

Every child, every chance, every day.

Every child **deserves** the best possible start in life

Issue



Governance Framework and Handbook

2022



Exceed Learning Partnership

• EVERY CHILD • EVERY CHANCE • EVERY DAY •

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Status	Statutory
Responsible Directors’ Committee	Directors Board & Sub-Committees
LGB Committee	Full Governors
Responsible Persons	Mrs. B Nixon
Date Policy Reviewed	May 2022
Next Review Date	September 2022

Version Control

Version	Revision Date	Revised by	Section Revised
V1	Dec 20	CEO	New – replaces Handbook
V2	May 2021	COO	Addition of Link Director Role Description
V3	June 2021	COO	Updates made to Vision, Values and mission statement on page 6 and 7 Updated term of office for Chair and Vice chair on page 21 Additional of 1.2 – election of chair and vice chair – page 21 Addition of Appendix S – Chair and Vice Chair Election Process Page 89 Change wording from Clerk to Governance Professional in line with new academies financial handbook
V4	September 2021	COO	Updates made to appendix N and R to reflect updated processes for governor and director appointments and induction Updates made to Appendix T to reflect processes for director/governor resignations
V5	January 2022	COO	Updates made to include TOR for Audit and Risk Committee, Finance Committee, Education and Standards committee
V6	Feb 2022	COO	Updates made to the application form in appendix N for governor/member/parent governor/director application form
V7	March 2022	COO	Updates made to all nomination forms, processes put in place for staff, parent and co-opted governors, checklists included and template letters Reference made to all 8 academies
V8	May 2022	COO	Update to Director recruitment process
V9	May 2022	COO	Update made to the TOR for Finance and Operations Committee

Foreword

This Handbook is intended to outline our governance structures and the key roles and responsibilities at all levels of governance. It should be read in conjunction with the following documents:

- a. Articles of Association
- b. Schemes of Delegation
- c. Scheme of Financial Delegation
- d. Annual Schedule of Meetings
- e. Code of Conduct for all Members, Directors and Local Governing Boards
- f. Induction and Welcome Policy for Directors
- g. Induction and Welcome Policy for Governors
- h. Annual Training Programme for Local Governing Boards
- i. Director/Governor Information Booklet Acronyms
- j. Director and Governor Allowances Policy
- k. Director and Governor Visits Policy

Thank you for taking the time to engage in a governance role, and for your contribution to our work. At its best, governance is relentlessly accountable and energetically enabling. Together, leaders and governors can model the very best that leadership has to offer.



Mr J Blount
Chair of Directors
Exceed Learning Partnership



Mrs B A Nixon
CEO
Exceed Learning Partnership

Policy Reviewed and approved: March 2022

Trust History

Exceed Learning Partnership was established initially by two schools who all had a shared passion to do more for children and young people, since then we are extremely proud to have grown the trust to consist of 8 primary academies. With the freedoms afforded academies, the Trust has a strong commitment to explore every avenue open to us – and, indeed, to seek out and open new ones – whilst we work openly and transparently with all our partners to deliver the best provision we can.

All our pupils come from a range of social and cultural backgrounds and our academies have a very strong community ethos which influences all aspects of academy life. The academies have dedicated senior leaders who support the work of the Executive Leadership Team and Principal in leading and managing improvement, under the guidance of a dedicated Board of Directors and Local Governing Boards.

Our academies also have a large number of support staff to enhance learning opportunities, including HLTAs and experienced Teaching Assistants.

Academies are fully committed to the inclusion of all pupils and provide them with the most exciting and inspiring learning opportunities in order to raise standards and meet the core offer.

Our Trust Motto is: **EVERY CHILD, EVERY CHANCE, EVERY DAY**

Children within our Trust will always be our main priority, with personalised learning as our starting point, making the challenges of 'Helping Children Achieve More' a reality.

Every child will have the opportunities to expand their horizons, and build the confidence, talents, interests, skills and qualifications to succeed as they make their way towards a fulfilling and prosperous adulthood.

The amount of time children spend in education is finite. We have a responsibility to ensure every moment a child is in an Exceed Learning Partnership School, must be spent productively.

Once wasted, it is gone forever and cannot be given back.

Our Vision

At Exceed Learning Partnership our vision is to equip young people with the knowledge, skills and mind-set to thrive and then take on the world!

We will achieve our vision by every child developing:

- a greater understanding of themselves as a learner
- recognise what their strengths are
- how they can share their strengths with others
- understand what steps they need to undertake for their continual learning journey

Pupils will be encouraged and inspired to believe in themselves, build dreams and aspirations and strive to achieve these.

At Exceed Learning Partnership we believe in social justice through exceptional schools, creating and sustaining the best schools in which to learn and work by pursuing social justice for all. All our academies are inclusive schools. They seek out and respond to the views of pupils and the wider community. At certain times, there may be difficulties in lives outside of the academy that may cause barriers to learning, including challenges to well-being. Our academies will foster a culture of support, working with a range of agencies to ensure that everyone can reach their full-potential.

Every child will be given the same opportunity to succeed, whatever his or her prior attainment. A key feature of the Exceed Learning Partnership will be a learning curriculum which builds the characteristics of Learning across all schools within the trust. This will focus on our learning philosophy skills:

Resilience, Motivation, Collaboration, Creativity, Investigation, Teamwork and Evaluation

Our Values

INSPIRE - Embodied in the Trust motto, “Every Child, Every Chance, Every Day”, all members of our organisation aim for excellence in their individual professional roles, in our innovative, evidenced-based practice and in our pupils so that we can all fulfil our potential in whatever we aspire to do or be!

INCLUDE - At Exceed Learning partnership we are concerned with achieving equitable, diverse and quality education for all pupils. Social justice includes a vision of society in which the distribution of resources is equitable and all members are physically and psychologically safe and secure.

INTEGRITY - We respect the individuality of our academies and their communities and always act with integrity. By allowing high levels of autonomy wherever possible, we are able to nurture personalised learning approaches and focus on developing holistic people.

EXCEED - Excellence and enjoyment should be an entitlement for all children and adults working in our Trust. We are developing cutting-edge, research-informed and highly engaging pedagogies that ensure high levels of progress and rapid development of staff; leading to the highest levels of achievement for all!

Our Academies



Strategic Priorities

We will achieve our Ambition by ensuring:

- Excellence in learning where our pupils are enabled to be creative thinkers and turn their ideas into actions;
- A diverse, inspirational curriculum, with exciting enrichment and leadership opportunities;
- The development of skills and networks for the future, including for the world of work;
- Our Learning curriculum and values are interleaved through all our priorities in order to develop life-long skills which develop our pupils into responsible, confident and successful members of our communities and wider society;
- Creative, resourceful staff facilitating challenging and stimulating learning, where career progression is mapped and supported;
- High standards of governance, with financial security and effective leadership and management with strong support services to enable our academies to focus on achieving excellent outcomes.

POWER TO CREATE

Outstanding Professionals:

- Winning teams of Governors, leaders, staff and other stakeholders who are forward thinking, highly skilled, open, hardworking and determined to enable success for others;

Innovative Systems Enabling Creative Schools

- Innovative and sustainable schools that are creative, vibrant, safe, compliant, financially healthy, well resourced and exceptionally well governed and led

Strong Partnership and Communities

- Working closely with our local communities and parents to secure the best outcomes and opportunities for our learners. Creating a network of partnerships across all our academies, our local area and across the country which are powerful in supporting the development of all

WHICH ENABLES...

EXCEPTIONAL LEARNERS

Learners who are highly successful with attributes, skills and qualifications for a fulfilling life. They have a high quality school experience and enjoy an abundance of opportunities.



For our pupils

- Academies where children come first and all activities reflect this.
- Inclusive schools that promotes the highest expectations for every individual.
- Every lesson good or better.
- Every child enabled to make progress and achieve their full potential.
- Every individual nurtured emotionally and encouraged to learn independently.

For Staff

- Collaboratively working within a system of self-improving schools.
- A community of peer led professional learning, reflection, challenge and support.

For Communities

- Academies assisting parents in the education for their children;

To achieve this, Exceed Learning Partnership school improvement strategy aims to develop:

- Genuine collaboration, based on shared values, trust and respect.
- Effective leadership at all levels.
- Quality in the classroom.
- Rich curriculum and extra-curricular activities, promoting a culture of vocation.
- Pastoral support systems to maximise pupils' wellbeing, self-esteem and confidence.
- Systematic monitoring and intervention.
- Clear systems and policies in place to ensure consistency is achieved.
- Targeted professional development.

Our Ultimate Aims

- All Academies well-led and governed.
- Well-motivated staff, working together to improve all schools.
- Succession planning management is in place to secure good leaders in the future.
- Robust school improvement, challenge and support procedures are embedded and successful.
- Good strategic business and financial management and efficiency at Trust and Academy level, ensuring value for money.
- Reputation of success, results in offers of support to schools outside the Trust.

Information about Multi-Academy Trusts

1. Multi-Academy Trusts

- 1.1 Exceed Learning Partnership is a multi-academy trust (MAT).
- 1.2 'Academy Trusts' are companies limited by guarantee that run schools which convert to academy status under the Academies Act. Where more than one school is part of an Academy 'family', this company is termed a 'Multi Academy Trust', or MAT for short.
- 1.3 Like any other company, a MAT is registered with Companies House. Exceed Learning Partnership's company number is 10660150, and its registered office is Exceed Learning Partnership, Edlington Lane, Edlington, Doncaster DN12 1PL. Further information can be found at <https://find-and-update.company-information.service.gov.uk/company/10660150>.
- 1.4 The MAT is also an exempt charity, which means that it is not registered with the Charity Commission but must abide by charitable law.
- 1.5 At the point a school converts to academy status, it closes and reopens as a new entity. Whilst legally the new entity is called an 'academy', some schools choose to retain the term 'school'. This is at the discretion of the academy itself and/or the MAT they are joining.
- 1.6 When a school joins a MAT, all employees transfer over to the employment of the Trust (not the individual school), with every constituent school in a Trust being its own legal 'department'. In the same way that local authorities have responsibility for state schools, the MAT is the 'parent' employer for all employees in any schools which are part of a MAT, and is ultimately accountable for the performance of each school.

2. Accounting Officer/Chief Executive Officer

- 2.1 All MATs must have a named 'accounting officer', who is the responsible executive for the running of the Trust and all constituent academies. This individual is personally accountable to the Government for the management of the Trust and the use of public money.
- 2.2 In Exceed Learning Partnership the accounting officer role is called 'Chief Executive Officer' (CEO). The CEO is a member of the Board of Directors.

3. Articles of Association

- 3.1 Like all companies, the MAT has 'Articles of Association' ('Articles') which are the rules that govern the running of the company.
- 3.2 The Articles set out the Objects (or purpose) of the company. All MATs have at least one Object, which is:
 - To advance for the public benefit education in the United Kingdom by establishing, maintaining, carrying on, managing and developing a school(s) which shall offer a broad and balanced curriculum.
- 3.3 The MAT must use its resources exclusively in pursuance of its Objects. Where the CEO feels this isn't happening, they have a personal responsibility to inform the Government.



4. Funding Agreements

- 4.1 The 'Master Funding Agreement' is the contract between the MAT and the Secretary of State for Education for the running of the school(s) as an Academy. It sets out the principles of how the MAT will be funded and, in return, the responsibilities and obligations required of the MAT.
- 4.2 Each member academy has a 'Supplemental Funding Agreement', which details the funding that school will receive from the MAT.



Tiers of Governance

1. Our Governance Philosophy

- 1.1 Exceed Learning Partnership believes that the closer decision makers are to the children, young people and families they service, the greater the potential to get it right. That is why constituent Academies have Local Governing Boards with delegated powers and responsibilities to make decisions alongside senior leadership teams.
- 1.2 All individuals with governance accountabilities are required to conduct themselves in accordance with the [seven principles of public life](#) (selflessness; integrity; objectivity; accountability; openness; honesty; and leadership) and adhere to the Governor Code of Conduct.

2. Exceed Learning Partnership Governance Structure

- 2.1 The Trust is required to have a model of governance that complies with the Department for Education requirements.
- 2.2 There are 3 tiers of governance in the Trust, as follows:

Members

The members board are guardians of the governance of the trust. They hold the trust board to account for the effective governance of the trust but have a minimal role in the actual running of the trust. It is the trustee board, not the members, who are the organisation's key decision makers. While members have no day-to-day or week-to-week role in running the company, a key responsibility is the appointment/ removal of Trustees/Directors.

Trustee/Directors Board

Trustees are both company directors and charity trustees as the MAT has the legal status of both company and charitable trust. The Trustees/Directors set the strategic direction of the trust, hold senior school leadership to account and oversee the trust's financial performance. The Trustees undertake 6 board meetings per year and are responsible for overall strategy, cross trust scrutiny, overall accountability, determining the schemes of delegation, pay and remuneration structure and Governance Appointments. Directors also have the following committees:

Audit and Risk Committee (meets termly)

Report to the board on the adequacy of the trust's internal control framework (non-financial controls and management of risks)

Oversee and approve the trust's programme of internal scrutiny and audit.

Ensure that risks are being addressed appropriately through internal scrutiny and risk management.

Finance and Operations Committee (meets termly)

Report to the board on the adequacy of the trust's Financial controls and management

Oversees Trust funding, budgeting and spending,

Asset Management, Premises Development and Management,

Personnel

External Audits

Education and Standards Committee (meets termly)

Responsible for overseeing the quality of education standards in all our academies

Monitor the work of the academies within the trust and supports the work of the LGB in holding their academies to account to deliver school improvement.

Pay and Performance Committee (meets twice a year)

Setting pay policy for CEO/senior executives;

CEO annual performance appraisal

Approving the design of and determining performance targets for any performance related element of executive pay;

Recommending and monitoring executive pay, the entire remuneration package;

Determining and recommending the wider pay policy to the Board of Directors

Local Governing Boards

The role of the Local Governing Board is to provide focused governance for each academy, at a local level. In line with the scheme of delegation, the Local Governing Board have oversight of academy finance, personnel, pupil achievement, academy standard, application of Trust policies, approval of academy policies, academy community, academy performance.

Academies also have committees to support their governance role, including Risk/ Pay and Performance/wellbeing



Members

1. Membership

1.1 Exceed Learning Partnership has five Members, in line with its Articles.

2. Appointment of Members

2.1 Where a vacancy for a Member exists, the role will be advertised. Members, Directors or executive leaders can also, with the consent of prospective candidates, nominate individuals for consideration. Before doing so, nominators should ensure that nominees are fully conversant with the extent and limitations of the role and have the necessary attributes.

2.2 Appointment is in line with the process outlined in the appendices to this framework.

2.3 The Chair of the Members will be appointed by and from within the Members of the Trust.

3. Roles

3.1 There is a Member role description in the appendices to this framework.

3.2 The Members of the Trust have a different status from the Directors. They are the equivalent of shareholders in a company limited by shares. They are the 'guarantors' of the company and promise to pay £10 towards the debts of the company in the event that the Trust is wound up. Members have an overview of the governance arrangements of the Trust and have the power to appoint and remove Directors. They are the subscribers to the Trust's memorandum of association, as are any other individuals permitted to become Members under its Articles of Association. Members can amend the Articles and may do so to support stronger governance arrangements. This will require legal advice and support.

3.3 While members are permitted to be appointed as Directors, in order to retain a degree of separation of powers between the members and the Board of Directors, and in line with DfE expectations, only one Member will sit on the Board of Directors.

3.4 Members have limited but important powers under the Articles. These include the right to:

- wind up the Academy Trust
- amend the Articles
- change the name of the company

- appoint other Members and
- appoint and remove one or more Directors.

3.5 Members should not interfere with the day to day operation of the Trust or approach Directors, CEO, Executive Team or Principals on an individual basis in their role as a Member outside of formal meeting settings.

4. Meetings

4.1 Members meet 2 times per year and must meet at least once every financial year, at the Trust Annual General Meeting (AGM).

4.2 AGMs must be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by Members.

4.3 The notice shall specify the fact it is an AGM, time and place of the meeting and the general nature of the business to be transacted. The notice will also state that a Member is entitled to appoint a proxy (or representative to act of their behalf).

Directors

1. Membership

- 1.1 Exceed Learning Partnership has up to 12 Directors, including the CEO, in line with its Articles.
- 1.2 One Member will be appointed to the Board of Directors.

2. Appointment of Directors

- 2.1 Directors are appointed by the Board of Directors, following the process in the appendices to this framework.
- 2.2 Members also have the power to appoint Directors.
- 2.3 The Chair of the Directors will be appointed annually by and from within the Board of Directors.

3. Resignation, disqualification, suspension and removal of Directors

Resignation

- 3.1 Directors may resign at any time by submitting their resignation in writing to the Governance Professional. In the event of the resignation of the Chair or Vice Chair an election will take place at the next meeting.

Disqualification

- 3.2 Directors are disqualified from holding office if at any time they meet any of the disqualification criteria in the Articles, broadly relating to incapacity, non-attendance, bankruptcy and relevant criminal acts. Directors are obliged to inform the Governance Professional if they become subject to these criteria.

Suspension

- 3.3 Directors may also be suspended for a fixed period of up to 6 months if their conduct is inconsistent with the professional ethos of the Board or likely to bring the Board or Trust into disrepute. The process for suspension is detailed in the Trust's Articles.

Removal

- 3.4 Member-appointed Directors may be removed by Members and co-opted Directors removed by the member-appointed Directors that appointed them. The process is as follows:
- The person or persons proposing removal will write to the Governance Professional setting out their case.
 - A meeting of the members or Directors (as appropriate) will be convened no later than 28 days from receipt of the proposal.
 - The proposer(s) have the opportunity to articulate their case.
 - The Director(s) against whom the proposal has been made have a right of reply.
 - Those entitled to vote on the matter vote accordingly.
- 3.5 Suspension and removal should be seen as last resorts in response to serious or persistent breach of the Directors' Code of Conduct and normally after every effort by all parties to resolve issues has been made.

Removal of the chair of the Board of Directors or vice chair

- 3.6 Directors may remove the chair of the Board of Directors and/or vice chair from their office as chair/vice-chair in line with the process set out in the Articles.

4. Key Roles

- 4.1 There is a Director role description in the appendices to this handbook.
- 4.2 In all Academy Trusts, the individuals appointed to challenge and scrutinise the strategic direction and day to day running of the company led by the Chief Executive Officer have three key roles:
- They are **Directors** - because the MAT is a company
 - They are **Trustees** - because the MAT is a charity
 - They are **Governors** - because the MAT is responsible for running the Academy(s).

General Duties of Directors

- 4.3 Under the Companies Act 2006, Directors have a number of general duties which are owed to the Academy Trust. These include:
- Duty to act within powers – obey the Trust company's constitution and decisions taken under it.
 - Duty to promote the success of the Trust – act in the Trust's best interests.
 - Duty to exercise independent judgement – remember you remain responsible for the work you give to others.
 - Duty to exercise reasonable care, skill and diligence – be diligent and well informed about the Trust's affairs.



- Duty to avoid conflicts of interest – avoid situations where your interests conflict with those of the Trust. When in doubt disclose potential conflicts quickly. In Multi Academy Trusts, Directors must ensure that there are no conflicts between their duty to the Trust and to individual schools. A Director must ensure they consider and promote the needs of each individual school for the benefit of the Trust and not simply focus on achieving the best outcome for one particular school.
- Duty not to accept benefits from third parties – be honest and remember that the Trust's property belongs to it and not to you or its Members.
- Duty to declare an interest in a proposed transaction or arrangement.

Legal Duties of a Trustee required of ELP Directors

4.4 The Charities Act 2011 defines charity Trustees as the people responsible under the charity's governing document for controlling the administration and management of the charity, regardless of what they are called. They are known collectively as the Board of Directors.

4.5 Under charity law, Trustees have the ultimate responsibility for directing the affairs of Exceed Learning Partnership, as detailed in its Articles of Association and funding agreement. They are required to ensure that it is solvent, well run and delivers the charitable outcomes for which it has been set up. In law, the Directors of Exceed Learning Partnership, acting as Trustees, have several legal duties, which are often described as those of compliance, care and prudence.

4.6 Duty of Compliance – Trustees must:

- Ensure that the Trust complies with charity law, and with the requirements of the Education Funding Agency as regulator; in particular, ensure that the charity prepares reports on what it has achieved and annual returns and accounts as required by law.
- Ensure that the Trust does not breach any of the requirements or rules set out in its governing document, funding agreement or the Academies Trust Handbook and that it remains true to the charitable purpose and objects set out there.
- Comply with the requirements of other legislation and other regulators which govern the activities of the Trust.
- Act with integrity and avoid putting themselves in a position where duty to the charity conflicts with their own personal interests or loyalty to any other person or body.

4.7 Duty of Care – Trustees must:

- Use reasonable care and skill in their work as Trustees, using their personal skills, knowledge and experience as needed to ensure that the Trust is well run and efficient.
- Consider getting external professional advice on all matters where there may be material risk to the Trust, or where the Trustees may be in breach of their duties.

4.8 Duty of Prudence – Trustees must:

- Ensure that the Trust is, and will remain, solvent.



- Use the Trust's funds and assets reasonably and responsibly and only in furtherance of the Trust's charitable objects.
- Avoid undertaking activities that might place the Trust's endowment, funds, assets or reputation at undue risk.
- Take special care when investing the Trust's funds or borrowing funds for the Trust's use.

4.9 In addition, Directors of Exceed Learning Partnership are expected to:

- Safeguard and promote the values of the MAT and the schools it runs
- Ensure the quality of educational provision
- Challenge and monitor the performance of the academies and keep the focus on school improvement
- Support the Executive Leadership Team and be a critical friend
- Employ executive staff and be involved in scrutinising staffing structures
- Be accountable for standards, attainment and outcomes for children and young people and ensure the Trust is accountable to the public for what it does
- Contribute to the LGB's role in giving clear strategic direction and ensure that the constituent schools respond to the needs of pupils, parents and the wider community
- Ensure regular communication with parents and carers is clear and meaningful in supporting them to understand the structure of the academy, how they operate and how parents can support their child's education
- Ensure that parental engagement is used by the LGB to inform strategic decision-making
- Ensure methods are in place to seek views of parents, carers and the local community and how the views have influenced the strategic decision making and how it has been fed back to parents, carers and the community.
- Be aware of Analyse School Performance (ASP) for analysis of the attainment and progress of individual academies
- Critically evaluate the performance of the constituent academies and hold the LGBs to account
- Establish clear and effective lines of communication with other Directors, Members and the LGBs
- Ensure that all policies are regularly reviewed
- Have regard to the principles and recommendations in Making Data Work report and Workload reduction toolkit to review working practices
- Ensure activities are driven by what most impacts on pupils, whilst being time efficient for teachers
- Agree the financial budget and the auditing of the Trust accounts, ensuring sound



financial management

- Carry out Board business effectively, including induction of new Directors and a commitment to the continued professional development of Directors.

Core Functions

4.10 Directors of Exceed Learning Partnership share equally the responsibility of running the Trust and, in turn, its Academies. They have very similar responsibilities to governors in a maintained school, including the three core strategic functions of ensuring:

- That clarity of vision, ethos and strategic direction of the MAT and the Academies it runs are clearly defined;
- That the Chief Executive and Principal(s) perform their responsibilities for the educational performance of the schools;
- That there is sound, proper and effective use of the Academy Trusts financial resources.

Liability of Directors

4.11 As the MAT is a legal entity in its own right, claims would normally only be brought against the Trust and not against individual Directors. Only in very rare occasions will individual Directors be held personally responsible for a decision. These sorts of claims are very rare and normally fall into one of two categories:

1. Breach of duties under charity law, company law and education law (or a Funding Agreement)
2. Criminal breaches relating to an individual's role as a Director.

5. Strategic direction

5.1 Directors must ensure that the Trust has a clear vision, mission and strategic direction that will enable Exceed Learning Partnership to fulfil its charitable objects and is focused on achieving these. Directors must work in partnership with the Chief Executive Officer (CEO) and other senior staff to ensure that:

- The Trust has a clear vision, set of values and strategy, and that there is a common understanding of these by Directors, members, staff and those sitting on LGBs.
- The Trust operational plans and budgets support the vision and strategy.
- The views of stakeholders (parents, pupils, local communities and staff) are regularly sought and considered.
- There is regular review of the external environment for changes that might affect the Trust (political, financial, demographic, competitive, partnerships, alliances).
- There is regular review of the need for the Trust and for the services it provides or could provide, and regular review of strategic plans and priorities.

6. Trust Performance

6.1 Directors are responsible for the performance of the Trust, for its impact upon stakeholders and for its corporate behaviour. In partnership with the CEO and other Executive Leaders their role is:

- To ensure that the Trust measures its impact and progress towards its strategic objectives and to regularly consider reports on the Trust's performance.
- To ensure that there are policies, including effective employment policies and those required by statute to direct key areas of the charity's business.
- To ensure that the Trust's values are understood and put into practice, by Directors, local governors and staff.
- To ensure that there are complaints systems in place for stakeholders.
- To ensure that there are processes for members, Directors, staff and other stakeholders to report activity which might compromise the effectiveness of the Trust.
- To recruit the CEO and to hold her or him to account for the management and administration of the charity.
- To recruit and appoint any senior central office executives, and in close consultation with LGBs, recruit and appoint Principals.

- To ensure that the CEO receives regular, constructive feedback on her/his performance in managing the charity and in meeting her/his annual and longer-term objectives.

Compliance

6.2 Directors must ensure that the Trust complies with all legal and regulatory requirements:

- To ensure, with professional advice as appropriate, that the Trust complies with all constitutional, legal, regulatory and statutory requirements including those detailed in statutory guidance, for example, the Academies Trust Handbook.
- To understand and comply with the constitution and rules that govern the Trust, and to formally review the constitution regularly (at least every three years) to ensure it is fit for purpose.

Prudent Management of Resources

6.3 Directors must be stewards of the Trust's assets, both tangible and intangible, taking care over their security, and how they are used. Their role is:

- To ensure that the Trust's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- To act reasonably and prudently in all matters relating to the Trust and always in the interests of the Trust.
- To ensure that Directors take professional advice when needed, and record the advice received.
- To be accountable for the solvency of the Trust.
- To ensure that, the Trust acts in accordance with employment law and that the Trust exercises a duty of care to its employees.
- To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the Trust's good name and reputation are recognised, used and safeguarded.
- To review the condition and use of the assets owned by the Trust and to ensure that the major risks to the Trust are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.

7. Ensuring High Standards of Governance

7.1 Directors must ensure that the Trust's governance is of the highest possible standard. Their role is:

- To ensure that the Trust has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects. The structure should also aim to reflect the diversity of its stakeholders.
- To ensure that there are effective mechanisms for individual schools within the Trust to be both supported and held to account by the governance structure.
- To ensure that decisions are made with a view to promoting the education and wellbeing of children and young people.
- To ensure that Board decisions are recorded in writing by means of minutes.
- To ensure that the Board's delegated authority is recorded in a scheme of delegation for Board committees, job descriptions for honorary officers, Directors and key staff, and that reporting procedures back to the Board are recorded in writing.
- To ensure that the responsibilities delegated to the chief executive are clearly expressed in the scheme of delegation and understood, and directions given to her/him come from the Board as a whole or other properly authorised route.
- To ensure the Board regularly reviews the Trust's governance structure including its own performance and that of any delegated committees, including local governing bodies at least annually. In doing so, it should ensure that there is an agreed programme in place to ensure major decisions and policy approval is made in a timely way and that the Board has within its membership the skills it requires to govern well.
- To ensure that the Board has access to, and considers, relevant external professional advice and expertise.
- To ensure that there is a systematic, open and fair procedure for recruitment of Directors and of the chief executive.
- To ensure that all members of the Board receive appropriate induction on their appointment and that individually and collectively, they continue to receive appropriate advice, information and training.
- To ensure that Directors have a code of conduct and comply with it, and that there are mechanisms for the removal of Directors who do not abide by the Director code of conduct.

8. Meetings

8.1 The Board and its committees must meet regularly enough to discharge their responsibilities. Board meetings must take place at least 6 times a year and conduct business only when quorate.

8.2 If the Board of Directors meets less than 6 times a year the Board must describe in its governance statement, accompanying its annual accounts, how it has maintained effective oversight of funds with fewer meetings. Like governors of maintained schools, Directors need to take a full and active role in the strategic running of the MAT and monitor the operational running of the constituent schools by the CEO, Principals and Senior Leadership Teams.



This may include regular visits to constituent schools.

- 8.3 The Trust publishes an Annual Schedule of Meetings for the full board and its committees.

Governance Professional to the Directors

- 8.4 The Board of Directors appoints a Governance Professional to the Board of Directors and its committees. The Governance Professional will liaise with the Chair and the CEO to ensure that the MAT Business Plan/Calendar is in place and implemented, including the production of agendas and minutes of meetings.
- 8.5 Meetings are convened by the Governance Professional in accordance with a meeting schedule that has been pre-agreed by Directors. Additional meetings may be arranged if required at the by the Board of Directors, chair, or where 3 Directors require a meeting. The Governance Professional will issue diary invitations in respect of any change of meeting or additional meeting date scheduled after the agreement of the main schedule. Any Board agenda and associated papers must be published to Directors no less than 7 days before a scheduled meeting.
- 8.6 Meetings will be attended by the Governance Professional who will record attendance, issues discussed, challenge offered and decisions made in 'minutes' of the meeting. In the absence of the Governance Professional, a substitute, who may be a Director but will not be the CEO, will be responsible for the minutes. The minutes will be submitted for formal approval at the next meeting of the Board of Directors. Once approved, non-confidential minutes will also be made available to LGBs and members.

Director requests for agenda items to be considered

- 8.7 Any Director may request an item is added to the agenda by contacting the Governance Professional at least 3 weeks in advance of any meeting. Any request will be discussed with the Chair who will decide how the matter will be dealt with, either by placing on the forthcoming agenda, a future agenda or addressing outside the meeting structure as appropriate. Three Directors acting collectively may also insist that a meeting is convened at which their agenda item is discussed.
- 8.8 AOB will not be discussed at a meeting unless genuinely urgent and notified to the Chair in advance.

Attendance and apologies

- 8.9 Meeting dates are agreed well in advance to facilitate maximum attendance. Therefore, unless the Board of Directors is notified of any absence when dates are set, it is expected that Directors attend all meetings. It is however recognised that emergency situations do arise, and, in these situations, Directors may seek permission for absence from the meeting by offering their apologies. In order to ensure a quorum for the meeting, apologies should be made by notifying the Governance Professional as far as possible in advance. Notification should detail the reason why apologies are being made to enable Board consideration of the request for acceptance.
- 8.10 The Board may invite members of Trust staff and such other persons as it considers necessary to provide information and advice to better enable them to fulfil their role. These persons do not have a vote on any matter being considered and may be asked to leave the meeting at any time and particularly if confidential matters are discussed.

Virtual Attendance

- 8.11 One or more Directors may attend meetings (full Board and committee) by tele-conferencing or video-conferencing software, provided sufficient notice is given for practical arrangements to be made. Directors participate as if at the meeting but are only considered present insofar as they are able to contribute e.g. in the event of technological failure care should be taken to ensure a quorum is maintained. In the case of secret ballot, Directors attending virtually may make their views known to the Governance Professional by email or text message.

Quorum and voting

- 8.12 It is generally expected and encouraged that decision making by the Board of Directors should be by consensus. However, where a formal vote is necessary, the quorum for a meeting of the Board of Directors to take place and any vote to be made is one third of Directors in post. Directors who have a business, pecuniary, or other conflict of interest in respect of the item being voted on do not form part of the quorum for that item. The chair of the Trust will have a casting vote if voting is tied, other than when the vice chair is being elected.

Voting by email

- 8.13 It is a requirement for voting purposes that Directors are 'present' and can communicate concurrently, therefore votes by email other than as detailed under 'virtual attendance' are not permissible. The chair of Directors may choose to canvas the views of Directors by email prior to deciding under Chair's action.

Agreement of minutes

- 8.14 Minutes are circulated to the Chair of the meeting for approval for circulation and to the most senior executive in attendance at the meeting for technical accuracy. They are

then shared with Directors within 14 days of the meeting. If Directors notice any minor typographical issues, or issues of clarity, they are invited to notify the Governance Professional who will make a correction before the next meeting at which the minutes are approved. If a Director wishes to challenge the content of the minutes more fundamentally, they should contact both the Governance Professional and the Chair. If the matter can be resolved, the draft will be amended accordingly. If the matter cannot be resolved it can be raised at the next meeting and Directors as a whole will determine how the item is recorded.

9. Delegation of Responsibilities

Committees

9.1 The Board of Directors delegate some responsibilities to committees, including:

- Audit and Risk Committee
- Finance and Operations Committee
- Education and Standards Committee
- Pay and Performance Committee

9.2 The responsibilities delegated to each committee are formalised in the Scheme of Delegation. Terms of Reference for each committee are included in the appendices to this framework.

9.3 Panels to undertake recruitment of the CEO, executive leaders and Principals, and consider any other matters, are established according to need.

9.4 Each committee has a remit to work closely with the CEO, the Chief Finance Officer, Principals and Business Managers to ensure there is detailed scrutiny and challenge of the Trust's finances.

Local Governing Boards

9.5 As is usual in Multi Academy Trusts, the Board of Directors delegates some of its responsibilities to a Local Governing Board for each of the Academies, however, Directors remain ultimately responsible for those Academies. It is also worth noting that Directors of Multi Academy Trusts are responsible for all the schools run by the MAT and are not there to 'represent' any particular school.

9.6 The ability to delegate additional responsibilities or remove responsibilities is not static and the level of delegation can be reviewed to meet changing circumstances. For example, if an academy was judged by Ofsted to be 'Good' after previously being judged 'Inadequate', it might be appropriate for the LGB to be given more delegated powers by the Board. It is common for them to be referred to as 'governors', although technically the Governors of an Academy Trust are the Directors.

9.7 Where the Trust sponsors another school (i.e. where a school is failing and the Department for Education ask Exceed Learning Partnership to assume running of the school into the Trust), then different governance arrangements will typically be in place to provide additional safeguards such as an Interim Executive Board.

9.8 One Director from the Board of Directors will be appointed as a Governor to the Local Governing Body and will serve as a Governor and a Link Director. The aim is to have a Director appointed to each Local Governing Body. The role of a Link Director is set out in the appendices to this framework and is not to be confused with the role of a Link Governor.



Local Governing Boards

1. Membership

1.1 Each LGB will comprise of the following membership:

CATEGORY	Term of Office	Area of Expertise
Chair	2 Year Term	Safeguarding and other roles
Vice Chair	2 Year Term	Safeguarding and other roles
Principal /Head	Ex- Officio	Education
Co-opted x 6 (including link Director)	4 Year Term	Community
	4 Year Term	School Improvement
	4 Year Term	School Improvement
	4 Year Term	Finance
	4 Year Term	Health and Safety
	4 Year Term	Human Resources/ Safeguarding
Elected Parent x 2	4 Year Term	Resources or other Professional Skill Set
Elected Staff x 2	3 Year Term	

1.2 Election of Chair and Vice Chair

- Chairs of LGBs are appointed by Directors of the MAT following election by the LGB.
- The governing body must elect a chair and a vice chair in accordance with the Roles, Procedures and Allowances Regulations. Chair and vice chair election model procedure and guidance notes are set out in the appendices.
- The vice-chair must fill in for the chair wherever there is a vacancy for the position of chair, or the chair is absent.
- Although there is no legal constraint on the length of time a chair of governors can serve, the trust note that an element of regular reappraisal and renewal is beneficial to all academies. Chairs should normally expect to step down after a maximum of six years in post.
- As a Trust we note the recommendations and guidance set out by both the National Governance Association and the DFE model articles of association stating that chair/vice chair elections should take place each academic year, meaning a term of office of one year. In line with our own articles of association the length of term for each Chair and Vice Chair will be two years, with Directors annually appraising the effectiveness of each Local Governing Board

2. Appointment of LGB governors

- 2.1 With the exception of elected parent governors, LGB governors will be appointed by the Board of Directors. Elections and appointments will follow the processes set out in the appendices to this framework.
- 2.2 One Director from the Board of Directors will be appointed as a Governor to the Local Governing Body and will serve as a governor and a Link Director. The role of a Link Director is set out in the appendices to this framework and is not to be confused with the role of a Link Governor.



3. Resignation, disqualification, suspension and removal of Local Governors

Resignation

- 3.1 Local governors may resign at any time by submitting their resignation in writing to the Governance Professional. The LGB may remove any role it has assigned to any governor at any time with the exception of the role of Chair or Vice chair.

Disqualification

- 3.2 Local Governors are disqualified from holding office if at any time they meet any of the disqualification criteria in the Trust's Articles, broadly relating to incapacity, non-attendance, bankruptcy, relevant criminal acts. Local governors are obliged to inform the Governance Professional if they become subject to these criteria.

Suspension

- 3.3 Local Governors may also be suspended for a fixed period of up to 6 months if their conduct is inconsistent with the professional ethos of the Board or likely to bring the LGB, or Trust into disrepute. The process for suspension of Local Governors mirrors that of Directors and is detailed in the Trust's Articles.

Removal by the LGB

- 3.4 The process for removal of a Local Governor is as follows:
- The person or persons proposing removal will write to the LGB setting out their case.
 - A meeting of the LGB will be convened no later than 28 days from receipt of the proposal.
 - The proposers have the opportunity to articulate their case.
 - The LGB member(s) against whom the proposal has been made have a right of reply.
 - LGB members to vote on the matter vote accordingly and the Governance Professional informs the LGB member(s) of the outcome.
 - The LGB member has a right of appeal to the Board of Directors, who will convene a meeting to review the decision. The Board of Directors decision is final.
- 3.5 Suspension and removal should be seen as last resorts, usually in response to serious or persistent breach of the Local Governors' Code of Conduct and after every effort by all parties to resolve issues has been made.

Removal by the Board of Directors

- 3.6 In exceptional circumstances, the Board of Directors may determine to remove one or more Local Governors. They may also remove the Chair of the LGB from the office of Chair at any time. The Board of Directors' decision is final. In making any decision to remove, the Board of Directors should remain mindful of the requirement for parent governors at LGB level if parents are not represented on the Board of Directors.

4. Roles

- 4.1 LGBs have a similar status to committees of a maintained Governing Body and the only powers they have are those that are delegated to them by the Board. This is formalised in the Scheme of Delegation.



- 4.2 Each LGB governor carries out the duties which would usually be carried out by a governor of a maintained school. There is a Governor Role description in the appendices of this handbook.
- 4.3 At LGB level, there is also a range of link governor roles. Link governors are responsible for deciding with the Principal and other key staff within their academy to focus on a specified area of business. Link governor roles may focus on the following, though each Local Governing Board has the option to use additional link roles if their work programme would benefit:
- Health & Safety
 - Safeguarding, SEND & Vulnerable Groups
 - Finance & Pupil Premium
 - Subject Specific Governors – English, Math’s & Science.
- 4.4 Link governor roles are usually decided by the LGB at its Annual General Meeting in the autumn term.
- 4.5 The LGB routinely reports to the Board of Directors, through its minutes and may be required to report through other means as circumstances dictate.

5. Meetings

- 5.1 LGBs will usually meet 6 times during the academic year.
- 5.2 The Trust publishes an Annual Schedule of Meetings for the LGB and its committees.
- 5.3 Additional meetings may be arranged if required by the Trust, LGB, Chair, or where 3LGB members require a meeting.

Governance Professional to the LGB

- 5.4 The Board of Directors appoints a Governance Professional to the LGB. The Governance Professional will liaise with the Chair, the CEO/COO and Principals to ensure that the MAT Business Plan/Calendar is in place and implemented, including the production of agendas and minutes of meetings.
- 5.5 Meetings are convened by the Governance Professional in accordance with a meeting schedule that has been pre-agreed by Local Governors. The Governance Professional will issue diary invitations in respect of any change of meeting or additional meeting date scheduled after the agreement of the main schedule. Any LGB agenda and associated papers must be published to Local Governors no less than 7 days before a scheduled meeting.
- 5.6 Meetings will be attended by the Governance Professional who will record attendance, issues discussed, challenge offered and decisions made in ‘minutes’ of the meeting. In the absence of the Governance Professional, a substitute, who may be a Local Governor but will not be the CEO or Principal, will be responsible for the minutes. The minutes will be submitted for formal approval at the next meeting of the LGB. Once approved, non-confidential minutes will also be made available to LGBs.

Local Governor requests for agenda items to be considered

- 5.7 Any Local Governor may request an item is added to the agenda by contacting the Governance Professional at least 3 weeks in advance of any meeting. Any request will be discussed with the Chair who will decide how the matter will be dealt with, either by placing on the forthcoming agenda, a future agenda or addressing outside the meeting structure as appropriate. Three Local Governors acting collectively may also insist that a meeting is convened at which their agenda item is discussed.
- 5.8 AOB will not be discussed at a meeting unless genuinely urgent and notified to the Chair in advance.

Attendance and apologies

- 5.9 Meeting dates are agreed well in advance to facilitate maximum attendance. Therefore, unless the LGB is notified of any absence when dates are set, it is expected that Local Governors attend all meetings. It is however recognised that emergency situations do arise, and, in these situations, Local Governors may seek permission for absence from the meeting by offering their apologies. In order to ensure a quorum for the meeting, apologies should be made by notifying the Governance Professional as far as possible in advance. Notification should detail the reason why apologies are being made to enable LGB consideration of the request for acceptance.
- 5.10 The LGB may invite members of staff and such other persons as it considers necessary to provide information and advice to better enable them to fulfil their role. These persons do not have a vote on any matter being considered and may be asked to leave the meeting at any time and particularly if confidential matters are discussed.

Virtual Attendance

- 5.11 One or more Local Governors may attend meetings (full Board and committee) by teleconferencing or video-conferencing software, provided sufficient notice is given for practical arrangements to be made. Local Governors participate as if at the meeting but are only considered present insofar as they are able to contribute e.g. in the event of technological failure care should be taken to ensure a quorum is maintained. In the case of secret ballot, Local Governors attending virtually may make their views known to the Governance Professional by email or text message.

Quorum and voting

- 5.12 It is generally expected and encouraged that decision making by the LGB should be by consensus. However, where a formal vote is necessary, the quorum for a meeting of the LGB to take place and any vote to be made is one third of Local Governors in post. Local Governors who have a business, pecuniary, or other conflict of interest in respect of the item being voted on do not form part of the quorum for that item. The chair of the LGB will have a casting vote if voting is tied, other than when the Vice chair is being elected.

Voting by email

- 5.13 It is a requirement for voting purposes that Local Governors are 'present' and can communicate concurrently, therefore votes by email other than as detailed under 'virtual attendance' are not permissible.

Agreement of minutes

- 5.14 Minutes are circulated to the Chair of the meeting for approval for circulation and to the most senior executive in attendance at the meeting for technical accuracy. They are then shared with Local Governors within 14 days of the meeting. If Local Governors notice any minor typographical issues, or issues of clarity, they are invited to notify the Governance Professional who will make a correction before the next meeting at which the minutes are approved. If a Local Governor wishes to challenge the content of the minutes more fundamentally, they should contact both the Governance Professional and the Chair. If the matter can be resolved, the draft will be amended accordingly. If the matter cannot be resolved it can be raised at the next meeting and the LGB as a whole will determine how the item is recorded.

6. Delegation of Responsibilities

- 6.1 The LGB delegate some responsibilities to committees, including:
- Principal Pay and Performance Review Committee
 - Staff Pay and Performance Review Committee
- 6.2 The responsibilities delegated to each committee are formalised in the Scheme of Delegation.
- 6.3 Panels to undertake recruitment of staff, hear pupil disciplinary matters, complaints, staff disciplinary appeals and dismissals, and consider any other matters, are established according to need.
- 6.4 Each committee has a remit to work closely with the Principal, Business Manager and Trust Central Team to ensure there is detailed scrutiny and challenge of the Academy's performance.



Requirements to Serve in a Governance Role

1. Pre-Commencement Checks

- 1.1 Anyone involved in a governance role for the MAT will be subject to a satisfactory Disclosure and Barring Scheme (DBS) check.
- 1.2 Any governor engaging in activities in school in addition to their governance duties will also require a satisfactory section 128 check.

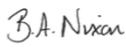
2. Persons unable to serve in a Governance Role

- 2.1 In accordance with the Charities Act 2011 and the MAT's articles of association, an individual is unable to serve as a Member, Director or LGB Governor if:
 - you are under the age of 18
 - you are appointed to the role of Governance Professional
 - you have an unspent conviction involving dishonesty or deception
 - you have been discharged bankrupt or have a composition or arrangement with, or granted a trust deed for your creditors that has not been discharged
 - you have been disqualified by an Order made under section 429 (b) of the Insolvency Act 1986
 - you have been removed from the office of Governor by an Order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement, or section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990
 - you meet the criteria for barring individuals from working with children and vulnerable adults as defined in s3 and Schedule 3 parts 1 and 3 of the Safeguarding Vulnerable Groups Act 2006.

Further Information

1. A wide range of policies and procedures are published on the Trust website:
<http://www.exceedlearningpartnership.co.uk>
2. Specific documents that Members, Directors and Governors should read in conjunction with this handbook include:
 - a. Articles of Association
 - b. Schemes of Delegation
 - c. Scheme of Financial Delegation
 - d. Annual Schedule of Meetings
 - e. Code of Conduct for all Members, Directors and Local Governing Boards
 - f. Induction Policy for Directors
 - g. Induction Policy for Governors
 - h. Training Booklet for Local Governing Boards
 - i. Governor Information Booklet Acronyms
 - j. Allowances Policy
 - k. Director/Governor Visits Policy
3. The CEO is also a key point of information and support, and can be contacted via email at CEO@exceedlearningpartnership.com

Policy Reviewed: March 2022

Signed CEO: 

Signed: Chair of Directors: 

Policy to be reviewed:
September 2022

Appendix A - Terms of Reference for Members

1. To appoint external auditors.
2. To appoint internal auditors ensuring that the Trust meets the requirements of the Academies Trust Handbook.
3. To receive the reports of the external auditor and make appropriate management response.
4. To approve the audited Financial Statements.
5. To ensure that approved Financial Statements are published on the Trust website by 31st December each year.
6. To ensure that approved Financial Statements are submitted to the Secretary of State by 31st December each year.
7. To ensure that the approved Financial Statements are submitted to Companies House by 31st May each year.
8. To receive regular updates from the Board of Directors in relation to agreed actions, following recommendations from the Internal Auditor.
9. To inform the Department for Education if it suspects any irregularity affecting resources.

Appendix B - Terms of Reference for the Board of Directors/Trustees

1. General

- 1.1 Develop and implement a written scheme of delegation of its financial powers and duties to local Governing Boards, CEO, COO and Chief Finance Officer. The scheme must satisfy Exceed Learning Partnership's ultimate responsibility for ensuring that there are adequate operational controls in place for all the financial processes within the Trust. The Scheme of Delegation should be operated in conjunction with the Financial Regulations of Exceed Learning Partnership.
- 1.2 Develop and implement a Governance Structure that includes the following committees which operate within the Scheme of Delegation:
 - Audit and Risk Committee
 - Finance and Operations Committee
 - Education and Standards Committee
 - Pay and Performance Committee
 - Local Governing Boards.

2. Vision

- 2.1 To set out the vision for the Trust and its application at both Trust and Academy levels.
- 2.2 To shape the strategic planning for the Trust and provide the necessary guidance, support and challenge with the improvement planning process within each Academy.

3. Compliance

- 3.1 To ensure compliance with all statutory regulations including all charity and company laws and all health and safety legislation.
- 3.2 To exercise overall responsibility for the health, safety and welfare of all staff, students and visitors to Trust premises and activities.
- 3.3 To ensure compliance with the provisions of the Articles and the Funding Agreements
- 3.4 To ensure compliance with the Academies Trust Handbook.
- 3.5 To ensure that the annual Directors' Report and Financial Statements comply with the EFSA Accounts Direction and Charities Statement of Recommended Practice (SORP).
- 3.6 To ensure that Members, Directors and Governors operate within the agreed code of conduct (based on NGA).

4. Governance

- 4.1 To elect a Chair and Vice Chair of Exceed Learning Partnership's Board of Directors –



advisable term of office is 3 years in order to achieve objectivity within the role.

- 4.2 To ensure processes are in place for the appointment of Directors of the Trust and Governors of the LGB.
- 4.3 To implement a policy for the appraisal of Directors.
- 4.4 To appoint the Accounting Officer for the Trust.
- 4.5 To ensure that LGB appoint a Governor with specific responsibility for:
 - Safeguarding and Child Protection (Statutory)
 - Health and Safety (Statutory)
 - Subject Specific Area (non-statutory)
 - Financial & Pupil Premium Expenditure (Statutory).
- 4.6 To hold at least 6 meetings per year (plus the AGM for members only).
- 4.7 To appoint the Governance Professional to the:
 - Exceed Learning Partnership Board (plus meetings for members)
 - Audit and Risk Committee
 - Finance and Operations Committee
 - Education and Standards Committee
 - Pay and Performance Committee
 - Local Governing Boards
- 4.8 To appoint the Chair of each LGB (in consultation with the LGB).
- 4.9 To monitor the performance of the LGB, and, if necessary, withdraw delegated powers from the LGB.

5. Policies

- 5.1 To set HR policies and procedures (as legal employer of all staff), developing appropriate terms and conditions of service with each Academy, including the pay and appraisal policies.
- 5.2 To set and review the curriculum and standards to be achieved by the Academies (in consultation with the LGB).
- 5.3 To determine the admissions policy and arrangements for the Academies (in accordance with admissions law and the DfE codes of practice).
- 5.4 To determine a Trust wide DBS policy as set out in the Academies Trust Handbook.

- 5.5 To set other Trust wide policies such as Complaints, Health and Safety, Safeguarding and Child Protection.



6. Staffing

- 6.1 To consider permanent changes on an annual basis to the ELP's staffing structure and make recommendations to the ELP Board.
- 6.2 To receive staffing updates from the CEO at each meeting to include: long term absence, vacancies and staff recruitment.
- 6.3 To support the recruitment and appointment process.
- 6.4 To provide quality assurance of the recommendations made by the Pay Review Committee.
- 6.5 To approve the pay progression following a recommendation from the Pay and Performance Committee.
- 6.6 To consider special leave of absence requests [and to delegate to the Principal or each Academy, responsibility for short term leave of absence requests].
- 6.7 To undertake the appointment process for the CEO/CFO/COO.
- 6.8 To establish processes for making appointments within the Trust and each of the Academies.
- 6.9 To appoint the CEO /Principals and Vice/Assistant/Principals across the Trust (in consultation with LGBs).
- 6.10 To approve the appointment of any senior appointments at any of the Academies.
- 6.11 To appoint the Governance Professional to the Board of Directors.

7. HR and Performance Management

- 7.1 To establish policy for managing the performance of staff in each of the Academies.
- 7.2 To ensure that a programme of Personalised Professional Learning and Development(PPLD) is developed across the Trust.
- 7.3 To manage any claims and disputes involving staff across the Trust, including matters of suspension.

8. Media and Public Relations

- 8.1 To oversee all public relations activities to project the activities of the Trust and the Academies to the wider community.
- 8.2 Financial Forecasts/Budgetary Control.
- 8.3 To appoint banking providers and agree arrangements and signatories across the Trust.
- 8.4 To formally approve the annual ELP budget forecast for submission to the EFA by the due date of each financial year.

- 8.5 To consider budgetary management reports from the CEO/Chief Finance Officer at every meeting, with relevant explanations and documentation where required.
- 8.6 To ensure that details of any variations approved and authorised by the Board of Directors are formally notified to the Local Governing Board.

9. Purchasing and Servicing

- 9.1 To maintain a Register of Business Interest for all Members, Directors, Governors and staff of the ELP and local Governing Boards (which should be included in the StatutoryBooks).
- 9.2 To work in conjunction with the Chief Finance Officer, to ensure that procurement arrangements are included in the ELP Financial Regulations.
- 9.3 To maintain sufficient records and make sufficient disclosures in their accounts, to evidence any connected party transactions.
- 9.4 To authorise the advertising of tenders above £120,001, and authorising the award of such tenders.
- 9.5 To ensure that tenders other than the most financially favourable or late tenders, can only be accepted by the ELP and that they shall minute the reasons for their decision.
- 9.6 To determine the extent of the services provided to the Academies by the Trust and how the costs should be allocated.
- 9.7 To oversee the effectiveness of the delivery of the central services.

10. Financial and Accounting Requirements

- 10.1 To approve the ELP Financial Regulations including appropriate financial policies.
- 10.2 To approve the level and authorisation of the write off of debts not collectable (the Secretary of State's prior approval is also required if debts to be written off are above the value set out in the annual funding letter).
- 10.3 To receive a risk register for the ELP Board and respond to recommendations as necessary.
- 10.4 To approve levels of borrowing as may be permitted by the Academies Trust Handbook, ensuring that it does not put property or assets at risk.
- 10.5 Budget Planning/Budgetary Control
 - To consider the funding letters received from the EFSA and to assess the implications for ELP and each respective Academy.
 - To consider resource requests from local Governing Boards and prioritise these for inclusion in the MTL financial plan.
 - To consider Service Level Agreements (SLA's) and other contracts of a value of over £30,000 on an annual basis to ensure that the level of service meets the needs of the ELP and individual Academies.



- To review the 5-year budget forecasts, and annual budget forecast for each Academy within the Trust.
- To consider the draft consolidated budget forecast for the Trust, recommending its acceptance, or otherwise to the ELP Board.
- To consider financial management reports on the ELP and individual academy financial position at every meeting; taking appropriate action to contain expenditure with the budget and report to the ELP Board (in the event that there is no monthly meeting, to receive and review the monthly management accounts via email and respond to the Chief Finance Officer with an acceptance or not of the report).
- To consider ELP financial data with other Academy and EFA benchmarking data and challenge any significant variances on behalf of the ELP Board.
- To report to the ELP Board all significant financial matters and any actual or potential overspending.
- To consider investment opportunities for the Trust Reserves, making recommendation to the Board of Directors ensuring that security takes precedence over income maximisation.

10.6 Purchasing

- To authorise the award of individual items and contracts with a value from £30,001 upto the value of £120,000 .
- To oversee tendering processes for the procurement of alternative provision of ICT, Furnishings and other equipment.

10.7 Insurances

- To ensure that the Trust and its Academies has adequate arrangements for insurance cover including arrangements for:
 - Buildings & Contents
 - Public Liability
 - Employers Liability
 - Governors Liability
 - Professional Negligence
 - Personal Accident, including educational activities and visits.

10.8 Security of Assets

- To ensure that the items procured by the Academies in the Trust, with a value of £1,000 or more, are entered on to the asset register
- To ensure that there are annual independent checks of asset and the asset register
- To authorise the disposal of individual items of equipment and materials that have become surplus to requirements, unusable or obsolete with an original purchase value of up to £5,000



and reporting such authorisation to the ELP Board.

10.9 Accounts and other Financial Returns

- To consider the requirements of the EFA Accounts Direction and contribute to the preparation of the ELP Annual Report
- To receive and review the draft financial statements presented by the External Auditor, making a recommendation to the Board, highlighting any significant issues that need to be brought to the attention of the Trust
- To ensure that the Financial Statements are submitted to the AGM in time to achieve a submission date to the Secretary of State by 31 December
- To review the submission of other financial and audit returns on behalf of the ELP, e.g. Abbreviated Accounts Return (AAR) and the Teachers' Pension Audit
- To track the Pupil Premium, Primary Sport spend across each Academy ensuring that it fully meets the criteria set and that the LGB/Trust can demonstrate impact.

11. Premises, Health & Safety

- 11.1 To develop an estate management strategy for the Academies that will identify the suitability of build and facilities in light of long-term curriculum needs and the need for and Availability of capital investment to meet their responsibility to ensure the buildings and facilities are maintained to a good standard.
- 11.2 To insure the land and buildings used by the Academies.
- 11.3 To ensure that the responsibilities for Health and Safety are fully met.
- 11.4 To monitor and review of procedures for Health & Safety at a Local Governing Board level.
- 11.5 To review the Trust's Health & Safety Policy.
- 11.6 To ensure that adequate resources are available to implement the aims and objectives of the above policy.
- 11.7 To review the Health & Safety Audit reports and ensure actions are completed by the Local Governing Board.
- 11.8 To receive a report on the annual review of the Academies Fire Policy and Fire Risk Register from the Local Governing Board.
- 11.9 To receive a report on the Risk Assessments in each academy from LGBs.
- 11.10 To ensure that actions are taken in respect of relevant health and safety legislation.
- 11.11 To advise the Local Governing Board on health and safety priorities identified from the annual review.
- 11.12 To ensure arrangements are in place for health and safety, including the use of premises by outside users by each Academy.
- 11.13 To evaluate reports on the effectiveness of services provided through relevant premises related



SLAs and contracts.

11.14 To receive health and safety reports from each Academy from the Principals.

11.15 To receive reports on the fire evacuation procedures.

11.16 To review Asset Management Plans for each Academy.

11.17 To review Accessibility Plans for each Academy.

11.18 To review training logs so that each Academy is compliant.

12. Education Standards

Main Duties within board meetings:

12.1 To monitor each term on the following:

- Data on attainment and achievement for all of the Trust's academies
- School improvement work, Teaching & Learning and leadership
- Overall performance of each of the academies
- Leadership standards
- Governance effectiveness
- The Trust quality improvement and intervention strategies and plans
- External Reports each Term
- Special Educational Needs (SEN) and inclusion
- Disadvantaged Pupils and gap analysis
- Partnership working
- Admissions
- Safeguarding arrangements
- Community engagement

12.2 The Board of Directors may use exception reporting in relation to receiving performance information to fulfil its detailed responsibilities. The Board will receive a summary of positive performance to accompany exception reports.

Performance

12.3 To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the Academy Improvement Plan.



- 12.4 To determine the educational performance targets for each of the Academies within the Trust (in consultation with the LGB).
- 12.5 To evaluate Academy performance against the key performance indicators set by the Trust (in consultation with LGB).
- 12.6 To oversee the performance, standards and outcomes on a Trust and individual Academy basis.

Curriculum Standards, Teaching & Learning

- 12.7 To monitor the Academies' statutory requirements in relation to their curriculum offer
 - To review the quality of Teaching and Learning in each Academy
 - To review other curriculum issues such as spiritual, moral, social and cultural development
 - To review extra-curricular activities
 - To review each the monitoring evidence to support improvement in all of the above
 - To review provision for SEND across the Trust and ensure statutory compliance of the website (Local SEND Offer, Academy policies etc)
 - To review Pupil Premium Statements and ensure statutory compliance of the website (Pupil Premium Strategy, Action plans etc).
 - To review the use of Sports Premium and ensure statutory compliance of the website (PE and Sports Premium statements etc).
 - To review the Assessment and tracking of pupils across the trust
 - The Trust's policies in relation to its Curriculum Statement.

Self-Assessment and Review

- 12.8 To receive self-evaluation reports (CEO's / Principal Reports) on the overall performance of each Academy
- 12.9 To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Quality Improvement Plans and strategies.

Appendix C - Terms of Reference for the Board of Directors Audit and Risk

Committee

1.1 The board of directors (the **Directors**) of Exceed Learning Partnership Trust (the **Trust Board**) hereby resolves to establish a committee of the Trust Board to be known as the Audit and Risk Committee (the Committee).

1.2 The committee will discharge its duties by following the terms of reference as set out within this document and the ELP Governance Framework and Handbook.

2 Membership

2.1 The Committee shall have a minimum of three members, that will consist of Directors from the Trust Board

2.2 Subject to paragraph 2.3, the Committee shall at the first meeting of each academic year elect a member to act as chair of the Committee (the **Chair**). The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

2.3 No person may act as Chair under paragraph 2.2 unless they are also a member of the Trust Board.

2.4 The Chair of Directors shall ensure that the Governance Professional is present to take minutes at meetings of the Committee.

2.5 The Committee may invite attendance at meetings from persons who are not Directors or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

2.6 The CEO, CFO and COO are required to attend all meetings in an advisory capacity.

3 Remit and responsibilities of the Committee

3.1 The Committee shall be responsible for the matters set out in Schedule 1.

4 Proceedings of Committee meetings

4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but at least once a term, three times a year

4.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

4.3 The quorum for the transaction of the business of the Committee shall be two or more Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the Committee is quorate.

4.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.

4.5 Each committee member present shall be entitled to one vote.

4.6 Where there is an equal division of votes the Chair shall have a casting vote.

4.7 A register of attendance shall be kept for each Committee meeting and published annually.

5 Authority

5.1 The Committee is authorised by the Trust Board to:

5.1.1 carry on any activity authorised by these terms of reference; and

5.1.2 seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

6 Reporting Procedures

6.1 Within 25 working days of each meeting, working with the Governance Professional the Committee will:

6.1.1 produce and agree minutes of its meetings;

6.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board.

(together called the “Committee Reports”).

6.2 The Committee Reports can be agreed by Committee members by email.

6.3 The Committee Reports will be sent to the Trust Board within 25 working days following each Committee meeting.

6.4 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

6.5 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

Responsibilities of the Audit and Risk Committee

The Audit and Risk Committee is a sub-committee of the main Board of Directors. The committee will discharge its duties by following the terms of reference as set out in the Governance Framework and Handbook as follows:

To advise the Trust Board on the appointment, re-appointment of the external, internal and regularity auditor.

- To receive and consider the annual Audit Report and put in place an action plan or review the management response to any recommendations from the audit.
- To regularly monitor progress regarding any outstanding audit recommendations to ensure that any delays to agreed implementation dates are reasonable.
- To ensure that LGB and committees include agenda items and minutes relating to the review of risks specific to their remit at least once per term.
- To ensure that the external auditor has the fullest co-operation of staff.
- To review the effectiveness of the Trusts internal control system established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally preferable manner.
- To ensure that the Trusts internal audit service meets, or exceeds, the standards specified in the Government Internal Audit Manual, complies in all other respects with these guidelines and meets agreed levels of service.
- To consider internal audit reports and the arrangements for their implementation.
- To review the operation of the Trust's code of practice for board members and code of conduct for staff.
- Monitor the integrity of the financial statements
- Review internal financial control and directing the trust's programme of internal audit scrutiny.
- Reviewing the academy's internal control and risk management systems reporting to the trust board on the adequacy of the trust's controls.
- Oversee and approve the trust's programme of internal scrutiny
- Ensure that risks are being addressed appropriately through internal scrutiny
- Report to the board on the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks.
- To review the action and implementation of risk management policy across the Academy Trust, reporting to the Trust board on the adequacy of the Trust's management of risk.
- Making recommendations to the governing body in relation to the appointment, reappointment and removal of the external auditor and approve the remuneration and terms of engagement of the auditor.
- Reviewing the auditor's independence and objectivity.
- To manage, monitor and maintain a risk register on behalf of the Trust board, making recommendations for action as deemed necessary.



- To consider any other matters where requested to do so by the board.
- To report at least once per term to the board on the discharge of the above duties.

Appendix D - Terms of Reference for the Finance and Operations Committee

- 1.0 The board of directors (the **Directors**) of Exceed Learning Partnership Trust (the **Trust Board**) hereby resolves to establish a committee of the Trust Board to be known as the Finance and Operations Committee (the Committee).
- 1.1 The committee will discharge its duties by following the terms of reference as set out within this document and the ELP Governance Framework and Handbook.
- 2.0 Membership
- 2.1 The Committee shall have a minimum of three members, that will consist of Directors from the Trust Board
- 2.2 Subject to paragraph 2.3, the Committee shall at the first meeting of each academic year elect a member to act as chair of the Committee (the **Chair**). The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.
- 2.3 No person may act as Chair under paragraph 2.2 unless they are also a member of the Trust Board.
- 2.4 The Chair of Directors shall ensure that the Governance Professional is present to take minutes at meetings of the Committee.
- 2.5 The Committee may invite attendance at meetings from persons who are not Directors or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
- 2.6 The CEO, CFO and COO are required to attend all meetings in an advisory capacity.
- 3.0 Remit and responsibilities of the Committee
- 3.1 The Committee shall be responsible for the matters set out in Schedule 1.
- 4.0 Proceedings of Committee meetings
- 4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but at least once a term, three times a year
- 4.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
- 4.3 The quorum for the transaction of the business of the Committee shall be two or more Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the Committee is quorate.
- 4.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.
- 4.5 Each committee member present shall be entitled to one vote.
- 4.6 Where there is an equal division of votes the Chair shall have a casting vote.
- 4.7 A register of attendance shall be kept for each Committee meeting and published annually.

5.0 Authority

5.1 The Committee is authorised by the Trust Board to:

5.1.1 carry on any activity authorised by these terms of reference; and

5.1.2 seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

6.0 Reporting Procedures

6.1 Within 25 working days of each meeting, working with the Governance Professional the Committee will:

6.1.1 produce and agree minutes of its meetings;

6.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board.

(together called the “Committee Reports”).

6.2 The Committee Reports can be agreed by Committee members by email.

6.3 The Committee Reports will be sent to the Trust Board within 25 working days following each Committee meeting.

6.4 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.

6.5 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

Schedule 1

Responsibilities of the Finance and Operations Committee

The Finance Committee is a sub-committee of the main Board of Directors. The committee will discharge its duties by following the terms of reference as set out in the Governance Framework and Handbook as follows:

- a) The overall finances of Exceed Learning Partnership, including:
 - The annual budget (for recommendation to the Board of Directors) and monitoring of that budget
 - Charging policy; income generation policy; lettings policy
 - Financial procedures (including compliance with the DfE Guidance); delegation of spending authority and associated policies
 - Policy and decisions regarding contracts and service level agreements
 - Insurance arrangements
 - Governors' expenses policy
 - The external finance audit including the appointment of external finance auditors (for recommendation to Members/Directors)
 - The preparation of the annual report and accounts (for presentation to Directors)
 - Policy and procedures in respect of internal financial controls and internal finance audit functions
 - Compliance with statutory and other required procedures.
 - Oversight of risk assessment policy.

- b) The Personnel of Exceed Learning Partnership MAT
 - Staff recruitment procedures
 - Staff appointments procedures
 - Equal opportunities
 - Performance management arrangements
 - Employment contractual matters
 - Staff well-being and retention strategies.

- c) The Premises of Exceed Learning Partnership MAT
 - To advise Directors on priorities, including health and safety, for the maintenance of the existing Academy buildings
 - To oversee arrangements for repairs and maintenance
 - To make recommendations on premises-related expenditure and approve spend in line with Finance Policy.
 - In consultation with the Principal/Headteacher, oversee premises-related funding bids
 - To oversee arrangements, including health and safety, for the use of the premises by outside users
 - To establish and keep under review accessibility plan and travel plan.

- (d) Key targets agreed by Board members in respect of any of the above areas.
- (e) Any other matters referred to it by Board members.

Appendix E - Terms of Reference for the Board of Directors

Education and Standards Committee

- 1** The board of directors (the **Directors**) of Exceed Learning Partnership Trust (the **Trust Board**) hereby resolves to establish a committee of the Trust Board to be known as the Education and Standards Committee (the Committee).
 - 1.1 The committee will discharge its duties by following the terms of reference as set out within this document and the ELP Governance Framework and Handbook.
- 2** Membership
 - 2.1 The Committee shall have a minimum of three members, that will consist of Directors from the Trust Board
 - 2.2 Subject to paragraph 2.3, the Committee shall at the first meeting of each academic year elect a member to act as chair of the Committee (the **Chair**). The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.
 - 2.3 No person may act as Chair under paragraph 2.2 unless they are also a member of the Trust Board.
 - 2.4 The Chair of Directors shall ensure that the Governance Professional is present to take minutes at meetings of the Committee.
 - 2.5 The Committee may invite attendance at meetings from persons who are not Directors or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
 - 2.6 The CEO or Director of Primary Education are required to attend all meetings in an advisory capacity.
- 3** Remit and responsibilities of the Committee
 - 3.1 The Committee shall be responsible for the matters set out in Schedule 1.
- 4** Proceedings of Committee meetings
 - 4.1 The Committee will meet as often as is necessary to fulfil its responsibilities but at least once a term, three times a year
 - 4.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
 - 4.3 The quorum for the transaction of the business of the Committee shall be two or more Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the Committee is quorate.
 - 4.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.
 - 4.5 Each committee member present shall be entitled to one vote.
 - 4.6 Where there is an equal division of votes the Chair shall have a casting vote.
 - 4.7 A register of attendance shall be kept for each Committee meeting and published annually.
- 5** Authority
 - 5.1 The Committee is authorised by the Trust Board to:

- 5.1.1 carry on any activity authorised by these terms of reference; and
- 5.1.2 seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

6 Reporting Procedures

- 6.1 Within 25 working days of each meeting, working with the Governance Professional the Committee will:
 - 6.1.1 produce and agree minutes of its meetings;
 - 6.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board.
(together called the “Committee Reports”).
- 6.2 The Committee Reports can be agreed by Committee members by email.
- 6.3 The Committee Reports will be sent to the Trust Board within 25 working days following each Committee meeting.
- 6.4 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.
- 6.5 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

Schedule 1

Responsibilities of the Education & Standards Committee Targets

- 1 Recommending to the Trust Board for approval the educational targets of the Academies (in consultation with the Local Governing Boards),

Review

- 2 Monitoring and evaluating performance of the academies against KPIs set by the Trust Board (in consultation with the Local Governing Boards) in relation to academies and other matters. -
- 3 Holding each academies leadership to account for school performance and quality of provision.
- 4 Monitoring and evaluating the overall effectiveness and efficiency of leadership and management at the academy.
- 5 Monitor and evaluate the impact of Pupil Premium funding on children’s learning outcomes and wellbeing to ensure the best possible outcomes for pupils.
- 6 Receiving reports on the overall Performance management outcomes for each academy making any appropriate recommendations to the Trust Board.
- 7 Supporting and challenging the self-evaluation process including successes and areas for improvement with particular regard to outcomes and success criteria.
- 8 Considering the aims and priorities for raising standards of achievement in each of the academies strategic plans through the Standards Review process.

Curriculum Issues & Other Matters

- 9 Receive reports (verbal or written as appropriate) on the quality of the curriculum and on provision in its widest sense and on the other excellent activity and experience i.e. without a numerical value.
- 10 Receiving reports from the Principals/Headteachers and reviewing pupil attendance, behaviour, exclusions, and relevant disciplinary matters relating to each academy.



- 11 Directors/Trustees reserve the right, where appropriate, to review and act upon any concerns in relation to other matters, including but not restricted to:
- SEND
 - Publication of statutory requirements
 - Policies
 - SMSC (Spiritual, Moral, Social & Cultural Development)
 - Pupil Behaviour
 - CPD (Continuing Professional Development) for staff

Stakeholder Engagement

- 12 Promoting partnership working between parents / carers and the academies to promote high standards of attendance, behaviour and learning by pupils.
- 13 Receive reports from each academy on the views of pupils, parents / carers and other stakeholders as part of a programme of regular self-evaluation by the academies to assess its performance and that of the Trust against stated aims and objectives.
- 14 Ensuring that such feedback is used to support the development of best practice and to promote the quality of the overall pupil experience.

General

- 15 Reviewing or investigating any other matters referred to the Committee by the Trust Board.
- 16 Drawing any significant recommendations and matters of concern to the attention of the Trust Board.





Appendix F - Terms of Reference for the Board of Directors

Pay and Performance Committee

1. The main function of the committee is to oversee the implementation of the pay/appraisal policies in a fair and equitable manner within the statutory and contractual obligations. This will include the consideration of pay recommendations from the respective leaders and determination of pay for each member of staff following their performance review.
2. It is recommended that the committee comprise of 3 Directors. The chair of the board could be a member but it is suggested that the chair of the board does not chair the Pay and Performance committee. The CEO will need to attend on occasions to advise on broader matters relating to pay policy but this should be by invitation and the CEO/ executive leaders must not be involved in discussions about setting their own pay.
3. The group will meet twice per year, in the Autumn Term to consider recommendations and Summer Term to review policy and practice.
4. The terms of reference for the Pay and Performance committee include:
 - Setting pay policy for CEO/senior executives;
 - Keeping the policy under review for appropriateness and relevance;
 - Approving the design of and determining performance targets for any performance related element of executive pay;
 - Recommending and monitoring executive pay, including the entire remuneration package; and
 - Determining and recommending the wider pay policy to the Board of Directors.
5. The Pay and Performance Committee has the responsibility:
 - To draft and implement the Trust pay and appraisal policies in consultation with the CEO and Principal in each Academy
 - To submit the draft policy and any proposed revisions which follow the annual review to the Board of Directors for formal approval
 - To implement the statutory and discretionary elements of the School Teachers' Pay & Conditions Document and to have regard to national and local grading agreements, whilst considering employment legislation, equal pay and the ELP Board's policy on equal opportunities





- To quality assure the appraisal process through dialogue with the CEO and scrutiny of a sample of appraisal paperwork
- To review annually the salaries of all teaching staff in light of recommendations made by the CEO and the respective Academy Principal and to provide staff with a statement of salary
- To ensure academies have formed a Pay and Performance Committee that is effective in their duties in managing pay and performance on an academy level as per the scheme of delegation.
- To direct any appeal against a decision on pay grading or pay awards to the Board of Directors.
- To keep in touch with the pay/appraisal policies of all academies
- To be responsible for determining dismissal payments, early retirement awards or any other settlements

Leadership Performance Reviews

6. The Pay and Performance Committee is formed as outlined below.

- To ensure that at every stage the CEO appraisal is firmly linked to Trust improvement and the agreed criteria identified in the performance objectives
- To work with an External Adviser appointed by the Trust to support and advise the Panel during the CEO appraisal process
- To prepare for the appraisal meeting with advice from the External Adviser by reviewing the objectives set for the previous year along with the CEO's overall performance and any challenges faced
- To lead the CEO's/ performance appraisal meeting with support from the external adviser
- To consider the CEO's learning, development & support needs and how these will be addressed
- To advise the CEO of the standards against which the performance will be assessed during the coming year
- To make recommendations by 31st December in relation to any CEO pay progression, in line with the School Teachers' Pay and Conditions Document
- To set the objectives for the coming academic year
- To agree with the adviser a written report of the appraisal process for the CEO as soon as is practicable





- To undertake a review meeting after 6 months to consider the progress towards meeting the objectives and whether they need to be amended as circumstances have changed.

7. It is important that these members receive the appropriate training and are supported by an external specialist as required.





Appendix G - Terms of Reference for Local Governing Boards

1. General

- 1.1 Local Governing Boards (LGBs) will have oversight and scrutiny of their respective academy within an overall strategic direction and framework determined by the Board of Directors. LGBs can raise matters of concern or interest directly with Directors of the Board of Directors or respective committees.
- 1.2 If necessary, the Chair of a LGB can submit a paper for consideration or request an item to be raised for discussion at a Board meeting and where appropriate may attend to present the matter in person.
- 1.3 The Chair of the LGB will attend a Chair of Governors Board with other members of the academies to support the work of the Trust and have a voice in ensuring the best outcomes, procedures or resourcing is achieved across the Trust.

2. LGBs' delegated responsibilities:

Vision and Values

- 2.1 To carry forward and ensure the academy is adhering and permeating the Trust's vision and values,
- 2.2 To ensure the implementation of actions required to comply with all statutory regulations.
- 2.3 To assist the Directors in complying with the provision of the Funding Agreements where requested.

Governance

- 2.4 To appoint a Chair and Vice-chair of the LGB in consultation with the Trust.
- 2.5 To manage the appointment of all community, staff and parent governors in line with the Trust policy.
- 2.6 It is advisable that the Chair and Vice Chair have a 2-year term of office in order to achieve objectivity within the role.
- 2.7 Work with the Governance Professional to ensure that there is an induction of new Governors, tailored to reflect the individual structure of the Academy.





- 2.8 To oversee all of the Academy's activities.
- 2.9 To hold the Principal (as appropriate) and Academy leadership to account for the achievement, quality of teaching, behaviour and safety and leadership and management of the Academy.
- 2.10 To appoint an Academy, Pay and Performance Committee to oversee the Principal performance appraisal and staff performance appraisals.
- 2.11 To appoint Governors with specific areas of responsibility for
 - Safeguarding and Child Protection
 - Health and Safety
 - Financial & Pupil Premium Expenditure.

Policies

- 2.12 To comply with and adhere to the terms of any Trust protocol or any guidance issued by the Trust
- 2.13 To work with the Trust to set the curriculum and standards to be achieved by the Academy.
- 2.14 To implement all policies prepared and approved by the Trust.
- 2.15 To ensure provision of free school meals to those pupils meeting the criteria.

Education Standards

- 2.16 To work with the Trust to consider and evaluate Academy performance against key performance indicators set by the Trust.
- 2.17 To work with the Trust to determine the educational targets of the Academy including determination of the 'Academy Improvement Plan'.
- 2.18 To continually monitor and evaluate the 'Academy Development Plan' highlighting potential risks to the Trust.

Recruitment

- 2.19 To work with the Trust to appoint the Principal and any Vice or Assistant Principal of the Academy.
- 2.20 To seek the approval of the Directors for any senior appointment at the Academy.





- 2.21 To make other appointments of staff within their remit and in a way consistent with any policy or procedure as may be determined by the Trust.

8.6 Human Resources and Performance Appraisal

- 2.22 To monitor the local HR activity and policy, including the process for local performance/appraisal reviews for members of staff and ensure that it is within the parameters set for the particular Academy.
- 2.23 To consider whether any changes are required to staff hours or contracts, although the Governors may not make any amendments without the Directors' consent.

Media and Public Relations

- 2.24 To support the Trust and the Academy in relation to any public relations activities to project the activities of the Trust and the Academies to the wider community.

Financial Management

- 2.25 To ensure compliance with the overall financial plan for the Academy.
- 2.26 To observe appropriate levels of delegation and protocols, in conjunction with the Accounting Officer and Chief Finance Officer.
- 2.27 To prepare a resource plan, matched against the Academy Development Plan and submit this to the Board of Directors for consideration in the Budget Planning process
- 2.28 To inform the Trust of any need for significant unplanned expenditure and work with the Trust to identify available funding.
- 2.29 To review Budget Management Information at each LGB meeting and report back to the Board of Directors regarding any significant variances which may have been highlighted in the report.
- 2.30 To develop appropriate risk management strategies and ensure that Academy level resources are applied appropriately.
- 2.31 To review risks at a local level, ensuring that significant risks are incorporated into the overall Exceed Learning Partnership Risk Register.
- 2.32 To ensure that recommendations from internal and external audit visits have been implemented effectively in a timely manner.
- 2.33 To track the Pupil Premium/Primary Sport premium ensuring that it fully meets the criteria set and that the Local Governing Board can demonstrate impact.





Procurement and Services

- 2.34 To work with the Trust to determine the extent of the services provided to the Academy by the Trust and other providers.
- 2.35 To implement the Trust's procurement policies insofar as they impact on the Academy
- 2.36 To enter into contracts on behalf of the Trust insofar as they relate to the Academy, provided that the LGB shall first obtain the written consent of the Directors to any contracts or expenditure.
- 2.37 To seek value for money and be able to demonstrate that value for money has been achieved.

Assets and Premises

- 2.38 To ensure the safety of the users of the Academy buildings and facilities.
- 2.39 To respond to and prepare an action plan in response to recommendations made following any internal H & S inspections or areas of weakness identified by the ELP Premises and External Inspection.
- 2.40 To notify the Trust of any changes to fixed assets used by the Academy.
- 2.41 To ensure that the Academy maintains an inventory of its assets.
- 2.42 To ensure that the premises and facilities are maintained to a good standard, ensuring that compliance with statutory risk assessments and procedures are put in place for managing:
 - A. Asbestos
 - B. Fire Risk Assessment (FRA)
 - C. Legionella
 - D. Other Risk Assessments related to premises maintenance and safety.

Curriculum Standards – Teaching & Learning

- 2.43 To monitor and evaluate the standards and achievement of pupils and the impact of the quality of education provided. In all its business, the committee will take account of whether there has been a positive impact on the outcomes of the pupils.
- 2.44 In carrying out its functions, the LGB will receive information and advice from the principal and other staff and will actively seek opportunities for wider consultation where appropriate.
- 2.45 Local The Governing Body will hold a minimum of 6 meetings per year generating high





quality evidence for the meetings using termly strategic reports produced by the Principal/Business Manager.

2.46 Discussing the targets set for all cohorts to ensure they are as aspirational as possible for all students/pupils

- Ensuring all governors have a good understanding of pupil achievement in relation to national standards and all schools nationally
- Monitoring pupil progress in relation to the targets set and with specific reference to particular groups
- Monitoring the impact/outcome of the curriculum and teaching on pupils' learning and achievement
- Monitoring progress in meeting the key issues identified by any internal or external quality assurance/monitoring
- Reviewing and evaluating the effectiveness of specific support and intervention;
- Receiving regular reports from the Principal on the monitoring of the quality of teaching and learning and how teaching and learning is impacting on key improvement priorities
- Monitoring and evaluating the impact of the school's provision for vulnerable groups e.g. special educational needs, cared for pupils, pupils in receipt of support through pupil premium funding
- Monitoring the impact of the strategies developed to improve pupil attendance and progress towards attendance targets
- Monitoring and reviewing any curriculum developments in line with the evolving government agenda
- Reviewing and monitoring relevant areas of the Academy Development Plan
- Requesting and receiving reports, as and when required, from key members of staff e.g. Senior or Subject Leaders
- Ensuring that parents receive the results of statutory assessments, annual report on learner's educational achievements and information about the academy through the prospectus and school profile
- Ensuring that all learners receives the full statutory curriculum as agreed with the Local Governing Board
- Reviewing, adopting and monitoring the impact of any relevant policies and or protocols.





Appendix H - Member Role Description

The members are akin to the shareholders of a company. They have ultimate control over the Trust, with the ability to appoint some of the Directors and the right to amend the trust’s articles of association. Members meet at least 2 times a year to ensure that the Board of Directors is held to account for the way in which it is managing and directing the work of the Trust.

The liability of the members of the Academy Trust is limited, as with any company limited by guarantee, by the amount of the guarantee undertaken by the member (this is set at £10 in the model Articles of Association).

The functions of the members of the Academy Trust include:

- Overseeing the achievement of the objectives of the company
- Taking part in annual and extraordinary general meetings
- Appointing some of the governors
- Signing off the company’s financial accounts and annual report
- Power to amend the Articles of the company and, ultimately, to remove the directors

members are expected to adhere to the **seven principles of public life**. These are:

Selflessness	Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
Integrity	Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
Objectivity	In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
Accountability	Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
Openness	Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.
Honesty	Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
Leadership	Holders of public office should promote and support these principles by leadership and example.





Appendix I - Director Role Description

Exceed Learning Partnership is guided by the individual and collective contribution of the Board of Directors. The work of the Board of Directors is the driving force for the success of the Trust and its member schools/academies, and Directors should feel that the job they do is rewarding and satisfying.

Duties of a Director

The role of the Director is a non-executive one (unless referring to the CEO, who is ex-officio Director) and Directors are required to be as flexible as possible in the exercising of their responsibilities and duties, ensuring that their oversight of the Trust does not interfere with the day-to-day management, which is the responsibility of the Executive Leadership Team.

Under the Companies Act 2006, Directors have a number of general duties which are owed to the Academy Trust. These include:

- Duty to act within powers – obey the Academy Trust company’s constitution and decisions taken under it;
- Duty to promote the success of the Academy Trust – act in the Academy Trust’s best interests
- Duty to exercise independent judgement – remember you remain responsible for the work you give to others;
- Duty to exercise reasonable care, skill and diligence – be diligent and well informed about the Academy Trust’s affairs.
- Duty to avoid conflicts of interest – avoid situations where your interests conflict with those of the Academy Trust. When in doubt disclose potential conflicts quickly. In Multi Academy Trusts, Directors must ensure that there are no conflicts between their duty to the Academy Trust and to individual schools. A Director must ensure they consider and promote the needs of each individual school for the benefit of the Academy Trust and not simply focus on achieving the best outcome for one particular school.
- Duty not to accept benefits from third parties – be honest and remember that the Academy Trust’s property belongs to it and not to you or its Members;
- Duty to declare an interest in a proposed transaction or arrangement.

In addition, Directors of this MAT are expected to:

- Safeguard and promote the values of the MAT and the Academies it runs;
- Ensure the quality of educational provision;





- Challenge and monitor the performance of the Academy(s) and keep the focus on school improvement;
- Support the Executive Leadership Team and be a critical friend;
- Employ senior staff and be involved in scrutinising staffing structures;
- Be accountable for standards, attainment and outcomes for children and young people and ensure the Trust is accountable to the public for what it does;
- Contribute to the LGB’s role in giving clear strategic direction and ensure that the member Academies respond to the needs of pupils, parents and the wider community;
- Critically evaluate the performance of the member Academies and hold the LGBs to account
- Establish clear and effective lines of communication with other Directors, Members and the LGBs;
- Ensure that all policies are regularly reviewed;
- Agree the financial budget and the auditing of Academy accounts, ensuring sound financial management;
- Carry out Board business effectively, including induction of new Directors and a commitment to the continued professional development of Directors.

Directors have a collective responsibility for the above but no Director has the authority to speak or act on the Board of Director’s behalf unless specifically delegated to do so.

Directors must be free at all times to speak and act in what they believe to be the best interest of the Trust, in line with the Code of Conduct. They cannot be mandated by any group to express its views.

Director Person Specification

In seeking to fill any vacancy, the Board of Directors endeavours to maintain a balance of skills and experience amongst its membership. The following general person specification outlines the skills that are required.

Key Skills	
Commitment to education	Able to demonstrate a commitment to lifelong learning and the role Exceed Learning Partnership plays in improving the lives of children and young people
Interpersonal skills and the ability to work as part of a team	Able to work positively with others and debate whilst maintaining a constructive atmosphere.





Communication skills and the ability to influence	Able to express ideas/plans in a clear manner and to listen actively to other views. Able to communicate effectively.
Planning and Organisational skills	Able to quickly establish an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the Trust.
Determination and Drive	Able to create the required energy/enthusiasm and commitment necessary to be effective. To have the tenacity to overcome obstacles.
Strategic Perspective	Able to develop a broad-based view of issues and events and to perceive their long-term impact.
Intellectual and technical ability	Able to absorb sometimes complex information and to rationalise appropriately. Able to think laterally and arrive at a pragmatic solution.
Leadership	Able to demonstrate behaviour and skills that motivate others to achieve - to inspire confidence in others to achieve. To respect the views of others.
Experience	<ul style="list-style-type: none"> • Expertise in a field which is of relevance to the oversight of the affairs of the Trust. (Some vacancies or link roles may require specific qualifications or a particular skill or experience.) • Ability to demonstrate a full understanding and appreciation of the principles of governance, including collective responsibility, discharge of fiduciary duties and the seven principles of public life.
Circumstances	Available to attend scheduled meetings of the Board of Directors (66% minimum) and its Committees.
Equal Opportunities/Investors in People	Commitment to equal opportunities

Seven Principles of Public Life

All Exceed Learning Partnership Directors are expected to adhere to the seven principles of public life. These are:

Selflessness	Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
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Integrity	Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
Objectivity	In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
Accountability	Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
Openness	Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.
Honesty	Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
Leadership	Holders of public office should promote and support these principles by leadership and example.





Appendix J - Governor Role Description

Exceed Learning Partnership values the experience and skills of its Local Governing Board Governors. It recognises the contribution that Governors make to the success of the Trust and its member schools/academies, and wants its Governors to feel that the job they do is rewarding and satisfying.

Duties of a Governor

The role of the Governor is a non-executive one, and Governors are required to be as flexible as possible in the exercising of their responsibilities and duties, ensuring that their oversight of the Academy/School does not interfere with the day-to-day management, which is the responsibility of the Principal(s) and the Executive Leadership Team.

The primary responsibilities of Governors are to:

- play an active role in the high level strategic planning process of the School/Academy by contributing to:
 - the development of strategic priorities;
 - the setting of measurable targets to support the development and budget;
 - the monitoring of achievement against objectives;
 - the development of plans to address weaknesses;
 - ensure the academy is adhering and permeating the Trust's vision and values
- comply with the Articles of Association, Academies Trust Handbook, Governors' Code of Conduct and any other related governance policies and procedures;
- contribute to the business of the Local Governing Board in an effective, efficient, open and transparent manner;
- attend Local Governing Board meetings, governor training and induction events as required;
- get to know the Academy/Trust through discussions with the Executive Leadership Group, Chair of Trust/Governing Body and staff, reading relevant papers, visiting the Academies and participating in events;
- help new Governors understand their role;
- act in the best interests of the school at all times.





Governors have a collective responsibility for the above but no Governor has the authority to speak or act on the Governing Body’s behalf unless specifically delegated to do so.

Governors must be free at all times to speak and act in what they believe to be the best interest of the school, in line with the Code of Conduct. They cannot be mandated by any group to express its views.

Governors’ Person Specification

In seeking to fill any vacancy, the Local Governing Board endeavors to maintain a balance of skills and experience amongst its membership. The following general person specification outlines the skills that are required. Certain categories of Governors, e.g. link role, may require additional skills.

Key Skills	
Commitment to education	Able to demonstrate a commitment to lifelong learning and the role Exceed Learning Partnership plays in improving the lives of children and young people
Interpersonal skills and the ability to work as part of a team	Able to work positively with others and debate whilst maintaining a constructive atmosphere.
Communication skills and the ability to influence	Able to express ideas/plans in a clear manner and to listen actively to other views. Able to communicate effectively.
Planning and Organisational skills	Able to quickly establish an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the school.
Determination and Drive	Able to create the required energy/enthusiasm and commitment necessary to be effective. To have the tenacity to overcome obstacles.
Strategic Perspective	Able to develop a broad-based view of issues and events and to perceive their long-term impact.
Intellectual and technical ability	Able to absorb sometimes complex information and to rationalise appropriately. Able to think laterally and arrive at a pragmatic solution.
Leadership	Able to demonstrate behaviour and skills that motivate others to achieve - to inspire confidence in others to achieve. To respect the views of others.





Experience	Expertise in a field which is of relevance to the affairs of the school. (Some vacancies or link roles may require specific qualifications or a particular skill or experience.)
Circumstances	Available to attend scheduled meetings of the Local Governing Board (66% minimum) and its Committees.
Equal Opportunities/Investors in People	Commitment to equal opportunities

Seven Principles of Public Life

All governors are expected to adhere to the seven principles of public life. These are:

Selflessness	Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
Integrity	Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
Objectivity	In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
Accountability	Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
Openness	Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.
Honesty	Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
Leadership	Holders of public office should promote and support these principles by leadership and example.





Appendix K– Link Director Role Description

In addition to their function as a Director, there are specific skills and qualities required of a Link Director.

A Link Director is responsible for undertaking the role of a Governor on a Local Governing Body, in addition to their role on the Board of Directors.

Whilst the Link Director undertakes governance duties on the Local Governing Body they also provide a key supportive connection between the Local Governing Body and the Board of Directors.

The role of Link Director is to support fellow Governors and academy staff to strive for healthy challenge, optimizing the use of their skills, knowledge and experience.

The Link Director supports and mentors newly appointed Governors onto the Local Governing Body and supports them whilst they become established on the board.

In addition to this, the Link Director acts as a conduit between the Local Governing Board and the Board of Directors, providing an update to both boards and seeking clarity on any questions asked of each other.

Duties of a Link Director	
Provide the Link between the Board of Directors and Local Governing Body	Acts as a conduit between the LGB and Board of Directors, taking feedback from both boards and providing updates, answers to questions/queries, sharing best practice
Promote effective local governance	Facilitates group discussion and individual contributions of Governors and academy staff to the work of the Local Governing Board
Establish and maintain relationships, supporting new and fellow governors	Supports and mentors newly appointed Governors onto the Local Governing Body and supports them whilst they become established on the board.





Appendix L - Chair Role Description

In addition to their function as a Member/Director/Governor, there are specific skills and qualities required of a Chair.

A chair is responsible for regularly liaising with the CEO and/or the Principal(s) in order to ensure the Board/committee they chair conducts its business and is meeting the duties outlined to it in the scheme of delegation.

The chair is supported by the appointed Governance Professional, who will provide coordination of the board’s business to ensure that agendas are planned and reports are received and circulate at least 7 working days prior to the next scheduled meeting. The Governance Professional will also liaise with the CEO, COO, CFO or Principal(s) and link governors to ensure that any required reports are submitted on time to ensure the board can exercise informed scrutiny and challenge.

The role of Chair is key strategic leadership role in Exceed Learning Partnership, and is relative to both the Board of Directors and individual schools.

Duties of a chair:	
Promote and maintain high standards of inclusion and achievement	By working closely, the CEO, COO and Principals(s) to ensure the Board sets a clear vision, ethos and strategic direction in line with their delegated responsibilities. This will require officers of the Trust/academy to be held to account for the educational performance of pupils.
Provide oversight of performance in a range of areas	By ensuring that there is robust oversight of the financial performance of the Trust/academy and effective use of resources; that improvement plans are informed by objective evaluation; sharing the workload of the Board fairly and equally.
Lead effective governance	By facilitating group discussion and individual contributions of Directors/governors and Trust/academy staff to the work of the Board; providing clear direction in line with the Trust’s priorities and plans; and by engendering a common understanding of how accountabilities should effectively be exercised individually and collectively.
Establish and maintain relationships	By meeting regularly with Trust/academy officers, other Directors/governors and academy staff acting as critical friend – offering support, challenge and encouragement optimizing use of the skills, knowledge and experience of others



<p>Modelling accountability and integrity</p>	<p>By acting at all times in an open, honest and transparent way; by being responsive to communications and ensuring that the work of the Chair and the Board is subject to formal record and published in the line the expectations of the Public and the Trust.</p>
<p>Adapting the focus and approach based on the tier of governance</p>	<p>By ensuring that their personal approach and the approach taken by Members, Directors and Governors strives for healthy challenge whilst appreciating the importance of consistency across the Trust.</p>

Whilst being a first amongst peers with a remit and responsibility to provide leadership and enable team working, the chair has no individual power. The Board is a corporate entity and its power and authority rest with the whole.



Member Appointment Process and Checklist





Appendix M - Process for the Nomination and Appointment of Members

MEMBER APPOINTMENT PROCESS AND CHECKLIST		
Stage 1	Tick when completed	Comments
Where a vacancy for an Exceed Learning Partnership Member exists, the role will be advertised. Members, Directors or executive leaders can also, with the consent of prospective candidates, nominate individuals for consideration. Before doing so, nominators should ensure that nominees are fully conversant with the extent and limitations of the role and have the necessary attributes.		
Stage 2	Tick when completed	Comments
The process for nomination and appointment is as follows:		
The candidate will be asked to complete a nomination form (appended) and submit it to the Governance Professional, who will forward the nomination to members, the CEO/COO and Chair of Directors.		
Members meet to consider and decide on the nomination, making arrangements to interview the proposed candidate as necessary. Both interview and meeting can be face to face or facilitated via telephone or video conference. The decision should be recorded in writing.		
To meet the requirements of a special resolution, at least 75% of members are required to agree to the appointment. (This means that with 3 members in role, all members would have to vote and the vote would have to be unanimously carried.)		
The member nominated as Chair writes to the nominee with the decision and, if successful, enclosing a written consent to be a Member Letter for the prospective member to complete. The letter is copied to the Governance Professional, who will inform the Directors and CEO.		
The Member Returns the Consent to be a Member form		
Stage 3	Tick when completed	Comments
Identity Check Completed		
Enhanced DBS Check Completed		
Section 128 Check Completed		
Stage 4	Tick when completed	Comments
COO sends an email to Trust Central team confirming that the appointment of a new Member has been approved/not been approved		
Stage 5	Tick when completed	Comments
If approved next steps are:		





Governance Professional to create new email address for the Member and ensure the email address is added to the correct Member email group for that academy		
Governance Professional to ensure Member is able to log into email account and receive emails through new email address		
Governance Professional to update Get Information About Schools		
Governance Professional to update Companies House (within 5 days of appointment)		
Governance Professional shares all future Members Board meeting dates		
All Directors Board and Trust staff are informed via email of the new Member appointment		
Trust Website Meet our Members Page Updated		
Trust Website Governance Page Updated		
Business and Pecuniary Interests Updated on Trust Website		
Trust SCR Updated		
All Trust files, paperwork, databases are updated to reflect appointment and documentation correctly filed away and stored		
Governance Professional to book in induction time with the Chair of Members and CEO (If required)		
Stage 6	Tick when completed	Comments
Members Welcome and Induction		
Welcome Letter sent to Member from Governance Professional		
Welcome letter sent to Member from Chair of Members		





Director Induction Training booked in with Governance Professional		
ID Badged issued by Governance Professional		
Stage 7	Tick when completed	Comments
Governance Professional to follow up within 5 working days to ensure actions have been completed		
Stage 8	Tick when completed	Comments
Member attends first meeting (Governance Professional follows process to ensure Members are accessing all paperwork prior to the meeting)		





Appendix N - Consent to Be a Member Letter Template

[Members' address]

[Date]

[Company secretary's address]

Re: consent to becoming a member

Dear Directors and fellow members

I consent to becoming a member of Exceed Learning Partnership.

I agree to uphold the articles of association and follow all guidance and processes regarding the role. I recognise my liability to a maximum value of £10 in the event of the insolvency of the Trust

I consent to my details being published on the Trust website and shared with the Department for Education as required by statutory guidance

Yours sincerely,

[Name]

Signature: _____

Date: _____





Director Appointment Process and Checklist





Appendix O – Director Appointment Process and Checklist

DIRECTOR APPOINTMENT PROCESS AND CHECKLIST		
Stage 1	Tick when completed	Comments
Potential Director identified and introduced to CEO and Chair of Directors		
Stage 2	Tick when completed	Comments
Meeting arranged with the potential Director to discuss the role, MAT, understand what the candidate could bring and add to the Directors Board.		
Stage 3	Tick when completed	Comments
Following the meeting if both sides wish to progress, Governance Professional to send application forms and supplementary documentation to the potential Director for completion. This includes:		
Director Recruitment Pack		
Application Form		
Skills Matrix		
Declaration of Business and Pecuniary Interest		
Code of Conduct for Directors/Governors		
Code of Conduct Acknowledgement Form		
Declaration of Willingness and Eligibility to Act as a Director		
Advert re: Role Director		
Governance Handbook		
Stage 4	Tick when completed	Comments
All paperwork sent through to Governance Professional and COO at the Trust to be reviewed		
2 references sourced by the Governance Professional using details from the application form		
2 references checked by GP and confirmed as satisfactory		
Stage 5	Tick when completed	Comments
Identity Check Completed		
Enhanced DBS Check Completed		
Section 128 Check Completed		
Stage 6	Tick when completed	Comments



<p>Once COO and Governance Professional have checked and approved paperwork, Governance Professional to inform members of potential new Director, and add to an upcoming Members meeting agenda item or arrange a time to discuss and review.</p>		
<p>Stage 7</p>	<p>Tick when completed</p>	<p>Comments</p>
<p>Governance Professional to submit paperwork to Members a minimum of 5 working days prior to forthcoming Members meeting and ensure Directors approval is an agenda item.</p>		
<p>Stage 8</p>	<p>Tick when completed</p>	<p>Comments</p>
<p>Should Directors who are pending approval wish to be an observer at any meetings, the Governance Professional must ensure they sign the Non-Disclosure Form and this form must be submitted to the Governance Professional and COO a minimum of 48 hours prior to attending any forthcoming meeting. (It is important to note that at this point the potential Director will not have an email address set up so will not receive any documentation)</p>		
<p>Stage 9</p>	<p>Tick when completed</p>	<p>Comments</p>
<p>Members approve appointment of New Director</p>		
<p>Stage 10</p>	<p>Tick when completed</p>	<p>Comments</p>
<p>COO sends an email to Trust Central team confirming that the appointment of a new Director has been approved/not been approved</p>		
<p>Stage 11</p>	<p>Tick when completed</p>	<p>Comments</p>
<p>If approved next steps are:</p>		
<p>Governance Professional to create new email address for the Director and ensure the email address is added to the correct Director email group for that academy</p>		
<p>Governance Professional to ensure Director is able to log into email account and receive emails through new email address</p>		
<p>Governance Professional to update Get Information About Schools</p>		
<p>Governance Professional to update Companies House (within 5 days of appointment)</p>		
<p>Governance Professional shares all future Directors Board meeting dates</p>		
<p>All Directors Board and Trust staff are informed via email of the new Director appointment</p>		
<p>Trust Website Meet our Director Page Updated</p>		



Trust Website Governance Page Updated		
Business and Pecuniary Interests Updated on Trust Website		
Trust SCR Updated		
All Trust files, paperwork, databases are updated to reflect appointment and documentation correctly filed away and stored		
Governance Professional to book in induction time with the Chair of Director and CEO (if required)		
Governance Professional to ensure new Director completes all mandatory training and record of training log is updated		
Governance Professional to set Director up on NGA and share login details with them		
Stage 12	Tick when completed	Comments
Directors Welcome and Induction		
Welcome Letter sent to Director from Governance Professional		
Welcome letter sent to Director from Chair of Directors		
Director Induction Training booked in with Governance Professional		
Governor/Director Training and Information pack sent to new Director by Governance Professional		
ID Badged issued by Governance Professional		
Stage 13	Tick when completed	Comments
Governance Professional to follow up within 5 working days to ensure actions have been completed		
Stage 14	Tick when completed	Comments
Director attends first meeting (Governance Professional follows process to ensure Directors are accessing all paperwork prior to the meeting)		





Co-Opted Local Governor Appointment Process





Appendix P – Co-Opted Local Governor Appointment Process

CO-OPTED LOCAL GOVERNOR APPOINTMENT PROCESS AND CHECKLIST		
Stage 1	Tick when completed	Comments
Potential Governor identified by Directors/CEO/COO/ LGB/ interest via advert and introduced to Principal and Business Manager at Academy		
Stage 2	Tick when completed	Comments
Principal and Chair of LGB assess viability/suitability of candidate based on information shared at recommendation stage and whether this adds value to existing LGB membership. If in agreement to move forward, Principal and Chair arrange meeting (Confirmation Conversation) with the potential governor to discuss the role, academy, understand what the candidate could bring and add to the LGB and where possible provide a tour around academy.		
(If it is decided that the potential candidate is not right for the LGB then the process ends)		
Stage 3	Tick when completed	Comments
Following the meeting if both sides wish to progress, Business Manager to send application forms and supplementary documentation to the potential governor for completion. This includes:		
Governor Recruitment Pack		
Application Form		
Skills Matrix		
Declaration of Business and Pecuniary Interest		
Code of Conduct for Directors/Governors		
Code of Conduct Acknowledgement Form		
Advert re: Role Governor		
Governance Handbook		
Stage 4	Tick when completed	Comments
Completed paperwork sent back to Business Manager for checking		
References Sourced using details from application form		
References reviewed by BM and confirmed as satisfactory		
Stage 5	Tick when completed	Comments
Identity Check Completed		



Section 128 Check Completed		
Enhanced DBS Check Completed		
All paperwork sent through to Governance Professional and COO at the Trust to be reviewed		
Stage 6	Tick when completed	Comments
Paperwork reviewed fully, with any questions or queries referred back to the Business Manager at the academy.		
Stage 7	Tick when completed	Comments
Once COO and Governance Professional have checked and approved paperwork, Governance Professional to inform CEO of potential new Governors being submitted to Directors for approval		
Stage 8	Tick when completed	Comments
Governance Professional to submit paperwork to Directors a minimum of 5 working days prior to forthcoming Directors Board meeting and ensure Governors approval is an agenda item.		
Stage 9	Tick when completed	Comments
Should governors who are pending Directors approval wish to be an observer at any LGB meetings, the Business Manager and Principal must ensure they sign the Non-Disclosure Form and this form must be submitted to the Governance Professional and COO a minimum of 48 hours prior to attending any forthcoming LGB meeting. (it is important to note that at this point the potential governor will not have an email address set up so will not receive documentation)		
Stage 10	Tick when completed	Comments
Directors Approve appointment of New Governors		
Stage 11		
COO sends an email to the academy confirming that the Governor has been approved/not approved and advises on next steps. If approved next steps are:	Tick when completed	Comments
Academy to create new email address for the Governor and ensure the email address is added to the correct Governor email group for that academy		



Academy to ensure Governor is able to log into email account and receive emails through new email address		
Academy to update Get Information About Schools		
Academy shares all future LGB Board meeting dates		
All Governors are informed via email of the new Governor appointment		
Academy Website Governors Page Updated		
Business and Pecuniary Interests Updated on Trust Website and Academy Website		
Academy SCR Updated		
Academy files, paperwork, databases are updated to reflect appointment and documentation correctly filed away and stored		
Academy to book in induction time with the Chair of Governors and Principal		
Academy to ensure Governor completes all mandatory training and record of training log is updated		
Governance Professional to set Governor up on NGA and share login details with them		
Stage 12	Tick when completed	Comments
Governors Welcome and Induction		
Welcome Letter sent to Governor from Governance Professional		
Welcome letter sent to Governor from Chair of Directors		
Governor Induction Training booked in with Governance Professional		
Governor/Director Training and Information pack sent to new Governor by Governance Professional		
ID Badged issued by Academy		
Stage 13	Tick when completed	Comments



Governance Professional to follow up within 5 working days to ensure actions have been completed		
Stage 15	Tick when completed	Comments
Governor attends first meeting (Governance Professional follows process to ensure new Governor are accessing all paperwork prior to the meeting)		



Process for the Election and Appointment of Parent Governors





Appendix Q- Process for the Election of Parent Governors

It is a requirement of the Article of Association that where elected parent governors are not represented on the Board of Directors, as is the case within Exceed Learning Partnership, each Local Governing Board (LGB) has a minimum of two parent governor positions. Where an LGB has oversight of more than one school, it is expected that one parent governor will be drawn from each school.

Positions will be filled using a fair and transparent election process. Only when an election process has failed to secure the necessary number of parent governors, may the LGB take steps to fill the position via a selected appointment.

The Principal, considering any instruction from the LGB and delegating as they see fit, is responsible for the conduct of parent governor elections.

Elections should be held when a vacancy occurs, either through expiration of the term of office or resignation of a governor. Nominations should normally be sought as soon as possible and where practicable, the election process should start prior to the expiry of the outgoing governor's term of office to enable the incoming governor's term of office to commence immediately upon expiry.

Election Process

- On becoming aware of an impending vacancy, the LGB should consider both the potential skills loss and any other skills gap that it would be beneficial to fill. This information may be included within the standard notification letter to parents, to encourage those with the sought-after skills to stand but CANNOT be used as a determining factor during the election process.
- Parents of all registered pupils should be notified of the vacancy, the remit and requirements of the role (including disqualification criteria), and arrangements for nomination via the school's normal parental communication channels. The nomination process should provide for at least one proposer and seconder to the nomination from the parent body and for a short personal statement of no more than 250 words by the nominee. A model letter is appended. Every reasonable effort should be made to ensure that all adults with parental responsibility for pupils registered at the school receive notification. The vacancy should also be advertised on the school website and in any newsletter.
- It is good practice for potential candidates to be given the opportunity to discuss the role with the Chair, nominated governor, Principal or Governance Professional prior to submitting their nomination.
- The closing date for nominations shall be no less than 10 school days after the notification was sent.
- In the event that on the closing date the number of nominations received are equal to or fewer than the number of vacancies, the candidate(s) is/are considered elected unopposed. Their membership of the Local Governing Board commences on the date following the nomination closure date or that specified in the notification if a future date was set. Parents and LGB members should be notified of those parents thus elected to the LGB and a notice should be displayed in the Academy.
- Ongoing tenure as a Governor is subject to receipt of a satisfactory DBS and Section 128 check.
- An induction process should commence, within 10 school days of commencement.



- In the event that there are more nominations than vacancies, it will be necessary to hold an election.

Election Process in the event of more nominations than vacancies

- The ballot is to be secret.
- The Academy Principal should draw up a voting paper in accordance with the standard format on which the names of the candidates are listed in alphabetical order. The Academy Principal should ensure that each voting paper is stamped with a distinguishing mark and that a record is kept of the number of voting papers issued.
- Voting papers will be distributed on the basis of one paper per parent irrespective of the number of children they may have on roll at the date of distribution, e.g. mother and father with one child on roll – one voting paper for each parent; single parent with two children on roll – one voting paper; mother and father with three children on roll – one voting paper for each parent.
- The voting papers will be distributed to all parents via their children or by post if the child is absent, and parents will have votes on each voting paper according to the number of Locality Governing Body Members being elected. There will be no proxy voting.
- Voting papers should be returned to the Academy by a set time on the prescribed day – not less than five clear school days should elapse between the distribution of the voting papers and closing the vote.
- Parents may return voting papers to the Academy personally, by post or via their children. As the ballot paper must be secret, parents returning their voting papers with their children should be advised that the voting papers should be returned in sealed envelopes.
- Academies should record the number of voting papers issued and returned, but not how individuals have voted.
- Responsibility for counting the votes should rest with the Academy Principal, who shall act as returning officer. An opportunity should be afforded to each candidate or their nominee to be present when the votes are counted. The Academy Principal should determine the validity of any spoiled voting papers, after consultation if necessary, with the CEO.
- Election will be by simple majority vote. In the event of a tie after a recount the election shall be determined by the drawing of lots. No other method of breaking a tie will be acceptable.
- The number of votes cast for each candidate should be recorded and sent to the Chair of Directors. Parents, CEO/COO and LGB Members should be notified of those parents thus elected to the LGB and a notice should be displayed in the Academy.
- As with governors elected unopposed, ongoing tenure is subject to satisfactory DBS and section 128 checks being completed.
- An induction process should be started within 10 school days of commencement.
- The ballot papers should be retained securely for six months in case the election result is challenged.



PARENT GOVERNOR APPOINTMENT PROCESS AND CHECKLIST		
Stage 1	Tick when completed	Comments
Letters written to Parents advising of Parental Governor vacancies (Template appendix R in Governance Handbook)		
Stage 2	Tick when completed	Comments
Opportunity provided for applicants to discuss the role with Chair of Governors/Principal/Governance Professional Interested Parents are sent the following documentation:		
Parent Governor Recruitment Pack		
Application Form		
Skills Matrix		
Declaration of Business and Pecuniary Interest		
Code of Conduct for Directors/Governors		
Code of Conduct Acknowledgement Form		
Governance Handbook		
Stage 3	Tick when completed	Comments
Completed paperwork sent back to Business Manager for checking		
Election Process Followed		
Successful candidates - References sourced and reviewed by BM and confirmed as satisfactory		
Stage 4	Tick when completed	Comments
Identity Check Completed		
Section 128 Check Completed		
Enhanced DBS Check Completed		
All paperwork sent through to Governance Professional and COO at the Trust to be reviewed		
Stage 5	Tick when completed	Comments
Paperwork reviewed fully, with any questions or queries referred back to the Business Manager at the academy.		
Stage 6	Tick when completed	Comments



<p>Once COO and Governance Professional have checked and approved paperwork, Governance Professional to inform CEO of newly appointed Parental Governors</p>		
<p style="text-align: center;">Stage 6</p>		
<p>COO sends an email to the academy confirming that the Governor has been approved/not approved and advises on next steps. If approved next steps are:</p>	<p style="text-align: center;">Tick when completed</p>	<p style="text-align: center;">Comments</p>
<p>Academy to create new email address for the Governor and ensure the email address is added to the correct Governor email group for that academy</p>		
<p>Academy to ensure Governor is able to log into email account and receive emails through new email address</p>		
<p>Academy to update Get Information About Schools – note elected Parent Governor</p>		
<p>Academy shares all future LGB Board meeting dates</p>		
<p>All Governors are informed via email of the new Governor appointment</p>		
<p>Academy Website Governors Page Updated to reflect elected parent governor</p>		
<p>Business and Pecuniary Interests Updated on Trust Website and Academy Website</p>		
<p>Academy SCR Updated</p>		
<p>Academy files, paperwork, databases are updated to reflect appointment and documentation correctly filed away and stored</p>		
<p>Academy to book in induction time with the Chair of Governors and Principal</p>		
<p>Academy to ensure Governor completes all mandatory training and record of training log is updated</p>		
<p>Governance Professional to set Governor up on NGA and share login details with them</p>		
<p style="text-align: center;">Stage 13</p>	<p style="text-align: center;">Tick when completed</p>	<p style="text-align: center;">Comments</p>
<p>Parent Governors Welcome and Induction</p>		



Welcome Letter sent to Governor from Governance Professional		
Welcome letter sent to Governor from Chair of Directors		
Governor Induction Training booked in with Governance Professional		
Governor/Director Training and Information pack sent to new Governor by Governance Professional		
ID Badged issued by Academy		
Stage 14	Tick when completed	Comments
Governance Professional to follow up within 5 working days to ensure actions have been completed		
Stage 15	Tick when completed	Comments
Governor attends first meeting (Governance Professional follows process to ensure new Governor are accessing all paperwork prior to the meeting)		



Appendix R - Notification of Parent Governor Vacancy Letter Template

Dear Parents and Carers,

A vacancy has arisen for a parent governor on our Local Governing Board effective from DD/MM/YY I am therefore writing to invite parents of registered pupils to consider standing for the role. The term of office is for 4 years, though governors are free to resign at any time.

While not involved in the operational management of the school, the Local Governing Board plays a key part in the oversight of standards and school improvement, mainly by asking questions and providing an external viewpoint on its work.

No special qualifications are required but to be successful in the role, you will be committed to the success of the school and willing to play an active role in the Local Governing Board's work, contributing with integrity, honesty and objectivity.

While nominations are invited from all those with parental responsibility, the Local Governing Body is particularly looking for XXXXX expertise at the moment and parents with knowledge, skills and experience in this area are particularly encouraged to stand.

You will be expected to:

- Attend six LGB meetings per year meeting at hh:mm for approximately 2hrs
- Prepare for those meetings by reviewing papers, undertaking further reading as necessary and considering any questions or other observations they raise
- Commit to visiting the school at least once during the school day each academic year to monitor key aspects of work
- Attend training to assist you in becoming and staying up to date and effective in your role
- Undergo an enhanced DBS check to confirm your suitability to work with children
- Declare any business or pecuniary interests and accept that these interests together with your name, term of office as a governor, and attendance will be published on the school website.
- Commit to the LGB code of conduct.

In return, you can look forward to: being part of a team, working collectively to ensure all children at the school receive the best quality of education and personal development we can give them; use and enhance existing skills and develop new ones; and gain personal satisfaction from knowing you are making a difference for the community.

If you are interested in becoming a parent governor, you are encouraged to contact the Principal/Chair of Governors at XXX to find out more about the role at this school.

Nominations should be submitted on the attached nomination form by (insert date).

Yours sincerely,



Process for election and appointment of Staff Governors





Appendix S- Process for the Election of Staff Governors

Within Exceed, all academies have 2 Positions for Staff Governors. One Teaching Staff Governor and one Non-Teaching Staff Governor.

Positions will be filled using a fair and transparent election process. Only when an election process has failed to secure the necessary number of staff governors, may the LGB take steps to fill the position via a selected appointment.

The Principal, considering any instruction from the LGB and delegating as they see fit, is responsible for the conduct of staff governor elections.

Elections should be held when a vacancy occurs, either through expiration of the term of office or resignation of a governor. Nominations should normally be sought as soon as possible and where practicable, the election process should start prior to the expiry of the outgoing governor's term of office to enable the incoming governor's term of office to commence immediately upon expiry.

Election Process

- On becoming aware of an impending vacancy, the LGB should consider both the potential skills loss and any other skills gap that it would be beneficial to fill. This information may be included within the standard notification letter to staff, to encourage those with the sought-after skills to stand but CANNOT be used as a determining factor during the election process.
- All Staff should be notified of the vacancy, the remit and requirements of the role (including disqualification criteria), and arrangements for nomination via the school's communication channels. The nomination process should provide for at least one proposer and seconder to the nomination from the staff body and for a short personal statement of no more than 250 words by the nominee. A model letter is appended. Every reasonable effort should be made to ensure that all staff employed at the school receive notification. The vacancy should also be advertised through internal communications and in any internal newsletter.
- It is good practice for potential candidates to be given the opportunity to discuss the role with the Chair, nominated governor, Principal or Governance Prof prior to submitting their nomination.
- The closing date for nominations shall be no less than 10 school days after the notification was sent.
- In the event that on the closing date the number of nominations received are equal to or fewer than the number of vacancies, the candidate(s) is/are considered elected unopposed. Their membership of the Local Governing Board commences on the date following the nomination closure date or that specified in the notification if a future date was set. Staff and LGB members should be notified of those staff thus elected to the LGB and a notice should be displayed in the Academy.
- Ongoing tenure as a Governor is subject to receipt of a satisfactory DBS and Section 128 check
- An induction process should commence, within 10 school days of commencement.
- In the event that there are more nominations than vacancies, it will be necessary to hold an election.



- The ballot is to be secret.
- The Academy Principal should draw up a voting paper in accordance with the standard format on which the names of the candidates are listed in alphabetical order. The Academy Principal should ensure that each voting paper is stamped with a distinguishing mark and that a record is kept of the number of voting papers issued.
- Voting papers will be distributed on the basis of one paper per staff member.
- Voting papers should be returned to the Academy by a set time on the prescribed day – not less than five clear school days should elapse between the distribution of the voting papers and closing the vote.
- Academies should record the number of voting papers issued and returned, but not how individuals have voted.
- Responsibility for counting the votes should rest with the Academy Principal, who shall act as returning officer. An opportunity should be afforded to each candidate or their nominee to be present when the votes are counted. The Academy Principal should determine the validity of any spoiled voting papers, after consultation if necessary, with the CEO.
- Election will be by simple majority vote. In the event of a tie after a recount the election shall be determined by the drawing of lots. No other method of breaking a tie will be acceptable.
- The number of votes cast for each candidate should be recorded and sent to the Chair of Directors, CEO/COO and LGB Members should be notified of those Staff thus elected to the LGB and a notice should be displayed in the Academy.
- As with governors elected unopposed, ongoing tenure is subject to satisfactory DBS and section 128 checks being completed.
- An induction process should be started within 10 school days of commencement.
- The ballot papers should be retained securely for six months in case the election result is challenged.



STAFF GOVERNOR APPOINTMENT PROCESS AND CHECKLIST		
Stage 1	Tick when completed	Comments
Letters written to Staff advising of Staff Governor vacancies (Template within Governance Handbook)		
Stage 2	Tick when completed	Comments
Opportunity provided for applicants to discuss the role with Chair of Governors/Principal/Governance Professional Interested Staff are sent the following documentation:		
Parent Governor Recruitment Pack		
Staff Governor Nomination Form		
Skills Matrix		
Declaration of Business and Pecuniary Interest		
Code of Conduct for Directors/Governors		
Code of Conduct Acknowledgement Form		
Governance Handbook		
Stage 3	Tick when completed	Comments
Completed paperwork sent back to Business Manager for checking		
Election Process Followed		
Successful candidates - References sourced and reviewed by BM and confirmed as satisfactory		
Stage 4	Tick when completed	Comments
Identity Check Completed		
Section 128 Check Completed		
Enhanced DBS Check Completed		
All paperwork sent through to Governance Professional and COO at the Trust to be reviewed		
Stage 5	Tick when completed	Comments
Paperwork reviewed fully, with any questions or queries referred back to the Business Manager at the academy.		
Stage 6	Tick when completed	Comments
Once COO and Governance Professional have checked and approved paperwork, Governance Professional to inform CEO of newly appointed Staff Governors		



Stage 6	Tick when completed	Comments
COO sends an email to the academy confirming that the Governor has been approved/not approved and advises on next steps. If approved next steps are:		
Academy to create new email address for the Governor if required and ensure the email address is added to the correct Governor email group for that academy		
Academy to ensure Governor is able to log into email account and receive emails through new email address		
Academy to update Get Information About Schools – note elected Staff Governor		
Academy shares all future LGB Board meeting dates		
All Governors are informed via email of the new Governor appointment		
Academy Website Governors Page Updated to reflect elected parent governor		
Business and Pecuniary Interests Updated on Trust Website and Academy Website		
Academy SCR Updated		
Academy files, paperwork, databases are updated to reflect appointment and documentation correctly filed away and stored		
Academy to book in induction time with the Chair of Governors and Principal		
Academy to ensure Governor completes all mandatory training and record of training log is updated		
Governance Professional to set Governor up on NGA and share login details with them		
Stage 13	Tick when completed	Comments
Staff Governors Welcome and Induction		



Welcome Letter sent to Staff Governor from Governance Professional		
Welcome letter sent to Governor from Chair of Directors		
Governor Induction Training booked in with Governance Professional		
Governor/Director Training and Information pack sent to new Governor by Governance Professional		
ID Badged issued by Academy		
Stage 14	Tick when completed	Comments
Governance Professional to follow up within 5 working days to ensure actions have been completed		
Stage 15	Tick when completed	Comments
Governor attends first meeting (Governance Professional follows process to ensure new Governor are accessing all paperwork prior to the meeting)		



Appendix T - Notification of Staff Governor Vacancy Letter Template

Dear Colleagues

A vacancy has arisen for Staff parent governor on our Local Governing Board effective from DD/MM/YY. I am therefore writing to all staff to consider standing for the role. The term of office is for 3 years, though governors are free to resign at any time.

While not involved in the operational management of the school, the Local Governing Board plays a key part in the oversight of standards and school improvement, mainly by asking questions and providing an external viewpoint on its work.

No special qualifications are required but to be successful in the role, you will be committed to the success of the school and willing to play an active role in the Local Governing Board's work, contributing with integrity, honesty and objectivity.

While nominations are invited from all those with parental responsibility, the Local Governing Body is particularly looking for delete as appropriate (teaching/non-teaching) staff governor.

You will be expected to:

- Attend six LGB meetings per year meeting at hh:mm for approximately 2hrs
- Prepare for those meetings by reviewing papers, undertaking further reading as necessary and considering any questions or other observations they raise
- Commit to visiting the school at least once during the school day each academic year to monitor key aspects of work
- Attend training to assist you in becoming and staying up to date and effective in your role
- Undergo an enhanced DBS check to confirm your suitability to work with children
- Declare any business or pecuniary interests and accept that these interests together with your name, term of office as a governor, and attendance will be published on the school website.
- Commit to the LGB code of conduct.

In return, you can look forward to: being part of a team, working collectively to ensure all children at the school receive the best quality of education and personal development we can give them; use and enhance existing skills and develop new ones; and gain personal satisfaction from knowing you are making a difference for the community.

If you are interested in becoming a staff governor, you are encouraged to contact the Principal/Chair of Governors at XXX to find out more about the role at this school.

Nominations should be submitted on the attached nomination form by (insert date).

Yours sincerely,



**APPLICATION AND NOMINATION FORM
FOR PROSPECTIVE
MEMBER,
DIRECTOR,
CO-OPTED GOVERNOR
PARENT GOVERNOR**



APPENDIX U

Date received:



PLEASE COMPLETE ALL ASPECTS OF THIS FORM IN CAPITAL LETTERS

Basic Information	
Title	
First Name	
Surname	
Previous surname (if none, please state "none")	
Date of Birth	
Nationality	
Country of Birth	
Contact information	
Address	
Postcode	
Home telephone no	
Mobile telephone no	
Email Address	
Preferred form of contact	
Name of the Academy/Board you are applying for	
Please tick the below that you are applying to be considered for	
Co-Opted Academy Governor	
Trust Member	
Trust Director/Trustee	
Parent Academy Governor	
Are you a parent of a pupil at an academy within Exceed Learning Partnership? If yes, please state which academy.	Yes / No
Are you a Member, Director Trustee, Local Governor (or equivalent), Parent Governor, Staff Governor at any other school, academy or Trust? If yes, please give details.	Yes / No
Are you related to a member of staff, local governor, Director or member within Exceed Learning Partnership or one of its academies? If yes, please state name and their position/location of association.	Yes / No



The Value you can Bring	
Have you been a Governor at a school or an academy before? If you ticked yes, please name the school/academy:	Yes / No
Are you related to an employee of a Doncaster school/academy? If yes, please give details.	Yes / No
Have you been or are you employed at a school/academy in Doncaster? If yes, please give details.	Yes / No
Have you been or are you currently employed by the Local Authority? If yes, please give details.	Yes / No
Do you have time to attend meetings and visit the academy, during working hours, on a regular basis?	Yes / No
Are you prepared to undertake appropriate Governor training? If yes, please give details.	Yes / No
Do you consider yourself to have a disability, as defined in the Disability Discrimination (Amendment) Act 2005	Yes / No
Please give details of any special needs provision you would require (e.g. wheelchair access/help for dyslexia)	



SPECIALIST KNOWLEDGE AND/OR EXPERIENCE

Please be aware that you will not be required to use your specialist knowledge and/or experience in a professional capacity. These skills will help you ask challenging questions and hold the schools'/academies' decisions and performance to account. Please tick where appropriate

Knowledge and/or Experience	Basic	Moderate	Extensive
School improvement			
Financial management/accountancy			
Premises and facilities management			
Human Resources			
Procurement/purchasing			
Law			
ICT and management systems			
PR and marketing			
Children and young people's services			
Health services			
Safeguarding			
Project management			
Health and Safety			
Languages			
Sciences			
Technology			
Sales/retail/services			
Fundraising			
Volunteering			

OTHER (please specify below)

PLEASE OUTLINE WHY YOU FEEL YOUR SKILLS AND EXPERIENCE WOULD MAKE YOU EFFECTIVE FOR THE ROLE –

FOR PARENT GOVERNOR APPLICATIONS PLEASE NOTE THAT THIS STATEMENT WILL SUPPORT YOUR NOMINATION AND WILL BE CIRCULATED WITH THE BALLOT PAPER IF A BALLOT BECOMES NECESSARY.

A large, empty rectangular box with a light blue background, intended for the applicant to write their response to the prompt above.



REFERENCES

You are obliged to provide details of at least one referee, and ideally two. These can be business or personal and will have known you for at least two years. Please provide at least one means of contact for each referee.

Reference 1 (Name of Proposer if applying to become Parent Governor)	
Title	
First Name	
Surname	
Contact Address	
Post Code	
Tel No:	
Email:	
Please indicate whether business or personal reference:	

Reference 2 (Name of Seconder if applying to become Parent Governor)	
Title	
First Name	
Surname	
Contact Address	
Post Code	
Tel No:	
Email:	
Please indicate whether business or personal reference:	

How you found out about the vacancies on the Governing Body/Directors Board/Members Board? Please enter details using the relevant box below	Please tick and provide details below
Academy	
Local Press	
Leaflet	
Word of Mouth	
Advert	
Through your employer	
Membership of an Organisation or institution	
Other (please state)	



RECRUITMENT AND EQUAL OPPORTUNITIES MONITORING

The information collected in this form is used for statistical purposes and will be recorded on a computer database. This data helps Exceed Learning Partnership to do all it can to ensure that appointments are made

Gender		Ethnic Origin	
<i>Female</i>		<i>White</i>	
<i>Male</i>		<i>British</i>	
<i>Trans-Gender</i>		<i>Irish</i>	
<i>Prefer not to say</i>		<i>White Other</i>	
Sexual Orientation		Asian or Asian British	
<i>Bi Sexual</i>		<i>Bangladeshi</i>	
<i>Gay Man</i>		<i>Indian</i>	
<i>Gay Woman/Lesbian</i>		<i>Pakistani</i>	
<i>Heterosexual</i>		<i>Chinese</i>	
<i>Prefer not to say</i>		<i>Any Other Asian</i>	
		Black and Black British	
		<i>African</i>	
Age Band		<i>Caribbean</i>	
<i>16-24 years</i>		<i>Any Other Black</i>	
<i>25-34 years</i>		<i>Mixed</i>	
<i>35-49 years</i>		<i>White and Asian</i>	
<i>50-54 years</i>		<i>White and Black African</i>	
<i>55 and over years</i>		<i>White and Black Caribbean</i>	
<i>Prefer not to say</i>		<i>Any Other Mixed</i>	
		Other Ethnic Background	
		<i>Please Describe</i>	
Religion/Belief			
<i>Buddhist</i>		<i>Sikh</i>	
<i>Christian</i>		<i>Roman Catholic</i>	
<i>Hindu</i>		<i>No Religion</i>	
<i>Muslim</i>		<i>Other</i>	
<i>Jewish</i>		<i>Prefer not to say</i>	
Disability – Do you consider yourself to have a disability as defined by the Disability Discrimination Act?			
<i>Yes</i>		<i>No</i>	
<i>Please state briefly the nature of your disability</i>		<i>Prefer not to say</i>	

on merit and to help ensure that Governing Bodies are representative of the communities they serve.



The information that you provide on this form will be held on a computerised database maintained Exceed Learning Partnership. Your data will be used in accordance with the principles set out in the Data Protection Act (DPA) 1998, which protects the right to privacy of individuals whose personal details are held on such databases. Exceed Learning Partnership will only make your details available to academies and their Governing Bodies.

Under School/Academy Governance Regulations, certain people are disqualified from serving as Governors. The following page gives information on the categories of disqualification.

Exceed Learning Partnership is committed to safeguarding and promoting the welfare of children and expects Governors to share this commitment.

You should be aware that this position may be subject to an enhanced Disclosure and Barring Check (DBS).

Please sign below to confirm that you are not disqualified from serving as a Member/Director/ Governor, that you agree to undertake an enhanced Disclosure and Barring Service (DBS) check and that the information you give on this form can be recorded and used by Exceed Learning Partnership in accordance with the Data Protection Act.

The Trust/academies will process every application regardless of gender, age, disability, sexual orientation, race, religion and belief and social exclusion.

Name _____

Signature _____ Date _____

DECLARATION

I declare that I am not disqualified from serving as a Member/Director/Governor and that:

- **I am** not a registered pupil at the school.
- **I am** aged 18 or over at the date of this election or appointment.
- **I do not** already hold a Governorship of the same academy.
- **I have not** failed to attend Governing Body meetings for a continuous period of six months without the consent of the Governing Body.
- **I am not** the subject of a bankruptcy restrictions order or an interim order, debt relief restrictions order, an interim debt relief restrictions order or had my estate sequestrated and the sequestration has not been discharged, annulled or reduced.
- **I am not** subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986, a disqualification order under Part 2 of the Companies (Northern Ireland) Order 1989, a disqualification undertaking accepted under the Company Directors Disqualification (Northern Ireland) Order 2002, or an order made under section 429 (2) (b) of the Insolvency Act 1986. (Failure to pay under a County Court administration order.)
- **I have not** been removed from the office of charity trustee or trustee for a charity by the Charity Commission or Commissioners or High Court on the grounds of any misconduct or mismanagement, or under section 34 of the

- **I am not** included in the list of teachers or workers (considered by the Secretary of State as unsuitable to work with children or young people).
- **I am not** barred from any regulated activity relating to children.
- **I am not** subject to a direction of the Secretary of State under Section 128 of the Education and Skills Act 2008.
- **I am not** disqualified from working with children or from registering for child minding or providing day care.
- **I am not** disqualified from being an independent school proprietor, teacher or employed by the Secretary of State.
- **I have not** been sentenced to three months or more in prison (without the option of a fine) in the five years before becoming a Governor or since becoming a Governor.
- **I have not** received a prison sentence of two years or more in the 20 years before becoming a Governor.
- **I have not**, at any time, received a prison sentence of five years or more.
- **I have not** been fined, for causing a nuisance or disturbance on school or on educational premises during the five years prior to or since appointment or election as a Member/Director/Governor.
- **I will** undertake an enhanced Disclosure and Barring Service (DBS) check.
- **I will** adhere to the Governing Body Code of Conduct
- **I will not** use social networking sites irresponsibly and will ensure that neither my personal/professional reputation nor the Trust's/academy's reputation is compromised by inappropriate postings. Any such postings could lead to my suspension or removal from the Governing Body.
- **I agree** for details of my position as Governor to be included on the school website.
- **I will**, annually, declare any business interests and agree for these to be published on the school website, in line with the regulations.

Disqualification criteria

A person shall not serve as a Member/Director/Co Opted Governor/Parent Governor if s/he:

- has been declared bankrupt and/or their estate has been seized from their possession for the benefit of creditors and the declaration or seizure has not been discharged, annulled or reduced; or is the subject of a bankruptcy restrictions order or an interim order;
- Is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order);
- Has ceased to be a Director by virtue of any provision in the Companies Act 2006, is disqualified from acting as a Director by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);



- has been removed from the office of charity Trustee or Trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which s/he was responsible or to which s/he was privy, or which s/he by his/her conduct contributed to or facilitated;
- has at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011;
- has not provided to the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair, CEO or Principal confirm their unsuitability to work with children that person shall be disqualified.

Declaration

I confirm that to the best of my knowledge the information provided is accurate and I know of no reason why I would not be suitable to serve as a Member/Director/Co-Opted Governor/ Parent Governor of Exceed Learning Partnership (refer to disqualification criteria).

I recognise that my appointment is subject to an enhanced DBS and Section 128 check

If appointed, I accept that my name and details about my role as a Director/Trustee/Member/Governor will be published on Exceed Learning Partnership’s website and the Department for Education public database. My postcode, date of birth, any previous names, nationality and country of birth will also be shared with the Department for Education but will not be published.

As a Governor my name and details about my role will be published on the academy website and will also be shared with the Department for Education.

Name: _____

Signed: _____

Date: _____

Please return to the academy or if applying to be a Member or Director Andy Hibbitt
coo@exceedlearningpartnership.com



Staff Governor Nomination Form

APPENDIX V





STAFF GOVERNOR NOMINATION FORM

(For the election of a Staff Governor) PLEASE COMPLETE IN BLOCK CAPITALS

Name of Nominee (Mr/Mrs/Ms.)	
Home Address:	
Post Code	
Email Address	
Contact Number:	
Name of School and Position Held	
Signature of Nominee:	
Name of Proposer	
Signature of Proposer:	
Name of Secunder:	
Signature of Secunder:	

Please state below if you do not wish to take the opportunity to provide a statement in support of your nomination, should a secret ballot be required.

YES

NO

If yes, please follow the below:

I have provided a statement below of up to 250 words in support of my nomination, which is enclosed, and which will be circulated with the ballot paper, if a ballot becomes necessary.

--

NOTES:

- 1 The Returning Officer is a member of the staff at the Academy.
- 2 The nomination of a Staff Governor must be exercised in accordance with the regulations laid down in the Governance Handbook for the election of Staff Governors and any other conditions relating to the electoral practices laid down by the Exceed Learning Partnership.

3 The proposer and seconder must be members of the school's staff who are eligible to participate in the election.

4 If you intend to submit a statement, of not more than 250 words, in support of your nomination, this should be submitted within your nomination form. (It should be noted that in accordance with the agreed Governing Body Policy, all statements which have been received will be circulated with the ballot papers irrespective of whether all candidates intend to provide a statement.)

5 The Nomination Paper must be completed in full and returned to the Returning Officer, at the school, by no later than **ACADEMY TO INSERT DATE**

CODE OF PRACTICE FOR THE ELECTION OF A STAFF GOVERNOR

- 1 A Staff Governor is a person elected by the staff at a particular school and who is a member of the staff at that school when elected.
- 2 All staff, employed under a full-time, part-time or temporary contract of employment or a contract of services for work specifically at the school shall be eligible to be nominated for election as a Staff Governor of the school. All staff, both teaching and support, will be entitled to vote in any subsequent election.
- 3 You will be required to ensure that an enhanced Criminal Record Check is undertaken within 21 days of this appointment.
- 4 The Returning Officer shall be a member of the staff at the school.
- 5 Information about the election procedures and eligibility to nominate, be nominated and vote shall be given to all staff.
- 6 A member of staff nominated for election shall signify in writing his/her acceptance of nomination. Nomination forms shall bear the names and signatures of proposer, seconder and nominee. The nominee's proposer and seconder must be members of the school's staff who are eligible to participate in the election. Self-nomination shall not be permitted. The person nominated shall signify in writing his/her acceptance of the nomination.
- 7 Nomination forms shall be in the hands of the Returning Officer by a date he will prescribe and publicise.
- 8 If there are more nominations than vacancies the Returning Officer shall distribute voting papers to all staff eligible to vote and shall conduct a secret ballot.
- 9 Where possible, in cases where members of staff are absent on sick leave, school business, secondment or authorised leave of absence including maternity leave, arrangements shall be made to secure a postal vote. The Returning Officer's decision as to such possibility shall be final. Postal votes will be made available from the school.
- 10 The name of the successful candidate shall be displayed in the staffroom of the school.
- 11 If you intend to submit a statement, of not more than 250 words, in support of your nomination, this should be submitted within your nomination form.

STAFF GOVERNOR DECLARATION FORM

I declare that I am not disqualified from serving as a School Governor and that:

- **I am** not a registered pupil at the school.



- **I am** aged 18 or over at the date of this election or appointment.
- **I do not** already hold a Governorship of the same school.
- **I have not** failed to attend Governing Body meetings for a continuous period of six months without the consent of the Governing Body.
- **I am not** the subject of a bankruptcy restriction order, an interim bankruptcy restrictions order, a debt relief restrictions order or an interim debt relief restrictions order.
- **I have not** had my estate sequestrated and the sequestration has not been discharged, annulled or reduced.
- **I am not** subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986, a disqualification order under the Companies (Northern Ireland) Order 2002, a disqualification undertaking accepted under the Company Directors Disqualification (Northern Ireland) Order 2002, or subject to an order made under section 429 (2) (b) of the Insolvency Act 1986. (Failure to pay under a County Court administration order.)
- **I have not** been removed from the office of trustee for a charity by an order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which I was responsible or to which I was privy, or to which I have contributed or which I have facilitated by my conduct or have been removed under section 34 of the Charities and Trustee Investment (Scotland) Act 2005, from being concerned in the management or control of any body.
- **I am not** included in the list kept under section 1 of the Protection of Children Act 1999 (list of people considered by the Secretary of State as unsuitable to work with children).
- **I am not** subject to a direction of the Secretary of State under section 142 of Education Act 2002 (or any other disqualification, prohibition or restriction which takes effect as if contained in such a direction).
- **I am not** disqualified from working with children under sections 28, 29 and 29A of the Criminal Justice and Court Services Act 2000.
- **I am not** disqualified from registration under Part 2 of the Children and Families (Wales) Measure 2010 for child minding or providing day care.
- **I am not** disqualified from registration under Part 3 of the Childcare Act 2006.
- **I have not** been convicted, whether in the United Kingdom or elsewhere, of any offence and had passed a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine.
- **I have not** received a prison sentence of 2½ years or more in the 20 years before becoming a Governor.
- **I have not**, at any time, received a prison sentence of five years or more.
- **I have not** been fined, for causing a nuisance or disturbance on school or on educational premises during the five years prior to or since appointment or election as a Governor.
- **I have not** refused an application being made to the Disclosure and Barring Service to complete a DBS Application Form.
- **I have read and will** adhere to the Governing Body Code of Conduct.



• **I will not** use social networking sites irresponsibly and will ensure that neither my personal/professional reputation nor the school's reputation is compromised by inappropriate postings. Any such postings could lead to my suspension or removal from the Governing Body.

Signature:

Date:

PLEASE RETURN THIS FORM TO THE ACADEMY BUSINESS MANAGER



Governing Body Code of Conduct

This Code of Conduct is concerned with the common understanding of broad principles. By adopting this Code the Governing Body will ensure that all Governors are aware of and accept a collective responsibility in the way that they work corporately and with each other, honour confidential material and vote on specific issues.

Introduction

The following is not a definitive statement of responsibilities but outlines the common understanding of broad principles by which the Governing Body and individual Governors will operate.

The Nolan Principles

The 'Nolan Principles' Code of Practice was written with regard to the seven 'Principles of Public Life' identified by the Nolan Committee in its first Report on Standards in Public Life in May 1995 and subsequently endorsed by the Government.

This Code of Conduct embraces those seven 'Nolan Principles of Public Life':

Selflessness

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

Integrity

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

Objectivity

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

Accountability

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

Openness

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

Honesty

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

Leadership

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



1 **Implementing the Code**

- 1.1 There is an expectation that anyone serving as a Governor will adhere to this Code of Conduct.
- 1.2 Governors have a collective responsibility in relation to this Code of Conduct. Where they have concerns, Governors should be able to raise these directly with the colleague concerned or else with the Chair or Vice-Chair of the Governing Body.
- 1.3 In the event that there is a serious breach of this Code by a Governor behaving in a manner that would be inconsistent with the Nolan Principles of Public Life and the school's ethos and values, the Governing Body has the right to hold that individual Governor to account.
- 1.4 The Code will be reviewed every two years.

The Governing Body accepts the following principles and procedures:

2 **Aims**

- 2.1 We recognise that all individuals who become school Governors make a positive contribution by giving of their time and bringing their experience to help the school provide the best possible education for each of its pupils by enabling staff and pupils to reach the highest standards of achievement.
- 2.2 All Governors contribute to the development of the school in setting the strategic framework within which the school operates; determining the character, aims and ethos of the school and developing and monitoring school policies, plans and procedures.
- 2.3 Governors need to have a clear understanding of the role of the Headteacher and have an effective working relationship that, in turn, facilitates good leadership and management.
- 2.4 The aim of the Code, therefore, is to provide Governors with a clearer understanding of their role and provide a framework within which they will be able to carry out their duties effectively.
- 2.5 Governors accept that the safeguarding of the individual is a primary responsibility.

3 **Commitment**

- 3.1 We acknowledge that accepting office as a Governor involves a significant level of commitment both in terms of time and energy.
- 3.2 We will be expected to attend meetings regularly of the full Governing Body, Committees and Working Groups. Regular non-attendance at full Governing Body meetings can lead to eventual disqualification.
- 3.3 We will ensure that we attend meetings promptly and for the full duration whenever possible. On occasion, when this is difficult due to other commitments, we will give as much notice as possible to the Headteacher or Chair so that they can ensure that meetings will still be quorate and re-arrange agenda items if necessary.
- 3.4 We will involve ourselves actively in the work of the Governing Body and will all be willing to carry out our fair share of responsibilities including serving on Committees and Working Parties and taking on links with curriculum subjects and areas of special responsibility.
- 3.5 We will regularly review our individual and collective training needs and access designated funds to address them.



- 3.6 We will attend induction and other relevant training courses in order to aid our development.
- 3.7 We will ensure that all reports and documents for all our meetings shall be made available to each Governor at least 7 days in advance and are not circulated at the meeting. We will prepare for meetings by reading all reports beforehand.
- 3.8 We will make every effort to get to know the school by visiting and involving ourselves in school activities.

4 Relationships

- 4.1 We will operate as a corporate team and recognise that our overriding concern should always be the best interests of the school and its pupils.
- 4.2 We accept that all Governors have equal status irrespective of their appointing body (i.e. parents*, staff, LA, Diocese or the community) unless the full Governing Body delegates particular responsibilities to them. We appreciate that this also applies to the Chair and Vice-Chair, and that they have a key role in helping the Governing Body work as a team, recognising and using people's strengths.
- 4.3 We will listen to, consider and respect the views of others and be loyal to collective decisions made by the Governing Body.
- 4.4 We will reflect on how we are perceived by stakeholders in all that we say and do, both as individual Governors and as a corporate body.
- 4.5 We will develop effective working relationships with the Headteacher, senior management team, teachers, support staff, parents/carers, LA, Diocese and other relevant agencies where appropriate.
- 4.6 We will ensure that an appropriate balance is reached between offering challenge and support to the Headteacher and Senior Management team.

5 Confidentiality

- 5.1 We accept that decisions reached at Governing Body meetings are normally made public through Minutes and reports; however, we will ensure confidentiality, when required, in respect of the discussions on which the decisions were based.
- 5.2 We will observe complete confidentiality in all matters discussed at Governing Body meetings, and all documents circulated, especially in relation to matters concerning staff, pupils and their parents/carers and also any other matters agreed by the Governing Body. Failure to comply can lead to disciplinary action and potential suspension from the Governing Body.
- 5.3 We will exercise the highest degree of caution when involved in sensitive issues, which may have an impact on the work of the Governing Body or the operation of the school.
- 5.4 The Minutes of all our meetings will record key matters considered; summarise the key points discussed; record decisions and / or agreed actions accurately. The detail of the discussion and how Governors vote is confidential, unless a recorded vote is agreed.
- 5.5 On ceasing to be a Governor we will ensure all information relating to the school is returned to either the school or the Governance Service for its effective disposal.

6 Procedure

- 6.1 Apart from very specific instances where the Chair has to act or take an urgent decision on behalf of the Governing Body, we recognise that we have no individual powers and should only speak or act on behalf of



the Governing Body when specifically, authorised to do so by the corporate body.

- 6.2 We will accept collective responsibility for all decisions taken by the Governing Body. We will also respect those collective decisions, even where a decision is reached which we personally may/do not agree with. We will never speak out against decisions, in public or in private, outside the Governing Body.
- 6.3 We will not use the Governing Body to enhance or influence the education of our own children or those personally known to us or pursue personal agendas. This can cause conflict with the Governing Body's strategic role. Governors with issues regarding their own children will raise the matter through the normal process for any parent/carer.
- 6.4 When carrying out our monitoring role, we will not make any judgements about the quality of teaching.
- 6.5 When discharging our duties, we will need to be aware of our responsibility to maintain and develop the ethos and reputation of the school and act in the best interests of the school.
- 6.6 We will be able to express our views openly within meetings but should ensure that they relate to matters relevant for discussion by the Governing Body. Discussion will be conducted in a respectful manner with opposing views being expressed in a constructive way.
- 6.7 Governors' decisions should always take account of the views of staff, parents/carers, pupils, community and other interested parties and Governors will be aware of how their decisions may affect all interested parties.
- 6.8 Governors are not delegates to the Governing Body but attend in their own right and therefore are not mandated to vote a particular way on an issue by the constituency they represent e.g. Local Authority, Diocese, parents or staff.
- 6.9 Governors are typically representative of the category of Governor to which they are elected or appointed. Governors are not representatives of those groups e.g. they are a representative parent/carer not a representative of the parents/carers.
- 6.10 Governors who wish to raise matters for discussion by the full Governing Body should make a request to the Chair for the item to be included at the next meeting's agenda, giving at least 14 days' prior notice. Some items may be considered at meetings without notice but only with the approval of the Governing Body.
- 6.11 We will all be expected to prepare properly for meetings by reading papers/reports in advance and giving thought to the issues to be discussed. All papers/reports circulated in advance of a meeting will be taken as read.
- 6.12 We will all be expected to attend training relevant to the role and keep updated on current regulations and procedures.
- 6.13 We agree to the publication of a register of interests on the school's website. This will include any relevant business interests, details of any other educational establishments we govern and any relationships between Governors and members of the school staff including spouses, partners and relatives. This is for each Governor who has served at any point over the past 12 months. (This does not apply to academies)
- 6.14 We agree to the publication on the school website the following information relating to Governors who have served at any point over the past 12 months; full name, date of appointment, term of office, date stepped down, appointing body and attendance record at Governing Body and committee meetings. (This does not apply to academies)
- 6.15 We will be required to declare any personal or financial conflict of interest arising from a matter before the Governing Body and its Committees/Working Groups or from any other aspect of Governorship and should not use our position as Governor to benefit ourselves or other individuals or agencies. Where we declare an interest in a matter, we will withdraw from the meeting for the duration of the discussion.



- 6.16 When we are unable to attend meetings we will ensure that the Clerk to the Governing Body, Headteacher or Chair is notified in advance of the meeting and the reason for our absence. Apologies for absence will be considered at Governing Body meetings, not simply accepted.
- 6.17 All Governors' visits to the school should be carried out within a framework that has been established by the Governing Body and agreed with the Headteacher.
- 6.18 'Any other Business' will not normally be an agenda item but when it is it will be limited to genuinely urgent matters that need to be addressed by Governors.

7 Conduct

- 7.1 We have a duty to act fairly and without prejudice with the overall good of the school overriding any personal feelings or individual concerns we may have.
- 7.2 We will be expected to be punctual for meetings, which will start at the agreed time and have a maximum time limit of two hours.
- 7.3 Governors who are unavoidably late will not be permitted to effectively re-run any agenda item.
- 7.4 We will not be permitted to re-debate issues through the Minutes of the last Governing Body meeting or Committee meetings.
- 7.5 Individual Governors should not seek to progress complaints on behalf of another individual, and in making or responding to criticism of the school should follow the procedures established by the Governing Body.
- 7.6 Governors should not disclose information, make commitments or engage in activities on behalf of the school, unless they are authorised to do so.
- 7.7 Governors should use social networking and social media in an appropriate manner. This includes ensuring that neither their personal/professional reputation nor the school's reputation is compromised by inappropriate postings on any online platform. Any such postings could lead to the suspension or removal from the Governing Body. Additionally, under no circumstances should Governors cross their professional boundaries by having online connections with pupils/students and should act accordingly if any risky behaviour/illegal content is brought to their attention.

8 Suspension of a Governor

- 8.1 Clearly the Governing Body will only consider the suspension of a Governor as a last resort and will first seek to resolve any difficulties or disputes in more constructive ways.
- 8.2 If the need arises to use the sanction of suspending a Governor, we will do so by following the procedures set out in the School Governance Regulations so as to ensure a fair and objective process.

9 Removal of a Governor

- 9.1 We recognise that removing a Governor from office is a last resort, and that it is the appointing bodies, which have the power to remove those they appoint.
- 9.2 If the need arises to use the sanction of removing a Governor, we will do so by following the procedures set out in the School Governance Regulations so as to ensure a fair and objective process.

Proposed Governors should refer to the Governance Handbook for further details.



Chair and vice chair election and procedure





Appendix W - Chair and vice chair election and procedure

Local Governing Boards	
Who can stand for election as chair or vice chair?	<ul style="list-style-type: none"> ▪ All governors are eligible to stand for election, although this normally excludes those employed by the trust. ▪ Eligibility for trust employees is determined by the trust’s articles of association - the DfE model articles state that trust employees cannot stand for election.
How often should chair and vice chair elections take place?	<ul style="list-style-type: none"> ▪ The DfE model articles of association state that chair/vice chair of Directors elections should take place each school year, meaning a term of office of one year. However for Local Governing Boards the term of Chair/Vice Chair will be two years. <p>Where the term of office is set at one year, this doesn’t mean that the chair/vice chair can’t serve for longer than one year, simply that they will need to be re-nominated at the end of the year. This gives an opportunity to reflect on the office-holder’s performance and gives the chair the opportunity to restate her/his willingness to continue or to stand down.</p>
When should these elections happen?	<ul style="list-style-type: none"> ▪ If the position becomes vacant mid-term, an election should take place at the next full board meeting. ▪ Governing boards can decide when to carry out elections where the current chair/vice chair term is coming to an end – this could be at the first meeting of the academic year in which re-election is due, or in the preceding summer term.
How long should a chair serve for in total?	<ul style="list-style-type: none"> • NGA recommends that chairs do not serve for more than six consecutive years in one school or trust. This six-year period is recommended as a maximum, not as an optimum, and there may be good reasons not to re-nominate a chair within this period. There will also be times when continuity is seen as important and the chair’s term extends beyond six years; these occasions should be the exception. This could be the case when, for example, a new head has been appointed or if the school joins a MAT. These situations could present an opportunity for a fresh start or necessitate a period of stability with a known chair; this will entirely depend on the particular circumstances. The Directors at ELP have agreed that Chairs will serve 2 year terms before election/re-election.

The election procedure

- The procedure for electing a chair and vice chair are almost identical and both elections can happen at the same time or the Chair can take place in the last meeting of the year and Vice Chair the first.
- The governing board follow the model procedure outlined later in this document for electing chair and vice chair.
- Those standing for election should be given the opportunity to self-nominate and provide a statement in support of their candidacy whilst speaking about their candidacy at the election meeting so that the other governors can make an informed decision.
- The normal quorum for voting applies
- The Governance Professional to the governing board arranges for voting to take place via secret ballot. Candidates should not be present when voting and discussion takes place.

Virtual voting

- Where required, voting for chair or vice chair can normally be completed using the virtual meeting platform that



the board has in place (e.g. Microsoft Teams or Zoom). In addition to the normal procedures that the board has in place, the following should be taken into account:

- Candidates must not be present when the rest of the governing board discuss or vote on the position they are standing for. In practice, the candidate could leave the virtual meeting or governors can be placed into another virtual room with the Governance Professional in order to provide their vote. Different functions can be used in different scenarios.
- Where the governing board chooses to vote using a secret ballot, the Governance Professional should ensure that governors vote during the meeting, with only one vote cast by each governor. Votes can be cast in a separate virtual room or sent to the Governance Professional by email.

Procedure for the election of chair / vice chair

1. The governing board will elect a chair and vice chair from its number when either the chair/vice chair's term of office has ended, or s/he has resigned the position or s/he is approaching the end of their term.
2. The trust's articles of association state the term of office for the chair and vice chair. The precise end date of the term of office will be determined before an election takes place.
3. The Governance Professional to the governors shall give governors at least two weeks' notice prior to the meeting at which the election is due to take place and request written self-nominations. These should be submitted to the Governance Professional at least one week before the election and circulated to the governing board with the papers for the election meeting. Candidates may submit up to 250 words in support of their nomination. Nominations on the day will only be accepted where no written nominations have been received prior to the meeting. Governors who are employed by the school cannot stand for election.
4. The Governance Professional will act as chair during the election of the chair and will ensure the meeting is quorate. Each nominated governor will be invited to speak to the governing board setting out her/his reasons for standing. Candidates will be limited to three minutes. Candidates must not be present while a discussion and vote takes place. This will be the case even if there is a single nomination.
5. A vote by secret ballot will be held, even if there is only one nomination.
6. The Governance Professional will count the votes and announce who has been elected as chair. In the case of a single nomination, the candidate must still receive votes from the majority of the governing board in order to be elected chair. The successful candidate will be invited to take the chair and will oversee the election of the vice chair.
7. In the event of a tie, the nominees will speak again, and another vote will follow. If votes remain tied, the governing board must attempt to reach collective agreement. If agreement cannot be reached, the candidates will draw lots.
8. The governors may reject all nominees for chair if they choose. If no candidate has the support of the majority of the governing board, another candidate will be sought from the floor. If this candidate does not receive majority support, the vice chair will take on the role of acting chair until the next full governing board meeting, at which the election procedure will be repeated. Where a vice chair must also be elected, and the governing board has the quorum to do so, it will proceed with the election.

IMPORTANT NOTE – ACADEMIES MUST UPDATE THEIR WEBSITE, BUSINESS INTERESTS FORMS, GIAS AND SCR TO REFLECT APPOINTMENT OF NEW CHAIR



Director/Governor/Member Resignation Process





Appendix X– Director/Governor/Member Resignation Process

Member/Director/Governor Resignation Process		
Stage 1	Tick when completed	Comments
Governor/Director/Member must send resignation in writing to the Governance Professional specifying their reasons and date in which they wish to resign from. If the Governor sends this to anyone else in the academy they must be advised to send it to the Governance Professional.		
Stage 2 - Governor		
For Governor – Governance Professional responds and accepts resignation confirming the date of resignation, informing Principal, Business Manager and Chair accordingly. Governance Professional also informs CEO and COO.		
Stage 2 - Director/Member		
For Director, Governance Professional responds and accepts resignation, confirming date of resignation, informing COO, CEO and Chair accordingly.		
Stage 3 - Director/Member		
For Director, Chair and CEO.COO to confirm with Governance Professional if Director also sits on any boards or committees and thus needs to be removed from these as well.		
Stage 3 - Governor		
For Governor, Chair and Principal to confirm with the Governance Professional if the Governor also sits on any boards or committees and thus needs to be removed from these as well.		
Stage 4 - Governor		
COO sends an email to the academy advising on the following next steps that must be completed by the Governors last day on the LGB.		



Academy ensures Governor email address is disabled and removed from all email groups		
Academy ensures Governors access to any digital assets such as Google Drives are removed.		
Academy updates Get Information About Schools to reflect resignation		
Academy ensures any materials or property that the Governor has is returned immediately, e.g. Name badges returned/destroyed		
Academy website is updated to reflect Governor resignation (for each of the Governors serving at any point over the past 12 months, we must showcase their full names, date of appointment, date they stepped down, after 12 months they can be removed all together)		
Ensure all attendance logs are updated to reflect date they stepped down (do not remove from attendance logs until after 12 months)		
Any materials relating to Governors updated to reflect resignation		
All LGB board and academy staff are informed via email of the Governor resignation,		
Letter sent to the Governor who has resigned thanking them for their service.		
All Academy files, paperwork, databases are updated to reflect resignation		



<p>Academy to ensure information about any boards or committees that the Governor sat on is updated and a plan is put in place with the Chair update membership of boards and committees accordingly.</p>		
<p>Academy to put a request in writing to the COO and Governance Professional if they would like the Trust support new Governor recruitment.</p>		
<p>Records archived in line with GDPR</p>		
Stage 4 - Director/Member		
<p>Governance Professional ensure all the following actions are completed by the Directors last day on the board:</p>		
<p>Director email address is disabled and removed from all email groups</p>		
<p>Directors access to any digital assets such as Google Drives are removed.</p>		
<p>Governance Professional updates Get Information About Schools to reflect resignation</p>		
<p>Governance Professional Updates Trust website is updated to reflect Director resignation (for each of the Directors serving at any point over the past 12 months (academic year), we must showcase their full names, date of appointment, date they stepped down, after 12 months they can be removed all together)</p>		
<p>Governance Professional ensures any materials or property that the Director has is returned immediately, e.g. Name badges returned/destroyed</p>		
<p>Governance Professional updates Companies House</p>		



Ensure all attendance logs are updated to reflect date Director stepped down (do not remove from attendance logs until after 12 months)		
Any materials relating to Directors updated to reflect resignation		
All Directors board and Staff are informed via email of the Directors resignation,		
Governance Professional sends a letter to the Director who has resigned, thanking them for their service.		
All Trust files, paperwork, databases are updated to reflect resignation.		
Governance Professional to ensure information about any boards or committees that the Governor sat on is updated and a plan is put in place with the Chair update membership of boards and committees accordingly.		
Governance Professional to update central Trust Database and the Exceed Learning Partnership Register of Business and Pecuniary Interests is updated to reflect resignation. Register of Business and Pecuniary Interests is also updated on Trust Website.		
Records archived in line with GDPR		
Stage 5 – Governors		
Governance Professional to ensure Central Trust Database and the Exceed Learning Partnership Register of Business and Pecuniary Interests is updated to reflect resignation. Register of Business and Pecuniary Interests is also updated on Trust Website.		
Stage 6 - Governors		
Governance Professional to follow up with Academy/School within 5 working days of Stage 4 to all ensure actions have been completed and if not the timeframes involved with outstanding actions.		



Stage 6 - Directors		
Governance Professional to follow up with Governance Professional within 5 working days of Stage 4 to all ensure actions have been completed and if not the timeframes involved with outstanding actions.		
Stage 7 – Governors		
Governance Professional to ensure Governor Resignation is on the agenda item at the forthcoming Directors Board to provide an update to Directors.		
Stage 7 – Directors		
Governance Professional to ensure Director Resignation is on the agenda item at the forthcoming Directors Board to provide an update to Directors.		
Stage 8 – Directors		
Where the Director who is resigning has been a member of a committee or board, the Directors must decide on whom his replacing that role.		
Stage 9		
Trust Team to start Recruitment for new Directors/Governors where required.		