

Structure of Governance for NEMAT

The law places accountability for the educational outcomes and financial diligence of the Trust firmly with the Trustees and the EHT as Accounting Officer. However, a fundamental principle for us is that effective governance is best delivered as close as possible to the point of impact of decisions. For this reason we are proposing a governance structure that delegates significant accountability to the LGBs.

The shared vision and values of NEMAT and all the Academies underpins the governance arrangements of the Academy Trust. NEMAT fully supports the independence and distinguishing characteristics of each of the Academies. NEMAT seeks to provide a level of autonomy proportionate to the success of the Academy

Accountability for decisions

The Trust Board delegate authority to two key groups in order to ensure the effective leadership and governance of the Academy Trust. The two key groups are:

- Executive leadership and management team (the Executive Team);
- Local Governing Bodies.

The relationship between the Trust Board and the Executive Team, and the Local Governing Bodies is characterised as a partnership to realise a common vision and a common purpose. In the case of the Local Governing Bodies the relationship between the two tiers of governance is also based on the principles of:

1. no duplication of governance.
2. governance should be as close as possible to the point of impact of decision-making.

The Terms of Reference and the Roles and Functions Matrix provides clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds the decision-making responsibility and who supports and advises the decision makers.

Intervention

The Trust Board remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance outlined in this Charter are crucial to the success of the group. However, there will be circumstances (more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw delegated authority a particular element of governance. In such circumstances, the Trust Board, along with the Executive Team, would work closely with any Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Team.

The Trust Board reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy (or Academies) are identified, including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed; or
- the safety of pupils or staff is threatened, including a breakdown of discipline.

Overview of key elements of our governance

Members

NEMAT has “**Members**” who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The Members appoint some of the Trustees and can exercise reserve powers to appoint and remove Trustees but it is anticipated that this power will be rarely exercised. The Academy Trust will ordinarily have at least four Members.

Trust Board

The corporate management and trustee responsibility for the actions of the company is vested in the “**Trustees**” of the Academy Trust (together, referred to as “the **Trust Board**”), who are company directors registered with Companies House. The Trustees are personally responsible for the actions of the Academy Trust and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of the Academies and for the expenditure of public money. The Trustees are required, as trustees and pursuant to the Funding Agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Academy Trust.

- Setting the vision, ethos and strategy for the Academy Trust and its academies over the next three to five years;
- Establishing the governance structures for the Academy Trust, from Members to Academy level, in keeping with the Articles of Association;
- Providing clarity, through the published Terms of Reference and the Roles and Functions Matrix, of the level at which the following governance functions are exercised:
 - determining each individual Academy’s vision, ethos and strategic direction
 - recruiting each Academy’s Headteacher
 - performance management of each Academy’s Headteacher
 - determining Human Resources policy and practice
 - oversight of each Academy’s budget
 - assessment of the risks for each Academy.
- Setting the level at which LGBs will have authority and accountability through the scheme of delegation;
- Engaging with the Academies' communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the Academy Trust;
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust;
- Overview and scrutiny of Academies’ education performance data;
- Overview and scrutiny of the Academy Trust’s financial capability and management systems to ensure compliance with the Academies Financial Handbook, and deliver best value for money;
- Ensuring senior leaders within Academies are challenged to improve the education of pupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Trust Board sets Trust-wide policy. The Board will carry out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

Trust Board Sub-Committees

Trust Board Sub-Committees will provide the overview and high-level scrutiny of the prioritised risks and the overview of individual schools provided by each of the LGBs. The principle of 'no duplication of governance' requires a clear differentiation of the nature of the scrutiny and challenge provided by the Trust Board Sub-Committees to the overall performance of the Academy Trust.

The Trust Board Sub-Committees will be:

- Educational Standards and Outcomes
- Finance, Premises and Human Resources
- Risk and Audit.

The Finance Sub-Committee shall establish a remuneration committee for determining senior executive salaries and performance criteria. Senior executives include the EHT and any member of the Executive Team that reports directly to the EHT. The EHT (or managers with the EHT's delegated authority) determines salaries of all other employees, subject to the overall budget limits and pay policy approved by the Trust Board.

Executive Team

The NEMAT "**Executive Team**" is the executive management arm of the Academy Trust, focusing on operations and the educational performance of the Academies. They operate under the leadership and direction of the EHT, who is by virtue of his position a Trustee of the Academy Trust. The Executive Team work directly with the staff in each Academy and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

Forum

NEMAT will operate a Chairs of Local Governing Bodies Forum. The purpose of the Forum is to:

- promote the values of independence and interdependence;
- build relationships;
- generate new ideas;
- influence policy development; and
- provide a starting point for consultation.

The Trust Board, in consultation with Chairs of Local Governing Bodies, will determine the most effective methods of establishing and managing the forum. The Forum will be chaired by an elected representative from amongst their membership to encourage freethinking and honest debate without constraint or any perceived need to tell senior staff or Trustees 'what they want to hear'.

Local Governing Bodies (LGBs)

The role of a Local Governor within a Multi-Academy Trust is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision-making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board establishes Local Governing Bodies for each of the Academies, for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members.

The Local Governors are accountable to the Trust Board (who in turn is accountable to the Department for Education) as well as to the communities they serve.

The broad duties of the Local Governing Body are summarised as:

- To contribute to and fulfil the vision and ethos of NEMAT in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils,

having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;

- To implement and review from time to time the strategic plan for the Academy, focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;
- To act as a critical friend to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
- To oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Headteacher (with the support of the Academy's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices;
- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time;
- To support the Academy's Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academies, reporting any issues or concerns to the EHT or the Chair of the Trust Board;
- To promote within the organisation and externally the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
- To develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
- To engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable

Overview: composition of governance elements

Trust Members

- The chair
- Persons appointed by the Members by special resolution

Trust Board

- Executive Headteacher
- Up to 9x Trustees appointed by the Members
- any Co-opted Trustees

Local Governing Bodies (suggested model – actual composition decided at LGB level)

- Headteacher
- Up to 4x governors appointed by the Trust Board

- 2x elected Parents
- 2x elected Staff
- Minimum of 3x Co-opted Local Governors

Members: general guidance

The Members of the Academy Trust are the equivalent of the shareholders in a commercial company (save that they do not receive dividends). In simple terms the Members "own" the Academy Trust. They have a number of statutory rights and rights set out in the Academy Trust's Articles of Association (the **Articles**).

The Academies Financial Handbook (September 2015) issued by the Education Funding Agency ("EFA") provides as follows:

- Members have an overview of the governance arrangements of the trust.
- Members can amend the articles and may do so to support stronger governance arrangements.
- While members can be trustees, retaining some distinction between the two layers ensures that members, independent of the trustees, provide oversight and challenge - this is especially important in multi academy trusts in which trustees are responsible for a number of academies.
- Academy trusts should be established with three member, although DfE encourages trusts to have at least five members in total, as this:
- Ensures enough members to take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity; and
- Facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree).
- Members must not be employees of the academy trust.
- The appointment of any new Member must be notified to EFA (via the Information Exchange) within 14 days of the appointment.
- The appointment and resignation/removal of Members does not need to be notified to Companies House.
- The Academy Trust's statutory books/registers should include a register of Members, which should be kept up-to-date particularly on appointment and removal/resignation.