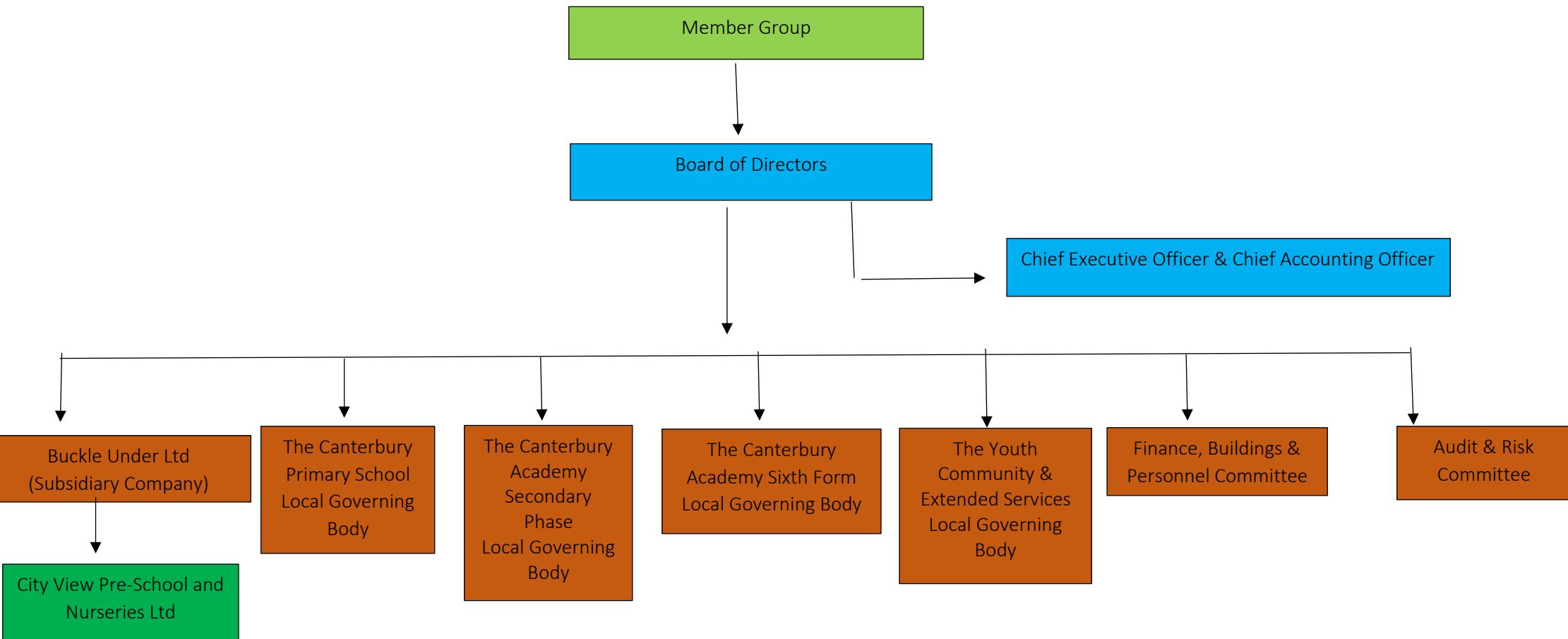


The Canterbury Academy Trust

Governance Structure



The Canterbury Academy Trust Scheme of delegation

Roles and responsibilities

The role of the members

The members of the trust are guardians of the governance of the trust and as such have a different status to trustees. Originally, they will have been the signatories to the memorandum of association and will have agreed the trust's first articles of association (the legal document which outlines the governance structure and how the trust will operate).

Membership

Minimum of 3 members are required to fulfil the requirements in the memorandum and articles of association (preference 5 members). In line with DfE expectations, members should not be trustees, with the exception of Chair of Trustees. Members are not permitted to be employees of the academy trust. Two members required to be quorate at a meeting.

Responsibilities

- Hold an AGM annually (usually around March) – at this meeting, the presentation and adoption of the audited accounts for the previous year takes place
- Appoint and remove members
- Appoint up to 15 directors (based on Directors' recommendations)
- Appoint the external auditors annually (usually at the AGM)
- Act as signatories of the memorandum and agree to amendments to the articles of association
- Hold the Board of Directors of The Canterbury Academy Trust to account
- Act as an ambassador to positively promote The Canterbury Academy Trust
- Determine the name of the Trust
- Dissolve the Trust

Useful resources:

Memorandum and articles of association

Funding agreement

Academy Improvement Plan

SEF

Skills audit.

Director's meeting schedule

Overall Board effectiveness

Directors' attendance

Committee/Local Governing Body structure

Additional information:

As part of members personal development or to gain assurances members are most welcome to attend any Board, committee, or local governing body meeting. Clerk to be informed in advance of the meeting.

The role of the trustees/Directors

The Multi Academy Trust (MAT) is a charitable company and so trustees are both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because trustees are bound by both charity and company law, the terms 'trustees' and 'directors' are often used interchangeably.

The trustees are legally accountable for all statutory functions and performance of all the schools within the Trust. They are responsible for the general control and management of the administration of the trust, and in accordance with the provisions set out in the memorandum and articles of association and its funding agreement, it is legally responsible and accountable for all statutory functions, for the performance of all schools within the trust, and must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements. In addition, it must carry out the three core governance functions:

1. Ensuring clarity of vision, ethos and strategic direction (Is a strategic role where it is the responsibility of the governing body and the school leadership to discuss the long-term vision, but it is the school's responsibility to implement (eyes on – hands off). Strategic roles include the appointment of the Chief Executive Officer, agreeing the self-evaluation document, vision, curriculum planning and approving the budget.
2. Holding the Chief Executive Officer to account for the educational performance of the schools and their pupils, and the performance management of staff (The Chief Executive Officer's report should link directly to the Trust Improvement Plan)
3. Overseeing the Financial performance of the school and making sure its money is well spent

Responsibilities:

- Appoint or remove the Chair and Vice Chair (every 2 years)

- Appoint or remove the Governance Professional/Clerk to the Board of Directors and its committees
- May appoint up to 3 co-opted directors
- Make recommendations in relation to suitable new directors for appointment to the members
- The delegation of core strategic functions to local governing bodies and committees and hold them to account. The board of trustees must approve a written scheme of delegation, including a scheme of financial delegation, along with terms of reference.
- The board must create a pathway between the trust board and its committees/LGBs and the Chief Executive Officer to share all matters of business discussed at meetings.

Useful resources:

Terms of reference for the Board of Directors

Memorandum and articles of association

Funding agreement

Academy Trust handbook

Academy Improvement Plan

The academy self-evaluation

Board workplan

Skills audit.

Governance review

NGA the right people around the table

The role of trust board committees

The trustees have established 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. Each board committee has an appointed chair and committee members according to their skills.

The Academy Trust 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 Canterbury Academy Trust has a Finance, Buildings and Personnel committee and an Audit & Risk committee to meet these requirements.

The role of the chief executive officer (CEO)

The trustees delegate the day-to-day management of the trust to the chief executive officer, line managing them in line with the trust's appraisal and performance management policies.

The chief executive officer is also the accounting officer and so is not only responsible for the performance of the trust as a whole but has a personal responsibility to parliament for the regularity, propriety and value for money, and for assuring the board about compliance with the funding agreement and the Academy Trust Handbook.

The chief executive officer will be responsible for the leadership and management of the central executive team and the schools' headteachers and will report to the trust board.

The role of the Local Governing Bodies

Trustees delegate some governance functions to academy committees and Local Governing Bodies (LGBs); the articles of association do not require trustee membership of academy committees (LGBs) and by committing to the separation of individuals on each tier in the governance structure, trusts are able to demonstrate transparent decision making and prevent bias and conflicts from emerging, thus strengthening the governance checks and balances within the trust.

The Local governing body will consist of directors and local governors. It will be for the local governing body to determine the right people to join this group and seek formal approval of appointment from the Board of Directors of The Academy Trust. Each local governing body will aim to have a parent and a staff member as representatives.

The Board of Directors of the Academy Trust require local governing bodies to be as effective as possible through good decision making. Good decision-making during meetings include:

- Receipt of high-quality information from the leadership team in advance of the meeting
- Preparing and affording the time to prepare for meetings
- Allowing time for debate and challenge during the meeting
- Being provided with clarity on actions required, including timescales and responsibilities.
- Working as a team, expressing views openly, courteously, and respectfully

The local governing body will invite various members of school staff to provide information in advance of meetings and attend each meeting in an advisory capacity to answer questions. The Local governing body will hold school staff to account.

The local governing body works collectively as a team. On occasions there may be actions from a meeting that require you to act as an individual and then report back your findings/outcomes to the rest of the local governing body within a timeframe. Any matters you feel would benefit from being discussed at local governing board level, should be suggested to the Chair and governance professional.

In addition to attendance at meetings, it will be a requirement for you to get to know the school in more depth through visits to the school (these can include pre-arranged meetings with staff through the clerk, attendance at shows, performances and events, attendance at parent forum meetings to hear parents' views on the academy) etc. There will be three opportunities throughout the year to visit during raising standards process (IMPACT Days), where you will have the opportunity to participate in voicing, observe lessons, work scrutiny etc.

The local governing body's key responsibility is how improvements can be made that will be better for the children and continually improve teaching and learning.

As part of induction as a new local governor, other more experienced governors and trustees/directors will act as your mentor. Any questions you have outside of meetings can be directed to the governance professional, Chair, or your mentor.

The Chair of the Local Governing Body will meet with all local governors at least once during an academic year to complete a contribution report, to seek your views on how effective the local governing body is and suggestions for improvement moving forwards and to discuss any training requirements, either as an individual or for the governing body as a team. You will also be invited to take part in a couple of training sessions set up by the Board of Directors during the year.

Confidentiality

As an appointed person of this local governing body, you will be required to keep all information about pupils, families, employees, and other associate organisations obtained prior to, or during a meeting confidential. As a local governor you should exercise the greatest prudence at all times when discussions regarding school business arise outside of meetings and not reveal details of decisions agreed. Any unauthorised release or carelessness in handling of this confidential information will be considered a breach of duty to maintain confidentiality and could lead to an investigation or be grounds for immediate dismissal.

As a local governing body of the board, delegation can be removed at any time.

The role of the academy principal/Head of School

The chief executive officer delegates the day-to-day management of the trust's schools to headteachers, line managing them in accordance with the trust's appraisal and performance management policies.

Headteachers share information about how the trust is managing the school with the academy committee (LGB) so that committee members build an understanding about how the school operates and are enabled to monitor and scrutinise how key policies and improvement plans are working in practice.

Key	
A	Accountable for final decision and action
R	Recommend final decision
C	Consult and provide information to support the decision

Governance Framework – People							
	Members	Trust Board	CEO	Audit and Risk	Finance, Buildings and Personnel	LGBs	Head teachers/ Heads of School
Members: appoint and remove	A						
Trustees: appoint and remove	A	R					
Local Governors: appoint and remove		A		R	R	R	
Role descriptions for trustees, chairs, specific roles, committees: agree		A		R	R	R	
Trust Board chair: appoint and remove		A					
Committee/LGB chairs: appoint and remove		A		R	R	R	
Named safeguarding trustee: appoint and remove		A					
Trust governance professional: appoint and remove		A	R				
Clerk to committees and LGBs: appoint and remove		A	R	R	R	R	
Governance Framework – Systems and Structures							
	Members	Trust Board	CEO	Audit and Risk	Finance, Buildings and Personnel	LGBs	Head teachers/ Heads of School
Articles of association: review and agree	A	R					

Governance structure for the trust: establish and review annually		A					
Committee terms of reference and scheme of delegation: agree annually		A		R	R	R	
Commission external review of Board effectiveness every 3-5 years		A					
Self-review of trust board and committees: complete annually		A		A	A		
Self-review of LGBs: complete annually						A	
Governance Framework – Reporting							
	Members	Trust Board	CEO	Audit and Risk	Finance, Buildings and Personnel	LGBs	Head teachers/ Heads of School
Publish governance arrangements and all other required documents on Trust and schools' websites: ensure			A				
Annual report and accounts including accounting policies, signed statement on regularity, propriety, and compliance, incorporating governance statement demonstrating value for money: submit to members and Companies House		A		R			
DfE required reports and returns submit		A			R		
Maintain compliance on GIAS and Companies House			A				
Strategic Direction							
	Members	Trust Board	CEO	Audit and Risk	Finance, Buildings and Personnel	LGBs	Head teachers/ Heads of School
Determine trust wide policies: approve		A	A	A	A		
Determine school level policies: approve			A			C	A
Management of risk: establish register, review, and monitor			C	A			
Engagement with stakeholders: ensure		A	A	A	A	A	A
Determine trust's vision, strategy, and key priorities, agreeing KPIs: approve		A	C	C	C		
Determine schools' vision, strategy, and key priorities: approve			C			A	C
Agree Trust growth strategy		A	C				

Chief executive officer: appoint and remove		A					
Head Teachers: appoint and remove			A				
Budget plan to support delivery of trust's key priorities: agree		A	C		R		
Budget plan to support delivery of schools' key priorities: agree			A			C	C
Trust's executive staffing structure: agree		A	C				
Trust's non-executive and schools' staffing structure: agree			A				
Holding to Account							
	Members	Trust Board	CEO	Audit and Risk	Finance, Buildings and Personnel	LGBs	Head teachers/ Heads of School
Ensuring compliance (e.g. safeguarding, H&S, employment): agree auditing and reporting arrangements		C	C	A	C		
Ensure Academy Trust Handbook requirements relating to external/internal audit and scrutiny are adhered to		C	C	A			
Monitoring progress on key priorities: agree reporting and visiting arrangements		A	C	A	A	A	C
Performance management of the chief executive: undertake		A					
Performance management of Trust executive leaders: undertake		C	A				
Performance management of Headteachers: undertake			A				
Financial Oversight							
	Members	Trust Board	CEO	Audit and Risk	Finance, Buildings and Personnel	LGBs	Head teachers/ Heads of School
External auditors: appoint and remove	A	R			C		
Chief financial officer: appoint and remove		A	C				
Trust's scheme of financial delegation: establish, monitor and review			C		A		
External auditors' report: receive and respond		A		R			
CEO and Trust Executive pay awards: agree		A					
Headteachers' pay award: agree			A				
Staff appraisal procedure and pay progression: review and agree			C		A		

Benchmarking and trust wide value for money: ensure robustness			C		A		
Monitoring budget: agree reporting			C		A		