments:

**All governors feel able to contribute in meetings and feel that their views are listened to.**

Strongly agree

Agree

Disagree

Strongly disagree

Comments:

**Meetings are well organised and run to time. Decisions and actions are clear and are recorded.**

Strongly agree

Agree

Disagree

Strongly disagree

Comments:

**The chair of governors has a good understanding of the school and its local and national context, which informs the governing body's discussions.**

Strongly agree

Agree

Disagree

Strongly disagree

Comments:

## **Appendix 5: Specific Trustee Roles**

## **a. Trustee Specific Role: Pupil Premium (PP)**

Transform Trust is responsible for securing effective outcomes for disadvantaged children. Whilst the Trust's strategic level responsibilities are delegated to an individual Trustee or Committee, it is important that as a consequence, the Trust does not lose sight of their corporate responsibility for disadvantaged children.

### **Strategic Leadership**

- Has up-to-date knowledge of PP policy and practice and can hold the Trust to account in line with their statutory obligations.
- Ensures that the Trust models a culture of high aspiration for all children.
- Ensures that the Trust has an active participation in building the culture, values and ethos which welcomes disadvantaged children and includes their parent/carers.
- Ensures that the Trust monitors and evaluates progress towards the effective implementation of strategic priorities for PP.
- Ensures that the Trust has proportionate risk management policies and procedures in place to support PP priorities.

### **Accountability**

- Ensures there is robust performance management processes that underpin high quality outcomes for disadvantaged children.
- Ensures that changes to relevant legislation, policy and practices are reflect upon and where necessary, organisational or procedural adaptations are made.
- Ensures that reporting and publication of key disadvantaged information is made publicly available, such as relevant policies, funding strategy, data reporting and impact statements.
- Ensures there is a clear process for how the PP funding is spent and its impact.

### **Structures and Processes**

- Ensures that there are robust arrangements for interrogating reports from the CEO focusing on requirements related to disadvantaged children (including curriculum adaptation).
- Ensures that all Local Governing Bodies have PP on their agendas and that PP is identified in priorities where necessary.
- Ensures there is clear and effective communication between those who have strategic responsibility for PP across the Trust, i.e. the Transform Link Trustee; CEO and Chair of the Disadvantaged Working Group.
- Ensures the Trust's term of reference make clear that decision making by any sub-committees must take into account the needs of disadvantaged children.

### **People Management**

- Ensures, where there are named PP Governors in schools, they understand their accountabilities towards disadvantaged children.
- Ensures that at least one Trustee has demonstrably enhanced knowledge, skills and understanding of PP.

- Any skills audits identify levels of understanding of PP/disadvantaged and the Trust has a training programme to address any skills or development gaps.
- Ensures there are processes across the Trust for regular website updates in relation to PP funding and impact statements.
- Ensures that there is awareness of and understanding of the Trust Guardians (safeguarding) in relation to disadvantaged children.

#### **Evaluation**

- Ensures that the Trust's vision, ethos and values including disadvantaged children are reviewed and updated as necessary.
- Ensures there is a process for comparing internal data with external sources of information to challenge the improvement of the Trust's PP provision (ensuring that disadvantaged children achieve the best possible outcomes).
- Ensures there is a willingness to provide peer support and proactively identifies opportunities to share effective PP strategies with other settings.
- Has an understanding of the views of disadvantaged children (and parents) to enable the Trust to check information provided by the CEO, Disadvantaged Chair (Guardians) and Headteachers.

## **b. Trustee Specific Role: Safeguarding**

*'To become a Trust of exemplary safeguarding practice within all schools'*

### **Strategic Leadership**

- Has up-to-date knowledge of safeguarding legislation, policy and practice and can hold the Trust to account in line with their statutory obligations.
- Ensures that the Trust has an active participation in creating the culture, values and ethos of safeguarding for all children and adults across the Trust and school communities.
- Ensures that the Trust monitors and evaluates progress of strategic priorities related to safeguarding.
- Ensures that the Trust has proportionate risk management policies and procedures in place for safeguarding children and adults.

### **Accountability**

- Ensures there is robust performance management processes that underpin safeguarding for children and adults.
- Ensures that changes to relevant legislation, policy and practices are reflect upon and where necessary, organisational or procedural adaptations are made.
- Ensures that reporting and publication of key safeguarding information is made publicly available, such as relevant policies and information for children and parents.

### **Structures and Processes**

- Ensures that there are robust arrangements for monitoring and interrogating reports from the CEO or COO on all aspects of safeguarding.
- Ensures that all Local Governing Bodies have a named Safeguarding Link Governor and that there is a clear role description outlining the expectations for that role.
- Ensures that all Trustees/Governors and staff have undertaken appropriate Safeguarding training.
- Ensures there is clear and effective communication between those who have strategic responsibility for Safeguarding across the Trust, i.e. the Transform Link Trustee; CEO or COO; Headteachers; Safeguarding Governors and Lead Designated Safeguarding Leads (DSLs).
- Ensures the Trust's term of reference make clear that decision making by any sub-committees must take into account safeguarding children and adults.

### **People Management**

- Ensures that the named Safeguarding Governors in schools understand their accountabilities towards safeguarding children and adults.
- Ensures that at least one Trustee has demonstrably enhanced knowledge, skills and understanding of Safeguarding.
- Any skills audits identify levels of understanding of Safeguarding and the Trust has a training programme to address any skills or development gaps.

## **Evaluation**

- Ensures that the Trust's vision, ethos and values in terms of safeguarding are reviewed and updated as necessary.
- Ensures there is a process to challenge the improvement of the Trust's safeguarding procedures and practice.
- Ensures there is a willingness to provide peer support and proactively identifies opportunities to share effective Safeguarding governance with other settings.
- Has an understanding of the requirements and expectations of safeguarding to enable the Trust to check information provided by the CEO, COO, Headteachers or DSLs.

### c. Trustee Specific Role: Special Educational Needs and Disability (SEND)

*“Transform Trust is responsible for securing effective outcomes for children with SEND. Whilst the Trust’s strategic level responsibilities are delegated to an individual Trustee or Committee, it is important that as a consequence, the Trust does not lose sight of their corporate responsibility for SEND”. SEND Governance Review*

#### **Strategic Leadership**

- Has up-to-date knowledge of SEND policy and practice and can hold the Trust to account in line with their statutory obligations.
- Ensures that the Trust models a culture of high aspiration for all children.
- Ensures that the Trust has an active participation in building the culture, values and ethos which welcomes children with SEND and includes their parent/carers.
- Ensures that the Trust monitors and evaluates progress towards the effective implementation of strategic priorities for SEND.
- Ensures that the Trust has proportionate risk management policies and procedures in place to support SEND priorities.

#### **Accountability**

- Ensures there is robust performance management processes that underpin high quality outcomes for children with SEND.
- Ensures that changes to relevant legislation, policy and practices are reflect upon and where necessary, organisational or procedural adaptations are made.
- Ensures that reporting and publication of key SEND information is made publicly available, such as relevant policies, SEN Information Report and other statutory documents (including the accessibility plan).
- Ensures there is a clear process for how the notional SEND budget is spent and its impact.

#### **Structures and Processes**

- Ensures that there are robust arrangements for interrogating reports from the CEO or Associate SEND Headteacher focusing on requirements related to children with SEND (including curriculum and accessibility of provision and environment).
- Ensures that all Local Governing Bodies have a named SEND Link Governor and that Governor business is focused on priorities identified in the short and medium-term plans, including those related to SEND.
- Ensures there is clear and effective communication between those who have strategic responsibility for SEND across the Trust, i.e. the Transform Link Trustee; CEO or Associate SEND Headteacher; SEND Governors and SENDCos.
- Ensures the Trust’s term of reference make clear that decision making by any sub-committees must take into account the needs of children with SEND.

#### **People Management**

- Ensures that the named SEND Governors in schools understand their accountabilities towards children with SEND.



- Ensures that at least one Trustee has demonstrably enhanced knowledge, skills and understanding of SEND.
- Any skills audits identify levels of understanding of SEND and the Trust has a training programme to address any skills or development gaps.
- Ensures there are processes across the Trust for regular website updates in relation to SEND statutory information and information for parents.
- Ensures that there is awareness of and understanding of the Trust Guardians (safeguarding) in relation to SEND.

### **Evaluation**

- Ensures that the Trust's vision, ethos and values including SEND are reviewed and updated as necessary.
- Ensures there is a process for comparing internal data with external sources of information to challenge the improvement of the Trust's SEND provision (ensuring SEND children achieve the best possible outcomes).
- Ensures there is a willingness to provide peer support and proactively identifies opportunities to share effective SEND governance with other settings.
- Has an understanding of the views of children (and parents) with SEND to enable the Trust to check information provided by the CEO, Associate SEND Headteacher, Headteachers or SENDCos.

## **Appendix 6: Trustee Induction**

## Trustee Induction – Pre/Post Appointment – *(Insert Trustee name)*

### ‘World Class Governance’

*“The purpose of governance is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for educational and financial performance”.*

*“Boards must be ambitious for all children and infused with a passion for education and a commitment to continuous school improvement that enables the best possible outcomes. 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”, DfE Governance Handbook, January 2017*

Pre Appointment (Informal)		
1.	Initial Contact Made	
2.	Discussion with Trust Chair	
3.	Attendance at a Trust/School Event	
4.	Attend a Trust Meeting/Meet Trustees	
5.	Follow up confirmation process	Individual confirms intention: Board approve appointment: Diocese notified:

Post Appointment		
<b>Compliance</b>		
Letter of Appointment signed and returned	Issued:	
DBS checked	Applied for	
Interests Declared	Issued:	
Skills Audit Completed	Issued:	
NGA Membership requested	Date:	
Photo	Requested:	
Mini Profile	Requested:	
Trust Website updated	Date:	
<b>Induction Documentation</b>		
<b>Induction Pack:</b> a. Trustees mini profiles b. Transform’s Strategic Plan c. Transform Organisation Chart d. Last 3 Board Meetings e. Last 3 CEO report	Date Issued:	Feedback received:

f. DfE's Governance Handbook and Competency Framework <a href="https://www.gov.uk/government/publications/governance-handbook">https://www.gov.uk/government/publications/governance-handbook</a>		
g. NGA's A Guide for newly appointed Trustees		
h. CC3 – The Essential Trustee		
i. Being Strategic – A Guide for Governing Boards		
j. IOD – Common Challenges		
<b>Training</b>		
Basic Safeguarding		
Prevent		
GDPR		
Induction into the Trust (PowerPoint issued)		
<b>Trust Board Structure</b>		
a) Trust Board – Forward Plan:		
b) Allocation of Committee/s:		
c) Allocation of Link/Partnership Role:		
<b>Additional School Visits required</b>		
<b>3 Monthly - Review of Induction</b>		
What has gone well?		
Even better if?		
<b>Keeping In Touch – Communication</b>		
Invited to Trust events – Performing Arts Festival/Children's Awards.		
<b>6-9 Month Review</b>		
What has gone well?		
Even better if?		
<b>End of First Review</b>		
What has gone well?		
Even better if?		