

# **Wootton Academy Trust**

## **Governance Framework**

### **Handbook**

#### **Version: December 2023**

**WAT is a company limited by guarantee in England and Wales number 07740758**

**Registered office: Hall End Road, Wootton, Bedford, Bedfordshire MK43 9HT.**

## Foreword

Welcome to this edition of WATs Governance Handbook. It marks an important and exciting stage in the development of the Trust. We hope the Handbook is of assistance to you in your role.

**This version of the Handbook was approved by the trustees at a meeting of WAT board on 12 October 2022.**

This document is designed to assist members, trustees, local governors and employees to understand governance in our MAT. The term trustee is used in this document, although trustees are both trustees of a charity and directors of a company.

**The Trust's statutory policies are not within the Handbook. These will be added to Governor Hub and ultimately to the Trust's website.**

The WAT board of trustees will determine any dispute arising out of the application of the Handbook, and their decision will be final. In any case where there is a conflict between the Handbook and the Articles of Association, then the Articles will take precedence. Similarly, if there is a conflict between the Handbook and the rules of the *Academy Trust Handbook [also known as the Academies Financial Handbook]*, the latter document will take precedence.

This Handbook will be reviewed at least once in every twelve months.

We welcome suggestions for improving the usefulness of future editions.

We hope this handbook is of help as you undertake this vital role in the support of the education of the learners in our care.

Ian Sibbald  
**Interim Chair of the Board**

*on behalf of Wootton Academy Trust*

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### WELCOME

Welcome to the 2023 – 2024 edition of Wootton Academy Trust's [WAT] Governance Handbook.

WAT is a multi-academy trust consisting of two academies which sit beneath the Trust umbrella:

- **Wootton Upper School** – a converter academy 2011
- **Kimberley 16 – 19 STEM College** – a 16 – 19 academy, opened as a free school.

**Wootton Upper School** has a reputation of excellence in the core and in the arts; it offers its learners a liberal curriculum with a high degree of individual choice for learners to specialize in Key Stage 4 as well as a very diverse array of trips and visits.

**Kimberley College**, which the Trust opened as a 16 – 19 Academy in 2013 as a Free School specializes in Science and Mathematics. However, there are over thirty different Level 3 courses at the College and Kimberley has the largest A level cohort in Bedfordshire. **Kimberley College has featured regularly in the Sunday Times list of top performing sixth form colleges; this list is based on the proportion of learners achieving at least AAB in the facilitating subjects.**

Michael Gleeson  
**Executive Principal**

### TRUST MOTTO

WATs motto, ***the pursuit of excellence***, underpins everything we do at the Trust.

### TRUST STRATEGY

WAT works hard to build relationships with other academies and schools in the local area as well as the local authorities, namely, Bedford Borough Council and Central Bedfordshire Council, and other multi academy trusts.

We recognize that working together as a *family* of schools is in everybody's interest and we are keen to continue to work together in the future, and with others who may want to work with us.

As a MAT we are keen to secure sustainable growth over time; having opened one academy, we know the challenges and do not underestimate the work involved when MATs grow. We are committed to excellent standards of teaching to improve the life chances of all our learners; we are fortunate that our academies are popular and enjoy very good reputations. This is because of the dedication and commitment of the trustees, local governors, employees, parents and carers, and above all, our magnificent learners.

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Our ambition to provide a world class education for all young people in the local area means we need to recruit and develop outstanding employees, teaching and support staff. Therefore, we work in partnership with a variety of local and national organisations and individuals to help us to raise the attainment of all learners whilst contributing trust-wide improvement and the development of high-quality teachers entering the profession.

### TRUST VISION

**Our vision is to operate a network of academies which are genuinely inclusive; WAT strongly believes that its provision should be judged by how its academies nurture the most vulnerable learners in their communities to maximise their future social mobility.**

**We operate caring and supportive communities where everyone is encouraged to flourish.**

**We believe all learners are entitled to the best education possible.**

**We nurture high aspirations and work collaboratively with others to provide outstanding opportunities.**

**It is important to us that everyone knows they are valued; and we will celebrate each learner's individual journey as they take their next steps well prepared for life in modern Britain.**

*[approved by WAT board July 9 2019]*

### WAT VALUES

Wootton Academy Trust is committed to the pursuit of **excellence** with an unrelenting drive to ensure that every one of our learners make great progress, achieves exceptional standards and realizes his/her huge potential within academies where best practice is commonplace. It is important to us that all learners are able to access a wide range of **enrichment** activities in all of our academies to realize their full potential and to be able to operate with great **independence** in adult life. Therefore, we are committed to providing all learners lots of diverse **opportunities** including developing learners' awareness of the importance of British values of upholding the rule of law, tolerance, respect, democracy and **equality**.

Therefore, we are committed to providing our learners with skills to enable them to play active roles in our **community** and in the wider networks in which we all operate, in **partnership** with others.

We believe that our learners thrive most effectively when they understand the importance of innovation as well as tradition, as it is through **continuity** - practices tried and tested over time – innovation develops.

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We believe that the achievements of learners in all spheres should be recognized and therefore, it is important that we **celebrate** the successes of learners in our academies and in their communities.

We know that learners who are:

- taught how to make sensible choices;
- to judge right from wrong;
- committed to being tolerant and respectful, upholding the rule of law

will be best placed to act with **integrity** in their daily lives.

Therefore, WAT's **ten** core values are:

<b>Excellence</b>	<b>Enrichment</b>	<b>Independence</b>	<b>Opportunity</b>
<b>Equality</b>	<b>Community</b>	<b>Partnership</b>	<b>Continuity</b>
<b>Celebrating</b>	<b>Integrity</b>		

Our academies adapt these key values to their local situation.

**Wootton Upper School** has created three **core** value statements encapsulates the ten WAT values and which all learners and staff should champion:

<b>Aspiration for all</b>	Excellence Equality Community
<b>Belief in ourselves</b>	Independence Celebration Integrity Continuity
<b>Opportunity for all</b>	Enrichment Equality Opportunity Community Partnership

### Governance Principles

WAT will continue to develop our governance arrangements to take account of best practice in the sector, in accordance with The Governance Handbook, The Competency Framework for Governance, *The Academy Trust Handbook [also known as the Academies Financial Handbook]*, The Competency Framework for Clerking and WATs Articles of Association.

WAT recognises and appreciates the commitment given by those who volunteer to undertake a governance role within our MAT.

We will review our practice by using relevant auditing tools, external reviews of governance, sharing of best practice with other MATs and DfE teams; and any other appropriate method to assess the effectiveness of our governance.



### A guide to governance in a Multi Academy Trust

*[taken from National College for Teaching and Leadership – 2014]*

In a multi-academy trust, a single trust is responsible for a number of academies. The MAT consists of the members and the trustees.

#### Members

The **members** are akin to the shareholders of a company. They have ultimate control over the academy trust, with the ability to appoint some of the trustees and the right to amend the trust's articles of association.

#### Trustees

The **trustees** are responsible for the same three core governance functions performed by the governing body in a maintained school:

- ❖ Strategy, planning, policy & ethos → setting the direction;
- ❖ Standards of achievement and pupil progress → holding the Executive Principal to account and,
- ❖ Financial planning, monitoring & accountability → ensuring financial probity.

As charity **trustees**, they must also ensure that they are complying with charity law requirements.

Academy trusts are charitable companies and the **trustees** are **company directors** and must comply with company law requirements. This may sound daunting, but, in reality, the duties are largely the same as those of a governor of a maintained school, such as regularly attending meetings, managing conflicts of interest, seeking advice from the academy's leadership team and ensuring the academy has appropriate procedures in place for reporting financial information.

The articles state that the **chair of the board of trustees** will also be a **member**, thereby ensuring a link between the two layers. However, while **trustees** can also serve as **members**, the most effective governance models recognize that the **members** are responsible for holding the **trustees** to account.

Some separation between those serving as **trustees** and those serving as **members** is, therefore, desirable for achieving robust accountability.

### Local governors

Individuals who sit on local governing boards (LGBs) are referred to as '**local governors**'. This is because **trustees** can delegate governance functions to the local level.

**Trustees** have complete discretion over what is delegated to each LGB. They may, for example, decide to delegate all functions to academies in the chain that are performing well and only a few to those academies that need greater support. Alternatively, where a MAT wishes to retain all governance functions centrally, it may establish an advisory body at the school level, which has no formal governance function but which advises the board of trustees on its decisions.

The details of what has been delegated from the **trustees** to **local governors** should be detailed in a scheme of delegation for each LGB. This should make it clear what functions the **trustees** have delegated to the LGB and for which academies. It is important to note that **local governors** are not **trustees** of the academy trust, unless they also sit on the academy trust board.

**Everyone involved in the MAT governance arrangements should ensure that they understand what their role is.** This should be clear from this scheme of delegation. It should be noted, however, that even where **trustees** have delegated functions to **local governors**, the **trustees** remain accountable and responsible for these functions. **Trustees** should, therefore, be satisfied about the **LGB's** ability to adequately perform any functions delegated to them.



## Wootton Academy Trust Governance Structure

### Members: Terms of Reference

#### Core Principles

WAT **Members** will at all times:

- ❖ observe the highest standards of impartiality, integrity and objectivity in relation to the governance;
- ❖ undertake the role of being the guardian of the vision and values of the Trust at all times;
- ❖ engage in a professional relationship with the Trust Board.

#### Conflicts of Interest

Any **Member** who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below) which conflicts or may conflict with his/her duties as a Member shall disclose that fact to the WAT Company Secretary as soon as he/she becomes aware of it.

A **Member** must absent himself or herself from any discussions in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

A **Member** has a Personal Financial Interest if he/she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Member, or any person living with the Member as his/her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way linked to the Trust. Expectations of Members

All **Members** are required to:

- ❖ follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles") – see Appendix L p77;
- ❖ comply with:
  - the Articles of Association,
  - the terms of reference in this handbook,
  - the scheme of delegation,
  - all related WAT policies
  - all DfE statutory guidance & advice including *The Academy Trust Handbook [also known as the Academies Financial Handbook]*, The Governance Handbook etc.
- ❖ ensure they understand their duties, rights and responsibilities;

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- ❖ not misuse information gained in the course of their role as a **Member** for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organizations;
- ❖ ensure they keep apprised of the work of the Trust by utilizing information, reports and documents shared via the **Member Board** on *GovernorHub*
- ❖ participate actively in the induction process and any relevant training.

### Powers, functions and responsibilities of Members of the MAT

**Members** have a number of duties and responsibilities relating to the governance of the MAT. In summary, **Members** are responsible for:

- ❖ committing to the principles of the vision and values for the MAT;
- ❖ ensuring the Board of the MAT act in accordance with the objects of the MAT as set out in the Articles of Association;
- ❖ amending the Articles of Association subject to any restrictions in the articles, the funding agreement or charity law;
- ❖ appointing and or removing **Members** in accordance with the Articles and this document;
- ❖ appointing and or removing **Trustees** where necessary in accordance with the Articles and this document;
- ❖ acting as 'critical friend' to the Board by receiving reports & reviewing performance against strategy;
- ❖ issuing direction, by special resolution, to the Board to take a specific action;
- ❖ appointing the external Auditors for the MAT.
- ❖ receiving the MAT's audited annual accounts (subject to the Companies Act);
- ❖ changing the name of the company and, ultimately, wind up the MAT.

### Accountability of Members

**Members** are chiefly accountable to:

- ❖ the beneficiaries of the MAT (learners at the member academies, the employees, their parents and the local community) in acting as the guarding of the vision and values of the Trust;
- ❖ external regulators – DfE, Companies House & Charities Commission;
- ❖ the Secretary of State (in the role as principal regulator in respect of charity matters) for operating the MAT for the public benefit, for the prudent management of the MAT and its financial efficiency, and for compliance with legislation including charities legislation;
- ❖ other regulatory authorities for compliance with regulated responsibilities to which the MAT and the Academies are subject.

## Conducting Member business

**Members** are required to:

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

A **Member** shall:

- ❖ disclose any conflict to the Trust as soon as he or she becomes aware of it.
- ❖ A Member must absent himself or herself from any discussions of the Trust in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the MAT and such duty or personal interest;
- ❖ withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- ❖ not be counted in the quorum for that part of any meeting; and
- ❖ withdraw during the vote and have no vote on the matter.

Members sign up to adhere to a code of conduct when appropriated.

The Members will hold an Annual General Meeting and meet (minimum) annually.

## MAT Board Terms of Reference:

### Personal interests of Trustees

The WAT Company Secretary shall initiate a register of their business interests for the Trustees to complete, which shall be reviewed annually.

Any **trustee** who has any duty or personal interest that conflicts or may conflict with his or her duties as a **trustee** shall:

- ❖ disclose that fact to the Trust as soon as he or she becomes aware of it. A **trustee** must absent himself or herself from any discussions of the Trust in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the MAT and such duty or personal interest;
- ❖ withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- ❖ not be counted in the quorum for that part of any meeting; and
- ❖ withdraw during the vote and have no vote on the matter.

### Meetings

The Trust Board shall meet at least **three** times a year on such dates as shall be determined by the WAT Company Secretary and at such other time as the WAT Company Secretary shall specify at the request of any member. Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each Trustee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

The WAT Company Secretary shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting.

Meetings may be held at shorter notice as long as a quorum is present.

Meetings may be held in person, by telephone conference call or video conferencing and be valid.

### Minutes

All proceedings will be minuted including resolution.

At the beginning of each meeting, the existence of any conflicts of interest will be raised and minuted accordingly.

Attendance at each Trustee meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Trust Board.

The draft written record shall be forwarded to all Trustees by the WAT Company Secretary via *GovernorHub* as soon as is reasonably practicable but certainly within **ten academy days** of the meeting with the approved signed version following when available.

### Authority

The Trust Board is authorised to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Board.

### Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility, and this cannot be transferred to another individual. However, in order to ensure the proper management of Academies, the **Trustees** are able to delegate specific tasks to assist them in carrying out their duties and obligations.

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It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual trustees (e.g. the Chair) and what will be delegated to the Executive Leaders.

**Trustees** must also consider when and from whom they should take professional advice and the WAT Company Secretary will advise on this in the first instance.

In determining whether delegation is appropriate, **trustees** will have regard to the following principles:

- ❖ non-executive powers must be exercised by the trustees personally and may not be delegated;
- ❖ except when it is impracticable to do so, executive powers should be delegated to the EP and CFOO, who may authorize further delegation; and
- ❖ every act of delegation is only a delegation of powers and does not relieve the **trustees** of responsibility.

### Delegations can be made to:

Board committees including the following:

- ❖ Finance Committee;
- ❖ Curriculum and Standards Committee;
- ❖ Local Governing Boards/Intervention Boards;
- ❖ [Any] individual Trustee.

Delegations can also be made to the Executive Principal (*who in turn may delegate to further individuals*).

### Stakeholder voice

**Trustees** are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately.

This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- ❖ Learners
- ❖ Parents
- ❖ Staff.

This process is delegated to Academy Heads of School/College who will undertake an annual feedback survey as directed by the Board to each stakeholder group and report responses to the Board.



### Risk management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

The trustees' report therefore must include a description of the principal risks and uncertainties facing the MAT and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

**Trustees** are therefore responsible for:

- ❖ identifying the major risks that apply to the MAT, including:
  - operational risks (employment issues, health and safety, fraud, data protection, service quality and development etc.);
  - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
  - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
  - regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- ❖ making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- ❖ making appropriate statements regarding the management of risks in the annual report.

The Board and its committees, supported by the Executive Leadership Team, shall prepare a risk register for approval by the **Trustees**, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named individuals assigned to manage each area.

### The management of conflicts of interest

The Companies Act 2006 imposes a statutory duty on **trustees** to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the MAT. The duty is to:

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



In addition, charity law and guidance issued by the Charity Commission confers obligations on **Trustees** to manage any conflict between a Trustee's duty to the MAT and their own personal interests or for a Trustee to be influenced by conflicting duties to the MAT and a third party. Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

### Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. **Trustees** must therefore be able to identify potential new **Trustees** in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy. The Board as a whole is responsible for ensuring that:

- ❖ the skills of any new **Trustee** fits in with the MAT's requirements in the short, medium and longer term;
- ❖ each new **Trustee** is not disqualified from acting as a **Trustee** by any provision of the MAT's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- ❖ there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a **Trustee** takes up position; and
- ❖ the new **Trustee** understands the responsibility he / she is taking on and consents to act as a **Trustee**.

Each new **Trustee** will be properly inducted by the WAT Company Secretary to ensure that he / she understands the nature and extent of his role and responsibilities.

It is the duty of a new **Trustee** to ensure that he or she is familiar with the Objects of the MAT; its history and ethos and the nature and extent of its activities; and the content of the MAT's Articles of Association.

The WAT Company Secretary shall provide each new **Trustee** with:

- ❖ the MAT's Articles of Association
- ❖ this WAT Governance Handbook
- ❖ the Scheme of Delegation
- ❖ the Conflicts of Interest Policy.

New **Trustees** shall be required to sign the appointment letter contained within the appendices.

The WAT Company Secretary shall ensure that any appointment of a new **Trustee** is notified to the ESFA (via the Secure Access Portal) within 14 days of the appointment (as required under *The Academy Trust Handbook [also known as the Academies Financial Handbook]*), and to Companies House in accordance with Company Law. Training and development of Trustees

The WAT Company Secretary shall ensure that the Board is provided with training and information to ensure it has the skills and experience needed to perform its functions effectively. **Trustees** shall also be kept up to date with developments in the legal, education and regulatory framework in which the MAT operates by the WAT Company Secretary.

**Trustees** must have in place a system for auditing the skills held by **Trustees**, with a view to identifying potential gaps in their skills, provide requirements for training and to aid recruitment criteria. Such audits shall be carried out by the WAT Company Secretary.

### Core principles

The WAT Board shall at all times:

- ❖ observe the highest standards of impartiality, integrity and objectivity in relation to the governance;
- ❖ be accountable to its stakeholders and regulatory bodies for its activities;
- ❖ engage in a partnership with the Executive Leadership team

### Conflicts of Interest

Any **Trustee** who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below) which conflicts or may conflict with his/her duties as a **Trustee** or Local Governor shall disclose that fact to the WAT Company Secretary or relevant Chair as soon as he/she becomes aware of it.

A person must absent themselves from any discussions in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

A **Trustee** has a Personal Financial Interest if he/she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the **Trustee** or Local Governor, or any person living with the **Trustee** or Local Governor as his/her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way linked to the Trust.

## Expectations of Trustees

All **Trustees** are required to:

- ❖ follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles") – see Appendix L p77;
- ❖ comply with:
  - the Articles of Association
  - these terms of reference,
  - the scheme of delegation,
  - all related WAT policies
  - all DfE statutory guidance & advice including *Academy Trust Handbook [also known as the Academies Financial Handbook]*, The DfE Governance Handbook etc.
- ❖ ensure they understand their duties, rights and responsibilities;
- ❖ not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organizations;
- ❖ ensure they keep apprised of the work of the Trust by utilizing information, reports and documents shared via *GovernorHub*
- ❖ participate actively in the induction process and any relevant training.

## Powers, functions and responsibilities of Trustees

**Trustees** are responsible for the governance and supervision of the MAT and its committees (including the Local Governing Boards).

## Responsibilities

Trustees are personally responsible for the actions of the MAT and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all learners of the Academies and for the expenditure of public money pursuant to the Funding Agreements.

The Trust Board remains the accountable body for all functions delegated to LGBs, committees of the Trust Board or the Executive Leadership Team.

The Trustees will seek to ensure a comprehensive skill set is represented at this level of governance by undertaking relevant and timely skill set analysis and ensuring all new appointments strengthen any areas needed.

The Trustees will ensure the composition of the Board does not exceed the recommended DfE expectations

### The MAT Board has three broad area of responsibility:

- ❖ **strategy, planning, policy & ethos**
- ❖ **standards of achievement and learner progress**
- ❖ **financial planning, monitoring & accountability**

#### Responsibilities:

- ❖ determining the Trust's aims, vision and ethos;
- ❖ approving application for Trust growth - other academies joining WAT;
- ❖ appointing/removing of Trust and LGB Chairs and Vice Chairs;
- ❖ structure, admissions policies, age range and Planned Admission Number (PAN) for WAT Academies;
- ❖ appointing Heads of School/College and other Senior Leadership Team post holders of WAT Academies supported by the appropriate LGB
- ❖ appraising the performance of EP and ensuring other staff are appraised;
- ❖ setting delegations to LGBs, board committee, EP and ELT;
- ❖ ensuring an effective governance structure is adhered to in keeping with the Articles of Association;
- ❖ approving operational running of all subsidiary functions within the MAT,
- ❖ ensuring Health and Safety procedures and practice;
- ❖ overseeing Human Resources procedures and practice;
- ❖ approving statutory policies/documents for WAT Academies;
- ❖ ensuring required data to either be held or displayed on websites is in place;
- ❖ engaging with member academy communities;
- ❖ contributing to developing collaborative relationships beyond the MAT;
- ❖ ensuring there is a strong & effective executive leadership team;
- ❖ developing the Trust Board to ensure it has the capacity, skills and succession plans to have a positive impact on student outcomes;
- ❖ carrying out skills audits of all Trustees and LGB members. *Where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as HR & legal;*
- ❖ review performance in line with all issued advice,
- ❖ approving appropriate [broad and balanced] curriculum for each Academy;
- ❖ ensuring effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the MAT;
- ❖ scrutinizing standards of achievement and progress;
- ❖ receiving reports on the education performance & progress of all learners within member academies; including identified sub-group performance & progress, e.g. pupil premium, SEN against key performance indicators;

- ❖ approving intervention and commission appropriate support;
- ❖ ensuring senior leaders are challenged to improve the education of learners;
- ❖ ensuring the highest possible standards are set and maintained across the MAT;
- ❖ identifying areas of concern in respect of standards and performance and ensuring ELT implement intervention plans to address concerns;
- ❖ supporting and challenging the EP in the creation, implementation and monitoring of the MAT's self-evaluation and any post-Ofsted action plan, or other requirement from Department for Education or Regional Academy Commissioner or associated offices;
- ❖ ensuring that effective arrangements are in place across the MAT for pupil support and representation, for monitoring pupil attendance and for pupil discipline.
- ❖ overseeing and scrutinizing WAT financial capability & management systems to ensure compliance with the *Academy Trust Handbook [also known as the Academies Financial Handbook]*, and deliver best value for money;
- ❖ reviewing risk and ensuring risk register is in place.

In summary, **Trustees** are responsible for:

- ❖ carrying on the MAT in accordance with the objects of the MAT as set out in the Articles of Association and safeguarding the assets of the MAT;
- ❖ designing strategy and structure for the operation of the MAT;
- ❖ the delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the Executive Leadership Team;
- ❖ financial controls and the financial management of the MAT in accordance with the provisions of the *Academy Trust Handbook [also known as the Academies Financial Handbook]*, which sets out in detail provisions for the financial management of the MAT;
- ❖ risk management, that is identifying, quantifying and devising systems to minimize the major risks affecting the MAT; and
- ❖ ensuring the MAT and the Academies are conducted in compliance with the general law.

### Accountability of Trustees

**Trustees** are chiefly accountable to:

- ❖ the beneficiaries of the MAT (learners at the member academies, their parents and the local community) for the quality of education and pastoral care at the academies, for matters of health and safety and for safeguarding and promoting the welfare of the learners;



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- ❖ the DfE - through the Regional Director's Office - the Education & Skills Funding Agency [ESFA] and specifically the Secretary of State under the terms of the Funding Agreement;
- ❖ the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the MAT for the public benefit, for the prudent management of the MAT and its financial efficiency, and for compliance with legislation including charities legislation;
- ❖ the employees of the MAT for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- ❖ other regulatory authorities for compliance with regulated responsibilities to which the MAT and the Academies are subject.

### Conducting Trustees' business

**Trustees** are required to:

- ❖ act together and in person and not delegate responsibility of the MAT to others;
- ❖ act strictly in accordance with the Articles;
- ❖ act in the MAT's interests only and without regard to their own private interests;
- ❖ manage the MAT's affairs prudently;
- ❖ not take personal benefit from the MAT unless expressly authorized by the Articles or the Charity Commission;
- ❖ take proper professional advice on matters on which they are not themselves competent;
- ❖ hold the Executive Principal to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the MAT;
- ❖ have regard to the framework for inspecting Academies in England under Section 5 of the Education Act (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted). The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do* (CC3) (Charity Commission) and in the DfE *Governors Handbook & Competency Framework*.
- ❖ **Trustees** shall have due regard to the *Academy Trust Handbook* and ensure all operations act in accordance with the regulations contained within, which shall be circulated to all **Trustees** by the WAT Company Secretary upon publication each year.



### Chair of Trustees

- ❖ The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a **Disclosure and Barring Service (DBS) disclosure form** to be submitted via the DfE for counter signature;
- ❖ The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between **Trustees** and the Executive Leadership team, holding regular (minimum fortnightly) conversations with the EP to ensure MAT strategy and direction is on course;
- ❖ Chair (minimum three annually) meetings with the Chairs of all LGB/IBs to receive feedback and advise of MAT direction and developments;
- ❖ Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other **Trustee**. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the EP's appraisal) then this must be delegated to him by the Board.
- ❖ The Chair will undertake any ancillary responsibilities required by WAT policies for employees as relating to the EP, e.g. authorization of expenses, and absence management.

### MAT Board Meetings

- ❖ There will be a minimum of **three MAT Board** meetings each year;
- ❖ Meetings of **the MAT Board** shall be convened and conducted as provided by the Articles;
- ❖ In determining the agenda for Board meetings and committee meetings, **Trustees** will have regard to the requirement on them to:
  - ensure good financial management and effective internal controls;
  - comply with the Funding Agreement and the current version of the *Academy Trust Handbook* (or successor documents);
  - receive and consider information on financial performance at least six times a year; and take appropriate action to ensure ongoing viability against agreed budgets.

The WAT Company Secretary shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting.

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However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two **Trustees** may call a meeting by giving written notice to the WAT Company Secretary, which includes a summary of the business they wish to carry out. It shall be the duty of the WAT Company Secretary to convene a meeting as soon as reasonably practicable.

**Trustees** may invite persons who are not **Trustees** (such as a member of a committee, any employee, any learner, any professional advisor and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

In consultation with the Chair, the WAT Company Secretary shall prepare an annual plan for the meetings of the **Trustees** and provide information, advice and guidance as to the discharging of **Trustee** duties.

Meetings may be held at shorter notice as long as a quorum is present.

Meetings may be held in person, by telephone conference call or video conferencing and be valid.

### Membership

Membership of the Board will be in line with the Articles.

The Board will appoint one of the members annually as its Chair (the Chair).

The WAT Company Secretary will ensure adherence to the Terms of Reference.

### Attendance

In addition to **Trustees**, the Finance Lead will attend all meetings, and the board may invite any other WAT employee to attend meetings of the board by invitation, to provide information.

### Voting

The quorum for each meeting shall be the higher of **three** or **one-third of the trustees, rounded up to the next whole number**. At least one trustee must have been appointed by the Members. **The quorum for appointing a parent trustee or removing a trustee is two-thirds of the trustees rounded up to the next whole number of the trustees eligible to vote.**

Decisions shall be taken by a simple majority of those present and voting.

The Chair will have a casting vote on an equality of votes.

Every question to be decided upon at a meeting of the Trust Board shall be determined by a majority of the votes of Trustees present and voting on the question.

Votes tendered by proxy shall not be counted.

A resolution in writing, signed by all **Trustees** entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more **Trustees** and may include an electronic communication by or on behalf of the Trust indicating his or her agreement to the form of resolution providing that the **Trustee** has previously notified the WAT Company Secretary in writing of the email address or addresses which the WAT Company Secretary will use.

### **Financial Delegation**

The delegations on financial matters are set out in the Schedule of Delegation in the appendices to the WAT Governance Framework.

### **Delegation to WAT committees as agreed by the MAT Board**

#### **Finance Committee**

##### **Membership:**

The WAT Board makes all appointments made to the Finance Committee:

- ❖ A trustee elected by WAT board, who shall be the Chair of the Finance Committee.
- ❖ The Chair of the Board
- ❖ The Chair of each LGB
- ❖ Executive Principal
- ❖ A max of 2 Co-opted Trustees
- ❖ Other Board members shall also have right of attendance and may fully participate in meetings
- ❖ The Chair of the Finance Committee will be appointed by and from the Board annually. The EP may not act as Chair of the Committee. Any other employees of the Trust may also not act as Chair, other than in exceptional circumstances agreed by the Board. If the Chair is absent from a meeting the Board shall choose another Board member to act as Chair for that meeting.

### In attendance:

- ❖ Chief Finance and Operations Officer [CFOO]
- ❖ Finance Officer

### Quorum:

3 trustees eligible to vote (or at least one third of trustees, if greater). In addition, at least 50% of those present are required to be Board members [*in the event of there being co-opted staff on the Committee*] and no more than 50% may be employees of the Trust.

### Purpose:

- ❖ To assist the decision making of the WAT Board, by enabling more detailed consideration to be given to the best means of fulfilling the WAT Board responsibility to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity.
- ❖ To make appropriate comment and recommendations on such matters to the WAT Board on a regular basis.
- ❖ The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

### Authority:

- ❖ The Committee 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 of the Trust and all employees are directed to co-operate with any request made by the Committee;
- ❖ The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

### Functions:

- ❖ Based upon the funding notifications for each academy, to draw up the annual budget for each academy including any shared budget across the Trust for approval by the WAT Board including any revisions thereto having regard to the improvement plan;
- ❖ To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency or balances ensuring the compatibility of all such proposals with the priorities set out in the improvement plan;
- ❖ To evaluate expenditure against the strategic aims set by the WAT Board and detailed in the improvement plans;
- ❖ To monitor and review expenditure and income on a regular basis and ensure compliance with the overall financial plan for the Trust and with the financial requirement of the Department for Education drawing any matters of concern to the attention of the WAT Board;
- ❖ To consider the Risk Register and recommendations.

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- ❖ To make recommendations to the WAT Board on the level of financial delegation to staff and the Finance Committee;
- ❖ Except for the matters in 6 above, to approve the Finance Handbook for use in the Trust;
- ❖ To ensure Best Value principles are followed when making decisions;
- ❖ To prepare the financial statement to form part of the annual report of the WAT Board for filing in accordance with Companies Act and Charity Commission requirements;
- ❖ To receive auditors' reports and to implement action as appropriate in response to audit findings;
- ❖ To recommend to the WAT Board the appointment or re-appointment of the auditors of the Trust;
- ❖ To prioritize and monitor the capital projects and works required in the academies to ensure good management of the Trust's building and infrastructure and that those projects and works reflect the WAT Board's strategic aims and improvement plan objectives;
- ❖ Ensure the best use of sites and infrastructure across the Trust;
- ❖ Ensure best practice in terms of health and safety requirements;
- ❖ To consider items raised by LGBs pertaining to the Finance Committee remit;
- ❖ To approve policies on behalf of WAT pertaining to the Committee's remit;
- ❖ To determine any discretionary applications under the Local Government Pension Scheme on behalf of the WAT Board.

### Administration:

- ❖ Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- ❖ Administrative support will be provided by the Governance Professional.
- ❖ Agendas will be agreed in advance by the Chair of the Finance 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 and Finance Lead.
- ❖ The Finance 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.
- ❖ The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).



## Curriculum and Standards Committee

### Membership:

- ❖ A trustee appointed to be chair by the MAT board;
- ❖ The Chair of the Board;
- ❖ Executive Principal;
- ❖ Two co-opted members from Local Governing Boards with particular expertise
- ❖ Other Board members shall also have right of attendance and may fully participate in meetings

### In attendance:

- ❖ Head of School/College
- ❖ Deputy Heads: School/College/Teaching/ Learning/Diversity & Inclusion
- ❖ Assistant Head [Curriculum]
- ❖ *Other employees of the Trust may be invited to attend meetings but will have no voting rights.*

### Quorum: Two Trustees

### Purpose:

- ❖ WAT Board of Trustees has a Curriculum and Standards Committee to advise it on matters relating to the Trust's curriculum, quality and standards;
- ❖ The Committee reports back to LGBs AND 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.

### Authority:

- ❖ The Committee 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 of the Trust and all employees are directed to co-operate with any request made by the Committee;

The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

### Functions:

- ❖ To monitor and advise the Trust Board by written report each term on the following:
  - ❖ Data on attainment and achievement for all of the Trust's academies;
  - ❖ Academy improvement work and leadership;
  - ❖ Overall performance of each of the academies;
  - ❖ Leadership standards;
  - ❖ Governance effectiveness.



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- ❖ To monitor and advise the Board on:
  - ❖ The Trust improvement and intervention strategies and plans;
  - ❖ Special Educational Needs (SEN) and inclusion;
  - ❖ Partnership working;
  - ❖ Admissions;
  - ❖ Safeguarding arrangements;
  - ❖ Community engagement.
- ❖ The Committee may use exception reporting in relation to receiving performance information to fulfil its detailed responsibilities. The Committee will receive a summary of positive performance to accompany exception reports.

### Detailed Responsibilities:

- ❖ Curriculum and Quality
  - ❖ The Academies' statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social and cultural learning;
  - ❖ Extra-curricular activities;
  - ❖ The educational needs of the learners attending the Trust's Academies;
  - ❖ The Trust's policies 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 Trust Improvement Plan.
  - ❖ Self-Assessment and Review
    - ❖ To receive information on curriculum and quality issues for all the Trust's Academies;
    - ❖ 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, to inform further and develop the Trust's Improvement Plans and strategies;
    - ❖ To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each Academy.

### Administration

- ❖ The Curriculum and Standards Committee will meet at least once per term. The Committee's Chair or any two Committee members may call a meeting;
- ❖ Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- ❖ Administrative support will be provided by the Governance Professional.
- ❖ Agendas will be agreed in advance by the Chair of the Curriculum and Standards 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 and EP.
- ❖ The Curriculum and Standards 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.

The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

### Delegation from WAT Board to individuals

Delegation to the Chair of the MAT Board or in his/her absence, the Vice Chair – emergency powers

- ❖ The Chair and in his/her absence the Vice Chair has the power to make emergency decisions where the circumstances are such that a delay in taking that decision would be likely to seriously detrimental to the interests of:
  - Any of the Academies within the MAT
  - Any student at any of the WAT Academies, or his/her parent; or
  - Any employee who works for WAT
- ❖ The Chair and in his/her absence the Vice Chairs has the power to approve policies on behalf of the WAT Board unless these are reserved for a committee decision;

WAT operates with one Vice Chair; the minute appointing the Vice Chair will indicate who holds the emergency powers in the Chair and Vice chair absence.

### Delegation to Chair/Vice Chair/EP of WAT – admissions

One of the Chair/Vice Chair/EP of WAT will determine applications for admission to any WAT Academy.

### Delegation – Performance Management

Two Trustees (Chair of the Trust Board and the HR Trustee or nominated other) will carry out the performance management process of the EP in association with an external advisor.

The EP will carry out the performance management process for all Academy Heads of School/College.

The EP will carry out the performance management of the remainder of the Executive Leadership team.

### Delegation – HR Matters

The EP has full delegated authority to deal with all HR matters. This delegated authority extends to being able to dismiss any member of staff, including in redundancy situations subject to WAT policies appeal procedures.

### Local Governing Boards Terms of Reference

The constitution and terms of delegation for **Local Governing Boards (LGBs)** has been made by the Trustees of the MAT (Trust Board).

All **Local Governors** are required to:

- ❖ follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles") – see Appendix L p77;
- ❖ comply with:
  - the Articles of Association
  - these terms of reference,
  - the scheme of delegation,
  - all related WAT policies
  - all DfE statutory guidance & advice including the *Academy Trust Handbook [also known as the Academies Financial Handbook]*, The DfE Governance Handbook etc.
- ❖ ensure they understand their duties, rights and responsibilities;
- ❖ not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organizations;
- ❖ ensure they keep appraised of the work of the Trust by utilizing information, reports and documents shared via *GovernorHub*
- ❖ participate actively in the induction process and any relevant training.

### Remit

The role of an **LGB** is to provide focused governance for the Academy at a local level to improve the experience and education outcomes for learners. **LGBs** monitor the Academy's performance, standards, progress and outcomes and acts as a critical friend to the Academy Head of School/College and the Academy's senior leadership team, providing robust challenge where appropriate.

**LGBs** carry out their functions in relation to their respective Academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the **LGBs** is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

### Intervention

**LGBs** will work closely with the WAT Company Secretary and shall promptly implement any advice or recommendations made by the Executive Principal in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by external parties including Ofsted).

The Trust Board reserves the right to review or remove any power or responsibility conferred on the **LGB** under this constitution and terms of reference, in particular, in circumstances where concerns in the running of the Academy are identified, including where:

- ❖ there are concerns about budget or financial processes;
- ❖ there is non-compliance with WAT policy, processes, values, ethos or activities;
- ❖ insufficient progress is being made against education targets (including where intervention by the Secretary of State or Regional School Commissioner is being considered or carried out); there has been a breakdown in the way the Academy is managed or governed; or
- ❖ the safety of learners or staff is threatened, including a breakdown of discipline.

Where necessary, the Trust Board will put in place for an appropriate period of time an intervention board whose responsibility it will be to address the areas of weakness.

### Composition of Local Governing Boards

Each **LGB** has a maximum of **20** members (known as **Local Governors**):

- ❖ **6** governors elected by parents of learners at the Academy;
- ❖ **2** employees of the Academy, elected by staff at the Academy, usually one teacher and one support staff;
- ❖ up to **4** trustees of the MAT board;
- ❖ Executive Principal in *ex officio* capacity;
- ❖ Head of School/Head of College of the Academy in *ex-officio* capacity;

- ❖ up to **7** co-opted governors appointed by the MAT board

Each **LGB** shall have a Chair appointed annually by the WAT Board. The LGB will elect its Vice Chair; the WAT board will ratify the appointment.

The term of office for all Local Governors shall be four years. Subject to remaining eligible, any Local Governor may be re-elected or re-appointed at the end of his or her term. Every person wishing to become a Local Governor will be required to sign an appointment letter to adhere to the WAT LGB code of conduct or as prescribed by the Trust Board, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

### **Commitment of Local Governors**

Local Governors are required to:

- ❖ prepare for and make an active contribution at meetings of the LGB;
- ❖ champion the Academy & MAT in the Academy and local community;
- ❖ familiarize themselves with the policies of the MAT & Academy;
- ❖ visit the Academy both during Academy hours to conduct Governor visits within remit (with prior arrangement with the Academy Head of School/College) and for evening events to get to know the Academy and to be visible to the Academy community; and
- ❖ commit to undertaking training for Local Governors.

### **Stakeholder voices**

**LGBs** are expected to have regard to the voices of their various stakeholders (especially learners, parents and staff) and to put in place arrangements to receive (at least) annual feedback from each stakeholder group and to respond appropriately.

Accessing and responding to learners' collective concerns is an important part of the operation and governance within WAT academies. Each LGB is expected to give due regard to issues that are raised through Student Voice activities and the management actions taken in response to the issues.

### **Appointment and particular responsibilities of Local Governors**

#### **Chair**

The Chair is appointed by the WAT Board.

The term of office of the Chair is annual, but the Chair is eligible for re-appointment at the end of that term.

The Trust Board is entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.



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The Chair will meet with the Academy Head of School/College regularly to plan the work of the LGB with reference to the draft agendas in the appendices of this document.

The Chair will also meet with the Chair of the WAT Board in the LGB Chairs' Forum (*the missing of two consecutive meetings will mean the WAT Board will review the LGB Chair position*)

The responsibilities of the Chair include the following:

- ❖ to chair meetings of the **LGB**;
- ❖ to set the agenda for meetings with the Academy Head of School/College & WAT Company Secretary.;
- ❖ to report to the **Trust Board** in writing following any LGB meeting, *if requested*;
- ❖ to attend the **LGB** Chairs' Forum meetings to receive information and give feedback from the **LGB**;
- ❖ to give an oral summary of the **LGBs** deliberations, if requested, at meetings of the Board; and
- ❖ to provide a direct link between the **LGB** and the **Trust Board** by way of accurately recorded minutes.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the **LGB**, the Chair of the **LGB** (or the **Vice-Chair of the LGB** in his or her absence) in consultation with the WAT Company Secretary & Chair of Trust Board, shall take appropriate action on behalf of the **LGB**. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Trust Board and of the **LGB**.

### Vice-Chair

The **Vice-Chair** is elected by the Local Governors; the appointment is ratified by the Trust Board. The term of office of the Vice-Chair is annual, but the Vice-Chair is eligible for re-appointment at the end of that term.

The **Trust Board** is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Vice-Chair include the following:

- ❖ to deputize for the Chair in his or her absence;
- ❖ to set the agenda for meetings of the LGB with the Chair, if requested; and
- ❖ to provide a link between the LGB and the Trust Board if requested.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a **temporary chair** for that meeting only from among their number present.

### Staff Local Governors

The teacher member of the **LGB** shall be elected by the teaching staff at the relevant Academy.

The support staff member of the **LGB** shall be elected by the support members of staff of the relevant Academy.

The responsibilities of the Staff Local Governors are to adhere to the commitment of Local Governors abiding by the Terms of Reference, drawing on their experience & knowledge as a staff member.

### Parent Local Governors

Parent Local Governors for each LGB shall be elected in accordance with the process set out below:

- ❖ When a vacancy arises, the WAT Company Secretary will write to all parents of learners at the Academy seeking nominees for the vacancy detailing any required skills depending on needs identified. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role and receive responses;
- ❖ In the event that the number of eligible nominations equals or is less than the number of vacancies on the LGB, the LGB will appoint all of those nominated;
- ❖ If there are more eligible nominees than places available, the WAT Company Secretary will write to all parents of learners at the Academy asking them to vote for their preferred candidate providing the written statement provided by the candidate to aid the decision and manage the associated process. A Parent Local Governor should be a parent or carer of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory Academy age.

The responsibilities of the Parent Local Governors are to adhere to the commitment of Local Governors abiding by the Terms of Reference, drawing on their experience and knowledge as a parent/carer of the Academy.

### Co-opted Local Governors

- ❖ Co-opted Local Governors [known as **appointed governors**] are appointed by the MAT Board to fill identified skill gaps, or if an academy has a vacancy in another category which cannot be filled despite repeated attempts to ensure the LGB can operate effectively;
- ❖ The board welcomes proposals for co-opted Local Governors from its LGBs and the chair of the LGB will be invited to meet any potential co-opted governor along with the Principal of the academy, the Chair of the board and the EP.

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- ❖ Meetings with potential Co-opted Local Governors enable the LGB, the MAT and the potential governor to determine whether there is a suitable match of skills offered and required.
- ❖ Following the meeting, if the potential local governor still wishes to be co-opted and the chair of the LGB and others present at the meeting believe the applicant can add skill to the LGB a resolution will be passed at the next MAT board meeting, and a starting date agreed.

The responsibilities of the Co-opted Local Governors are to adhere to the commitment of Local Governors abiding by the Terms of Reference, drawing on their experience & knowledge as a parent of the Academy.

### Other responsibilities – Link Governors

Each LGB shall appoint from among its members, individuals with specific responsibilities which shall include:

- ❖ **SEND** (including EAL)
- ❖ **Safeguarding** (including medical needs etc.) and inclusion;
- ❖ **Pupil Premium, Children Looked After, Previous Children Looked After & other disadvantaged learners** (including Young Carers);
- ❖ **Health and Safety**
- ❖ **CEIAG**
- ❖ **Curriculum**
- ❖ **Inclusion and behaviour** (including exclusions & interventions).

### Governance Professional to the Local Governing Board

The WAT Company Secretary shall appoint a Governance Professional to the LGB who must not be a Local Governor or an employee at the Academy. In the absence of the **Governance Professional**, the LGB shall elect a replacement for the meeting (who may be a Local Governor).

The responsibilities / functions of the Clerk to the **LGB** are as follows:

- ❖ convene meetings of the **LGB** including sending notices and papers of meetings via *GovernorHub*;
- ❖ attend meetings of the LGB and ensure **draft** minutes are produced & circulated within **ten academy days** of the meeting via *GovernorHub*;
- ❖ maintain a register of members of the LGB including their terms of office, attendance & registers of interests and report any vacancies to the WAT Company Secretary;
- ❖ adhere to all WAT Governance requirements;
- ❖ ensure the **LGB** creates agendas and undertakes discussions only within their remit;
- ❖ report to the **LGB** on the discharge of the **Governance Professional's** functions;
- ❖ undertake all necessary training.

The board shall appoint the [Governance Professional](#) to the LGB.

### Ceasing to be a Local Governor

A Local Governor's term of office will be terminated if:

- ❖ any event or circumstance occurs which would disqualify him or her from a LGB officer role under the Articles were he or she to hold such office;
- ❖ he or she has, without the consent of the **LGB**, failed to attend **LGB** meetings for two consecutive meetings and the Chair or the WAT Board agree that the term of office should be terminated;
- ❖ he or she resigns from office by notice to the Trust;
- ❖ he or she is removed from office by the Trust Board for failing to act within the remit of the LGB, against the values of the Trust, in contradiction to the WAT LGB code of conduct, Governance Framework, Governance Handbook or Nolan Principles for Public Life.

### Convening meetings of the Local Governing Board

Meetings of the LGB will be held three times per academic year as a minimum.

The [Governance Professional](#) to the LGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Local Governors may call a meeting by giving written notice to the WAT Company Secretary, which includes a summary of the business they wish to carry out. It shall be the duty of the WAT Company Secretary to convene a meeting as soon as reasonably practicable if appropriate.

The Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any pupil, any professional adviser (after any fee sanctioned by the CFOO) and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

## **Voting at meetings of the Local Governing Board**

The quorum for meetings of the LGB and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum within fifteen minutes of the allocated start time.

Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the **Governance Professional** as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated and the WAT Company Secretary informed.

Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- ❖ he or she has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- ❖ the LGB has access to the appropriate equipment;
- ❖ and provided that, if after all reasonable efforts it does not prove possible for that Local Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local Governors present and voting on the question.

Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

## **Personal business interests of Local Governors**

Local Governors shall complete a register of their business interests, which shall be reviewed annually by the WAT Company Secretary.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Local Governor must:

- ❖ disclose that fact to the LGB as soon as he or she becomes aware of it.
- ❖ absent himself or herself from any discussions of the LGB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;



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- ❖ withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- ❖ not be counted in the quorum for that part of any meeting; and
- ❖ withdraw during the vote and have no vote on the matter.

### Committees of the Local Governing Board

The LGB may not establish committees to carry out functions.

### Minutes

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB.

The draft written record shall be uploaded by the [Governance Professional](#) to the LGB via [GovernorHub](#) as soon as is reasonably practicable but certainly within **ten academy days** of the meeting with the approved signed version following when available.

### Delegation to the LGB

The LGB shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

### General

The governance of the Academy is delegated to the LGB who may exercise the powers of the Trust in so far as they relate to the Academy, subject to:

- ❖ any restrictions in the Companies Act which requires a decision of the Members or the Trust Board;
- ❖ the Articles;
- ❖ policies and procedures set by the Trust Board;
- ❖ a specific decision of the Trust Board.

The Trust Board and the LGB acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of the Trust and the Academies.

They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled:

- ❖ to overrule any decision of the LGB; and / or
- ❖ to remove delegated powers from an LGB if (in their reasonable opinion) they consider it to be in the best interests of the Academy or the wider MAT.

### Financial matters

In line with their duties and responsibilities as trustees, the WAT Board will hold all income received for allocation, monitoring and oversight across the Trust by the Chief Finance and Operations Officer [CFOO], with oversight provided by the Finance Committee.

The LGB shall receive reports from the Academy Head of School/College for any delegated budget and ring-fenced budgets (Pupil Premium, SEND funding etc.) which reconcile with the Trust's finance system and reporting.

The LGB is not authorised to enter into any contract on behalf of the Trust and does not have power of spend over any WAT funds or delegated Academy budget funds.

### Responsibilities

- ❖ champion WAT's vision and values in the academy;
- ❖ ensure systems are in place in line with the Trust's strategy for effective stakeholder communication, including with learners, parents/carers, employees and the wider community.
- ❖ hold the Academy to account for standards, progress & student outcomes overall and within specific groups of learners including disadvantaged and SEN;
- ❖ elect a Vice-Chair and Link Governors with specific responsibilities as detailed previously and to ensure these roles are undertaken and activity reported back at each LGB meeting;
- ❖ ensure WAT processes are effectively in place within the Academy for monitoring the quality assurance of:
  - teaching and learning,
  - intervention,
  - the curriculum
- ❖ understand SEND provision in the academy, monitoring adherence to the SEND policy and compliance with the Disability Discrimination Act and Equality Act requirements;
- ❖ monitor adherence to the WAT Safeguarding and Child Protection Policy with understanding and compliance to Keeping Children Safe in Education regulations and undertake and ensuring an annual WAT safeguarding audit;
- ❖ assist the WAT Company Secretary where required in convening a pupil discipline committee to review the exclusion of a learner by the Academy Head of School/College, complaint hearing or, disciplinary procedures for a member of staff;
- ❖ monitor Pupil Premium funding spend and impact;
- ❖ provide feedback on MAT developments, strategy and activities;

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- ❖ participate in the process to appoint a new Academy Head of School/College and other Senior Leadership Team posts;
- ❖ receive sufficient information to understand:
  - the progress and attainment of learners, including subgroups in relation to other WAT academies, local/national indicators and published data;
  - how targets are set, tracked and amended;
  - where learners are on track to achieve targets and where they are not;
  - the quality of teaching and its impact including reference to WAT lesson observation schedules;
  - the robustness of Quality Assurance processes;
  - the impact of key priorities in the Trust's Improvement Plan applying to the academy;
  - Ofsted framework;
- ❖ understand the spiritual, moral, social and cultural development (SMSC) in the academy including context and recording of evidence;
- ❖ understand the provision provided to support the development of learners including the PSHCE programme, assemblies, additional support etc. and how the academy records evidence on the experience of learners;
- ❖ ensure effective implementation and understanding of The Prevent Strategy throughout the Academy;
- ❖ ensure active promotion of British Values throughout the Academy;
- ❖ understand standards of behaviour within the Academy, reviewing data on exclusions, racist incidents, bullying including that for homophobic or gender directed bullying, attendance etc.;
- ❖ understand the Academy supports the wellbeing of learners with specific regard for vulnerable groups including but not restricted to transgender, SEN, EAL, Pupil Premium learners;
- ❖ approve policies within the remit of the LGB to approve, but must be in line with statutory expectation and other WAT Academies, including Spiritual Moral Social and Cultural; Academy Behaviour Policy; and any policy required by the academy that the WAT Board is not accountable for, for example dress code and uniform as long as it is in line with regulatory requirements such as gender neutral or inclusive;
- ❖ approve any appendix tailored for the individual Academy to be read alongside a WAT Policy for which the WAT Board is responsible.

### Academies in Need of Closer Monitoring

WAT Academies have these delegated responsibilities providing key performance indicators are met but where an Academy is in need of "Closer Monitoring" then a

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member of the WAT Board (usually the EP) will attend the WAT Board and be able to refer any matter for decision.

In addition, the WAT Board retains the right to initiate bespoke measures to improve performance as detailed within the WAT Board remit previously.

"Closer Monitoring" will mean that the Academy is judged by Ofsted to be not yet good, or alternatively, in the view of the WAT Board or Executive Leadership team, the performance of the member Academy is below the level which would ensure such an Ofsted judgement.

### Communication between individual LGBs and WAT Board

- ❖ LGB chairs are Trustees providing a direct link;
- ❖ Attendance on *ad-hoc* basis at LGB meetings by EP;
- ❖ All LGB meeting dates to be calendared to ensure alignment with WAT Board meetings & WAT assessment calendar;
- ❖ All LGB agendas, reports, documents, minutes and Governor Visit reports held on *GovernorHub* to which WAT Board has access;
- ❖ Termly standards report on each WAT member Academy;
- ❖ Exception reporting to the WAT Board for any areas of concern;

The monitoring and evaluation process will involve LGB member visits to the Academy on an agreed topic(s), reporting back to the LGB/MAT in writing using the standardized template.

### Alterations

This constitution and these terms of reference may be altered by a resolution of the Trust Board.

The Governance Handbook shall be reviewed annually by the MAT Board.

## APPENDIX A

### Financial Delegation

Limit	Who	Notes
£501 to £1,000	Budget holders	<ul style="list-style-type: none"> <li>- A purchase order must be completed.</li> <li>- You must ensure value for money is achieved and obtain two competitive quotes</li> </ul>
£1,001 to £10,000	Finance Lead	<ul style="list-style-type: none"> <li>- A purchase order must be completed.</li> <li>- You must ensure value for money is achieved.</li> <li>- A minimum of three competitive written quotations are required for purchases of £10,000 or more.</li> </ul>
£10,001 to £20,000	Executive Principal + Finance Lead	<ul style="list-style-type: none"> <li>- A purchase order must be completed.</li> <li>- You must ensure value for money is achieved.</li> <li>- A minimum of three competitive written quotations are required for purchases of £10,000</li> </ul>
£20,001 to £30,000	Finance Committee	<ul style="list-style-type: none"> <li>- A minimum of three competitive written quotations are required.</li> </ul>
£30,001 to £40,000	Finance Committee	<ul style="list-style-type: none"> <li>- A formal tendering process must be undertaken in conjunction with the Finance Director</li> </ul>
£40,001 or more	MAT Board	<ul style="list-style-type: none"> <li>- As above.</li> <li>- For very large purchases OJEU tender limits may be reached.</li> </ul>

All purchase orders up to £1,000 must be approved by Finance Officer or Finance Lead.

All purchase orders above £1,000 must be approved by the Finance Lead.

Note that for small value items or travel and subsistence costs budget holders may make purchases themselves and reclaim the cost via expenses.

### Writing off debts and losses

The write-off of debts is subject to the limits below and all write-off of debts must be reported to the **first** available Finance Committee.

Limit Authorisation	Delegation
Up to £1,000	Executive Principal
£1,000 to £4,999	Chair of Finance Committee
£5,000 or more	Chair of the Trust Board

The Trust is also subject to limits for write-off debts and losses imposed by the *Academy Trust Handbook [also known as the Academies Financial Handbook]*.

Beyond these limits the Trust must seek and obtain explicit and prior approval of the Secretary of State, through the ESFA, for the transaction.



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The delegated limits are:

- ❖ 1% of total annual income or £45,000 (whichever is smaller) per single transaction;
- ❖ Cumulatively, 2.5% of total annual income in any one financial year per category of transaction for any Academy Trusts that have not submitted timely, unqualified financial returns for the previous two financial years. This category includes new academies that have not had the opportunity to produce two years of financial statements;
- ❖ Cumulatively, 5% of total annual income in any one financial year per category of transaction for any Academy Trusts that have submitted timely, unqualified financial returns for the previous two financial years.

### SUMMARY OF FINANCIAL DELEGATION

TO WHOM	Approval of draft budget	Approval of first budget	Approval of budget variations	Monthly payroll	Single transactions up to the value of [2]	Contracts up to the value of	Variations in contracts to the value of	Write off up to the value of (debts & equipment)	All leases
Finance Lead					£10k	£10k	£10k		
Executive Principal				✓	£20k with Finance Lead	£20k with Finance Lead	10% contract value	£1k	
Finance Committee	✓		✓		All transactions in excess of CEO delegation				✓
WAT Board		✓							

Approval over limits for EP:

Can be sanctioned by Chair of Finance Committee and minuted at next meeting, if approval required in advance of the next scheduled meeting

Delegated duty	Value	Delegated authority requiring sig	In consultation with
Bank Account transfers, cheques and BACS authorisation	any	Two bank signatures	
Signatories for grant claims / EFA returns	any	Accounting Officer	

## APPENDIX B

### MEMBER APPOINTMENT LETTER

Dear

#### Appointment as member of XXX

I am writing to confirm your Appointment as a member of Wootton Academy Trust. I would be grateful if you could read this letter and return a signed copy confirming your acceptance of your Appointment and the terms set out below.

#### 1. Appointment

Your Appointment commences on the date you countersign this letter and continues until terminated in accordance with the Trust's Articles of Association. By accepting this Appointment, you are:

- ❖ accepting the terms set in this letter and undertaking to use your rights as a Member to give full effect to this letter;
- ❖ confirming that you are able to fulfil your role and that you are not subject to restrictions or obligations which prevent you from acting as a member and/or aware of any reasons which might bring the Trust into disrepute or damage its reputation by reason of you being a Member.

#### 2. Ethos & Values

Wootton Academy Trust (WAT) exists to provide an outstanding education for all our learners putting their progress at the heart of everything we do. That means that we will always pursue excellence and shall focus upon achieving outstanding results by:

- ❖ ensuring that the curriculum offered is wholly focused upon the needs and requirements of our learners;
- ❖ regularly measuring student progress and achievement so that their learning experience may be adapted to their needs;
- ❖ making available high quality support to our staff so that they deliver good and outstanding lessons for learners.
- ❖ Each Member agrees to exercise their voting rights:
- ❖ to ensure that the affairs of the Trust and the academies it maintains (the Academies) shall be conducted so far as it is lawful in a manner that is consistent with the above ethos and values;
- ❖ to promote the success of the Trust and the Academies;
- ❖ to promote the transparent and accountable operation of the Trust;
- ❖ to ensure that the Trust and its Academies take an active role in the communities they serve;
- ❖ in connection with the powers to appoint and remove trustees of the Trust, to ensure that trustees so Appropriated:

## WAT GOVERNANCE FRAMEWORK HANDBOOK DECEMBER 2023

- are committed to the above ethos and values;
- have the necessary skills, knowledge and experience needed to support the Trust as a whole;
- are committed to driving Academy improvement and improved educational outcomes for the Academies' learners;
- are committed to the proper and effective use of public funds. No person shall be appointed as a Member until they have signed a written consent in substantially the same form as this letter or other form approved unanimously by the Members.

### 3. Fees & Expenses

You acknowledge that this is an unpaid role and that you agree to undertake it in consideration of the Trust reimbursing you for all reasonable and properly documented expenses which you incur in performing the duties of your office, in accordance with the Trust's expenses policy from time to time.

### 4. Retirement & Termination

You may resign as a Member of the Trust at any time by giving written notice to the Chair at the registered office of the Trust provided that after such resignation the number of Members is not less than three. Notwithstanding anything else in this letter or the Trust's Articles of Association your appointment as Member:

- ❖ will terminate with immediate effect if you:
  - ❖ die or become incapable by reason of illness or injury of managing and administering your affairs;
  - ❖ are the subject of a bankruptcy restrictions order or an interim order or make any arrangement or composition with your creditors generally.
- ❖ may be terminated by a special resolution of the other members if:
  - ❖ you have been guilty of any fraud or dishonesty;
  - ❖ acted in any manner which, in the opinion of the Trust, brings or is likely to bring you or the Trust into disrepute or is materially averse to the interests of the Trust;
  - ❖ committed any serious or repeated breach or non-observance of your obligations to the Trust; or
  - ❖ the removal is in the interests of the Trust.

### Third party rights

The terms of this letter shall not be enforceable by any person other than you and the Trust.

Please indicate your acceptance of these terms by signing and returning the attached copy of this letter.

Yours sincerely

Michael Gleeson  
Executive Principal  
on behalf of Wootton Academy Trust

**I agree to the above terms of appointment.**

Signed by .....

Date :.....



## TRUSTEE APPOINTMENT LETTER

Dear

### Trustee Appointment

I am writing to confirm your Appointment as a trustee of Wootton Academy Trust. I would be grateful if you could read this letter and return a signed copy confirming your acceptance of your appointment and the terms set out below.

#### 1. Appointment

Your appointment commences on XXXXXX and continues until terminated in accordance the articles of association of the Trust, as amended from time to time (the Articles).

Your appointment is subject to the Articles and therefore nothing in this letter shall be taken to exclude or vary the terms of the Articles as they apply to you as a trustee of the Trust.

If there is a conflict between this letter and the Articles, then the Articles shall prevail. It is agreed between us that this is a contract for services and is not a contract of employment.

By accepting this appointment, you confirm that you are:

- ❖ not subject to any restrictions which prevent you from holding office as a trustee;
- ❖ able to allocate sufficient time to meet the expectations of your role.

#### 2. Role and duties

As a trustee [and non-executive director], you will have the same general legal responsibilities to the Trust as any other trustee. The board as a whole is collectively responsible for the success of the Trust.

The board's role is to:

- ❖ provide entrepreneurial leadership of the Trust within a framework of prudent and effective controls which enables risks to be assessed and managed;
- ❖ set the Trust's strategic aims, ensure that the necessary financial and human resources are in place for the Trust to meet its objectives and review performance; and
- ❖ develop and promote its collective vision of the Trust's purpose, culture, values and the behaviours it wishes to promote in conducting its operations and ensure that its obligations to its members and other stakeholders are understood and met.



All trustees must act in the way they consider, in good faith, would be most likely to promote the success of the charity for the benefit of its members as a whole. In doing so, as a trustee, you must have regard (among other matters) to:

- ❖ the likely consequences of any decision in the long term;
- ❖ the interests of the Trust's employees;
- ❖ the need to foster the Trust's relationships with suppliers, customers and others;
- ❖ the impact of the Trust's operations on the community and the environment;
- ❖ the desirability of the Trust maintaining a reputation for high standards of business conduct;
- ❖ the need to act fairly as between the members of the Trust.

In addition to these requirements of all trustees, your role as a trustee will require you to:

- ❖ make sufficient time available to discharge your responsibilities effectively;
- ❖ uphold high standards of integrity and probity and support the chair and any executive trustee in instilling the appropriate culture, values and behaviours in the boardroom and beyond;
- ❖ scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- ❖ satisfy yourself that financial information is accurate and that any financial controls and systems of risk management are robust and defensible;
- ❖ at all times comply with the Articles;
- ❖ comply with your duties as trustee of the Trust pursuant to the Companies Act 2006;
- ❖ comply with your duties as trustee of the Trust pursuant to charity law; • immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any other employee or trustee of the Trust of which you become aware to the Board;
- ❖ comply with Bribery Act 2010; and
- ❖ not do anything that would cause you to be disqualified from acting as a director or trustee.

### 3. Outside Interests

It is accepted and acknowledged that you may have business interests other than those of the Trust and have declared any conflicts that are apparent at present. If you become aware of any potential conflicts of interest, these should be disclosed to the board as soon as you become aware of them.

You are required not to put yourself in a position where you have a conflict of interest.

### 4. Fees & Expenses

You acknowledge that this is an unpaid role and that you agree to undertake it in consideration of the Trust reimbursing you for all reasonable and properly documented expenses which you incur in performing the duties of your office, in accordance with the Trust's expenses policy from time to time.

### 5. Review process

The performance of individual trustee and the whole board and its committees is evaluated annually. If, in the interim, there are any matters which causes you concern about your role you should discuss them with the chair as soon as is appropriate.

### 6. . Insurance

The Trust has trustee and officer liability insurance and it is intended to maintain such cover for the full term of your Appointment.

### 7. . Retirement and Termination

You may resign from the Trust at any time by giving written notice to the Chair.

Notwithstanding anything else in this letter or the Articles, the Trust may terminate your Appointment with immediate effect if you have:

- ❖ committed any serious or repeated breach or non-observance of your obligations to the Trust (which include an obligation not to breach your fiduciary duties);
- ❖ been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of the Trust, brings or is likely to bring you or the Trust into disrepute or is materially averse to the interests of the Trust; or
- ❖ become, in the opinion of the board, unfit to carry out your duties as a trustee. On termination of Appointment you shall:
  - ❖ only be entitled to reimbursement of any expenses properly incurred prior to that date;
  - ❖ be deemed to have formally resigned your trusteeship of the Trust without compensation with effect from the date of termination;
  - ❖ promptly deliver to the Trust all papers, documents and correspondence (in whatever format) which may have been prepared by you or may have come into your possession as a trustee of the Trust, and you shall not be entitled to copies thereof.

### 8. Data Protection

By signing this letter, you give consent to the Trust holding and processing information about you for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 1998). You consent to the Trust making such information available to any those who provide products or services to the Trust (such as advisors or payroll administrators) regulatory authorities, potential or future employers, governmental or quasi-governmental organisations and potential purchasers of the Trust or the business in which you work.

**9. Third party rights**

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you or the Trust or any member of the Trust's group shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the Trust or any member of the Trust's group.

Please indicate your acceptance of these terms by signing and returning the attached copy of this letter in consideration of your appointment as a trustee

Yours sincerely

Michael Gleeson  
Executive Principal  
on behalf of Wootton Academy Trust

I agree to the above terms of appointment.

Signed by .....

Date :.....



## **LOCAL GOVERNING BOARD APPOINTMENT LETTER**

XXXXX XXXXXXXXXXXXX

Dear XXXXX

### **Local Governing Board Appointment**

I am writing to confirm your appointment as a Local Governor of Wootton Academy Trust at XXXXX Academy.

I would be grateful if you could read this letter and return a signed copy confirming your acceptance of your appointment and the terms set out below.

#### **1. Appointment**

Your appointment commences on xxxxxx and continues until terminated in accordance the articles of association of the Trust, as amended from time to time (the Articles) and the WAT Governance Framework. If there is a conflict between this letter and the Articles, then the Articles shall prevail. It is agreed between us that this is a contract for services and is not a contract of employment. By accepting this appointment, you confirm that you are:

- ❖ not subject to any restrictions which prevent you from holding office as a trustee;
- ❖ able to allocate sufficient time to meet the expectations of your role including required training commitments.

#### **2. Role and duties Local Governors are asked to:**

- ❖ prepare for and make an active contribution at meetings of the LGB;
- ❖ champion the Academy & MAT in the local community;
- ❖ familiarize themselves with the policies of the MAT & Academy;
- ❖ visit the Academy both during Academy hours (with prior arrangement with the Academy Head of School/College) and for evening events to get to know the Academy and to be visible to the Academy community; and
- ❖ attend training sessions for Local Governors, where possible. All LGB governors must have regard (among other matters) to:
  - ❖ the likely consequences of any decision in the long term;
  - ❖ the interests of the Trust's employees;
  - ❖ the need to foster the Trust's relationships with suppliers, customers and others;
  - ❖ the impact of the Trust's operations on the community and the environment;
  - ❖ the desirability of the Trust maintaining a reputation for high standards of business conduct;
  - ❖ the need to act fairly as between the members of the Trust. In addition to these requirements of all governors, your role will require you to:
  - ❖ make sufficient time available to discharge your responsibilities effectively;

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- ❖ uphold high standards of integrity and probity and support the chair and all governors in instilling the appropriate culture, values and behaviours in meetings and beyond;
- ❖ scrutinize the management in meeting agreed goals and objectives and monitor the reporting of performance;
- ❖ satisfy yourself that financial information is accurate and that any financial controls and systems of risk management are robust and defensible;
- ❖ at all times comply with the Articles & WAT Governance Framework;
- ❖ immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any other employee or trustee of the Trust or other LGB governor of which you become aware to the WAT Company Secretary
- ❖ comply with Bribery Act 2010; and
- ❖ not do anything that would cause you to be disqualified from acting as a director or trustee.

### **3. Outside Interests**

It is accepted and acknowledged that you may have business interests other than those of the Trust and have declared any conflicts that are apparent at present. If you become aware of any potential conflicts of interest, these should be disclosed as soon as you become aware of them. You are required not to put yourself in a position where you have a conflict of interest.

### **4. Fees & Expenses**

You acknowledge that this is an unpaid role and that you agree to undertake it in consideration of the Trust reimbursing you for all reasonable and properly documented expenses which you incur in performing the duties of your office, in accordance with the Trust's expenses policy from time to time.

### **5. Review process**

The performance of individual governors and the whole board and its committees is evaluated annually. If, in the interim, there are any matters which causes you concern about your role you should discuss them with the chair as soon as is appropriate.

### **6. Insurance**

The Trust has trustee and officer liability insurance and it is intended to maintain such cover for the full term of your appointment.

### **7. Retirement and Termination**

You may resign from the Trust at any time by giving written notice to the Chair.



Notwithstanding anything else in this letter or the Articles, the Trust may terminate your appointment with immediate effect if you have:

- ❖ committed any serious or repeated breach or non-observance of your obligations to the Trust (which include an obligation not to breach your fiduciary duties);
- ❖ been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of the Trust, brings or is likely to bring you or the Trust into disrepute or is materially averse to the interests of the Trust; or
- ❖ become, in the opinion of the board, unfit to carry out your duties as a governor. On termination of Appointment you shall:
  - ❖ only be entitled to reimbursement of any expenses properly incurred prior to that date;
  - ❖ be deemed to have formally resigned without compensation with effect from the date of termination;
  - ❖ promptly deliver to the Trust all papers, documents and correspondence (in whatever format) which may have been prepared by you or may have come into your possession as a governor of the Trust, and you shall not be entitled to copies thereof.

### **8. Data Protection**

By signing this letter, you give consent to the Trust holding and processing information about you for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 1998). You consent to the Trust making such information available to any those who provide products or services to the Trust (such as advisors or payroll administrators) regulatory authorities, potential or future employers, governmental or quasi-governmental organisations and potential purchasers of the Trust or the business in which you work.

### **9. Third party rights**

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you or the Trust or any member of the Trust's group shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the Trust or any member of the Trust's group.

Please indicate your acceptance of these terms by signing and returning the attached copy of this letter.

Yours sincerely

xxxxxxx

Executive Principal

In consideration of my appointment as a governor I agree to the above terms of appointment.

Signed by .....

Date :.....



## APPENDIX C

### TEMPLATE QUESTIONS FOR LGBS

Question	Answers/Evidence
1. What are the strengths and weaknesses of the Academy and how do local governors know?	
2. What are the strengths and areas for development of the local governing body?	
3. What are the main barriers to learning and what action has been taken to overcome them? How successful have the actions been?	
4. Who are our vulnerable groups, and what does the Academy do to ensure they make good progress?	
5. What contribution does the local governing body think it has made to improving provision, especially teaching, and outcomes for learners?	
6. What contribution is the Academy making to the MAT development and success, in role as capacity giver & taker and what is the evidence and impact of this?	
7. How actively does the Academy collaboratively and work with other WAT Academies; what is the evidence and impact of this?	
8. To what extent is the local governing body involved in the Academy's processes for self-evaluation, risk management and improvement planning?	
9. How do local governors monitor and evaluate the effectiveness of the Academy improvement plan?	
10. Can local governors give examples of how they have supported and challenged the Academy?	
11. What are the procedures for WAT safeguarding learners and how have training needs been met?	
12. How are local governors involved in the life of the Academy?	
13. Do local governors have specific areas of responsibility and/or links with Academy classes/form/tutor groups/subjects/departments? What is the impact of these links?	
14. How do local governors consult parents/the local community?	
15. What is the Academy doing to enhance the experience and expectation for vulnerable groups? What is the evidence and impact of this?	
16. How do local governors ensure equality of opportunity? For example, what actions are taken to ensure all groups of parents are engaged and barriers are removed?	
17. Can local governors give examples of when parental/community views have been sought and acted on?	
18. How are the training needs of local governors identified and addressed?	
19. What training have local governors undertaken recently and what has been the impact of this training?	

## Questions about attainment and achievement to be considered for each academy in WAT

[some are not relevant given the current age range of learners in our MAT]

1. What are the floor standards?
2. How is the implementation of KS4 being evidenced?
3. *How do we perform/compare to the expected in Reception (Pre-Academy?)? Explain?*
4. *How do we perform/compare to the expected in Year 1 Phonics? Explain?*
5. *How do we perform/compare to the expected in Year 2? Explain?*
  
6. *How do we perform/compare to the expected in Year 4? Explain?*
7. *How do we perform/compare to the expected 'Secondary Ready' in Year 6? Explain.*
8. Which subjects are included in Progress 8?
9. Based on the latest assessment data, what is the projected Progress 8 score for Year 11 and how does this compare to their target grades?
10. How do we compare locally and nationally at GCSE and A level?
  
11. Are there any subjects with negative P8 scores; if so why and what is being done about?
12. Are there any subjects performing below average; if so why and is there anything we can do to rectify this?
13. What is the value added for our Year 13 learners and how does it compare to their targets? Explain.
14. Interventions and progress? Explain?
15. How do we know our assessments are robust? Explain?
  
16. Does performance data show that the Academy is significantly above or below average?
17. Are there any factors affecting the Academy/cohort that might be distorting such comparisons? (size of Academy, size of class)
18. Are all learners making good progress? What evidence is available?
19. What are the reasons for some learners or groups of learners making better or worse progress than expected?
20. Why do teacher assessments differ from test results? Are they over or under valuing? What are the factors affecting learners at exams? (nerves, illness, exam technique?)
21. Does the Academy do its best for all learners? What evidence is available? (boy/girl comparison, ethnicity, Pupil Premium, EAL, SEND/more able, FSM)
22. Is our Academy performance consistent across all subjects or are some subjects better than others?
23. What can we do to improve performance in areas of apparent weakness?
24. What does the value-added data show?
25. Are there data collection issues for the Academy? Questions about targets
26. What are the student targets based upon? Explain?

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27. How can we be sure that the targets set for learners and for the Academy are challenging and yet realistic?
28. How do we know our target setting is robust? Explain?
29. Why might we be missing or exceeding targets?
30. How is the challenge element of an individual pupil target decided where 'target = predictions + challenge'?
31. How are learners involved in agreeing their individual targets?
32. Have cohort targets been put together from individual pupil targets?
33. Do we tend to over or under perform against our predictions?
34. What must we do to support the Academy to enable it to achieve its pupil progress targets?
35. What are the cost implications?

### **Questions about progress**

1. How do teachers in our Academy measure learners' progress?
2. What INSET/support would help to raise standards?
3. What evidence is there to demonstrate that INSET already undertaken has helped to raise standards?
4. Does the local governing body have a robust procedure for evaluating and reporting on progress?
5. Is progress in implementing the Academy Improvement Plan on track?
6. What evidence is available to show that recently implemented actions have had a positive impact on raising standards?
7. What feedback has been obtained from staff, learners and parents?
8. Given the pressure on progress, how are we going to evidence this? What does tracking look like? How often are learners assessed (i.e. tested)? Do you have a system for tracking hibernating/coasting children? Vulnerable groups?

### **Questions about provision:**

#### **Teaching**

1. How does the Academy use analysis of performance data to target monitoring and evaluation of teaching?
2. Is there a clear policy on lesson observation in our Academy? How is this evidenced to the LGB?
3. How are findings analysed and reported? How is this evidenced to the LGB?
4. Are the WAT Teaching & Learning intervention/support documents and timeline followed consistently?
5. What evidence is there that the last Ofsted/External Review or LA advisor/ comments on teaching have been acted upon?
6. Are the most effective teaching and learning strategies being employed?
7. What mechanisms are in place for collaborating on Teaching & Learning across the Academy & MAT and how does the Academy contribute to these?
8. What training is provided to staff?
9. Is the most appropriate curriculum being provided?



### Questions about the Curriculum

1. Are the requirements for RE and Collective Worship adhered to? How?
2. Can Senior Leaders, Middle Leaders, Teachers, other employees and pupils talk confidently about the curriculum, what is the philosophy behind it, what values and skills it is seeking to deliver?
3. Do pupils know how what they are learning at the moment relates to what they have learned previously and what they will be learning in the future?
4. Have we implanted British Values within SMSC?
5. Are we following the National Curriculum? If not, why not?
6. How do teachers decided which exam board to use – how are they different?
7. Are there resourcing costs due to curriculum changes? Are we well resourced? Does the LGB know the cost of the curriculum?
8. Where subject time allocations apply, are we compliant?
9. *In Primary, how do we provided quality PE and Sport opportunities? How is the grant for this being spent?*

### Questions about provision:

#### Pupil Premium

1. How many children do we have on free meals?
2. What is the £ value of each PP child i.e. what we should receive?
3. How were interventions identified?
4. What has been the impact?
5. Has Academy subsidized PP needs?
6. Have some of the interventions been expensive; is there a cheaper but equally effective way to deliver this intervention another time?
7. Do we have data to show the focus for intervention, the planned intervention, the benchmark data, and the expected and actual outcome data for each child?
8. How were these interventions determined; (prior assessment data)
9. Were these interventions for which we already had expertise/resources or, was new training/resources required to deliver?
10. How does the indicated progress/impact measure up to what you were aiming for?
11. Are there any PP learners for whom no intervention has been recorded? Why?
12. It is easier to measure hard data for impact – levels or points of progress; not so soft data. How could this be measured going forward?
13. When quickly are new learners added to the data?
14. What do you see as the strengths of what the Academy has provided via PP funds/initiative; have there been any obstacles to success? How do you see this initiative developing?

### Questions about SEND

1. How many learners are there in the Academy with special needs?
2. How many learners have Education, Health and Care Plans (EHCP)?
3. What interventions are being implemented for these children?

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4. What additional facilities do we need to meet the needs of our SEND and Special needs children?
5. What has been the impact of the interventions?
6. Do we have a (trained) SEND local governor?
7. Does the SENDCo have the necessary qualifications for the job?
8. Are parents of our Special Needs and SEND children happy?
9. What progress has been made regarding EHCPs and Individual Provision Maps? Are subject teachers contributing to these plans?

### Questions about WAT safeguarding

1. Do we have a completed Single Central record; who is responsible for this; what is our policy on applications and renewals of DBS?
2. Who is the WAT safeguarding Officer within the Academy; is their training up to date?
3. Who can make referrals to outside agencies?
4. What internal record keeping/monitoring system exists?
5. Have do we implement PREVENT policy and policies on other current issues like Female Genital Mutilation and other age related risk areas?
6. Have we completed a WAT safeguarding Audit?
7. Do we have a (trained) WAT safeguarding governor?
8. Do we have an up-to-date WAT safeguarding policy?
9. Do all local governors know about WAT safeguarding; have received some kind of training?

### Questions about Finance

1. What ring fenced monies does the Academy receive?
2. What % of the budget is salaries?
3. How is spend on ring fenced budgets measured for impact?
4. How are progress, attainment & outcomes measured of these specific groups of learners?
5. What inventions are used and how are these assessed for impact and vfm?
6. Are you familiar with the *Academy Trust Handbook [also known as the Academies Financial Handbook]*?
7. How does the cost of the curriculum fare with other WAT academies and benchmarking measures?

### Questions for Governance

1. Do local governors know enough to challenge the answers given or do they just 'receive'?
2. Do local governors meet Academy staff other than the Head of School/College? How do they monitor?
3. Do local governors understand Ofsted expectations of leadership and management including governance – could they face an inspector?
4. How do local governors support and challenge the Head of School/College and other Senior Leaders?
5. Do local governors communicate with stakeholders?
6. Are all Academy policies up to date and in place?

7. Is the Academy website compliant with regulations?
8. Do local governors undertake training?
9. Do local governors understand the continuity plan in case of fire or disaster?

### Questions on Behaviour

1. Does this Academy have a positive learning culture?
2. What is the overall picture of behaviour in this Academy – how does it compare with other WAT Academies? How do you know?
3. How is good behaviour rewarded? And how often?
4. How are learners, parents and staff made aware of the behaviour policy?
5. What measures are in place to ensure good behaviour, discipline and respect is communicated to learners?
6. Are staff clear about the Academy's behaviour policy and the extent of their disciplinary authority/powers?
7. What steps do we take to inform parents about how they are expected to behave while on Academy premises?
8. What impact does the behaviour policy have on classroom practice – how do you know?
9. How do you monitor whether the behaviour policy is being applied consistently across the Academy?
10. How do you assess/monitor learners' attitudes to learning?
11. What information do you have about:
  - i. the levels of attendance,
  - ii. incidents of bullying (including cyber-bullying and homophobic bullying),
  - iii. levels of poor behaviour?
12. What are you doing to address any issues?
13. What measures are in place to deal with persistent poor behaviour? e.g. systems to identify and address the needs of those who continuously display disruptive behaviour.
14. How do you monitor learners causing concern?
15. Do you/employees know the root causes of poor behaviour?
16. What external support do the staff have for dealing with any behaviour issues?
17. Have all staff received appropriate training in relation to dealing with aggressive learners where restraint may be required?
18. How many learners have been excluded (fixed term and permanently) in the last term/year/three years?
19. How many managed moves have taken place this term/year?
20. How do you deal with poor behaviour that takes place beyond the Academy gate?
21. How do you deal with cyber bullying?
22. What steps do we take to educate staff and learners about the issues of social media?
23. What steps have you taken to inform/educate parents about the potential pitfalls of social media, for example, cyber-bullying and grooming?
24. How do you deal with poor behaviour that occurs during an Academy organized or related activity/trip?
25. How do the SLT engage with other WAT Academies in relation to behaviour initiatives?
26. How many CAFs (Common Assessment Framework) reports have been filled in on learners in this Academy?

## APPENDIX D

### Procedures for visits to academies by Trustees and LGB members

#### AIM

The aim of LGB visits to WAT academies is to improve the effectiveness of the academy by:

- ❖ giving LGB members the opportunity to gather information to increase their awareness and understanding of academy activities.
- ❖ building teamwork and communication with staff, learners, parents and other LGB members.
- ❖ discharging LGB members' statutory responsibilities and responsibilities contained within the WAT Governance Framework.
- ❖ monitoring the compliance with policies and the effectiveness of improvements including aspects of the Academy Development Plan.
- ❖ monitoring the progress and performance of the academy by helping to hold the academy to account.

#### RESPONSIBILITY

Arrangements for Governor Visits to the academy will be agreed at LGB members' meetings. The Chair of the Local Governing Board will ensure that detailed arrangements, e.g. length/timing are agreed with the Head of School/College and staff and that visits are linked to the Trust Improvement Plan.

The Chair will be responsible for ensuring that the agreed arrangements are followed.

To ensure that visits are effective, there must be feedback in a written report, presented to the next LGB meeting and also uploaded onto *Governorhub*.

LGB members cannot present themselves for the visits at the academy which have not been planned in this way.

#### REGULARITY

Each LGB member has the responsibility of a curriculum or cross-curricular area and is partnered with the relevant academy lead. It is the responsibility of each LGB member to make a academy visit at least once a term.

#### APPROPRIATENESS

Each visit will have a focus agreed with the Academy Head of School/College or Academy Lead – see appendix 1 – Academy Visits, Aide Memoire.

#### Visits enable LGB members to:

- ❖ see the academy at work and observe the range of attitudes, behaviour and achievements
- ❖ get to know the staff and demonstrate their commitment to the academy

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- ❖ give active support to the staff and the activities of the academy • Be aware of the effect of change and different approaches to teaching and learning
- ❖ evaluate resources and discuss with staff further requirements
- ❖ gain first-hand information to assist with policy making and decision taking
- ❖ work in partnership with the staff
- ❖

### **Before making a visit LGB members will:**

- ❖ contact the Academy Head of School/College and agree a date, time and focus for the visit • Clarify the etiquette, courtesies and expectations for the visit
- ❖ plan which classes will be visited
- ❖ draw up a timetable for the visit with the relevant staff member.
- ❖ review the Governance Framework for appropriate questioning etc.
- ❖ request that their link staff member informs that all staff are aware of the visit and the expectations on them.

### **A visit may involve a meeting with a subject leader; pupil interviews, snapshot of a lesson or a walk around the academy.**

#### **Example questions for subject leader visits are:**

- ❖ What is your vision for the subject?
- ❖ What were the Ofsted findings about the subject?
- ❖ What are the strengths of the subject and how do you know?
- ❖ How do you keep track of standards and progress?
- ❖ What improvements have you made/planned for this year in this subject?
- ❖ What resources does the academy have for this subject and how are they organized (and are there additional resource needs)?
- ❖ How do you monitor and help develop other teachers' skills in teaching the subject?

### **On the day of the visit the LGB member will remember to:**

- ❖ arrive on time and clarify the timetable with the relevant staff member
- ❖ act as an observer and only participate in the class at the invitation of the teacher
- ❖ respect the professionalism of the teacher, supporting but not interfering
- ❖ be calm and enjoy the visit

### **After the visit the LGB member will:**

- ❖ remember to thank the teachers and children
- ❖ meet with the Academy Head of School/College and/or their Deputy to give a verbal report, and to raise any issues that arose
- ❖ complete the Governor Visit Proforma, reporting on the focus. The completed form should be given to the Head of School/College and then, after any possible alterations, the form will be circulated to the LGB and staff and uploaded onto *Governorhub*.
- ❖ report without giving opinions and where possible individuals should not be able to be identified (remember confidentiality, data protection & WAT safeguarding policies). It is important to remember that visits are a snapshot in time, and judgements should not be made arbitrarily.



### The visit is not about:

- ❖ Inspection
- ❖ Making judgements about the professional expertise of the teacher
- ❖ Checking on your own children
- ❖ Pursuing a personal agenda
- ❖ Arriving with inflexible pre-conceived ideas

LGB members are an important part of the academy team and are welcomed into the academy by staff. It is important that LGB members remember to respect the professionals and the children, support the Head of School/College and the staff, and acknowledge that they represent the Local Governing Board. If the agreed principles and procedures are followed then Governor Visits will be an enjoyable experience for all involved, and will result in effective monitoring by the Local Governing Board, which will contribute to academy improvement.

### What to Avoid

It is important for all parties to note that LGB members' visits are not a form of inspection and do not involve LGB members making a judgement about teaching in any official capacity. That remains the responsibility of the Head of School/College and other education professionals. It might be wise for LGB members to avoid visiting classrooms where their own children are present. They should also be aware of 'pursuing personal agendas' and make sure they fulfil the code of conduct as it is outlined here.

Please remember that members of staff are very busy people whose first priority must be the children. There may be times when arrangements have to be changed or alterations made. Please be sensitive to the circumstances and flexible in your expectations.

Keep an open mind about what you see. Don't expect to see the formal type of lesson you might remember from your own childhood. By all means ask questions (preferably at the end of the lesson) but be sensitive to the extra demands of differentiation and inclusion that teachers now face.

### Ground Rules

	<b>Always</b>	<b>Never</b>
<b>Before</b>	Arrange details of visit Agree purpose of visit Agree role within lesson	Turn up unannounced
<b>During</b>	Keep to role agreed Remember confidentiality Keep questions for the class teacher until the end of the visit Stick to times and purpose agreed Be sensitive to the mood in the classroom	Assume a different role  Walk in with a clipboard Distract learners from their task
<b>After</b>	Discuss the visit with the teacher at their convenience (& Head of School/College or Deputy) Feedback to the LGB	Leave without acknowledgement Contravene WAT policies.

**Confidentiality and professionalism will be respected at all times and individual pupil information will not be disclosed.**

## APPENDIX E

### WAT Academy Visits LGB Members – an Aide Memoire

#### What is the purpose of the visit?

- ❖ What and who has prompted my decision to visit?
- ❖ Is the reason specific or general?
- ❖ What are my/other people's expectations?
- ❖ How can my visit benefit the teacher(s)?

#### How shall I carry it out?

- ❖ What particular areas of the academy am I interested in?
- ❖ What particular activities am I interested in?
- ❖ What particular age-group(s) am I interested in?
- ❖ Are there any questions that can be answered by observation?
- ❖ What questions should I ask and who shall I ask them of?

#### Did I achieve my aim?

- ❖ To what extent did I address the reason for my visit?
- ❖ Which of my questions did I answer?
- ❖ To what extent did I fulfil my own/other people's expectations?
- ❖ What difficulties did I meet and why?

#### Is there any follow-up?

- ❖ Have I recorded my experiences?
- ❖ Did I 'report back' to the Head of School/College /Deputy and staff?
- ❖ Have I prepared a short report for the next LGB members' meeting and uploaded this onto *Governorhub*?
- ❖ How can I build on this for the next visit?

#### Questions you may be able to ask a classroom teacher

- ❖ How do you judge how well learners are learning and making progress?
- ❖ What learning resources are available to your learners and how do they learn effectively?
- ❖ How do you cope with the needs of different learners?
- ❖ How do you decide to seat children and arrange the classroom? Does it ever vary, and why?
- ❖ How do you encourage parents to be involved in their children's learning?

## **Questions you may be able to ask a subject leader**

- ❖ What is your vision for the subject?
- ❖ What are the strengths of the subject? How do you know?
- ❖ What improvements have you made/planned for this year in the subject?
- ❖ How do you help develop other teachers' skills in teaching this subject?

## **Questions you may be able to ask about Behaviour**

- ❖ How well the learners understand the academy's behaviour policy
- ❖ Whether the learners understand the rewards for good behaviour
- ❖ Whether they understand the sanctions for unacceptable behaviour

## **Questions to ask about Curriculum Subjects**

If your visit is focused on a particular subject, you could ask learners:

- ❖ Whether they receive feedback on their work and whether the work stretches / challenges them

## **Questions to ask Learners**

- ❖ What are you learning today?
- ❖ Do you like ... (select curriculum area being monitored)?
- ❖ Tell me what you most like doing in ... (select curriculum area being monitored)?  
Is there anything you don't like in ... (select curriculum area being monitored)?
- ❖ Do you know how you can improve/what your next target is in ... (select curriculum area being monitored)?
- ❖ What lessons do you enjoy most in our academy?
- ❖ What do you most like doing in ... (select a range of curriculum subjects, including maths and literacy)?
- ❖ Is there anything you don't like in ... (select a range of curriculum subjects, including maths and literacy)?

## **Questions a governor are not entitled to ask and should not ask**

For their personal information or for their views on a member of staff

## APPENDIX F

### WAT LGB MEMBERS' VISIT REPORT FORM

<b>Name</b>	
<b>Date of Visit</b>	
<b>Focus of Visit/Link to TIP</b>	
<b>Classes/Staff visited</b>	
<b>What I have learned as a result of my visit</b>	



<b>Positive comments about the focus</b>	
<b>Aspects I would like clarified/questions I have Ideas for future visits</b>	
<b>Any other comments</b>	
<b>Signed (Governor)</b> .....	<b>Signed (Head of School/College)</b> .....





## APPENDIX G

### USEFUL LINKS

#### **DfE GOVERNANCE HANDBOOK – October 2020**

[https://assets.publishing.service.gov.uk/media/5f4754ac8fa8f5362e74ba76/Academies\\_Financial\\_Handbook\\_2020.pdf](https://assets.publishing.service.gov.uk/media/5f4754ac8fa8f5362e74ba76/Academies_Financial_Handbook_2020.pdf)

#### **DfE GOVERNANCE COMPETENCY FRAMEWORK October 2020**

[https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/583733/Competency\\_framework\\_for\\_governance\\_.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/583733/Competency_framework_for_governance_.pdf)

#### **DfE THE CLERKING COMPETENCY FRAMEWORK - April 2017**

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

#### **ACADEMY TRUST HANDBOOK– effective September 2023**

[https://assets.publishing.service.gov.uk/media/61018f99e90e0703b58e8c79/Academy\\_trust\\_handbook\\_2022.pdf](https://assets.publishing.service.gov.uk/media/61018f99e90e0703b58e8c79/Academy_trust_handbook_2022.pdf)

#### **NATIONAL GOVERNANCE ASSOCIATION**

<https://www.nga.org.uk/Home.aspx>

#### **NOLAN PRINCIPLES**

<https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>

## APPENDIX H

### WAT STATUTORY POLICIES

- ❖ Capability of Staff Policy
- ❖ Charging and Remissions Policy
- ❖ Statement of Principles of Behaviour
- ❖ Academy Behaviour Policy *delegated to individual Heads of School/College*
- ❖ Relationship and Sex Education Policy
- ❖ Special Educational Needs Policy
- ❖ Teacher Appraisal Policy
- ❖ Pay Policy
- ❖ GDPR
- ❖ Health and Safety Policy
- ❖ Admissions Policy
- ❖ Complaints Procedure
- ❖ Freedom of Information Policy
- ❖ Home-Academy Agreements *delegated to individual LGBs*
- ❖ Equality Policy and, information and objectives (Public Sector Equality Duty) statement for publication
- ❖ Register of business interests: Principals, local governors and trustees
- ❖ Staff discipline, conduct and grievance Policy (procedures for addressing) including Whistleblowing Policy
- ❖ Safeguarding and Child Protection Policy and Procedures
- ❖ Statement of Procedures for Dealing with Allegations of Abuse Against Staff
- ❖ Supporting pupils with medical conditions

### WAT Data required data to either be held or displayed on websites:

- ❖ Admission Arrangements
- ❖ Ofsted reports and DfE performance tables
- ❖ Contact details
- ❖ Curriculum and Results
- ❖ SEN Report & Information
- ❖ Ethos and Values
- ❖ Governance Information
  - Annual Accounts and Report,
  - Memorandum and Articles,
  - Funding Agreements
- a. Agreements
  - ❖ Registers of Pupils' Attendance and Admissions
  - ❖ Statement of procedures for dealing with allegations
  - ❖ Central Record of Recruitment
  - ❖ Accessibility Plan

## APPENDIX I

### CATEGORIES OF MAT, MEMBERS, TRUSTEES AND LG BOARDS

#### MEMBERS

Category	Number
Signatories to the Memorandum	4
Secretary of State Appointment	0
Chair of Trustees	1
Additional Members Appointed by the Members	0

*The minimum number of members is three.*

Category	Number
Trustees appointed by the Members	6 (max 10)
Trustees co-opted by the Trustees	0 (max 3)
Executive Principal	1
Staff Trustees	0
Academy Trustees the chairs of each LGB appointed by the Trustees	2 (max 5)
Parent Trustees elected by LGB parent governors from amongst their number [or appointed by the Board if no candidates]	0 (max 2)
Additional Trustees appointed by the Secretary of State	0

### WAT MAT Board September 1 2023

*The minimum number of trustees is three; there is no maximum; the chairs of the two LGBs were appointed by the board from within the trustees appointed by the Members. The Company Secretary is appointed by the trustees for such term as they see fit.*

### LOCAL GOVERNING BOARDS - Composition as at September 2023

Category	Number
WAT Trustee Local Governors	2 plus Executive Principal
Ex officio Local Governor	Head of School/College
Elected Parent Local Governors	6
Elected Teaching Staff Local Governor	1 only
Elected Support Staff Local Governor	1 only
Additional Governors co-opted by MAT Board	Max of 6

*The board reserves the right to co-opt up to a maximum of 5 Additional Governors (who are not trustees of WAT) to maintain equality and diversity, and to ensure the LGB has access to specific expertise or knowledge. Local Governing Boards may suggest individuals to the MAT board they would like considered for co-opted local governor membership.*

## APPENDIX J

### Ad Hoc Committees

#### **STAFF DISCIPLINARY HEARING AND APPEAL PANELS**

Hearing and Appeal Panels may need to be convened if it would be inappropriate for the Executive Principal to act in line with the delegation below.

Each hearing panel or appeal panel will comprise a group from the WAT Board and / or relevant LGB who will act on behalf of WAT Board in personnel matters. A panel will comprise of at least 2 persons who will be either on the WAT Board or any WAT LGB. The panel will have delegated powers to discharge Wootton Academy Trust's functions as an employer as follows:

#### **Hearing Panel**

To consider and make initial decisions about any issue relating to staff grievance, discipline, capability and redundancy in accordance with the Trust's adopted policies and procedures. This includes the power to dismiss in relation to a disciplinary, capability or redundancy situation. The panel would meet where it would be inappropriate for the Executive Principal to act in line with the delegation below.

#### **Appeal Panel**

To hear appeals against a decision of the hearing panel. No local governor or trustee who has been involved in any initial decisions will be eligible to serve on the appeal panel.

Membership of an appeal panel will equal or exceed those on the original hearing panel.

Members of hearing and appeal panels will declare any personal and/or financial knowledge of interest and, if necessary, withdraw from the panel.

#### **PUPIL DISCIPLINE COMMITTEE**

**Membership:** 3 - either WAT Trustee or LGB Governor.

**Quorum:** 3

#### **Purpose:**

The committee will review fixed term suspensions and permanent exclusions in accordance with the relevant legislation and statutory guidance.

1. To consider representations from parents in the case of fixed term suspensions of five days or less (committee may not reinstate);
2. To consider representations from parents in the case of fixed term suspensions totalling more than five but not more than fifteen academy days in one term



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(meeting to be held between 6th and 50th school day after receiving notice of the exclusion);

3. To consider the appropriateness of any permanent exclusion or any fixed term suspension where one or more fixed period suspensions total more than 15 academy days in one term or where a learner is denied the chance to take a public examination (meeting to be held between 6th and 15th days after receiving notice of the fixed term suspension or permanent exclusion).

The Articles of Association set out in detail powers and procedural matters for the WAT Board.

## APPENDIX K

### DECLARATION OF INTEREST

All **members, trustees** and **local governors** shall complete an annual Register of Interests with interests which may give rise to a conflict of interest, and ensure that throughout the year their entry is updated at the earliest opportunity. The Trust uses the electronic declaration on **Governor Hub**. All **members, trustees** and **local governors** shall complete also the confirmation that they read all essential documentations including Keeping Children Safe in Education, WATs Safeguarding and Child Protection Policy and Safer Working Practices.

Any **trustee** or **local governor** who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest, as defined below) which conflicts or may conflict with his/her duties as a **trustee** or **local governor** shall also disclose that fact to the relevant Chair as soon as he/she becomes aware of it. A person must absent themselves from any discussions in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

The definition of Personal Financial Interest includes, but is not limited to, where a **trustee** or **local governor**, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the trustee or governor, or any person living with the **trustee** or **local governor** as his/her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way linked to the Federation.

If a **trustee** or **local governor** has any doubt about whether they should disclose an interest then they should discuss it with the Chair and **Governance Professional** at the earliest opportunity.

All **trustees** and **local governors** will attend training.

## APPENDIX L

### Seven Nolan Principles

#### 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

## APPENDIX M

### Minutes of WAT Governance Meetings

Minutes of Trust governance meetings are almost always taken by Bedford Borough Council's Democratic and Registration Services Team members which acts as the Governance Professional to the board and board committees.

Once minutes are drafted by the Governance Professional, *normally* within one working week of the meeting, they are sent to the committee chair, the executive leader who is the committee officer [i.e. Head of School/Head of College/Finance Lead] as appropriate AND the Executive Principal.

Initially, the relevant executive leader[s] review the minutes drafted by the Governance Professional, making any amendments or clarifications and forward these to the committee chair and the Governance Professional. If necessary, the committee chair may wish to make further amendment before returning them to the Governance Professional and the relevant executive leader[s]. The Executive Principal should always be copied in.

The minutes, as drafted by the Governance Professional and amended by the executive and committee chair, will then be uploaded onto Governor Hub by the executive leader or Governance Professional. This is usually within three working weeks of the meeting, and often two weeks. A notice is posted on Governor Hub, by the Governance Professional or executive leader, to inform members of the committee/board that the drafted minutes are available.

If a member of the committee wishes to comment on these draft minutes, for example, if he/she believes an inaccuracy has been missed or, the minutes contain ambiguity or, there is an important omission, then the procedure for commenting is that the member should email the committee chair and committee officer to comment. It is not good practice to share comments/amendments more widely at this stage. Therefore, members should avoid using the noticeboard on Governor Hub for this purpose. The committee chair will note the comments and *may* agree that clarification is needed or if not explain the reason why. The chair is likely to find it always find it helpful to be informed of these comments in advance of the meeting, as it will save valuable meeting time.

At the next meeting of the committee, when the chair asks for comments of accuracy prior to ratification of the minutes by the committee, the chair is likely to refer to any comments received, after the draft minutes have been uploaded to Governor Hub, by email before then asking for other comments. The committee will then be asked to ratify the minutes.

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The minutes as drafted by the Governance Professional, and amended by the executive and committee chair prior to being made available on Governor Hub are not the final approved set of minutes until ratified by the next meeting of the committee. This is important as the minutes are owned by the committee as a whole.

