



Governance Information Booklet

JULY 2017

ASPIRE LEARNING TRUST

Mission statement:

“Aspire Learning Trust strives to provide outstanding all-round education and care for the children in our community, from nursery through to sixth form. Our schools work together to help every child achieve their full potential, to prepare them for their next educational steps, to teach them kindness and respect for all, and to equip them to play a full and satisfying role in society.”

Introduction.

The aim of this document is to bring together all the key documents relating to the Governance of the Aspire Learning Trust. It needs to be read in conjunction with the Articles of Association, the Academy Financial Handbook, the DfE Governance Handbook and the Funding Agreement. Please note that the Aspire Learning Trust will use the term Director, which in some DfE documents is called a Trustee. This is the second version document and it will be reviewed annually by the Board of Directors, in consultation with the Local Governing Bodies.

For more information, please go to

Aspirelearningtrust-cambs.co.uk

Contents:

Page:

4. Overview of the Governance structure
5. Scheme of Delegation Overview
18. Scheme of Financial Authorities
21. Scheme of Delegation for the Aspire Learning Trust Members
22. Scheme of Delegation for the Aspire Learning Trust Board of Directors
25. Scheme of Delegation for the Aspire Learning Trust Local Governing Body
27. Responsibilities and authorities of Members, Directors and Governors of Aspire Learning Trust
33. Governance Timetable 2017-2018
34. The Code of Conduct for the Board of Directors
37. The Code of Code of Conduct for LGB
40. Template letter of appointment as a Director
45. Template letter of Appointment as a Governor
52. Template for the LGB Annual Effectiveness Report to the Board
53. Template for the Board Annual Effectiveness Report to the Members
54. Glossary

Trust Members: Tim Beebe (Chair), Jonathan Theobalds, Dave Barron, Ruth Dickens, Liz Quigley

- Establish the Trust and set out the constitution, through signing its memorandum and articles of association.
- Receive reports on the finances and the strategy of the Trust from Directors.
- Appoint and remove Directors.

Trust Board of Directors

Directors: John King (Chair), Sandy Donnachie, Tim Beebe, Jenny Comer, Vicky Read, Jo Phillips, Jed Roberts, Robin Cattermole, Jonathan Digby (CEO).

- Set the strategic direction for the MAT and are accountable to the Secretary of State for the performance of the schools within it.
- Enter into master funding agreement and supplemental agreements with the DfE.
- Determine the structure of the MAT and its functions.
- Are accountable for the performance of schools within MAT, but delegate aspects of their governance to LGBs via the Scheme of Delegation.
- Hold LGBs accountable for their functions.
- The CEO/Executive Principal provides the professional leadership of the Trust.



Trust Board HR Committee

Trust Board Finance and Infrastructure Committee

Directors and Governors Audit, Coordination and Evaluation Group



LGB

12 Governors
Oversees different functions of schools within the Trust, as shown in the Scheme of Delegation. Support the work of the Board of Directors through taking decisions/making recommendations.



LGB

12 Governors
Oversees different functions of schools within the Trust, as shown in the Scheme of Delegation. Support the work of the Board of Directors through taking decisions/making recommendations.



LGB

12 Governors
Oversees different functions of schools within the Trust, as shown in the Scheme of Delegation. Support the work of the Board of Directors through taking decisions/making recommendations.

Aspire Learning Trust:

Scheme of Delegation Overview

This is the second version of the scheme of delegation which sets out the Trust's approach to delegations between the different layers of governance within the Trust. This was written in consultation with Brown Jacobson, the education law specialists. The CEO is the line manager of the Executive Headteacher and Principal. In this document the phrases used have the following meanings:

Consulted: the individual/group that should be consulted as part of the process of completing a particular task.

Deliver: the individual/group that has responsibility for undertaking the particular task delegated to them and reporting on its delivery at suitable intervals. In the case of the CEO this will be at Trust level. In the case of the Principal this will be at Academy level.

Determine: the individual/group that has primary responsibility for ensuring the particular task is completed and determining how the Trust and/or Academies (as appropriate) will undertake the task including determining appropriate milestones and targets to be reported against.

Develop: the individual/group that has responsibility for developing proposals relating to a task for discussion and approval by the appropriate decision-making individual/group.

Recommend: the individual/group that should make recommendations as to how a particular task should be completed. In the case of (i) the CEO they will be making recommendations to the Board and/or LGB (as appropriate), (ii) the LGB they will be making recommendations in relation to their Academy to the Board, CEO and/or Principal (as appropriate) and (iii) the Principal they will be making recommendations in relation to their Academy to the CEO and/or LGB (as appropriate).




Report: the individual/group that has responsibility for reporting on the delivery of tasks. In the case of (i) the CEO they will be making reports to the Board and/or LGB (as appropriate), (ii) the LGB they will be making reports in relation to their Academy to the Board and/or CEO (as appropriate) and (iii) the Principal they will be making reports in relation to their Academy to the CEO and/or LGB (as appropriate).

Review: the individual/group that has responsibility for reviewing whether a particular task is being carried out satisfactorily and where appropriate requiring action to be taken to ensure task is delivered appropriately. In the case of (i) the Board they will be reviewing the CEO and/or LGB (as appropriate), (ii) the CEO they will be reviewing the Principal and (iii) the LGB they will be reviewing the Principal and his/her leadership team.

Comply: the individual/group will follow agreed policies and procedures.

For the purposes of this document, the terms Headteacher/Principal apply to the Executive Headteacher and Principal, both of whom will be a Governor on their LGB

To assist interpretation of the matters delegated the table below provides additional comment as appropriate.

KEY: Reporting on a half termly basis:  Reporting on an annual basis:  Reporting when required: 

		Members	Directors	CEO	LGB	Head
STRATEGY AND LEADERSHIP	SL1. Set strategic objectives and development plan of the Trust & Academies	Review	Determine – for the Trust and school/college	Develop – in the case of the school/college in consultation with LGB & Principal	Recommend	Consulted – in the case of their member school/college
	SL2. Deliver strategic objectives of the Trust & Academies	Review	Review	Deliver	Review	Deliver
	SL3. Scrutiny – review & challenge progress of the Trust against its strategic objectives and KPIs	Review	Review – progress of the Trust and school/college	Report Review - reports from the LGBs/Principals	Review – progress of the member school/college Report – progress to the CEO & Board	Report – progress of the school/college to the CEO/LGB
	SL4. Compliance: Funding Agreement – comply with all obligations including the Academies Financial Handbook	Review	Review	Deliver	Comply	Comply
	SL5. Compliance: Regulatory – with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety)	Review	Review	Deliver Report – to Board	Review Report – progress to the CEO	Deliver Report – to LGB & CEO
	SL6. Compliance: Financial Oversight - ensuring that there are appropriate financial controls so that there is regularity, probity and value for money in relation to the management of public funds		Determine – policies to ensure compliance Review	Deliver Report – to Board	Review	Deliver Report – to LGB & CEO
	SL7. Compliance – completing the register of business interests and put in place a procedure to deal with any conflicts of interest and connected party transactions			Determine – policies to ensure compliance Deliver Review	Deliver Report	

		Members	Directors	CEO	LGB	Head
STRATEGY AND LEADERSHIP	SL8. Appointments of Directors and Governors – ensuring processes in place for appointment of trustees (including ensuring that the Trustees and Governors have the skills to run the Trust and the Academies)	<p>Review – the Board’s performance</p> <p>May select up to 4 Directors</p>	<p>Determine – policies and criteria for the selection of Trustees and Governors</p> <p>Review – the Board’s own performance</p> <p>Review – performance of the LGBs</p>	<p>Report - to the Board on the performance of the LGBs</p> <p>Recommend – if appropriate changes to the size and composition of the LGBs, and report to the Board</p>	<p>Review - procedures for the election of staff and parent governors of the LGB</p> <p>Review – own performance and report to the CEO and Board</p>	
	SL9. Appointment of the Responsible Officer and Audit, Coordination and Evaluation Group		<p>Deliver - appoint Responsible Officer and the Audit Committee</p>	<p>Deliver – the Responsible Officer role</p>		
	SL10. Appointment of Clerk – Board and LGBs		<p>Deliver - appoint the clerk to the Board and review performance</p>		<p>Deliver - appoint the clerk to the LGBs and review performance</p>	








		Members	Directors	CEO	LGB	Head
STRATEGY AND LEADERSHIP	SL11. Policies – review and approval of Trust Wide Policies (including admissions, DBS, charging and remissions policies, health & safety and safeguarding)		Determine ← Deliver – presenting polices to the Board for approval ← Report – material non-compliance by a member school/college to the Board	Consult ↔ Consulted Deliver – presenting polices to the Board for approval Report – material non-compliance by a member school/college to the Board ← school/college to the CEO ←	Consulted ↔ Consulted Review – all policies approved by the Board and Academy specific policies Report – material non-compliance by a member school/college to the CEO	Consulted Deliver – presenting school/college specific policies for approval by the LGB Report – non-compliance to the LGB and the CEO
	SL12. Prepare terms of reference for LGB’s and Committees		Deliver Review - annually ←	Develop ↔	Consulted ↔ Consulted	Consulted
	SL13. Training programme for trustees and governors		Deliver	Develop	Deliver	
	SL14. Academy Prospectus			Review ←	Deliver	
	SL15. Trust Prospectus and website		Review ←	Deliver		
	SL16. Media and PR - overseeing public relations activities to project the activities of the Trust and the Academies to the wider community		Review ←	Deliver – Trust wide activities	Deliver Comply	Deliver Comply





		Members	Directors	CEO	LGB	Head
EDUCATION AND CURRICULUM	EC1. Improvement Planning - for the Trust and each member School in line with strategic aims of the Trust		Determine - the Trust Improvement Plan in consultation with the appropriate LGB and CEO	Deliver – drafting and agreeing the Trust Improvement Plan Report to the Directors	Recommend - school/college Improvement Plan to the Board Review the school/college Improvement plan and report to the CEO	Work with the CEO in producing the school/college Improvement Plan Review and report to the LGB and CEO
	EC2. Key Performance Indicators – setting and reviewing performance of the Trust & the Academies	Review	Determine – Trust wide and school/college KPIs Review – performance against KPIs	Consult – with the LGBs and propose KPIs to the Board Receive reports - from the LGBs and report performance of the LGBs against KPIs to the Board	Consulted Recommend – targets for performance of the school/college to the CEO Review – performance of the school/college and report to the CEO Deliver: holding leadership to account for delivery against KPIs	Consulted Deliver – performance of the member against school/college KPIs Report – performance of the school/college to LGB and CEO

		Members	Directors	CEO	LGB	Head
EDUCATION AND CURRICULUM	EC3. Quality of Teaching - ensuring appropriate levels of support, challenge and intervention to support delivery of education outcomes		Review - the work of the CEO	Deliver - supporting the school/college and intervening where appropriate Report to the Board	Review and report to the CEO	Review – management of staff to ensure teaching and learning objectives are met Report- strengths and concerns in the quality of teaching to LGB and CEO
	EC4. Curriculum – setting the curriculum for the Schools and reviewing its effectiveness	Determine - the philosophy and vision for the curriculum	Determine – the strategic aims of the overarching curriculum and standards Review – effectiveness of the curriculum across Trust	Deliver Recommend Review and report to the Board	Consult Review and report to the CEO	Deliver: locally Consult and recommend to LGB and the CEO
	EC5. Pupil Premium – reviewing and challenging the value for money/ ROI of the Pupil Premium in terms of educational outcomes and narrowing the achievement gap		Review	Report – to Board effectiveness of use of the Pupil Premium across Trust	Review – how Pupil Premium is spent at the member Academy	Determine Deliver Report – on effectiveness of use of the Pupil Premium to the LGB and CEO

		Members	Directors	CEO	LGB	Head
EDUCATION AND CURRICULUM	EC6. Set admissions policy		Deliver	Develop	Consulted	Consulted
	EC7. Admission decisions		Review	Review and report	Deliver (deals with disputes)	Deliver and report to the LGB and CEO
	EC8. Collective worship arrangements for school without religious character		Review	Report to the Board	Review	Deliver
	EC9. Student issues (including attendance, exclusions, punctuality and disciplinary matters for each Academy)		Review	Review delivery and report to the Board	Receiving reports from the HT/Principal Report any material issues to the CEO. Provides panel for Perm Exclusion	Deliver – ensuring student issues are dealt with in accordance with Trust and school/college Policies Report – to the LGB and CEO on any material issues
	EC10. Academy Hours – setting the opening and closing times for the Academies		Determine – in consultation with LGBs		Consulted – with the Board	Consulted Comply
	EC11. Term Dates and length of school day		Determine – in consultation with LGBs		Consult – with the Board	Consult Comply
	EC12. School lunch – ensure provided to appropriate nutritional standards			Review	Review	Deliver
	EC13. Provision of free school meals to those meeting criteria			Review	Review	Deliver

	Members	Directors	CEO	LGB	Head
FINANCIAL AND OPERATIONS	Review	Determine – in consultation with the LGBs	Recommend a funding model to the Board for approval	Consulted – with the Board	Comply Consult
			Review	Review - compliance with the overall financial plan for the school/college	
		Determine	Deliver - on preparation of Trust budget and present to the Board for approval Review – submission of Trust budget to the EFA		
		Determine	Deliver - on preparation of school/college budgets in consultation with the LGBs and present to the Board for approval Review – submission of Academy budgets to the EFA	Consulted - with CEO in respect of the school/college requirements Comply	Consulted Deliver Comply Recommend

	Members	Directors	CEO	LGB	Head	
FINANCIAL AND OPERATIONS	FO4. Expenditure and ensuring delivery of Annual Budgets	Review	Review 	Report – to the board any material issues with delivery against the Annual Budget by the school/college Receive reports – on matters of concern in connection with compliance with the Annual Budgets 	Review  Report - to the CEO any issues with expenditure or compliance with the Annual Budgets by the school/college	Report – to the LGB any need for any matters of concern in respect of the school/college annual budget
	FO5. Reporting: financial reporting and KPIs		Determine	Deliver	Review	Deliver
	FO6. Delegated Budgets and Finances - in the form of a scheme of delegation of financial authority to the Academies		Determine	Deliver – on recommending financial limits to the Board Review – effectiveness of limits	Review Delivery– school/college Comply - adherence to limits	Comply - adherence to limits
	FO7. Setting academy specific procurement policies - in accordance with the Funding Agreement, Academies Financial Handbook and the Trust’s procurement policy		Determine	Review	Deliver – in accordance with Trust policy	Recommend
	FO8. Determining and allocating central services provided to the Academies by the Trust		Determine (in consultation with the LGBs) 	Deliver– on recommending the allocation of services to the Board 	Consulted	Consulted
	FO9. Overseeing the effectiveness of services provided centrally by the Trust		Review 	Deliver and report to Board 	Report – to the Board	

		Members	Directors	CEO	LGB	Head
FINANCIAL AND OPERATIONS	FO10. Asset and Premises Maintenance Strategy – determining use of Trust premises and ensuring premises are adequately maintained		Determine – Trust wide policy (strategic plan) 	Recommend 	Determine – school/college plan in accordance with Trust policy and Strategic Plan Review delivery of school/college plan	Deliver – in accordance with school/college policy
	FO11. Acquiring and disposing of Trust land		Deliver 	Recommend		
	FO12. Changing use of Assets		Deliver 		Consulted over any changes to fixed assets used by the school/college	
	FO13. Arranging insurance for the Trust		Review	Deliver		

		Members	Directors	CEO	LGB	Head
FINANCIAL AND OPERATIONS	FO14. Financial Policies –establishing of policies and procedures to ensure compliance with the Trust’s financial and reporting requirements		Determine	Review – compliance with policies Report – any issues or non-compliance to the Board	Review delivery - compliance with policies Report – any issues or non-compliance to the CEO	Deliver – compliance with finance policies
	FO15. Approving annual accounts	Review	Approve	Deliver – arrange for auditing and filing of annual report and accounts	Comply – by keeping proper records in respect of the school/college and providing such information to assist the Trust in preparation of the Annual Accounts	
	FO15 Risk Register	Review	Manage the Trust risk register	Comply with Trust risk register	Manage school/college risk register	Deliver – management of school/college risk register
	FO16. Investments – agreeing the investment policy in line with the Academies Financial Handbook and any internal policies and controls		Determine and review delivery	Deliver		
	FO17. Setting trust wide procurement policies (for suppliers including auditors, HR and payroll providers and solicitors) in accordance with the Funding Agreement, Academies Financial Handbook and the Trust’s procurement policy		Determine	Deliver	Comply	Comply

	Members	Directors	CEO	LGB	Head		
HR	HR1. Appointing the CEO		Appoint				
	HR2. Appointing the Principals at each Academy		Appoint -in consultation with the CEO/ LGBs	Recommend – sit on appointment panel along with [two] representatives of the relevant LGB	Recommend – [two representatives] to sit on the appointment panel with the CEO		
	HR2. Appointing of cross-Trust Staff (in line with recruitment policy)		Review	←	Appoint and report to the Board	Consulted when necessary	
	HR4. Appointing Academy Staff				Appoint (in consultation with the HT/Principal)	Recommend	
	HR5. Establishing Trust wide HR Policies (including recruitment , discipline, capability, grievance and absence policies) in accordance with all appropriate regulations		Determine Review	←	Comply	Review	Review
	HR6. Setting Appraisal Performance Management Policy together with pay reviews (in line with the Trust’s pay policy and all statutory regulations)		Deliver – in respect of CEO Receive reports and review– in respect of appraisal arrangements and outcomes Review – any appeals in respect of the Principals and cross academy staff	→	Deliver – in respect of Principals and cross Trust staff (and any appeals from Academy staff) Review - and Report – (annually) to the Board on appraisal arrangements and outcomes	←	Consulted – in respect of performance management of HT/Principal Review – any appeals respect of all other staff Report – annually to the CEO/LGB on appraisal arrangements and outcomes

	Members	Directors	CEO	LGB	Head
HR7. Setting Terms and Conditions of Employment and Staff Handbook		Determine and consider any proposals by LGBs to make amendments	Recommend	Consulted - report to Board on any suggested changes to the school/college terms and conditions	Comply
HR8. Dismissing CEO, (in accordance with the Trust disciplinary and capability policies)	Hear any appeal	Deliver – in respect of the CEO			
HR9. Dismissing Principals, senior/ cross Trust staff (in accordance with the Trust disciplinary and capability policies)		Hear appeal and/or Review in respect of HT/Principal and cross academy staff.	Deliver in respect of HT/Principal, cross academy staff. Report – any dismissals to the Board and LGB	Review – in respect of the Principal of the Academy	Consult (unless HT/Principal to be dismissed)
HR10. Dismissing all other staff (in accordance with the Trust disciplinary and capability policies)		Review in respect of all other staff in the schools/College.	Deliver in respect of all other staff in the schools/College. Report – any dismissals to the Board and LGB	Review	Deliver Report
HR11. Reviewing discipline and grievance policy		Review delivery	Recommend	Review - in line with Trust policy	

HR

The Aspire Learning Trust

SCHEME OF FINANCIAL AUTHORITIES

The Aspire Learning Trust is a charitable trust regulated by the DfE. As a Multi Academy Trust members, directors, and governors of the Trust have different but complementary roles, responsibilities, and duties within the Trust to safeguard the Trust's financial resources, ensure public money is well spent, and avoid real or perceived conflicts of interest.

The Chief Executive of the trust is the Trust's accounting officer and as such is personally responsible to the Secretary of State for Education for ensuring regularity, propriety, and value for money in the use of the trust's funding.

The Trust's Board of Directors, whilst remaining responsible for the proper use of the Trust's funding, is committed to ensuring academies in the trust should be as autonomous as possible, and have as much freedom as possible, and have maximum delegation of responsibility and decision making in the use of their budget. The Trust must operate in line with its articles of association and funding agreement with the DfE and must comply with all financial guidance issued by the EFA and the Trust must seek prior approval of the Education Funding Agency (EFA) for some transactions.

This scheme of financial authorities for academies within the trust forms part of the Trust's scheme of delegation of financial powers which comply with the requirements both of propriety and of good financial management. Arrangements for proposing and approving budgets for each academy in the Trust are set out in the Trust's financial handbook. It should be noted that:

The Board of Directors is responsible for appointing auditors whose remit will cover all academies in the trust.

The Chief Executive must give approval for the opening/closing of academy bank accounts.

All delegated financial authorities are, in addition to the values stated below, limited to the value of the approved budget for each academy. All non-pay expenditure, ordering of goods and services, must be made / committed in accordance with the trust's procurement policy. The monetary / percentage limits will be reviewed annually and may be different for each academy. Each academy may set its own monetary value limits and frequency of reporting providing they do not exceed those given in this Scheme.

Headteacher in this document refers to the Principal and the Executive Headteacher.

The following table summarises the delegated financial authorities for each function:

KEY FUNCTION	TRUST BOARD OF DIRECTORS	DIRECTORS FINANCE AND INFRASTRUCTURE CMTEE	TRUST CEO	TRUST FINANCE MANAGER	LGB	HEADTEACHER	SCHOOL/ COLLEGE FINANCE MANAGER	SCHOOL/ COLLEGE BUDGET HOLDER
Budget virements	Delegated to the school/ college	Over £10k report to Board for approval	Monitoring role. Over £10k report to Board for approval		Over £5k and up to £10k	Over £1k and up to £5k	Up to £1k	None
Ordering Goods and Services	Approval of procurement policy and procedures Overview of compliance Ordering delegated to the school/ college	Over £15k per item or related group of items with approval of CEO	Approval of procurement up to £50k	Establish and monitor use of procurement policy/ procedures, preferred providers list/ comply with OJEU, etc		£1k up to £15k	Up to £1k per item or related group of items	Follow purchase order policy
Authority to accept other than lowest quotation or tender	Board approval for quotations or tenders over £50k	Approval for quotations or tenders over £25k up to £50K				Approval for quotations or tenders up to £25k		
Signatories for cheques, BACS payment authorisation and bank cards						A minimum of 2 signatures required, one of which must be the Principal/HT		

KEY FUNCTION	TRUST BOARD OF DIRECTORS	DIRECTORS FINANCE AND INFRASTRUCTURE CMTEE	TRUST CEO	TRUST FINANCE MANAGER	LGB	HEADTEACHER	SCHOOL /COLLEGE FINANCE MANAGER	SCHOOL/ COLLEGE BUDGET HOLDER
Signatories for EFA grant claims and EFA returns			Signatory for EFA grant claims and EFA returns					
Acquisition/ disposal, write off of a fixed asset- other than land, buildings, heritage assets	Board notified annually Board approves over £10k Board approval and EFA approval		Monitoring role	Annual report to the LGB and Board with approval of CEO/Board over £10k	Notified annually with approval of TFM over £5k up to £10k	Items with a written down value of over £1k up to £5k	None	None
Write-off of a bad debt	Board approves over £10k Receive annual report	Notified annually with approval of TFM over £1k up to £10k	Monitoring role			Debts with a value of up to £1k	None	None
Operating/ financial leases – not related to land or buildings	Board approval		Proposal to Board for those over £10k	Proposal to CEO/Board	Proposal to CEO/TFM	Up to £10k per annum		
Purchase/sale of any freehold property or land or disposal of heritage assets	Board approval and EFA approval		Report / proposal to Board	Prepare Proposal for CEO				

Scheme of Delegation for the Aspire Learning Trust Members

Strategy and Leadership

1. To determine and review the strategic objectives and development plan of the Trust
2. To review the performance and effectiveness of the Board of Directors
3. To scrutinise and challenge the progress of the Trust against its strategic objectives and KPIs
4. To appoint and remove Directors, ensuring that processes are in place for appointment of trustees (including ensuring that the Directors and Governors have the skills to run the Trust and the Academies)
5. Manage any appeal process from the CEO

Education and curriculum

1. To review the Educational Key Performance Indicators of the Trust
2. To determine the philosophy and vision for the curriculum

Financial

1. To review the funding model across the Trust and for the College/Schools so as to secure the Trust's financial health in the short term and the long term
2. To review the expenditure and delivery of Annual Budgets
3. To review the Trust Risk Register

Membership: The list of current Members is set out in an insert to this document.

Term of Office: Member: maximum of 4 years. Any member can be re-elected or re-appointed.

Organisation: Chair and Vice-chair appointed annually.

Quorum: 3 Members. Two thirds of members required to appoint or remove Members or, remove the chair. To meet at least 3 times a year and additionally as and when required as determined by the Members. One vote per member. The Chair has a casting vote.

Disqualification: An employee of the Trust cannot be a Member.

Scheme of Delegation for the Aspire Learning Trust Board of Directors

Strategy and Leadership

1. To set the strategic objectives and development plan of the Trust and College/Schools
2. To deliver the strategic objectives of the Trust and College/Schools
3. To review the performance and effectiveness of the Board through an annual report to Members
4. To review the performance and effectiveness of the LGBs through each LGBs annual report.
5. To review and challenge the progress of the College/Schools against their strategic objectives and KPIs, written in their College/School Improvement Plan
6. To ensure compliance with all obligations including the Academies Financial Handbook
 - a. with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety)
 - b. that there are appropriate financial controls so that there is regularity, probity and value for money
 - c. complete the register of business interests and put in place a procedure to deal with any conflicts of interest and connected party transactions only in relation to the management of public funds
7. To ensure processes are in place for the appointment of Directors (including ensuring that the Directors and Governors have the skills to run the Trust and the College/School, with policies and criteria for the selection of Directors and Governors)
8. To appoint the Responsible Officer and a Trust Board and Governors Coordination and Evaluation Group
9. To appoint a Company Secretary to act as Clerk to the Board
10. To approve Trust Wide Policies (including admissions, DBS, charging and remissions policies, health & safety and safeguarding)
11. To prepare terms of reference/scheme of delegation for LGB's and Committees
12. To develop a training programme for Directors and Governors
13. Directors have the right to attend LGB meetings.
14. To have the authority to dismiss the CEO.
15. To manage the Trust Risk Register

Education and curriculum

1. To approve the Trust Improvement Plan developed by the Trust leadership team and in consultation with the Members and appropriate LGB's
2. To review the individual College/School Improvement Plans

3. To determine and review the Trust wide and College/School performance against targets and KPIs
4. To review the work of the CEO in ensuring appropriate levels of support, challenge and intervention to support delivery of education outcomes
5. To determine the aims of the curriculum and review its effectiveness across the Trust
6. To review and challenge the value for money of the Pupil Premium in terms of educational outcomes and narrowing the achievement gap across the Trust
7. To set the admissions policy for each school
8. To review student/pupil issues (including attendance, exclusions, punctuality and disciplinary matters for each Academy)
9. To setting the opening and closing times for the Academies
10. To set the term dates and length of school day

Financial and Operations (Finance and Infrastructure Committee)

1. To agree to a funding model across the Trust and develop an individual funding model for the College/Schools so as to the secure the Trust's financial health in the short term and the long term
2. To agree the Trust wide budget prepared by the CEO and the Finance Team, determining the proportion of the overall budget to be delegated to each College/school (including uses of contingency funds/ balances)
3. To review the income and expenditure accounts to monitor the delivery against Annual Budgets
4. To agree a process of financial reporting against KPIs presented by the CEO
5. To agree a scheme of delegation of financial authority to the College/Schools
6. To establish policies and procedures to ensure compliance with the Trust's financial and reporting requirements
7. To approve the annual accounts and prepare annual reports for submission to the regulatory authorities and the Members in cooperation with the CEO
8. To prepare the Trust Risk Register, reviewing it regularly and monitoring performance against identified risks
9. To agree the investment policy in line with the Academies Financial Handbook and any internal polices and controls
10. To set trust wide procurement policies (for suppliers including auditors, HR and payroll providers and solicitors) in accordance with the Funding Agreement, Academies Financial Handbook and the Trust's procurement policy
11. To set academy specific procurement policies - in accordance with the Funding Agreement, Academies Financial Handbook and the Trust's procurement policy
12. To determine and allocate central services provided to the College/Schools by the Trust
13. To oversee the effectiveness of services provided centrally by the Trust

14. To develop an Asset and Premises Maintenance Strategy to determine the use of Academies' premises and ensuring premises are adequately maintained
15. To be responsible for the acquiring and disposing of Trust land
16. To be responsible for the changing use of Assets
17. To arrange insurance for the Trust
18. To overseeing public relations activities to project the activities of the Trust and the Academies to the wider community

HR (HR Committee)

1. To appoint the CEO
2. To appoint the Principal/Headteacher at each College/School in conjunction with the LGB.
3. To review the appointment of cross-Trust Staff (in line with recruitment policy)
4. To establish Trust wide HR Policies (including recruitment, discipline, capability, grievance and absence policies) in accordance with all appropriate regulations
5. To set an Appraisal/ Performance Management Policy together with pay reviews (in line with the Trust's pay policy and all statutory regulations) Review in respect of CEO
6. To receive reports in respect of appraisal arrangements and outcomes across the Trust
7. To review any appeals in respect of the Principals and cross academy staff
8. To set the Terms and Conditions of Employment and establish and maintain the Staff Handbook
9. To review the dismissal of Principals/Headteachers, senior/ cross Trust staff (in accordance with the Trust disciplinary and capability policies)
10. To review the discipline and grievance policy
11. To set up a Salary Review Committee for the CEO and Executive Headteacher/Principal
12. To set up a Salary Appeal Committee for the CEO and Executive Headteacher/Principal

Membership: The Trust Directors are appointed by the Trust Members

Term of Office: Directors: maximum of 4 years. The Chief Executive Officer holds office ex-officio as long as he/she is in post. Any director can be re-elected or re-appointed.

Organisation: Chair and Vice-chair appointed annually.

Quorum: 3 or one third of the total number of Directors if greater. Two thirds of Directors required to appoint or to remove the chair. To meet at least 6 times a year and additionally as and when required as determined by the Board. Three Directors may requisition a meeting. One vote per director. The Chair has a casting vote.

Disqualification: a Director who is employed by the trust may not be the Chair or Vice chair.

Responsibilities Delegated to the Chief Executive Officer Chief Executive Officer has delegated powers and duties in respect of the overall leadership, management, and achievement of the trust and responsibility for ensuring the implementation of agreed policy. The CEO is the line manager of the Executive Headteacher and Principal.

Scheme of Delegation for the Aspire Learning Trust Local Governing Body

Strategy and Leadership

1. To follow the requirements of the Scheme of Delegation prepared and issued by the Board of Directors
2. To comply with all obligations included in the Academies Financial Handbook
3. To complete the register of business interests and put in place a procedure to deal with any conflicts of interest and connected party transactions
4. To ensure processes are in place for appointment of Governors, ensuring that they have the skills to run the College/School
5. To appoint the clerk to the LGB and review and report on performance
6. To report any material non-compliance of the Trust policies by a member academy to the CEO and the Board of Directors
7. To create and review a Risk Register for the College/School
8. To review the performance and effectiveness of the LGB through an annual report to the Board of Directors.
9. To review the support and effectiveness of the services provided by the Trust.

Education and curriculum

1. To recommend to the Board of Directors the College/School Improvement Plan prepared by the Headteacher/Principal with the CEO
2. To review the College/School Improvement plan and report to the Board of Directors
3. To recommend targets/KPIs for performance of the College/School to the Board of Directors
4. To monitor the College/School Self Evaluation process and report to the Board of Directors.
5. To review the performance of the College/School and report to the Board of Directors
6. To hold the Senior Leadership Team to account for delivery against targets/KPIs
7. To ensure appropriate levels of support, challenge and intervention are given to support delivery of education outcomes
8. To set the curriculum for the College/School and review its effectiveness
9. To review and challenge the value for money of the Pupil Premium in terms of educational outcomes and narrowing the achievement gap
10. To make admissions decisions

11. To monitor student issues against KPIs. (Including attendance, exclusions, punctuality and disciplinary matters for each Academy)
12. To review the provision of school lunches to ensure they provide to appropriate nutritional standards and to review the provision of free school meals to those meeting the criteria

Financial and Operations

1. To review the compliance with the overall financial plan for the College/School
2. To agree the College/School budget prepared by the CEO, the Head Teacher and the Finance Team for approval by the Board
3. To report to the CEO and the Board of Directors any issues with expenditure or compliance with the Annual Budgets by the College/School
4. To review the compliance with financial policies and report any issues or non-compliance to the CEO and the Board of Directors
5. To keep proper records in respect of the College/School and provide such information to assist the Trust in preparation of the Annual Accounts
6. To assist in the preparation of College/School Risk Register, reviewing it regularly and monitoring performance against identified risks and reporting findings to the CEO and the Board of Directors
7. To adhere to the scheme of delegation of financial authority.

HR

1. To appoint the Principal/Headteacher at each College/School, in conjunction with the Board of Directors and CEO.
2. To appoint the academy staff in consultation with the HT/Principal
3. To review and monitor the performance management of the College/School staff reporting findings to the CEO and the Board of Directors
4. To set up a Salary Review Committee and Salary Appeal Committee

Membership: Governors will be appointed/elected in line with the trust's policy and procedures. The LGB nominates the Chair of the LGB to the Board for approval, annually after a secret ballot

Term of Office: Governors: for a maximum of 4 years. The Principal/Headteacher holds office, ex-officio, as long as he/she is in post. Governors can be re-elected or re-appointed.

Organisation: Terms of reference, constitution, and membership- to be reviewed annually.

Quorum: more than 50% of governors eligible to vote. One vote per governor. The Chair has a casting vote. The Chief Executive Officer and any Director has the right to attend all meetings of a Local Governing Body.

Responsibilities Delegated to the Headteacher/Principal: The Executive Headteacher/ Principal has delegated powers and duties in respect of the overall leadership, management, and achievement of the school/college and responsibility for ensuring the implementation of agreed policy.

Responsibilities and authorities of Members, Directors and Governors of Aspire Learning Trust

Board and committees

Governance level	Membership	Meetings	Responsibilities/Authorities	Reporting	References
Members	Experienced and suitably qualified members of the local community	AGM plus 2	To appoint/remove Directors To sign off the financial statements and annual report To change the Articles	N/A	N/A
Board of Directors	Up to 9 experienced and suitably qualified Directors able to be involved in the management of the MAT Chairs of Local Governing Bodies to be non-voting attendees	6 half-termly	To ensure quality of educational provision To challenge and monitor performance To manage finances and property To manage the CEO To exercise reasonable skill and care in carrying out their duties To ensure compliance with charity and company law To ensure operation in accordance with Funding Agreement To write an annual effectiveness report to the Members	Reports to Members at AGM on progress for the year and to present financial statements and annual report	Standing Orders
Finance and Infrastructure Committee	Up to 4 Directors, including CEO Possible other attendees: Headteacher/ Principal and Business Managers	6 half-termly	To provide financial oversight	Reports to Board of Directors through approved Minutes	Terms of Reference
Trust Board and Governors Audit, Coordination and Evaluation Group	Up to 3 Directors and 2 Governors from each LGB, including CEO) Possible other attendees: Headteacher/Principal, Business Managers	2/3 per year	To provide oversight on internal controls	Reports to Board/LGB through approved Minutes	Terms of Reference

HR Committee	Up to 4 Directors Possible other attendees: Academy CEO, Headteacher/Principal of Schools	6 half-termly	To provide oversight on internal controls	Reports to Board of Directors through approved Minutes	Terms of Reference
Local Governing Bodies	CEO Headteacher/Principal Between 8 and 12 Governors To include 2 Staff Governors and a minimum of 2 Parent Governors	6 half-termly	To support the vision of the MAT To provide a monitoring role in connection with the Academy To monitor and be accountable for budget setting and review To govern admissions and exclusions To monitor and be accountable for standards To act as a critical friend to the Headteacher/Principal To represent the views of the community To write an annual effectiveness report to Board	Reports to Board of Directors through approved Minutes	Scheme of Delegation and Terms of Reference

Communication

Meeting	Communication	Provided by	Provided to
Board of Directors Finance and Infrastructure Committee	Summary of meeting Minutes of meeting	Company Secretary F/I Committee Chair	LGB Board of Directors
HR Committee Audit, Coordination and Evaluation Group	Minutes of meeting Minutes of meeting	HR Chair Audit, Coordination and Evaluation Group	Board of Directors Board of Directors/ LGB
LGB	Minutes of meeting	LGB Clerk	Board of Directors

All LGB Chairs are invited to all full Board meetings.
Chairs of LGBs to meet regularly with the Chair of the Board.

Academy Leadership Structure

Role	Responsibilities	Reporting	Requirements
Chief Executive Officer (Director)	Accountable for the whole out comes of the MAT	Reports to the Board of Directors through written reports and meeting attendance	Personally responsible to the Board of Directors
Accounting Officer (CEO)	Appropriate oversight of financial transactions Regularity and propriety Prudent and economical administration Value for money through efficient, effective and economic use of available resources Preparation of the statement on governance in the annual report		Personally responsible to the Board of Directors and through it to the Secretary of State and Parliament Reports to Members through annual report
Trust Finance Manager	To prepare the annual accounts To prepare and monitor the budget To provide technical advice To liaise with auditors	Reports to the Board of Directors through written reports and meeting attendance	Finance Director/Business Manager or equivalent
Responsible Officer	To undertake a programme of work to address the risks, inform the statement of internal control and provide assurance to the external auditors	Reports to the Audit Committee through written reports and meeting attendance	Unpaid Non-employee Director with appropriate qualifications and/or experience OR internal auditors OR external auditors OR peer review

Aspire Learning Trust: Responsibilities of Directors

Board of Directors			Up to 9 Directors
Name	Role	Date appointed	Chairs of Local Governing Bodies to be non-voting attendees Particular Responsibilities
Jonathan Digby	CEO	1 st July 2016	Accountable for the outcomes of the MAT
Tim Beebe	Director and Member	1 st July 2016	Liaison with members
Sandy Donnachie	Director	1 st July 2016	HR
Vicky Read	Director	1 st July 2016	Audit
Jenny Comer	Director	1 st July 2016	Finance
Jo Philips	Director	1 st July 2016	Child Protection / Safeguarding responsibilities
Jed Roberts	Director	27 th March 2017	
Robin Cattermole	Director	1 st July 2016	Liaison with Primary Schools
John King	Director and Chair of Trust Board	1 st July 2016	Liaison with Members, Governors, Staff & Students of the whole MAT

Finance and Infrastructure Committee	Up to 4 Directors
Directors	Jenny Comer (Chair)
	Jed Roberts
	Tim Beebe
	John King
Trust CEO	Jonathan Digby
Other attendees when required	Headteacher/Principal or SLT members of Schools

HR Committee	Up to 4 Directors
Directors	Sandy Donnachie (Chair)
	Robin Cattermole
	Vicky Read
Safeguarding responsibility	Jo Philips
Academy CEO	Jonathan Digby
Other attendees when required	Headteacher/Principal or SLT members of Schools

Audit, Coordination and Evaluation Group	Up to 3 Directors and 2 Governors from each of the Trust schools.
Director	Jo Philips
Director	Vicky Read (Chair)
Director	Robin Cattermole
Governor: SHSCC	Dawn Caplin
Governor: SHSCC	Erica Pilkington
Governor: PL	Tracey Bennett-Tighe
Governor: PL	Sally Collier
Governor: NR	Corinne Whitehand
Governor: NR	Miriam Philpott
CEO (when required)	Jonathan Digby

Trust Salary Review Committee	Up to 3 Directors
Director	
Director	
Director	

Trust Salary Appeal Committee	Up to 3 Directors
Director	
Director	
Director	

LGB Salary Review Committee Up to 3 Governors	SHSCC	PL	NR

LGB Salary Appeal Committee Up to 3 Governors	SHSCC	PL	NR

Aspire Learning Trust Governance Timetable 2017-2018.

Meeting nights:

Full Board: Monday
SHSCC LGB: Monday

Finance and Infrastructure: Monday
PL LGB: Wednesday

HR: Wednesday
NR LGB: Thursday



Autumn Term

WEEK	1	2	3	4	5	6	7	HT	8	9	10	11	12	13	14	15
WEEK BEGIN	4/9	11/9	18/9	25/9	2/10	9/10	16/10	23/10	30/10	6/11	13/11	20/11	27/11	4/12	11/12	18/12
MEMBERS																
DIRECTORS																
DIR:F/I																
ACE																
DIR:HR																
LGB:SHSCC																
LGB:PL																
LGB:NR																
Statutory Governance Events			Board: CEO Appraisal LGB/Board: Reiterate Safeguarding/ Code of conduct LGB recommend KPIs	LGB/Board: Reiterate Safeguarding/ Code of conduct LGB recommend KPIs	CEO: HT/P Appraisal		LGB/Board: Reiterate Safeguarding/ Code of conduct LGB annual report to the Board Board agree KPIs		LGB: Salary Review Cmtee approves recs.		LGB: Salary Review Cmtee reports to Board.		Board: Ratify Admissions policies Board Salary Review Cmtee reports to Board		Board: approve Auditors report	

Spring Term

WEEK	16	17	18	19	20	HT	21	22	23	24	25	26
WEEK BEGIN	8/1	15/1	22/1	29/1	2/2	12/2	19/2	26/2	5/3	12/3	19/3	26/2
MEMBERS		AGM										
DIRECTORS												
DIR:F/I												
ACE												
DIR:HR												
LGB:SHSCC												
LGB:PL												
LGB:NR												
Statutory Governance Events		Members: review Auditors report Board annual report to the Members										

Summer Term

WEEK	27	28	29	30	31	32	HT	33	34	35	36	37	38	39	40
WEEK BEGIN	16/4	23/4	30/4	7/5	14/5	21/5	28/5	4/6	11/6	18/6	25/6	2/7	9/7	16/7	23/7
MEMBERS															
DIRECTORS															
DIR:F/I															
ACE															
DIR:HR															
LGB:SHSCC															
LGB:PL															
LGB:NR															
Statutory Governance Events									Board/LGB: Internal audit	Election of LGB Chair/ comtees LGB: Recom Budget to Board	Election of LGB Chair/ comtees LGB: Recom Budget to Board Ratify Pay and Appraisal Policies	HR/FI Ratify Pay and Appraisal Policies		Election of Board Chair/ comtees. Board agree budget	

The Code of Conduct for the Board of Directors

The Trust shall use **The Good Governance Standard for Public Services** as a guide to help the Board achieve good governance but also as a tool to regularly assess the strengths and weaknesses of the academy's governance practice and improve it.

Each director shall uphold the seven principles of public life identified by the **Nolan Committee on Standards in public life (May 1996)**.

Each Director shall obey the articles and decisions taken by the board in accordance with the articles.

Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users. We will:

1. be clear about the Trust's purpose and its intended outcomes for citizens and pupils
2. make sure that pupils receive a high quality education
3. make sure that taxpayers receive value for money

Good governance means performing effectively in clearly defined functions and roles. We will:

1. be clear about the functions of the board
2. be clear about the responsibilities of nonexecutives and the executive, and making sure that those responsibilities are carried out
3. be clear about relationships between directors and the public

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour. We will:

1. put organisational values into practice
2. behave in ways that uphold and exemplify effective governance

Good governance means taking informed, transparent decisions and managing risk. We will:

1. be rigorous and transparent about how decisions are taken
2. have and use good quality information, advice and support
3. make sure that an effective risk management system is in operation

Good governance means developing the capacity and capability of the governing body to be effective. We will:

1. make sure that appointed and elected directors have the skills, knowledge and experience they need to perform well
2. develop the capability of people with governance responsibilities and evaluate their performance, as individuals and as a group
3. strike a balance, in the membership of the board, between continuity and renewal

Good governance means engaging stakeholders and making accountability real. We will:

1. understand formal and informal accountability relationships
2. take an active and planned approach to dialogue with and accountability to the public
3. take an active and planned approach to stakeholders responsibility to staff
4. engage effectively with institutional

Nolan principles

- The board expects each director to uphold the following principles based on the Nolan Committee's work:
- **selflessness** - take decisions solely based on the vision and values of the Trust
- **integrity** – not be compromised in carrying duties by outside organisations or personal interest
- **objectivity** – remain impartial and ensure choices are made on merit alone
- **accountability** – be responsible for decisions and actions
- **openness** – give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands
- **honesty** – declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
- **leadership** – promote these principles by example

Additionally, the board expects trustees to promote equality and diversity in all aspects of the board's governance and when carrying out any of their functions.

Duties & responsibilities of directors

Directors shall:

1. fulfil their responsibilities and duties as a trustee of the Trust in good faith and in accordance with the general law including (but not limited) to:
 - act in the best interests of the Trust and the schools within it
 - secure the proper and effective use of the Trust's property
 - act personally in all respects
 - act within the scope of any authority given to them and the board by law, by regulations or by the articles
 - use the proper degree of skill and care when making decisions, particularly when investing the Trust's funds
2. act in accordance with the articles
3. be committed to the Trust's values and objectives (including equal opportunities), to contribute to and share responsibility for the board's decisions, to read board papers and to attend meetings, training sessions and other relevant events
4. declare all interests they have as required by the articles and the general law and to comply with any rules requiring withdrawal from a meeting where this is required because of an interest
5. respect the confidentiality of information that they may have access to as a trustee of the Trust and keep confidential the affairs of the board
6. inform the clerk to the board as soon as possible should any changes to their circumstances occur during their term as a trustee, including if:
 - there are any changes to the interests which have been declared
 - they become, or cease to be, a company director, board member or trustee of another company or charity
 - their occupation changes

- they move house
- they become employed by the Trust

Breaches of the code

Every Director is under a duty to report any breach of this code or any grounds for believing that a breach of the code has occurred to the chair (and if the allegation is about the chair, to the vice-chair). Failing to report a breach of the code is itself a breach of this code. Any breach of this code will be treated extremely seriously by both the board and the Trust and may result in suspension or removal from the board. In the event of a breach of this code each Director agrees to participate fully in any investigations procedure instigated by the board and to abide by any sanction that may be imposed on them by the board for such breach.

Review

The Chair of the Board will be responsible for ensuring that this code of conduct is kept under review

The Code of Code of Conduct for LGB

The Trust shall use **The Good Governance Standard for Public Services** as a guide to help the LGB achieve good governance but also as a tool to regularly assess the strengths and weaknesses of the academy's governance practice and improve it.

Each governor shall uphold the seven principles of public life identified by the **Nolan Committee on Standards in public life (May 1996)**.

Each governor shall obey the articles and decisions taken by the Board and LGB in accordance with the articles.

The good governance standard for public services

The standard prepared by The Independent Commission on Good Governance in Public Services in 2005 comprises six core principles of good governance, each with its supporting principles. Set out below is an extract of these core principles.

Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users. We will:

1. be clear about the school/college's purpose and its intended outcomes for citizens and pupils
2. make sure that pupils receive a high quality education
3. make sure that taxpayers receive value for money

Good governance means performing effectively in clearly defined functions and roles. We will:

1. be clear about the functions of the LGB
2. be clear about the responsibilities of nonexecutives and the executive, and making sure that those responsibilities are carried out
3. be clear about relationships between governors and the public

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour. We will:

1. put organisational values into practice
2. behave in ways that uphold and exemplify effective governance

Good governance means taking informed, transparent decisions and managing risk. We will:

1. be rigorous and transparent about how decisions are taken
2. have and use good quality information, advice and support
3. make sure that an effective risk management system is in operation

Good governance means developing the capacity and capability of the governing body to be effective. We will:

1. make sure that appointed and elected governors have the skills, knowledge and experience they need to perform well
2. develop the capability of people with governance responsibilities and evaluate their performance, as individuals and as a group
3. strike a balance, in the membership of the board, between continuity and renewal

Good governance means engaging stakeholders and making accountability real. We will:

1. understand formal and informal accountability relationships
2. take an active and planned approach to dialogue with and accountability to the public
3. take an active and planned approach to stakeholders responsibility to staff
4. engage effectively with institutional stakeholders

Nolan principles

The board expects each governor to uphold the following principles based on the Nolan Committee's work:

- **selflessness** - take decisions solely based on the vision and values of the Trust
- **integrity** – not be compromised in carrying duties by outside organisations or personal interest
- **objectivity** – remain impartial and ensure choices are made on merit alone
- **accountability** – be responsible for decisions and actions
- **openness** – give reasons for actions wherever possible and restrict information only when the wider
- public interest clearly demands
- **honesty** – declare any private interests and take steps to resolve any conflicts arising in a way that
- protects the public interest
- **leadership** – promote these principles by example

Additionally, the board expects governors to promote equality and diversity in all aspects of the Academy's governance and when carrying out any of their functions.

Duties & responsibilities

Governors shall:

1. fulfil their responsibilities and duties as a governor of the Academy in good faith and:
 - a. act in the best interests of the school and the Trust
 - b. secure the proper and effective use of the Academy's property
 - c. act personally in all respects
 - d. act within the scope of any authority given to them by the board or LGB by law, by regulations or by the articles
 - e. use the reasonable skill and care when making decisions
2. act in accordance with the articles from time to time
3. be committed to the Trust's values and objectives (including equal opportunities), to contribute to and share responsibility for the LGB's decisions, to read LGB papers and to attend meetings, training sessions and other relevant events
4. declare all interests they have as required by the articles and the general law and to comply with any rules requiring withdrawal from a meeting where this is required because of an interest
5. respect the confidentiality of information that they may have access to as a governor of the school/college and keep confidential the affairs of the LGB
6. inform the clerk to the LGB as soon as possible should any changes to their circumstances occur during their term as a governor, including if:
 - there are any changes to the interests which have been declared
 - they become, or cease to be, a company director, board member or trustee of another company or charity
 - their occupation changes
 - they move house
 - they become employed by the Academy

Breaches of the code

Every governor is under a duty to report any breach of this code or any grounds for believing that a breach of the code has occurred to the LGB chair (and if the allegation is about the chair, to the vice-chair). Failing to report a breach of the code is itself a breach of this code.

Any breach of this code will be treated extremely seriously by both the LGB and the Academy and may result in suspension or removal from the LGB. In the event of a breach of this code each governor agrees to participate fully in any investigations procedure instigated by the LGB and to abide by any sanction that may be imposed on them by the LGB for such breach.

Review

The Chair of the Board will be responsible for ensuring that this code of conduct is kept under review

[Individual's name and address]

Dear [Name]

Letter of appointment as Director

This letter sets out the main terms of appointment as a Director of Aspire Learning Trust (Whittlesey) (the "Trust"). 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.

1. Appointment

- 1.1. Your appointment commenced on **[date]** and continues for a maximum term of 4 years unless terminated earlier by either party giving notice under clause 8 of this letter.
- 1.2. Your appointment is subject to the articles of association of the Trust, as amended from time to time (the "Articles"). 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.
- 1.3. By accepting this appointment, you are confirming that you are able to allocate sufficient time to meet the expectations of your role.

2. Role and duties

- 2.1. As a Director, you will have the same general legal responsibilities to the Trust as any other Director. The board as a whole is collectively responsible for the success of the Trust. The board's role is to:
 - promote the success of the Trust
 - 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
 - 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.

2.2. All Directors must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing so, as a Director, 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 business 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.

2.3. In addition to these requirements of all trustees, your role as a Director 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 trustees in instilling the appropriate culture, values and behaviours in the boardroom and beyond;
- scrutinise 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 of Association of the Trust;
- comply with your duties as trustee of the Trust pursuant to the Companies Act 2006;
- diligently perform your duties and use your reasonable endeavours to promote, protect, develop and extend the business and operations of the Trust;
- become acquainted with terms of, and ensure that the Trust discharges its responsibilities under the terms of the Trust's funding agreement and the Academies Financial Handbook (as amended from time to time);
- 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 trustee.

3. **Outside Interests**

3.1. 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.

3.2. You are required not to put yourself in a position where you have a conflict of interest and must not be interested in any competitive business during your engagement, without the approval of the board.

- 3.3. It is recognised that from time to time it may be beneficial to the Trust that either you or organisations in which you are employed or have an interest provide goods and/or services to the Trust. Prior to any such arrangement the conditions in the Trust's Articles of Association must be satisfied.

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. Confidentiality

- 5.1. During the course of your appointment, you are likely to obtain knowledge of trade secrets and other confidential information with regard to the business and financial affairs of the Trust and their respective customers and suppliers details of which are not in the public domain ("Confidential Information").

- 5.2. You undertake to and covenant with the Trust that:

- you shall not at any time after termination of your appointment (by whatever means) use or procure the use of the name of the Trust or of any of its subsidiary undertakings whether or not in connection with your own or any other name in any way calculated to suggest that you continue to be connected with the business of the Trust or of any of its subsidiary undertakings or in any way hold yourself out as having such connection; and
- you shall not at any time after the date of this agreement (save by compulsion of law) use any Confidential Information (other than in the interests of the Trust or of any of its subsidiary undertakings) or disclose or divulge any Confidential Information to any person (other than to officers or employees of the Trust or of any of its subsidiary undertakings whose province it is to know the same) and that you shall use your best endeavours to prevent such use or publication or disclosure of any Confidential Information by any other person.

6. Review process

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

7. Insurance

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

8. Retirement and Termination

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

8.2. Notwithstanding anything else in this letter, 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 adverse to the interests of the Trust; or
- been declared bankrupt or have made an arrangement with your creditors or if you have a county court administration order made against you under the County Court Act 1984; or
- been disqualified from acting as a trustee; or
- become, in the opinion of the board, unfit to carry out your duties as a trustee; or
- been unable to provide services required under this letter of appointment for a total of 6 months in any 12 month period.

8.3. The Trust reserves the right to terminate your appointment with immediate effect and without payment of compensation by written notice if you accept a position with or acquire interests in another company, without prior board approval, which, in the board's reasonable opinion, is likely to give rise to a material conflict of interest with your position as a trustee of the Trust. If any conflict with your duties as a trustee does arise, you should consult the board immediately.

8.4. 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.

9. Data Protection

9.1. 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).

9.2. 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.

10. **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

For and on behalf of the Trust

I agree to the above terms of appointment as a Director.

Signed on [DATE] by [TRUSTEE]

Individual's name and address]

Dear [Name]

Letter of appointment as Governor

This letter sets out the main terms of appointment as a Governor of a Local Governing Body (LGB) within the Aspire Learning Trust (Whittlesey) (the "Trust"). 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 Governor.

11. Appointment

- 11.1. Your appointment commenced on **[date]** and continues for a maximum term of 4 years unless terminated earlier by either party giving notice under clause 8 of this letter.
- 11.2. Your appointment is subject to the articles of association of the Trust, as amended from time to time (the "Articles"). 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.
- 11.3. By accepting this appointment, you are confirming that you are able to allocate sufficient time to meet the expectations of your role.

12. Role and duties

- 12.1. As a Governor, you will have the same general legal responsibilities to the Trust and the LGB as any other Governor. The LGB as a whole is collectively responsible for the success of the school. The LGB's role is to:
 - promote the success of the school and the Trust
 - to promote the transparent and accountable operation of the school and the Trust
 - to ensure that the Trust and its school take an active role in the communities they serve
 - provide entrepreneurial leadership of the school within a framework of prudent and effective controls which enables risks to be assessed and managed;

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

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

12.3. In addition to these requirements of all trustees, your role as a Governor 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 trustees in instilling the appropriate culture, values and behaviours in the boardroom and beyond;
- scrutinise 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 of Association of the Trust;
- diligently perform your duties and use your reasonable endeavours to promote, protect, develop and extend the business and operations of the Trust;
- become acquainted with terms of, and ensure that the Trust discharges its responsibilities under the terms of the Trust's funding agreement and the Academies Financial Handbook (as amended from time to time);
- 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 Governor.

13. Outside Interests

13.1. It is accepted and acknowledged that you may have business interests other than those of the Governor 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.

13.2. You are required not to put yourself in a position where you have a conflict of interest and must not be interested in any competitive business during your engagement, without the approval of the board.

13.3. It is recognised that from time to time it may be beneficial to the school or Trust that either you or organisations in which you are employed or have an interest provide goods and/or services to the school or Trust. Prior to any such arrangement the conditions in the Trust's Articles of Association must be satisfied.

14. 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.

15. Confidentiality

15.1. During the course of your appointment, you are likely to obtain knowledge of trade secrets and other confidential information with regard to the business and financial affairs of the school and Trust and their respective customers and suppliers details of which are not in the public domain ("Confidential Information").

15.2. You undertake to and covenant with the Trust that:

- you shall not at any time after termination of your appointment (by whatever means) use or procure the use of the name of the school or Trust or of any of its subsidiary undertakings whether or not in connection with your own or any other name in any way calculated to suggest that you continue to be connected with the business of the school or Trust or of any of its subsidiary undertakings or in any way hold yourself out as having such connection; and
- you shall not at any time after the date of this agreement (save by compulsion of law) use any Confidential Information (other than in the interests of the school or Trust or of any of its subsidiary undertakings) or disclose or divulge any Confidential Information to any person (other than to officers or employees of the school or Trust or of any of its subsidiary undertakings whose province it is to know the same) and that you shall use your best endeavours to prevent such use or publication or disclosure of any Confidential Information by any other person.

16. Review process

The performance of individual Governors and the LGB is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the chair as soon as is appropriate.

17. Insurance

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

18. Retirement and Termination

- 18.1. You may resign from the LGB at any time by giving written notice to the Chair.
- 18.2. Notwithstanding anything else in this letter, the LGB may terminate your appointment with immediate effect if you have:
- committed any serious or repeated breach or non-observance of your obligations to the school or 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 adverse to the interests of the Trust; or
 - been declared bankrupt or have made an arrangement with your creditors or if you have a county court administration order made against you under the County Court Act 1984; or
 - been disqualified from acting as a Governor; or
 - become, in the opinion of the LGB, unfit to carry out your duties as a Governor; or
 - been unable to provide services required under this letter of appointment for a total of 6 months in any 12 month period.
- 18.3. The LGB reserves the right to terminate your appointment with immediate effect and without payment of compensation by written notice if you accept a position with or acquire interests in another company, without prior LGB approval, which, in the LGB's reasonable opinion, is likely to give rise to a material conflict of interest with your position as a Governor of the school. If any conflict with your duties as a Governor does arise, you should consult the LGB immediately.
- 18.4. 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 Governorship of the school without compensation with effect from the date of termination;
 - promptly deliver to the LGB 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 school, and you shall not be entitled to copies thereof.

19. Data Protection

- 19.1. 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).
- 19.2. You consent to the LGB making such information available to any those who provide products or services to the LGB (such as advisors or payroll administrators).

20. **Third party rights**

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you or the LGB or any member of the LGB'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 LGB or any member of the Trust's Board.

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

Yours sincerely

For and on behalf of the LGB

I agree to the above terms of appointment as a Governor.

Signed on [DATE]

Template for the LGB Annual Effectiveness Report to the Board

Annual Effectiveness Report for LGB

Academic year:

Introduction:

Governors:

- Attendance
- Recruitment
- Training
- Visits
- Document scrutiny
- Sub Committees/working groups

Financial position:

SEF judgements:

- Outcomes
- Leadership and Management
- Behaviour, safety and welfare
- Teaching learning and assessment
- Post 16/Early years.

Impact measures:

Conclusion:

To be completed at least one week prior to the first Board meeting of the year.



Template for the Board Annual Effectiveness Report to the Members

Annual Effectiveness Report for Trust Members

Academic year:

Introduction:

Directors:

- Attendance
- Recruitment
- Training
- Visits
- Document scrutiny
- Sub Committees/Working Groups

Ofsted categories of schools:

Financial position:

Infrastructure projects:

Impact measures:

Conclusion:

To be completed at least one week prior to the January Members meeting each year.

Glossary of terms used in this booklet

“Articles”	means the Articles of Association of the Trust
“Chief Executive Officer”	means the person appointed by the Trustees as an employee to oversee and coordinate all Trust activities
“DFE”	Means the Department for Education and its successor in title
“Trust Finance Manager”	means the person appointed by the Trustees as an employee, under the overall direction of the Chief Executive, to oversee the financial aspects of the Trust.
“Governor”	means a member of the Local Governing Body
“LA”	means Cambridgeshire Local Authority
“Local Governing Body”	means the local governing body for the academy.
“Memorandum”	means the Memorandum of Association of the Trust
“Non-Teaching Staff Governor”	means a member of the non-teaching staff elected to the Local Governing Body by members of non-teaching staff of the academy
“Aspire”	means The Aspire Learning Trust, , a company limited by guarantee having registered number (No 08006711
“Parent Governor”	means a member elected to the Local Governing Body by the parents of students at the academy
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a governor, member of director.
“Principal”	means the member of staff at the academy who has been appointed by the Trustees to have overall day to day control of
“Headteacher”	and responsibility of the college/school
“Company Secretary”	means the Company Secretary of the Trust or any other person appointed to perform the duties of Secretary to the Trust
“Staff Governor”	means a member of the teaching staff elected to the Local Governing Body by members of teaching staff of the academy
“Members”	means those persons appointed as members of the Trust
“the Trust”	means Aspire Learning Trust, a company limited by guarantee having registered number (No 08006711)
“Directors”	means those persons appointed as directors and trustees of the Trust

