

ARRANGEMENTS FOR GOVERNANCE

Introduction

Primary QuEST (“the Trust”) is a Multi Academy Trust operating a number of primary schools in Gloucestershire. It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission. The objects are:

- (a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools which shall offer a broad and balanced curriculum and which shall include:
 - (i) Church of England schools designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education
 - (ii) Schools other than those designated Church of England, whether with or without a designated religious character
- (b) To support the individual ethos of the schools, whether or not designated Church of England.

As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has:

1. Members, the equivalent of shareholders in a commercial limited company, and
2. Trustees who are the directors of the company and who together comprise the Trust Board (“TB”) and who report and are accountable to the Members. The TB has overall responsibility for the operation of the schools. It delegates functions that are specific to the individual schools to committees known as Local Advisory Bodies (“LAB”) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB.
3. An Executive Team (“ET”), made up of the Chief Executive Officer (“CEO”), Trust Business Manager (“TBM”) and school Headteachers (“HT”) have delegated responsibility for the day to day operation of the Trust and the individual schools within the Trust as set out in the Schedule of Delegation contained in this document. The ET will aim to meet once a fortnight during term-time.

The TB may appoint additional members ("AM") of other committees on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless a majority of those attending the meeting at which the vote is taken are Trustees.

This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate. Appendix One shows the delegation process for a range of decisions that arise. Appendix Two lists the policies that the MAT is required to maintain and approve and Appendix Three sets out the general requirements in relation to calling and attending meetings and voting. Appendix Four include Conflicts of Interest and the Nolan principles. Appendix Five includes pictorially shows the Primary QuEST schematic.

Members

The Members have overall nominal responsibility for the Trust but they exercise their functions through the TB. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the "guarantee" implied by the term "company limited by guarantee". There will be 5 members, three being foundation members.

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

1. To appoint and remove Trustees taking account of the competencies required by the DfE Competency Framework accessible at <https://www.gov.uk/government/publications/governance-handbook>
2. Through a collaborative process to monitor and evaluate the performance of the TB
3. To maintain the Membership and to appoint Members
4. To approve any proposed changes to the Articles of Association
5. To receive the annual accounts of the Trust
6. To appoint the auditors for the Trust

Trustees

The Trustees are the directors of the trust and have a similar role to governors in a local authority maintained school. As company directors their duties are to:-

1. act within their powers;
2. promote the success of the company;
3. exercise independent judgment;
4. exercise reasonable care, skill and diligence;
5. avoid conflicts of interest;
6. not to accept benefits from third parties; and
7. declare any interest in proposed transactions or arrangements

Appendix Four sets out the Nolan Principles of public life and what is required of Trustees and Local Advisors in relation to conflicts of interest. Appendix Five shows the Primary QuEST pictorial schematic.

Trust Board

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

1. Ensuring clarity of vision, ethos and strategic direction;
2. Holding the CEO to account for the educational performance of the schools and their pupils, and the performance management of staff; and
3. Overseeing the financial performance of the Trust and making sure its money is well spent.

The TB is composed of 5 Trustees appointed by the Members and 5 Trustees appointed by the Diocese of Gloucester. The CEO may be invited by the Trust Board to be an ex officio member of the TB. Therefore, there would be 11 in total.

Quorum: One-third of the total number of Trustees in post or 3 if higher

Meetings: At least three each year convened on seven clear days' notice except in emergency as determined by the Chair.

- The Trustees shall elect one of their number to be Chair at the first meeting of each financial year.
- The TB shall take decisions by majority vote. In the event of a tied outcome the Chair will have the casting vote.

Responsibilities retained by the TB include deciding upon major strategic and legal aspects such as:

- Establishing a new school
- Admitting additional schools to the Trust
- Discontinuing or merging existing ones
- Disposal of land otherwise than for operational letting or hire purposes
- Recommending amendments to the Articles of Association
- Securing and monitoring compliance with any relevant trust deed
- Adopting the strategic plan for the Trust which will include individual strategic plans for each school
- General oversight of strategic and operational risk identification and management
- Procurement of any contract with a value in excess of £50,000
- Approving the overall budget for the Trust and its devolution to each school
- Approving the annual accounts of the Trust
- Ensuring that all regulatory requirements are met
- Promoting Christian Distinctiveness across the Church of England schools
- Ensuring Safeguarding duties are carried out across the Trust
- Recommending appointment of Members, Trustees and Local Advisors including conducting skills audits as required
- Ensuring that all Trustees and Local Advisors are appropriately trained
- Approving all policies that the Trust by law is required to maintain. All policies originate from the ET. A schedule of policies is attached as Appendix Two.

- Determining each year the scheme of delegation and terms of reference including approving the membership of all committees
- Determining admission arrangements for each school
- Ensuring and monitoring compliance with Admissions Code
- Establishing arrangements for independent appeals against refusals to admit pupils to an school
- Establishing arrangements for independent review panels to review permanent exclusions
- Appointment of:
 - Chief Executive Officer
 - Director of Education
 - Trust Business Manager
 - Head teachers / Executive Head teachers
 - Clerk to the Trustees
 - Company Secretary

The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any school within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or LAB in the time necessary to protect such interests.

The power to suspend or remove an individual member or the whole Local Advisory Board lies with the Trust Board, if necessary.

Sub Committees

The trustees may establish committees to carry out some of its governance functions which may include making decisions, although any decisions made will be deemed decisions of the trust board. The membership (there must be at least three trustees) and responsibilities of board committees are set out in the committee's terms of reference. It is usual for the trust board to appoint board committee chairs and committee members according to their skills.

The Academies Financial Handbook makes it clear that the board of trustees 'should have a finance committee to which the board delegates financial scrutiny and oversight'. In trusts with income above a certain level, there must also be a separate audit committee.

The Primary QuEST MAT Board will delegate responsibility to:

- Curriculum and Standards Committee
- General Purposes, Premises, Audit and Finance Committee

The chair of the committees will also be agreed at the start of each financial year. The terms of reference for these committees will also be reviewed annually.

Chief Executive Officer

- Provide strategic and operational leadership of the Trust
- Considering strategic risk elements and advising the Trust Board
- Is the Chief Accounting Officer for the Trust Board
- Responsible for the internal organisation management and control of each of the academies and specifically:
 - Development of Trust-wide strategies and strategies for individual schools for Trust Board approval
 - Determining and ensuring the effective implementation of curriculum provision and assessment across the MAT with the Executive Team.
 - Ensuring that Performance management (including progression) of all staff is carried out effectively and in accordance with agreed policies.
 - Disciplinary, capability and grievance aspects in accordance with agreed policies
 - Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement
 - Safeguarding Responsibility
 - Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion
- Reporting termly (6 times a year) to the Trust Board

Trust Business Manager

- Provide financial leadership of the Trust
- Secure financial probity and value for money including compliance with the Academies Financial Handbook
- Prepare and maintain the Trust's Financial Manual
- Prepare and maintain the Risk Register
- Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual schools and determining sums to be delegated to each school, for Trust Board approval
- Prepare and maintain long term (1-3 years) financial forecasts to inform strategic planning.
- Prepare capital bids as necessary
- Responsibility for premises, human resources and health and safety.
- Prepare annual accounts for review and approval by external auditors
- Reporting finance monthly to the Trust Board and all other reports termly.

Executive Team / Head teacher

The role of the Executive Team is to work alongside the CEO, Director of Education and School Improvement Partner to deliver the strategic aims and objectives of the Trust Board.

- Ensuring effective teaching and learning leading to successful educational outcomes for the school and all its pupils in accordance with the agreed MAT Development Plan.
- Organising and delivering a broad and balanced curriculum in accordance with agreed

policies and the Trust / School Development Plan.

- Maintain a positive ethos and mindset amongst pupils and staff
- Ensuring the health and wellbeing of pupils
- Ensuring levels of pupil attendance are at least satisfactory
- Ensuring all pupils including those from disadvantaged groups and other identified categories make good progress.
- Appoint, manage and deploy staff in accordance with agreed policies and within the scope of agreed budgets to achieve the school's objectives
- Maintaining good communication with stakeholders
- Ensuring Christian distinctiveness is maintained for Church schools

Term of Office / Reappointment

Thank you to all of our local advisors and trustees who contribute to the life of Primary QuEST. We appreciated your challenge and support.

All appointments are for four years.

Foundation trustees and local advisors are appointed / re-appointed by the Diocese of Gloucester.

For a parent local advisor whose child has / or will be about to leave the school their term of office will come to an end. If a parent local advisor still has a child in school they are able to be re-appointed if this is mutually acceptable to all parties.

LAB for each school / academy

Note: all decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should routinely be done by way of a minute of the decision or of the meeting at which the decision was taken.

Composition: as determined by the Trust Board but so as to include at least 2 elected parent local advisors. For any Church schools within the Trust the LAB must include 25% representation from the appropriate Church organisation and over 50% majority for VA schools. Trustees may attend LAB meetings as required but a trustee may not be a voting member of the LAB.

Quorum: at least 50% of the members of the LAB

The proposed LAB composition for each school:

School	Parents / Carers	Foundation	Local (inc staff)	Head Teacher
Ann Cam	2	4	1	1
Bromesberrow St Mary's	2	4	1	1
Gretton	2	N/A	5	1
Hartpury	2	2	3	1
Highnam	2	2	3	1
Hope Brook	2	2	3	1
Oak Hill	2	2	3	1
Redmarley	2	2	3	1
Staunton and Corse	2	4	1	1
Tibberton	2	N/A	5	1

- Where possible one of the foundation advisors will be an ex-officio clergy – this may not always be possible for example if the ex-officio clergy is a trustee.
- Meetings: a minimum of three per year with a minimum of 7 days' notice

Responsibilities for Church of England schools:

The responsibility of the local advisory board broadly fall into 4 important areas, they are: Christian Distinctiveness, Compliance, the Curriculum and the Community.

Christian Distinctiveness

- To monitor and report to the Trust Board on the overall health of the school in accordance with the Trust's reporting requirements, including any items of specific local concern involving parents and / or stakeholders. Particular reference should be made towards the maintenance of Ethos and Christian distinctiveness of each school.
- To liaise with the CEO and Trust Business Manager on behalf of the TB on all aspects of Christian distinctiveness and policy setting as they may respectively require.

Responsibilities for Church of England & Community schools:

Compliance

- To monitor and report to the Trust Board on all matters relating to safeguarding in the school.
- To monitor all aspects of risk, including classroom risk assessments, in relation to the school in collaboration with the HT and Trust Business Manager.
- The LAB will implement, review and monitor policies and handbooks as directed by the MAT Trust Board.

- To assist in the appointment of staff working at the school in accordance with Trust policies.
- To deal with any regulatory requirements for admissions and exclusions, through any designated committee of the LAB.

Curriculum

- To monitor and report to the Trust Board on the academic outcomes, pupil attendance, quality of teaching, care and support of pupils and wider educational provision.
- In collaboration with the Headteacher, the LAB will be involved in the development of the School's self-evaluation summary and School Development Plan and monitor its implementation.
- To monitor and report to the Trust Board on the allocation of ring-fenced budgets including those in receipt of pupil premium and sports funding.

Community

- To arrange the election of parent local advisors in accordance with the Articles of Association for the composition of LABs.
- To monitor the school presence in the local community e.g. parish updates, publications and events.

The LAB may be required to convene additional Committees, for example to consider complaints or appeals.

Term of Office / Reappointment

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All appointments are for four years.

Foundation trustees and local advisors are appointed / re-appointed by the Diocese of Gloucester.

For a parent local advisor whose child has / or will be about to leave the school their term of office will come to an end. If a parent local advisor still has a child in school they are able to be re-appointed if this is mutually acceptable to all parties.



PRIMARY QUEST - SCHEME OF DELEGATED AUTHORITIES

This schedule sets out in broad terms where accountability and responsibility lie for the whole range of decisions that Trustees, Local Advisors, the CEO and Headteachers will be required to make during the normal operation of schools who are part of the Multi Academy Trust. The Nolan principles underpin the work of all involved with Primary QuEST so there will be high levels of trust and openness between schools and MAT personnel.

Where necessary levels of delegation may be adjusted to suit the circumstances of member schools and will reflect the current performance of the

Area	Activity	Trust	CEO	Local Advisory Boards	Headteacher (Primary)
Governance	1. Changes to Trust governance structure, terms of reference, articles of Association or Funding Agreement	A/R			
	2. Changes to the Scheme of Delegated Authorities	A/R	C	C	
	3. Appointment and removal of Trustees, Chair of the Trust Board and Chair of the Committees	A/R			
	4. Appointment and removal of Local Advisors and the Chair of LAB		C	A/R	C
	5. Review performance of LAB		C	A/R	C
	6. Review performance of the Trust Board	A/R	C		
	7. Maintain register of interests for Trust and LAB	A/R		R (for LAB)	
	8. Appointment and removal of the Chief Executive and Finance Director / Trust Business Manager (as required)	A/R	C		
	9. Appointment and removal of the company secretary and agree clerking arrangements	A/R	C		
	10. Publish governance arrangements on the trust and schools' websites	A	R	A	R
	11. Ensure trust website is compliant and effective	A	R		
	12. Ensure school websites are compliant and effective			A	R
	13. Approve any changes impacting on the ethos and vision of the Trust	A/R	C	C	C
	14. Approve trust-wide policies and local handbooks	A/R	R	A	R
	15. Implement disciplinary and capability procedures	A/R	R	C	R
	16. Approve Trust Business Plan	A	R		C
Area	Activity	Trust	CEO / TBM	Local Advisory Boards	Headteacher (Primary)
Finance	1. Approve Trust and individual school budgets in advance	A	R		C
	2. Monitor financial performance of Trust and individual schools and recommend corrective action when necessary	A	R	A (School ring fenced budgets)	R (School ring fenced budgets)
	3. Approve budget adjustments up to:	A	R up to £20,000		
	4. Agree accounting, finance and procurement policies	A	R		
	5. Enter into contracts with a maximum value of:	A	R up to £10,000		R up to £1,000
	6. Recommendation to members regarding auditors	A	R		
	7. Receive external auditors report and action recommendations	A / R	R		
	8. Submit ESFA required reports and returns	A	A / R		
	9. Approve banking and treasury arrangements	A	R		
	10. Approve Annual Report and Accounts	A	R		

Area	Activity	Trust	CEO	Local Advisory Boards	Headteacher (Primary)
Staffing	1. In cases of external recruitment: Approve appointment of Head Teachers (in collaboration with LAB). *For a Church School the LAB representative/s must include a Church representative.	A	R	R*	
	2. Approve appointment of other school staff (teachers and support)		A/R (All)		A/R (School)
	3. Approve pay, HR, performance management and disciplinary policies	A	R		
	4. Approve CEO pay	A/R			
	5. Approval of exit payments/early retirement/pension discretion	A/R	C		
	6. Determine executive team staffing structure	A	R		
	7. Approve changes to school staffing structure	A (Final)	R (Final)		R
	8. Objective setting and performance review of Trust level staff	A/R	R		
	9. Objective setting and performance review of Headteacher (in collaboration with Chair of the LAB)		A/R	C	
	10. Objective setting and performance review of other school staff				A/R
	11. Staff development plan		A/R(Trust and HTs)		A/R
Teaching & Learning	1. Establish and implement curriculum policy	A	R	A Implement	R Implementation
	2. Establish and implement other policies such as sex education, collective worship etc.	A	R	A Implement	R Implementation
	3. Appoint a SEND and inclusion trustee and local advisor	A/R	A/R	A/R	C
	4. Appoint a trustee responsible for digital technology	A/R	A/R		
	5. Establish and monitor teacher standards	A	R	A Monitoring	R Monitoring
	6. Agree school performance targets	A	R	R	R
	7. Monitor and deliver academic results and pupil outcomes	A	R	A (School)	R (School)
Pupils	1. Establish and implement behaviour policies	A	R	A Implement	R Implementation
	2. Exclusion of pupils (including permanent exclusion)			R (for appeals)	A/R
	3. Establish and implement admissions policy	A/R	C	C	
	4. Admission appeals	A/R		Asked to perform	
	5. Approve changes to PAN	A/R	C	C	C
Premises	1. Provision of appropriate insurance arrangements	A	R		
	2. Approve premises and health and safety policies	A	R	A (school)	R (school)
	3. Approve premises maintenance plans	A	R		R
	4. Approve premises development plans	A	R		R
	5. Approve capital investment programmes	A	R		R
	6. Monitor school estate to ensure it is safe and well maintained.	A	R	A (school)	R
Risk	1. Maintain risk registers for each school and the Trust	A	R		R
	2. Monitor all aspects of risk on an ongoing basis.	A	R	A (school)	R (school)
	3. Develop and maintain business continuity and emergency response plans	A	R	A	R
Operation	1. Approve school term dates for all schools in the Trust (including Inset days)	A	R		C
	2. Manage the school calendar within the approved term dates		A/R		R
	3. Manage extended school provision			A	R
	4. Manage lettings of school premises (billing and accounting to be undertaken centrally)				A/R
	5. Monitor the impact and reputation of the school in the local community		C	A/R	R
	6. Determine and implement the complaints policy	A/R	R		

Area	Activity	Trust	CEO	Local Advisory Boards	Headteacher (Primary)
Safeguarding	1. Complete and maintain the Single Central Record			A	R
	2. Appoint a safeguarding trustee and local advisor	A/R		A/R	C
	3. Approval of safeguarding policy	A	R	C	C
	4. Complete annual review/audit of safeguarding procedures	A	R	A	R
	5. Monitor the effectiveness of the overall performance with regard to safeguarding	A	R	A (school)	R (school)
Christian Distinctiveness (for VA/VC schools only)	1. Approve RE, Worship and Spiritual Development policies	A	R	C	R
	2. Approve SIAMS Development Plan and monitor implementation	A	R	R (for monitoring) A (school)	R (for implementation) R
	3. Monitor the effectiveness of how Christian distinctiveness is maintained	A	R	A (school)	R
	4. CPD for staff specifically for Christian Distinctiveness			A	R

R = Responsible: The person who does the work to achieve the task. They have responsibility for getting the work done or decision made. Can be shared between groups / individuals.

A = Accountable: The person or body who is accountable for the correct and thorough completion of the task. This must be one person/body. This is the role that those responsible are accountable to and approves their work.

C = Consulted: Needs to be involved before the decision is made. The people who provide information for the decision and with whom there is two-way communication. This may be several people.

Appendix Two

Policies maintained by the Academy Trust requiring Trust review and adoption

Note: all required policies are initiated by ET at the direction of CEO. All policies are to be reviewed every three years unless shown otherwise or a change of legislation, DfE requirements or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review. The current list of Primary QuEST policies includes:

*Accessibility Plan
Admissions
Anti-bullying
Anti-Fraud and Corruption
Appraisal and capability
Attendance
Behaviour and Rewards
Code of conduct
Confidentiality
Complaints
Safeguarding
Charging
Children with health needs who cannot attend school
Data Protection
DBS
Educational visits
Employing Ex-offenders
Equal opportunities
Exclusion
Finance
Health and Safety
Freedom of Information
First Aid Policy
Early Career Teachers (ECTs)
EYFS (Early Years)
Lone Working
Looked after children
Intimate Care Plan
Managing Unreasonable Adult Behaviour
Managing Serial and Unreasonable Complaints
Mobile Phone Policy
Online Safety
Pay Policy
Preschool / Nursery
Premises Management
Pupil Premium
Safer Recruitment
SEND Statement
Social Media
Subject Access Requests
Supporting pupils with medical conditions
Uniform Policy
Whistle blowing*

Register of business interests

Review frequency: Ongoing requirement to keep updated

Scheme of Delegation and Terms of Reference (S) Review frequency: Annually

School information published on a website (S)

Review frequency: Live – must be updated as soon as possible after a change and at least annually

Annual accounts are published by 31st January

APPENDIX THREE

Provisions relating to meetings and voting

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

Calling meetings

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

Meetings of Members

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

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

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

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

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

Meetings of Trustees

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

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

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

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

What is a Meeting?

Under the Articles, the definition of a meeting covers not just the situation when all are present but also a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation and telephone conferencing. In other words, a meeting can be convened with people taking part remotely. That covers meetings of the Members (which usually will only rarely be needed) and the more regular meetings of the Trust Board.

Members may also "attend" Members' meetings by giving another person a proxy vote but Trustees and LAB members cannot do this.

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

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

Occasionally decisions may need to be reached between board meetings and therefore will be documented via email and reported at the next board meeting.

Generally

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

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

GOVERNANCE ORGANISATION AND FUNCTIONALITY

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

The following principles should be followed:

1. This Scheme of Delegation must be reviewed annually at the first TB meeting of the academic year and all committee and LAB appointments confirmed. Decisions are not validly taken unless the delegation chain is clear.
2. A programme of meetings at all levels should be set for the whole academic year. The timing of meetings should take into account:

- a. When and by whom time-bound decisions, e.g. budget-setting, approval of accounts, setting of admission arrangements, determination of pay, need to be made

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

APPENDIX FOUR

Conflicts of Interest and the Nolan Principles

Conflicts of Interest

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

“Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).”

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

The Nolan Principles

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

1. Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

3. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. *Openness*

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. *Honesty*

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. *Leadership*

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

APPENDIX FIVE – Primary QuEST schematic

