



Governance Framework and Handbook



Status	Statutory
Responsible Directors' Committee	Directors Board & Sub-Committees
LGB Committee	Full Governors
Responsible Persons	Mrs. B Nixon
Date Policy Reviewed	September 2021
Next Review Date	September 2022



Contents

Foreword.....	4
Trust History	5
Mission Statement and Vision.....	6
Our Values.....	7
Strategic Priorities.....	8
Information about Multi-Academy Trusts	10
Tiers of Governance	12
Members.....	13
Directors	15
Local Governing Boards	26
Requirements to Serve in a Governance Role.....	31
Further Information	32
Appendix A - Terms of Reference for Members.....	33
Appendix B - Terms of Reference for the Board of Directors	34
Appendix C - Terms of Reference for the Board of Directors Audit Committee	43
Appendix D - Terms of Reference for the Board of Directors Remuneration (Pay) Committee	44
Appendix E - Terms of Reference for Local Governing Boards	47
Appendix F - Member Role Description	52
Appendix G - Director Role Description	53
Appendix H - Governor Role Description	57
Appendix I - Link Director Role Description	61
Appendix J - Chair Role Description	63
Appendix K - Process for the Nomination and Appointment of Members	64
Appendix L - Member/Director/Co-opted Governor Nomination Form	65
Appendix M - Consent to Be a Member Letter Template	67
Appendix N - Director Appointment Process Map.....	69
Appendix O - Process for the Election of Parent Local Governors.....	70
Appendix P - Notification of LGB Vacancy Letter Template.....	75
Appendix Q - Parent Governor Application Form.....	76
Appendix R - Local Governor Appointment Process.....	86
Appendix S - Chair and vice chair election: model procedure and guidance notes	89
Appendix T – Local Governor and Director Resignation Process.....	91

Version Control

<i>Version</i>	<i>Revision Date</i>	<i>Revised by</i>	<i>Section Revised</i>
V1	Dec 20	CEO	New – replaces Handbook
V2	May 2021	COO	Addition of Link Director Role Description
V3	June 2021	COO	<p>Updates made to Vision, Values and mission statement on page 6 and 7</p> <p>Updated term of office for Chair and Vice chair on page 21</p> <p>Additional of 1.2 – election of chair and vice chair – page 21</p> <p>Addition of Appendix S – Chair and Vice Chair Election Process Page 89</p> <p>Change wording from Clerk to Governance Professional in line with new academies financial handbook</p>
V4	September 2021	COO	<p>Updates made to appendix N and R to reflect updated processes for governor and director appointments and induction</p> <p>Updates made to Appendix T to reflect processes for director/governor resignations</p>

Foreword

This framework 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, managers 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: September 2021

Trust History

Exceed Learning Partnership was established by two schools who all had a shared passion to do more for children and young people. 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 the 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 CEO/Principal in leading and managing improvement, under the guidance of a dedicated Board of Directors and Local Governing Boards. The academies also have a large number of support staff to enhance learning opportunities, including HLTAs and experienced Teaching Assistants. The academies are fully committed to the inclusion of all pupils and to providing the pupils with the most exciting and inspiring learning opportunities in order to raise standards and meet the core offer of extended services.

Hill Top and Edlington Victoria were our founding academies.

Hill Top was judged ‘outstanding’ in November 2011. It is a National Support School and the CEO is a National Leader of Education. Hill Top currently has 398 pupils on roll.

Edlington Victoria Academy and Hill Top Academy are both large primary academies in the village of Edlington, Doncaster, for pupils of nursery age through to Year 6. Edlington Victoria has 281 pupils on roll, and was judged as ‘good’ during its last Ofsted inspection in July 2016.

Carr Lodge Academy in Balby, a newly-built school, joined the Trust in September 2018. It provides 420 primary places and has on-site nursery provision. It secured a ‘good’ Ofsted judgement in January 2019.

Sandringham Primary School joined the Trust in December 2018. It is a large primary school in Intake with 455 pupils on roll. This academy has a ‘good’ inspection judgement, secured in June 2018.

Exceed Learning Partnership has recently welcomed Hatfield Sheep Dip Lane Primary in April 2020. It currently has 276 pupils and serves the Hatfield/Dunsville community. It currently has a judgement of ‘requires improvement’ from its last inspection.

As we begin a new chapter of collaboration, our ambition is to grow our family of 5 academies so that we can meet new challenges and serve other communities so that more children can benefit from our opportunities, expertise and ethos.



Mission Statement

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!



Strategic Priorities

1. 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.

2. 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.

3. For Staff

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

4. 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.

5. 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 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.



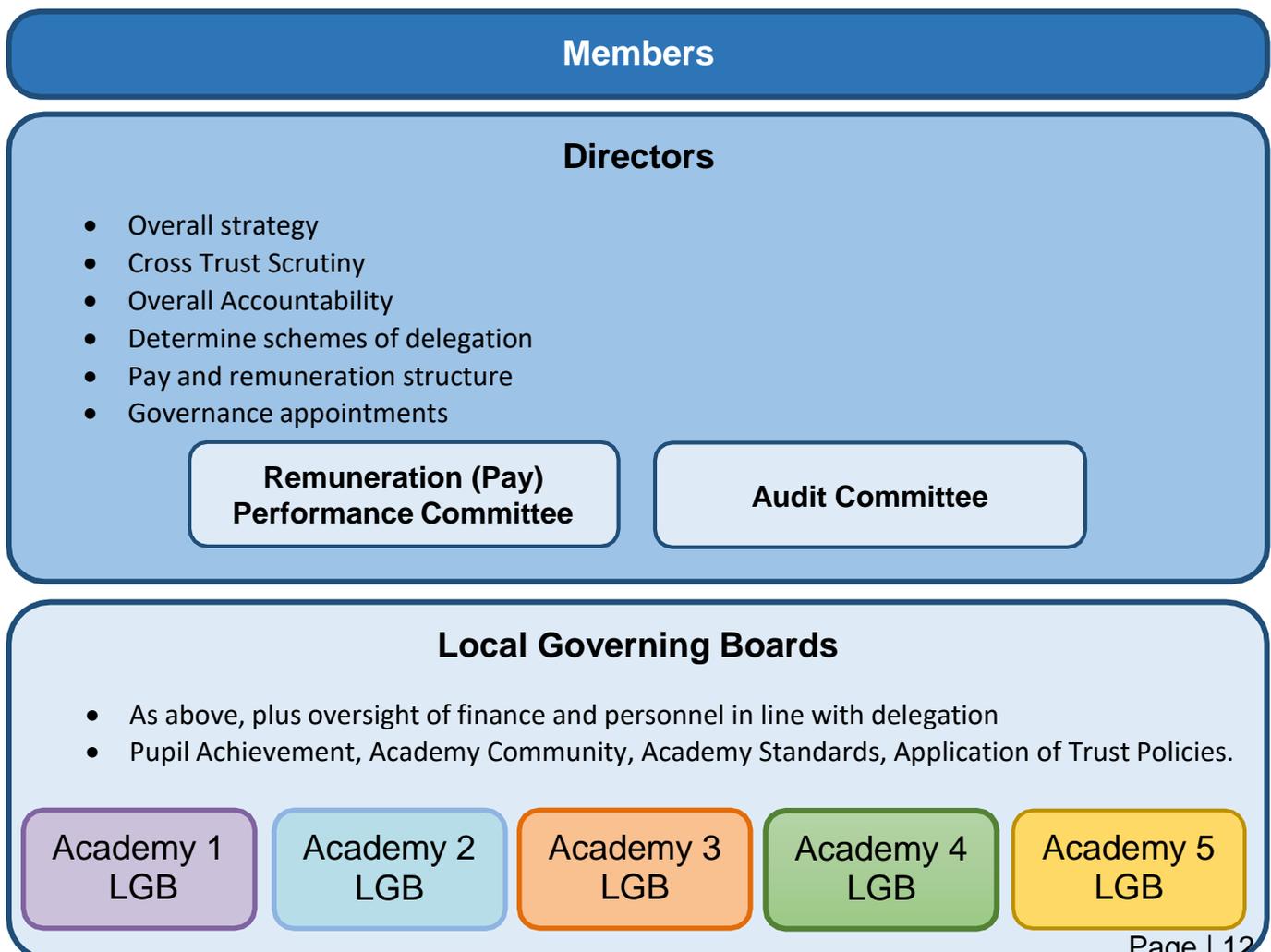
Tiers of Governance

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

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 or Principals on an individual basis in their role as a Member outside of formal meeting settings.

4. Meetings

- 4.1 Members meet up to 3 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 Financial 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 to use.

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

- Safeguard and promote the values of the 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 as School Governors

- 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 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 financial 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 making a decision 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 Committee
 - Remuneration (Pay and Performance Review) 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	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 making arrangements 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, Maths & 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 3 LGB 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 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.



- 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 Reforms (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 Agreed: 7th July 2021

Signed CEO: *B.A. Nixon*

Signed: Chair of Directors: *J.B. Blum*

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 Financial 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

1. General

- 1.1 Develop and implement a written scheme of delegation of its financial powers and duties to local Governing Boards, CEO 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 Committee
 - Remuneration (Pay) 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 Financial Handbook.
- 3.5 To ensure that the annual Directors' Report and Financial Statements comply with the

- 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 meeting for members)
 - Audit Committee
 - Remuneration (Pay) 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 Financial 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 Remuneration (Pay) 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 Statutory Books).
- 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 £100,000, 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 Financial 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 £10,000 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 £20,000 up to the value of £100,000 .
- 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 Committee

1. To advise the ELP Board on the appointment, re-appointment of the external, internal and regularity auditor
2. 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
3. To regularly monitor progress regarding any outstanding audit recommendations to ensure that any delays to agreed implementation dates are reasonable
4. 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
5. To ensure that the external auditor has the fullest co-operation of staff
6. To consider all relevant reports by the appointed external auditor, including reports on the Trusts accounts, achievement of value for money and the response to any management letters
7. 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
8. 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
9. To consider internal audit reports and the arrangements for their implementation
10. To review the ELP Fraud Policy and ensure that all allegations of fraud or irregularity are managed and investigated appropriately
11. To review the operation of the Trust's code of practice for board members and code of conduct for staff
12. To consider any other matters where requested to do so by the board
13. To report at least once per term to the board on the discharge of the above duties
14. To manage, monitor and maintain a risk register on behalf of the ELP board, making recommendations for action as deemed necessary

Appendix D - Terms of Reference for the Board of Directors Remuneration (Pay) 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 remuneration 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 remuneration committee should 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 Remuneration (Pay) Review 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 make recommendations on all staff other than the Executive Leaders and Principals, following the appraisal process
- To direct any appeal against a decision on pay grading or pay awards to the ELP Board
- To keep in touch with the pay/appraisal policies of other academies
- To be responsible for determining dismissal payments, early retirement awards or any other settlements
- To be responsible for any additional items which individual Local Governing Boards may wish to include.

Leadership Performance Reviews

6. The Executive Leadership Performance Review Group is formed as outlined below.

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

- 2.1 To carry forward the Trust's vision, in a way that is appropriate to the individual Academy identity, ethos and community characteristics.
- 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 3-year term of office in order to achieve objectivity within the role.
- 2.7 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 a Remuneration 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 from, time to time.
- 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 F - 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 3 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

All 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 G - 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 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 Directors’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.
---------------------	--

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 H - 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 the mission, vision and educational character;
 - 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;
- comply with the Articles of Association, Financial 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 oversight of 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 I – 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 J - 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 objection 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.

Appendix K - Process for the Nomination and Appointment of Members

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.

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 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 form (appended) for the prospective member to complete. The letter is copied to the Governance Professional, who will inform the Directors and CEO.
- The prospective Member formally becomes a Member on receipt of the consent form.
- The Member nominated as Chair supports the induction process, ensuring that the new Member has access to the information and resources required and that all DBS, section 128, declaration and any other requirements are completed within appropriate time frames.



Appendix L - Member/Director/Co-opted Governor Nomination Form

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	
Preferred form of contact	

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 governor, Director, member or local governor (or equivalent) 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

Why would you like to become a member/Director/Co-Opted Governor of Exceed Learning Partnership?

Please detail relevant skills, experience and personal attributes you have and how these will make you an effective community governor. (please see role description)

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 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 community 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.

Signed _____ Date _____

Disqualification criteria

A person shall not serve as a Director/local 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.



Appendix M - 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: _____

Appendix N - Director Appointment Process Map

Stage 1

Potential Director identified and introduced to CEO and Chair of Directors

Stage 2

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

Following the meeting if both sides with to progress, Governance Professional to send application forms and supplementary documentation to the potential Director for completion. This includes:

Director Recruitment Pack

- Application Form – No application Form for Directors
- Skills Matrix
- Declaration of Business Interest
- Code of Conduct for Governors/Directors (please note we have revised the acknowledgement form at the back of the policy to include links to policies)
- Code of Conduct Acknowledgement Form (word format)
- Advert re: Role of Director
- Governance Framework and Handbook

Stage 4

Completed paperwork alongside the two references to be sent back to the Governance Professional and COO for checking and review.

Stage 5

All paperwork sent through to Governance Professional and COO at the Trust to be reviewed and undertake an Identity check and section 128, prior to being submitted to Members for approval.

Stage 7

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.

Stage 9

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.

Stage 10

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)

Stage 10

Members approve appointment of New Director

Stage 11

CEO or COO sends an email to Trust Central team confirming that the appointment of a new Director has been approved/not been approved:

Stage 12

If approved next steps are:

- 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
- Governance Professional to ensure Director 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 14 days of appointment)
- Governance Professional shares all future Directors Board meeting dates
- All Directors Board and Trust staff are informed via email of the new Director appointment
- Trust Website is updated to reflect the appointment of new Director and any other associated documentation such as Register of Business and Pecuniary Interests to reflect new Director.
- All Trust files, paperwork, databases are updated to reflect appointment and documentation correctly filed away and stored
- CEO/COO to confirm if the Director will also be sitting on any boards or committees, and if so these dates also need to be shared with the new Director
- 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 updates Central Trust Database to reflect appointment.

Stage 13 –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
- Call/meeting/virtual meeting arranged with new Director and Chair before next Board of Directors meeting
- Governance Professional send all login details to NGA website to new Director and training plan for academic year

Stage 14

- Chair to confirm if the Director will also be sitting on any boards or committees and if so dates need to be shared
- Academy to undertake DBS check on Director within 14 days and complete SCR once details have been obtained.
- ID Badged issued by Governance Professional

Stage 15

Governance Professional to follow up within 5 working days of Stage 12 email to all ensure actions have been completed and if not timeframes involved with outstanding actions.

Stage 16

Governance Professional to follow up on any remaining items not completed in Stage 13 and support where required.

Stage 17

Director attends first meeting (Governance Professional follows process to ensure Directors are accessing all paperwork prior to the meeting)

Appendix O- Process for the Election of Parent Local 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, taking into account 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 100 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 G Prof 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 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.

Appendix P - Notification of LGB 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 one; 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,



Appendix Q - Parent Governor Application Form



Exceed Learning Partnership

• EVERY CHILD • EVERY CHANCE • EVERY DAY •

Application Form Prospective Academy Parent Governor

For use by the Academy/Trust only

Date received:

Have you been a Governor at a school or an academy before? *(Please tick one box)*

YES NO

If you ticked yes, please name the school/academy:

Are you related to an employee of a Doncaster school/academy? *(Please tick one box)*

YES NO

If you ticked yes, please give details:

Are you related to a member of a Governing Body of a Doncaster school/academy?
(Please tick one box)

YES NO

If you ticked yes, please give details:

Have you been or are you employed at a school/academy in Doncaster? *(Please tick one box)*

YES NO

If you ticked yes, please give details:

Have you been or are you currently employed by the Local Authority? *(Please tick one box)*

YES NO

If you ticked yes, please give details:

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?

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 (eg 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

	Basic	Moderate	Extensive
School improvement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Financial management/accountancy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Premises and facilities management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Human Resources	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Procurement/purchasing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ICT and management systems	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PR and marketing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Children and young people’s services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Health services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Safeguarding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Project management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Health and Safety	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Languages	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Sciences	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Sales/retail/services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Fundraising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Volunteering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Other (Please specify)			



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.

Referee 1:

Name _____

Contact Address _____

_____ Post Code _____

Tel No: _____

Email: _____

Please indicate whether business or personal _____

Referee 2:

Name _____

Contact Address _____

_____ Post Code _____

Tel No: _____

E-mail: _____

Please indicate whether business or personal _____

How you found out about the vacancies on the Governing Body

Please let us know how you found out about being an Academy Governor at Exceed Learning Partnership by using the box below:

Academy Local Press Leaflet Word of Mouth

Advert Through your employer

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

Gender

- Female
- Male
- Trans-Gender
- Prefer not to say

Ethnic Origin

- White
- British
- Irish
- White Other

Sexual Orientation

- Bisexual
- Gay Man
- Gay Woman/Lesbian
- Heterosexual
- Prefer not to say

Asian or Asian British

- Bangladeshi
- Indian
- Pakistani
- Any Other Asian

Age Band

- 16-24 years
- 25-34 years
- 35-49 years
- 50-54 years
- 55 and over years
- Prefer not to say

Black and Black British

- African
- Caribbean
- Any Other Black

Mixed

- White and Asian
- White and Black African
- White and Black Caribbean
- Any Other Mixed

Other

- Chinese

Do you consider yourself to have a

- Any Other **disability?**

- Prefer not to say

- Yes

Religion/Belief

- No

- Prefer not to say

- Buddhist

- Hindu

- Christian

- Jewish

- Muslim

- Sikh

- Other

- None

- Prefer not to say



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 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.

Signature _____ Date _____

PLEASE RETURN THE COMPLETED FORM TO THE ACADEMY

Your application form will be considered by the Governing Body, following which you will be notified of the outcome.



GOVERNOR DECLARATION FORM

Name (Block Capitals please)	_____
Address	_____ _____ _____
Postcode	_____
Tel (home)	_____
(work)	_____
(mobile)	_____
E-mail address	_____
Name of Academy	_____

I declare that I am not disqualified from serving as a 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 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 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 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.

Signed: _____ Date: _____

Please return to:
Exceed Learning Partnership
Edlington Lane
Edlington
Doncaster
DN12 1PL

Appendix R - Local Governor Appointment Process

Stage 1

Potential Governor identified by Directors, CEO, COO, LGB and introduced to Principal and Business Manager at Academy

Stage 2

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

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 Interest
- Code of Conduct for Governors (please note we have revised the acknowledgement form at the back of the policy to include links to policies)
- Code of Conduct Acknowledgement Form (word format)
- Governance Framework and Handbook and Terms of Reference

Stage 4

Completed paperwork to be sent back to the Business Manager for checking and review.

Stage 5

DBS Check undertaken by the academy

Stage 6

All paperwork sent through to Governance Professional and COO at the Trust to be reviewed and undertake a further check, prior to being submitted to Directors for approval

Stage 7

Paperwork reviewed fully, with any questions or queries referred back to the Business Manager at the academy.

Stage 8

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 9

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 10

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 11

Directors Approve appointment of New Governors

Stage 12

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 and ensure the email address is added to the correct Governors email group for that academy
- Academy to ensure Governor is able to log into email account and receive emails through new email address
- Academy updates Get Information About Schools
- All LGB dates are shared with Governor
- All LGB board and academy staff are informed via email of the new Governor appointment
- Academy Website is updated to reflect the appointment of new Governor
- Academy updates Register of Business and Pecuniary Interests to reflect new Governor
- All Academy files, paperwork, databases are updated to reflect appointment and documentation correctly filed away and stored

Stage 13 -Governors Welcome and Induction

- Welcome Letter sent to Governor from Governance Professional
- Welcome letter sent to Governor from Chair of Governors
- Governor Induction Training booked in with Governance Professional
- Governor/Director Training and Information pack sent to new governor by governance professional
- Call/meeting/virtual meeting arranged with new Governor and Chair before next Governors meeting
- Governance Professional send all login details to NGA website to new governor and governor training plan for academic year

Stage 14

- Academy to confirm if the Governor will also be sitting on any boards or committees, and if so these dates also need to be shared with the new Governor, wider LGB and Trust.
- Academy to undertake DBS check on Governor within 14 days and complete SCR once details have been obtained.
- ID Badged issued by academy

Stage 15

Governance Professional copied into email at Stage 12 to ensure central trust database and Register of Business and Pecuniary Interests is updated to reflect new Governor appointment.

Stage 16

Governance Professional to follow up with Academy within 5 working days of Stage 12 email to all ensure actions have been completed and if not timeframes involved with outstanding actions.

Stage 15

Governance Professional to follow up on any remaining items not completed and support academy where required.

Stage 16

Governor attends first meeting

Appendix S - Chair and vice chair election: model procedure and guidance notes

	<u>Local Governing Boards</u>
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 elections should take place each school year, meaning a term of office of one year. However, each trust should check its own articles of association.
	<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 (eg 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.

Appendix T - Local Governor and Director Resignation Process

Stage 1

Governor/Director 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

For Director, Governance Professional responds and accepts resignation, confirming date of resignation, informing COO, CEO and Chair accordingly.

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 3 - Director

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 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, eg 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.
- 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.
- Academy to put a request in writing to the COO and Governance Professional if they would like the Trust support new Governor recruitment.
- Records archived in line with GDPR

Stage 4 – Director

Governance Professional ensure all the following actions are completed by the Directors last day on the board:

- Director email address is disabled and removed from all email groups
- Directors access to any digital assets such as Google Drives are removed.
- Governance Professional updates Get Information About Schools to reflect resignation

- 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)
- Governance Professional ensures any materials or property that the Director has is returned immediately, eg Name badges returned/destroyed
- Governance Professional updates Companies House
- 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.