

Clerking Essentials

Session 3 (Academy trust board) Materials

This contains the materials you will need for Session 3 including

- The pre-work instructions explaining what you need to do before the Session
- The Flight Multi Academy Trust (FMAT) Case study materials you will use for your pre-work and in the session
- The PowerPoint slide set used in the session

You will need to refer to them in the session and so, unless you will be joining the session using a device with a very large screen or using more than one screen, you may want to print these materials off before the session.

Here is a list of the materials with links to each to make them easier to use.

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1. Pre-work instructions

Pre-work - FMAT trust board - 30 minutes total

Setting the scene

You have been appointed as governance professional to the board of Trustees of Flight Multi-Academy trust. This is a small trust with 6 schools. The previous governance professional, Manisha, didn't have an opportunity to have a formal handover with you but has sent you the following email. After reading through this case study please complete the following tasks prior to Session 3.

Tasks

1. In response to the email from Manisha, how will you find out what the constitution is and what vacancies they are? How do you think Otto should be appointed?
2. There are rules around chairing the finance and audit and risk committees. See if you can find out what these are so you can be prepared when this comes up at the meeting.
3. See if you can find any rules for the election of chair and vice chair for trust board, the process, the term of their office and who can and cannot stand.

Hint: useful sources of information

- FMAT Articles of Association_extract
- Academy Trust Handbook [Academy trust handbook - Guidance - GOV.UK](#) 3.9-3.11, 1.38, page 6
- FMAT Terms of Reference Full Trustees and Committees (p27 of this resource)
- Trust Board Membership - FMAT (p7 of this resource)

2. Flight Multi Academy Trust case study materials

Handover email from previous clerk

From: Clerk@FlightMAT.org

To: Clerk@FlightMAT.org

Subject: Handover note for new clerk for Flight Multi Academy Trust trust board - Confidential

Hi there,

Wishing you all the best working with FMAT trust board. There's a lot to get your head around, so I thought I would jot down a few notes for you.

Governance files and records

All the files you'll need are on the governance portal – here's a list of the most important ones for you to be getting started with. You won't need all of these for the first meeting but it's useful for you to see what there is.

- Membership information
- FMAT Articles of Association
- Funding Agreement
- FMAT 5-year Governance Strategy Document
- Committee and LGB Terms of Reference
- FMAT Scheme of Delegation
- Annual Planner
- LGB's Governance annual agenda planner
- FMAT Code of Conduct
- Trustees' Meeting Attendance register
- Pecuniary Interest Register
- Previous agendas, minutes and meeting papers
- Policy folder with all relevant Trust policies
- Trustee and Governor Induction Pack
- Trust information
- Audited annual report and accounts

The Trust Board

There's not too much to tell you, the trustees are good and know their stuff. The chair, Patrick (likes to be called Pat) is pretty hard to get hold of which can be a bit frustrating but he's a very busy man. We

had an agreement that I would text him to remind him to check his emails – you might want to chat about how you get in touch with him.

Pat has to work quite hard at keeping the CEO, Noncia, in check! When the Articles were updated in 2021, the members decided not to re-appoint the CEO as a trustee in line with the DfE recommendations. Noncia still attends the trust board meetings as does the CFO, Hamish. Noncia seems to forget she is not a trustee sometimes – but she is very capable and quick to support where needed but can be a bit slow getting paperwork out for board meetings.

Next board meeting

You'll find the items for the September meeting on the Annual Planner (the MAT currently uses the NGA one). Rachel Shepherd, who is a headteacher at Brambles School and has a Maths subject lead role across the trust will be coming along to do a quick presentation on the new Trust-wide maths scheme and its intended impact.

Pat has found a potential new trustee called Otto and he would like to have this as an agenda item either to co-opt him or to recommend to the members to appoint him. Could you just check for Pat if there are any more member-appointed vacancies in line with the constitution, otherwise the board will need to co-opt him. Pat will send you some info about Otto to circulate with the agenda.

Pat has said he is happy to stand as Chair again, but Jacqui the Vice Chair is stepping down as a trustee when her term ends in November. There are a couple of trustees who might put themselves forward, but a new vice chair will also need to be found. Jacqui is also Chair of the Risk and Audit Committee so someone else will need to take this on.

The meeting and monitoring dates for the year for all levels of governance (trust, committees and the 6 LGBs) will need to be set at some point – we have only set the date for the first meeting as we were not sure of your availability but Noncia will need to liaise with you on this.

I cannot think of anything else right now. Remember gov.uk is your friend, just type in what you need into the search bar. The Academy Trust Governance Guide is also super helpful, also on gov.uk. You cannot download as a PDF but here is the direct link for you [Academy trust governance guide - Guidance - GOV.UK](#)

Best wishes

Manisha

Trust Board Membership - FMAT

Full Name	Appointed By	Original Date of Appointment	Date of Re-appointment	Term of Office	End date	Governance Role	Business, Pecuniary and personal Interests	Governance Roles in other Institutions	Relationships with School Staff	Attendance Record 2023-24
Penny Wright	Member appointed	02/02/2019	02/02/2021	4 years		Resources	None	None	None	6/6
Lee Chen	Member appointed	13/11/2021	-	4 years		Outcomes & Provision Resources	None	None		1/6
Patrick McGuire	Member appointed	20/09/2018	20/09/2022	4 years		Chair of Trustees Finance, Risk & Audit		None	None	6/6
Selena Sanchez	Member appointed	20/09/2022	-	4 years		Finance, Risk & Audit Outcomes & Provision	None	None	None	6/6
Ahmad Hussein	Member appointed	20/01/2021	-	4 years		Outcomes & Provision				
John McClean	Member appointed	20/01/2021	-	4 years		Finance, Risk & Audit Resources	None		None	6/6
Jacqui Brown	Co-opted by Trustees	06/11/2012	06/11/2020	4 years		Vice Chair of Trustees Finance, Risk & Audit – Chair		None	None	5/6
Tom Wilson	Co-opted by Trustees	20/04/24	-	4 years		Outcomes & Provision Resources				2/2
Vacancy	Member appointed									
Trustees who have stepped down in the past 12 months										
Jan Marshall	Co-opted by Trustees				14/03/2024	Finance, Risk & Audit	None	None	Married to Y6 teacher	6/6
Joan Costello	Member appointed				09/07/2024	Outcome & Provisions				

Scheme of Delegation FMAT_extract

In Flight Multi Academy Trust the principles of governance are similar to those in maintained schools. The Trust is a charitable company limited by guarantee and the governance arrangements are set out in its governing documentation (the Articles of Association), the Master Funding Agreement and the Academy Trust Handbook. The structure of the Trust is detailed below.

Mission Statement

To develop and nurture to the highest level the talents and aspirations of our children, our schools, and the wider Trust community.

“Stronger together”

Structure

- The Members
- The Trust Board of Directors
- The Chief Executive Officer (also Executive Headteacher and Accounting Officer)
- The Local Governing Body of each school
- The Headteacher of each school

Delegated Functions

The Scheme of Delegation covers six areas

- Strategy and Leadership
- Education
- Personnel
- Finance
- Health & Safety and Safeguarding
- Premises and Assets

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
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STRATEGY & LEADERSHIP				
Strategy	<p>Develop and set the strategic direction for the Trust, setting the vision, values, aims and objectives</p> <p>Approve changes to School structures</p> <p>Set, monitor and evaluate strategic priorities for the trust</p>	<p>Develop and deliver the Trust strategic plan to ensure that the vision, values, aims and objectives of the Trust are met</p>	<p>Develop the strategic direction for the school in line with the Trust strategy, vision, values, aims and objectives, keeping the board informed of issues and risks</p>	<p>Develop and deliver the vision, values, aims and objectives for the school in-line with the Trust strategy</p> <p>Ensure that the School Improvement and Development Plan is written, shared and drives improvement</p>
Structure	<p>Members appoint the Board subject to Articles 50-58 of the Articles of Association</p> <p>Board committee appointments / suspensions / removals including: chair, vice chair, clerk, members of each committee</p> <p>Approve appointment of LGB Chairs and Vice Chairs</p> <p>Approve all LGB member appointments</p> <p>Review delegation of functions annually</p>		<p>Appoint LGB members and recommend to Board for approval</p> <p>Comply with the LGB terms of reference</p>	

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
Compliance	<p>Ensure requirements of DfE and ESFA are adhered to</p> <p>Check that all returns for provision of information are submitted by required dates</p> <p>Receive a report on website compliance from LGB (inline with DfE publication requirements)</p> <p>Ensure the Equality Duty is met</p>	<p>Submit all returns for provision of information to DfE and ESFA by required dates</p>	<p>Monitor that school website is compliant and report to board</p>	<p>Ensure school website is compliant and supports parents to help their child</p> <p>Ensure all returns for provision of information to DfE and ESFA are submitted by required dates</p>
Governance	<p>Review Governance effectiveness annually to identify areas of improvement</p> <p>Audit skills annually to identify training needs</p> <p>Review delegation function and committee structure annually, with a focus on membership</p>		<p>Review Governance effectiveness annually to identify areas of improvement</p> <p>Audit skills annually to identify training needs</p> <p>Report to the Board on effectiveness of governance arrangements</p>	
Risk Register	<p>Review at each full Board meeting</p> <p>Ensure individual Board members are named to monitor each medium/high risk</p>	<p>Establish register and put into place mitigating strategies</p> <p>Support the Board in the reviewing and rating of risks</p>	<p>Review termly</p> <p>Ensure individual LGB members are named to monitor each medium/high risk</p>	<p>Establish register and put into place mitigating strategies</p> <p>Support the LGB and Board in the reviewing and rating of risks</p>
Strategy	<p>Develop and set the strategic direction for the Trust, setting the vision, values, aims and objectives</p>	<p>Develop and deliver the Trust strategic plan to ensure that the vision, values, aims and objectives of the Trust are met</p>	<p>Develop the strategic direction for the school in line with the Trust strategy, vision, values, aims and objectives, keeping the board</p>	<p>Develop and deliver the vision, values, aims and objectives for the school in-line with the Trust strategy</p> <p>Ensure that the School</p>

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
	<p>Approve changes to School structures</p> <p>Set, monitor and evaluate strategic priorities for the trust</p>		<p>informed of issues and risks</p>	<p>Improvement and Development Plan is written, shared and drives improvement</p>
Structure	<p>Members appoint the Board subject to Articles 50-58 of the Articles of Association</p> <p>Board committee appointments / suspensions / removals including: chair, vice chair, clerk, members of each committee</p> <p>Approve appointment of LGB Chairs and Vice Chairs</p> <p>Approve all LGB member appointments</p> <p>Review delegation of functions annually</p>		<p>Appoint LGB members and recommend to Board for approval</p> <p>Comply with the LGB terms of reference</p>	
Policies	<p>Ensure that policies are maintained, appropriate and fully implemented within the Trust</p>	<p>Ensure policies are fully implemented within the schools and central team of the Trust</p>	<p>Set and ensure that school policies are maintained, appropriate and fully implemented within the school.</p>	<p>Ensure all policies are fully implemented within the school</p>

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
Compliance	<p>Ensure requirements of DfE and ESFA are adhered to</p> <p>Check that all returns for provision of information are submitted by required dates</p> <p>Receive a report on website compliance from LGB (inline with DfE publication requirements)</p> <p>Ensure the Equality Duty is met</p>	<p>Submit all returns for provision of information to DfE and ESFA by required dates</p>	<p>Monitor that school website is compliant and report to board</p>	<p>Ensure school website is compliant and supports parents to help their child</p> <p>Ensure all returns for provision of information to DfE and ESFA are submitted by required dates</p>
Governance	<p>Review Governance effectiveness annually to identify areas of improvement</p> <p>Audit skills annually to identify training needs</p> <p>Review delegation function and committee structure annually, with a focus on membership</p>		<p>Review Governance effectiveness annually to identify areas of improvement</p> <p>Audit skills annually to identify training needs</p> <p>Report to the Board on effectiveness of governance arrangements</p>	
Risk Register	<p>Review at each full Board meeting</p> <p>Ensure individual Board</p>	<p>Establish register and put into place mitigating strategies</p> <p>Support the Board in the reviewing and rating of risks</p>	<p>Review termly</p> <p>Ensure individual LGB members are named to</p>	<p>Establish register and put into place mitigating strategies</p>

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
	members are named to monitor each medium/high risk		monitor each medium/high risk	Support the LGB and Board in the reviewing and rating of risks
EDUCATION				
Admissions	Approve admissions policy	Develop and propose admissions policy		Manage admissions decisions
Ofsted	Engage with Ofsted on Trust and school inspections Monitor progress against Ofsted areas for development Respond to Ofsted and other commissioned reports where necessary	Ensure that the Trust is prepared for inspection and manage the process. Support Directors, LGBs and Headteachers in individual School inspections Monitor progress against areas for improvement	Engage with Ofsted during inspection Support the Headteacher in responding to findings and monitor progress against areas for improvement	Ensure that the school is ready for inspection and manage the process with the support of the CEO Report on progress against areas for improvement
Monitoring	Monitor achievement by comparing with a range of Key Performance Indicators (KPIs) and benchmarking to bring about improvements in performance Undertake programme of Monitoring Visits Receive reports on the impact of PHSE, Collective worship, sex	Monitor and compare schools' performance with a range of Key Performance Indicators (KPIs) and benchmarking to bring about improvements, including that of: - Pupil premium pupils - pupils relative to their starting points - SEND pupils - attendance - pupils at risk of under	Review the school's DfE Performance Tables. Scrutinise and compare school data with national test results and benchmarks, including attainment and progress of SEND and Pupil Premium students Monitor impact of PSHE,	Conduct frequent, regular monitoring of the quality of education, pupil outcomes, and pupils' personal development, behaviour and welfare. Report findings to CEO and LGB

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
	and relationships education and SMSC	achievement Agree programme of Director Monitoring Visits	Collective worship, Sex and Relationships Education and report to CEO Monitor pupils SMSC development and report to CEO	
PERSONNEL				
Executive recruitment	Appoint the Executive	Participate as requested	Participate as requested	Participate as requested
CEO Performance Management & salary review	Performance manage the CEO	Provide timely reports on progress against objectives to the review panel		
Headteacher Performance Management & salary review	Participate in the performance management of the Headteachers with CEO Approve recommendations for pay review	Performance manage the Headteachers with LGB Chair and Director	Participate in the performance management of the Headteacher with CEO	Provide timely reports on progress against objectives to the review panel
FINANCE				
Financial Governance	Ensure General Annual Grant (GAG) is spent appropriately and outcomes are appropriate	Ensure that the financial responsibilities of the Board are correctly discharged Present financial information and	Monitor that the Trust's Whistleblowing policy is understood and is effective and encourage its use.	Ensure Trust's Whistleblowing policy is understood, and use encouraged.

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
	<p>Ensure additional funding (Pupil Premium, Sports Premium, High Needs Funding, Capital, Nursery funding, Recovery Premium) is spent appropriately and outcomes are appropriate</p> <p>Review each school's Finances regularly</p> <p>Ensure all company annual accounts and reporting requirements are met</p>	<p>reports to the Board of Board as required</p> <p>Ensure Trust's Whistleblowing policy is understood, and use encouraged</p> <p>Ensure Trust is in compliance with Academies' Financial Handbook</p> <p>Ensure additional funding is spent appropriately and outcomes are appropriate</p> <p>Follow Trust policy for signing and authorising payments over £10,000</p>	<p>Monitor that additional funding is spent effectively and outcomes are appropriate</p> <p>Follow Trust policy for signing and a</p> <p>Authorising payments</p>	<p>Ensure school is in compliance with Academies' Financial Handbook</p> <p>Ensure additional funding is spent appropriately and outcomes are appropriate</p> <p>Follow Trust policy for signing and authorising payments</p>
Budget Setting and Strategy	<p>Approve the budget plan for Trust and all schools to meet TIDP and SIDPs</p>	<p>Prepare the Trust central spend and schools' budgets and forecasts with the Headteachers and consult with the Director responsible for Finance</p> <p>Ensure school budgets are appropriate for each school's needs and meet the overall balanced budget for the Trust</p>	<p>Receive the final budget for comment prior to its approval by the Board</p>	<p>Prepare school budget with the COFO to present to the LGB and Board</p>

	BOARD OF TRUSTEES	CHIEF EXECUTIVE OFFICER (inc. Accounting Officer and Chief Finance Officer)	LOCAL Governing Body	HEADTEACHER
		Manage bids for all premises related funding		
External reporting	Ensure timely and accurate reporting	Submit timely forms and returns to DfE and ESFA Propose annual accounts for schools and Trust		Coordinate with the COFO to ensure school submissions are timely and accurate
Audit	Approve the Trust audit annually	Monitor audit findings and resolutions with Risk and Audit Committee Support schools in responding to audit findings	Monitor audit findings Review External Audit reports and comment on recommendations	Implement recommended corrective actions following audit
Internal Audit	Appoint internal auditors Ensure audit findings from each school are acted upon and closed	Prepare and validate the statutory accounts Scrutinise and monitor capital and revenue expenditure Monitor findings of internal audit and ensure recommendations are actioned		Provide the Trust Board reporting and internal audit information as required Report regularly to the LGB

Flight Multi Academy Trust

Board of Trustees - terms of reference for standing committees

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Mission Statement

To develop and nurture to the highest level the talents and aspirations of our children, our schools, and the wider Trust community.

“We are stronger together”

Procedures

Governance Professional

The Board of Trustees and all committees, including any local governing bodies (LGB) will all be supported by the Governance Professional.

Meeting Schedule

The Trustees are responsible for setting the meeting timetable for all governance meetings for the academic year. The Governance Professional to the Trustees will ensure that they are convened correctly and take place. The Governance Professionals to any LGBs are given a timeframe in which meetings must be arranged. There will be online summary reports completed at any LGB meeting which enables all meetings to interlink, which facilitates a reporting structure from bottom up and top down.

Meetings of the board and committees

Trustees’ and committee meetings are convened by the Governance Professional to the Trustees who takes directions from the Chair of the Trustees or the Chair of the Committee. In the absence of an appointed Governance Professional, the Chair of the Committee, in conjunction with the CEO/ Headteacher (for the LGB), will set the agenda and a member of the Committee, who is not a staff member, will be chosen to take minutes.

Notice of meetings

For all meetings, the Governance Professional must give each board/committee/LGB member written notice of a meeting, a copy of the agenda and any papers to be considered at the meeting at least five working days before the meeting. If the Chair of the board or committee considers that there are matters that demand urgent consideration, they can determine a shorter period of notice.

Voting

Every question to be decided at a committee meeting must be determined by a majority of votes of those Trustees or governors present and voting. If there is an equal number of votes, the Chair (or the person acting as chair), provided that they are a member of that committee, has a second (or casting) vote. The committee can only take a vote if the majority of those present are Trustees or governors appointed to that committee.

Minutes of Committee meetings

Minutes must be drawn up by the Governance Professional or the nominated minute taker and provisionally approved by the Chair for circulation. The minutes will be signed after formal approval at the next meeting of the committee. A copy of the agenda, signed minutes and reports or papers considered at the meeting must be made available for inspection to any interested person as soon as is reasonably practicable. Information relating to a named person or any other matter that the committee considers confidential does not have to be made available for inspection.

Full Board of Trustees

The constitution of the Board of Trustees is in accordance with Articles 50 to Article 58 of the Trust's Articles of Association.

Terms of Reference

Governance Procedures:

1. agree constitutional matters, including procedures where the Board of Trustees has discretion
2. hold at least six Board of Trustees meetings per year
3. appoint or remove the Chair and Vice Chair annually
4. appoint or remove a Governance Professional to the Board of Trustees and committees
5. establish the Committees of the Board of Trustees and agree their Terms of Reference
6. appoint or approve a Chair of any committee/LGB
7. suspend a Trustee or a member of an LGB
8. maintain and keep updated a file of pecuniary interest declarations
9. monitor the attendance of Trustees
10. decide which functions of the Board of Trustees will be delegated to Committees, groups, Local Governance Committee or individuals
11. appoint the auditors annually

Governance:

1. set, monitor and evaluate strategic priorities for the Trust
2. ensure the equality duty is met
3. approve changes to school structures
4. receive reports from any individual or Committee to whom a decision has been delegated and to consider if any further action by the Board of Trustees is necessary
5. approve the budget plan for the upcoming financial year
6. agree the level of funding required for central services as a percentage of each school's funding
7. receive reports on the effectiveness of local governance
8. ensure an effective response to Ofsted recommendations
9. agree a programme of Trustee Monitoring Visits
10. review and ensure good governance at Board and LGB levels
11. receive a report on website compliance from the school/s (in line with [*DfE publication requirements](#))
12. review the risk register at each full board meeting and ensure individual board members are named to monitor each medium/high risk.
13. Ensure that safeguarding policies and procedures are fully in place
14. Monitoring the arrangements for school visits in line with the Trust's policy and legal requirements
15. Ensuring that the CEO, Headteachers and an LGB chairs have appropriate safeguarding and Safer Recruitment training.

At all times the Board of Trustees must be conscious of, and have due regard to, the fact that one there us a school in the MAT which is a Church of England Foundation school. The commitment by the Trustees to retaining and recognising this distinct characteristic is reflected in the Articles of Association and in this document. In the case of any faith schools the Board will ensure that any prospective Headteacher will foster and promote the ethos of that faith.

In addition:

1. Safeguarding remit

- Ensure the safety, wellbeing, and good progress of all pupils
2. Reviewing potential risks to the Trust through the Risk Register and reporting to the Full Board

Quorum: Half of the appointed Trustees (rounded up to the nearest whole number)

Frequency of meetings: six meetings per year - as and when required

Delegation of the Board of Trustees' Functions

A decision about the delegation of Board of Trustees functions has been taken in the light of:

- The requirement for the Board of Trustees to fulfil a largely strategic function
- The responsibility of each Headteacher and SLT for the internal leadership, management and organisation of their school
- The requirement for the CEO and Headteachers to comply with any legal and reasonable direction of the Board of Trustees in carrying out a function delegated by the Board of Trustees.
- The requirement to ensure that the Local Governance Committees are responsible for ensuring that the strategic objectives are delivered in the local setting.

The Board of Trustees has delegated its functions to two types of Committee, Standing and Ad Hoc, and to the CEO, the Local Governance Committees and the Headteachers in accordance with the following structure and Terms of Reference.

The individual Committees are responsible for the functions that have been delegated to them by the full Board of Trustees and operate under their own terms of reference.

The Board of Trustees will review the establishment, terms of reference, constitution and membership of Committees at least once a year.

Each Committee must have a Chair who will be elected by the Committee and then confirmed at the following full Board meeting to serve a term of one year.

Standing Committees

There are three standing Committees, each Committee will elect a Chair annually. They are

1. **Outcomes and Provision Committee** – incorporating standards and achievement, quality of education/curriculum, behaviour, children's welfare/wellbeing, inclusion and EYFS.
2. **Resources**– incorporating personnel, including staff wellbeing, succession planning, estates, premises, health and safety
3. **The Finance Risk and Audit Committee** – incorporating finance, business strategy, resources risk registers, internal controls, internal and external audit.

These Committees are the routine Committees through which the work of the Board of Trustees is accomplished. They meet regularly, as decided by the full Board of Trustees, and their meeting dates are published in advance. They may be called to an emergency meeting by either the Chair or Vice Chair of the Board of Trustees or the Chair of the respective committee. It is incumbent on the Board of Trustees to ensure that these obligations are met.

Committee Membership: At least 3 Trustees, plus the CEO in attendance. Headteachers and other senior members of staff responsible for specific areas may be asked to attend meetings to discuss with, report to or advise the committee on issues pertinent to their roles within the school. Only trustees will have voting rights.

Policies. The delegation level for all policies approved and monitored by the board or committees are shown in the trust policy review schedule which is updated annually

Outcome and Provision Committee - Terms of Reference

Remit: Ensuring that the Trust schools provide a quality of education that meets the needs of all pupils and enables them to achieve their best, by monitoring:

1. How well pupils make progress relative to their starting points and targets
2. The standards attained by pupils by the time they leave school
3. How well differences are diminishing between the performance of different groups of pupils, with a particular focus on gender and disadvantage/pupil premium
4. How well pupils learn and the quality of their work (through external monitoring reports)
5. The extent to which pupils develop reading, writing, communication and mathematical skills
6. The implementation and impact of the Trust's Assessment Policy
7. The curriculum offer in the light of **statutory** requirements, the achievement profile of pupils and good practice in similar schools nationally
8. Trust processes for improving the Quality of Education
9. The quality of education for pupils with SEND
10. Equality of opportunity for all pupils within the schools' curriculum offer
11. Whether all schools effectively promote pupils' Spiritual, Moral, Social and Cultural development (SMSC) including reviewing the LGB monitoring of PSHE, collective worship, relationships and sex education and the provision of enrichment activities
12. Behaviour and bullying incidents across the trust
13. Evidence to ensure that effective provision and arrangements are in place for Section 48 inspections (via the Ethos Committee at FMJS)
14. Pupil attendance and ensuring arrangements meet statutory requirements
15. All exclusions and ensuring that the provision for excluded pupils meets statutory requirements
16. That procedures are in place for statutory reporting to parents and for systematically seeking and considering their views
17. The use of Sports Premium and impact report
18. The impact of pupil premium strategies
19. That statutory requirements in relation to LAC and PLAC have been met
20. Progress against Ofsted areas for development.

In addition:

1. Safeguarding remit
 - Monitor attendance/exclusions of vulnerable pupils.
 - Ensure the good progress of all pupils
2. Reviewing potential risks to the Trust through the Risk Register and reporting to the Full Board

Quorum: Three appointed Committee members.

Frequency of meetings: four meetings per year and as and when required.

Resources Committee - Terms of Reference

Personnel Remit: To observe all **statutory** and contractual obligations related to the Employment and Appraisal of Staff by:

1. Monitoring of contracts of employment and staffing for compliance with the Trust's policies
2. Ensuring the selection and screening of staff complies with all regulations and good practice guidance
3. Monitoring the Trust and Schools' procedures for staff continual professional development and wellbeing
4. Approving any proposed changes to a school's senior leadership structure (any on leadership pay spine)
5. Receive report on *statutory [gender pay gap](#) information ahead of publication (where required)
6. Review staff appraisal arrangements
7. Annual review of staff absence data
8. Monitoring and receiving the use of all policies approved by the committee.

Premises remit

1. Raising the profile and the importance of the built environment and its link to educational achievement.
2. Considering the need for improvement/extension projects in order to enhance the delivery of the curriculum or to provide for increasing numbers of pupils
3. Overseeing the regular inspection of all premises to ensure Health and Safety compliance and implementation of a programme of repairs and maintenance work, taking into account the Asset Management Plan.
4. Monitoring that the schools have Accessibility Plans in place
5. Review information demonstrating compliance with the [Public Sector Equality Duty](#) annually and publish equality objectives at least every four years
6. Monitoring the Trust (and each school's) emergency policy and procedures (Business Continuity Plan)
7. Responding to external inspection reports and delegating actions as far as required to either the Executive or school Senior Leadership Team
8. Ensuring the insurance in place is appropriate for the needs of the estates and asset management plans

In addition:

1. Safeguarding remit
 - Ensure that there are appropriate resources and personnel available to ensure that our pupils and staff are safeguarded
 - Ensure that the appropriate checks are undertaken during recruitment.
2. Reviewing potential risks to the Trust through the Risk Register and report to the Full Board
3. Safeguarding remit
 - Issues which relate to the fabric of the buildings, equipment and grounds
4. Reviewing potential risks to the Trust through the Risk Register and report to the Full Board

Quorum: Half Committee membership (rounded up to a full number) or minimum of three appointed Committee members whichever is greater.

Frequency of meetings: three meetings per year and as and when required.

Finance, Risk and Audit Committee - Terms of Reference

Finance Remit: To have a strategic overview of the Trust's financial performance and to ensure compliance with the terms of the Funding Agreement, drawing any matters of concern to the attention of the Full Board by:

1. Ensuring that draft school budgets are prepared by the COFO with the schools based on priorities in the school and Trust's Strategic Plans to present to the Board of Trustees for adoption.
2. Review the *three-year budget forecast return (to be submitted to ESFA alongside budget)
3. Ensuring all company annual accounts and **statutory** reporting requirements are met.
4. Receive regular reports on each school's finances and share concerns with full board.
5. Determining the financial delegation to be made to the Trust's CEO, Chief Operations and Financial Officer and Headteachers
6. Ensuring that systems are in place to ensure the financial implications of staffing decisions are explicitly identified, understood, budgeted for and that any significant unbudgeted items are pre-approved by the Committee
7. Considering financial implications of recommendations by the CEO and Headteachers (costs exceeding £30k)
8. Ensuring that the funding formula delivers funding to each school according to the ESFA/DfE entitlement
9. Recommend to the Board the level of funding required for central services as a percentage of each school's funding
10. Considering any exceptional costs that may require a form of pooled funding to meet individual school needs
11. Review the [schools resource management self-assessment checklist](#) (SRMSAC)
12. Receive and evaluate [financial benchmarking data](#)
13. Ensure investments are made in line with trust policy and the academies Trust Handbook
14. Authorise write-off from £1,000 to £45,000

Audit Remit: Monitoring the overall risk management framework, the financial reporting processes, the compliance processes, the performance of auditors and overseeing the audit program by:

1. Appointing or recommending an internal auditor on behalf of the Board
2. Receiving, considering and responding to regular reports from the Internal Auditor on effectiveness of internal controls
3. Recommending to the Full Board the appointment or reappointment of internal and external auditors and giving recommendations on costs
4. Reviewing the findings of the external auditors and agreeing an action plan as required
5. Reviewing and considering the auditor's management letter ensuring it is based on a good understanding of the Trust and establishing whether any recommendations have been acted upon
6. Producing an annual report of the committee's conclusions to the trustees and members
7. Reviewing GDPR compliance and DPO monitoring
8. Fully reviewing, on an annual basis, the risks faced by the Trust and to challenge and approve the Risk Register

In addition:

1. Safeguarding remit
 - Ensure that other committees are monitoring risk robustly
2. Reviewing potential risks to the Trust through the Risk Register and report to the Full Board

Frequency of meetings: Three meetings per year and as and when required.

Quorum: Three Trustees appointed to this committee.

Other The Accounting Officer, and other members of the Trust's staff may be invited to attend all but not for the audit part of the meeting and will have no voting rights. The Chair of the Board cannot chair this committee.

Articles of Association FMAT 2021_extract

[14th December 2021]

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

FLIGHT MULTI ACADEMY TRUST

Academy Trust name and registered office

1. The company's name is Flight Multi Academy Trust (and in this document it is called “**the Academy Trust**”).
2. The Academy Trust’s registered office is to be situated in England and Wales.

Members

3. The Members of the Academy Trust⁵ shall comprise:
 - a. the signatories to the Memorandum which shall include Flight/Ag Foghlaim Le Cheile, an Irish company registered by guarantee with registered company number IE286202 and charity number CHY 11816 referred to in this document as “Flight”.
 - b. up to five person(s) who may be appointed by Flight and
 - c. any person appointed under Article 15A

provided that at any time the minimum number of Members shall not be less than three.

12A. An employee of the Academy Trust cannot be a Member of the Academy Trust

12B. There must be a majority of Members who are not also Trustees.

Trustees

42. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of twelve.

43. Subject to Articles 48-49 and 53, the Academy Trust shall have the following Trustees:

a. up to 8 Trustees, appointed under Article 50; [and]

b. [up to 4 Trustees appointed by Flight and

c. a minimum of two Parent Trustees elected or appointed under Articles 53- 56 in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

44. The Academy Trust may also have any Co-opted Trustee appointed under Article 58.

45. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

46. Future Trustees shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Trustee to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

Appointment of Trustees

47. The Members may appoint by ordinary resolution up to 8 Trustees.
- 50A. Flight may appoint Trustees through such process as it may determine].
- 50B. The total number of Trustees including the [Chief Executive Officer if they so choose to act as Trustee under Article 57 who are employees of the Academy Trust shall not exceed one third of the total number of Trustees.

(Whilst the members can decide whether to appoint the trust's CEO/Principal as a trustee, the Department's strong preference is for no other employees to serve as trustees in order to retain clear lines of accountability through the trust's single executive leader)

Parent Trustees

50. In circumstances where the Trustees have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100a or if no provision is made for at least two Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Trustees and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

Election of Parent Trustees and Parent Local Governors

51. Parent Trustees and Parent Local Governors shall be elected or, if the number of Parents standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Trustees from time to time). The elected or appointed Parent Trustees must be a Parent of a registered pupil at one or more of the Academies at the time when they are elected or appointed. The elected (or, if the number of Parents standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a Parent of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when they are elected or appointed.

- 54A. The number of Parent Trustees and Parent Local Governors required shall be made up by Parent Trustees and Parent Local Governors appointed by the Trustees if the number of Parents standing for election is less than the number of vacancies.
52. The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Trustees or Parent Local Governors, including term dates and any question of whether a person is a Parent of a registered pupil at one of the Academies. Any election of the Parent Trustees or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any Parent of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.
54. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee.⁷

Co-opted Trustees

Members should carefully consider the benefits and risks of appointing the CEO/ Principal as a trustee, seeking evidence to support their decisions. Any CEO/Principal serving as trustee should be excluded from discussions about salary and performance and others where there may be a conflict of interest. In accordance with their charitable duties, trustees must exercise independent judgement at all times, challenge proposals and seek evidence from a range of sources to support robust decision-making.

55. The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of trustees including the Chief Executive Officer to the extent they are a Trustee.

Term of office

64. The term of office for any Trustee shall be four years, save that:
- a. This time limit shall not apply to any post which is held ex officio.
 - b. The term of office may be shorter than four years for any Trustee except for Parent Trustees, if the Members (or in the case of a Co-opted Trustee, the Trustees) determine this at the time of appointment of such Trustee.

Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.

Resignation and removal

65. A Trustee may resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).
66. A Trustee may be removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.
67. Either the Trustee resigning, or those removing the Trustee shall give written notice thereof to the Governance Professional.

Governance Professional to the Trustees

81. The Trustees must appoint a Governance Professional. The Governance Professional shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Governance Professional so appointed may be removed by them. The Governance Professional shall not be a Trustee, or the Chief Executive Officer.

Notwithstanding this Article, the Trustees may, where the Governance Professional fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting. The Governance Professional may, but need not be, the appointed company secretary of the Academy Trust.

Chair and Vice-Chair of the Trustees

82. The Trustees shall each school year elect a Chair and a Vice-Chair from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair.
83. Subject to Article 84, the Chair or Vice-Chair shall hold office as such until a successor has been elected in accordance with Article 85.
84. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Governance Professional. The Chair or Vice-Chair shall cease to hold office if they:
- a. cease to be a Trustee;
 - b. are employed by the Academy Trust;
 - c. are removed from office in accordance with these Articles; or
 - d. in the case of the Vice-Chair, they are elected in accordance with these Articles to fill a vacancy in the office of Chair.
85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of Chair or Vice-Chair, the Trustees shall at their next meeting elect one of their number to fill that vacancy.
86. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.

90. The Trustees may remove the Chair or Vice-Chair from office in accordance with these Articles.

Powers of the Trustees

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

Conflicts of interest

97. Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must be absent from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
98. For the purpose of Article 97, a Trustee has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6.5-6.8A.

The minutes

99. The minutes of the proceedings of a meeting of the Trustees shall be recorded and kept for the purpose by the person acting as Governance Professional for the purposes of the

meeting; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chair thereof.

Delegation

105. The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body) , the[Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.

Proceedings at Trustee meetings

108. Subject to these Articles, the Trustees may regulate their proceedings as they think fit.
109. The Trustees shall hold at least three meetings in every school year. Meetings of the Trustees shall be convened by the Governance Professional. In exercising the functions under this Article the Governance Professional shall comply with any direction:
- a. given by the Trustees; or
 - b. given by the Chair, or in their absence, the Vice-Chair, so far as such direction is not inconsistent with any direction given as mentioned in (a).
110. Any three Trustees may, by notice in writing given to the Governance Professional, requisition a meeting of the Trustees; and it shall be the duty of the Governance Professional to convene such a meeting as soon as is reasonably practicable.
111. Each Trustee shall be given at least seven clear days before the date of a meeting:
- a. notice in writing thereof by the Governance Professional, and sent to each Trustee at the address provided by each Trustee from time to time; and
 - b. a copy of the agenda for the meeting, provided that where the Chair or, in their absence, the Vice-Chair, so determines on the ground that there are matters demanding urgent

consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

Quorum for Trustee meetings

117. Subject to Article 119, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
118. The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
119. The quorum for the purposes of:
- a. any vote on the removal of a Trustee in accordance with Article 66; and
 - b. any vote on the removal of the Chair of the Trustees in accordance with Article 90, shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.

Voting at Trustee meetings

120. Subject to these Articles, every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote.
121. Subject to Articles 117-119, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.
122. The proceedings of the Trustees shall not be invalidated by:

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Trustee.

123. A resolution in writing, which includes a resolution in electronic form, signed by all the Trustees entitled to receive notice of and vote at a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or authenticated by one or more of the Trustees.

Code-of-conduct-FMAT

We will abide by the Seven Nolan Principles of Public Life:

Selflessness

We will act solely in terms of the public interest.

Integrity

We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work.

We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

Objectivity

We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

Openness

We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

We will be truthful.

Leadership

We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

We will apply the highest standards and will:

- act within our powers
- promote the success of the trust
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare interest in proposed transactions or arrangements

We will focus on our core purpose:

- strategic leadership: defining a vision, fostering a culture and championing the strategy
- accountability and assurance: providing robust and effective oversight of operations and performance
- engagement: strategic oversight of relationships with stakeholders

As individuals, we agree to:

Fulfil our role & responsibilities

1. We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our **scheme of delegation**.
3. We will develop, share and live the ethos and values of our trust.
4. We agree to adhere to trust policies and procedures.
5. We shall fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.

6. We will work collectively for the benefit of the trust.
7. We will be candid but constructive and respectful when holding senior leaders to account.
8. We will consider how our decisions may affect the trust and local community.
9. We will stand by the decisions that we make as a collective.
10. Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
11. We will only speak or act on behalf of the trust board if we have the authority to do so.
12. We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
13. When making or responding to complaints, we will follow the established procedures.
14. We will strive to uphold the trust's reputation in our private communications (including on social media).
15. We will have regard to our responsibilities under [The Equality Act](#) and will work to advance equality of opportunity for all.

Demonstrate our commitment to the role

1. We will involve ourselves actively in the work of the board and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the school/s well and welcome opportunities to be involved in school activities.
5. We will visit the school/s and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
6. When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
7. We will participate in induction training, prioritise training in required areas (such as safeguarding) and commit to developing our individual and collective skills and knowledge on an ongoing basis.

Build and maintain relationships

1. We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
2. We will engage with and be accountable to those governing at local level.
3. We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.
4. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
5. We will work to create an inclusive environment where each board member's contributions are valued equally.

6. We will support the chair in their role of leading the board and ensuring appropriate conduct.

Respect confidentiality

1. We will observe complete confidentiality both inside and outside of the trust when matters are deemed confidential or where they concern individual staff, pupils or families.
2. We will not reveal the details of any governing board vote.
3. We will ensure all confidential papers are held and disposed of appropriately.
4. We will maintain confidentiality even after we leave office.

Declare conflicts of interest and be transparent

1. We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the [register of business interests](#).
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
4. We accept that the Register of Business Interests will be published on the trust's website.
5. We will act as a trustee/academy committee member, not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the trust board, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing us will be published on the trust website.
7. We accept that information relating to board members will be collected and recorded on the DfE's national database (Get information about schools – GAIS), some of which will be publicly available.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.

Adopted by: Flight Multi Academy Trust Board on 9th October 2023

Annual governance planner

For single and multi academy trust boards

Reviewed June 2024

This annual planner includes statutory and required activity as well as best practice recommendations. It is designed to help chairs and school/trust leaders construct meeting agendas alongside their governance professional.

We expect that some of this activity will be delegated to committees of the trust board and local academy committees. The planner is not exhaustive and should be adapted to reflect delegation arrangements. It should also align with the [policy review schedule](#) for the trust.

*Statutory expectations are highlighted.

Area of focus	Autumn	Spring	Summer
Strategy and compliance	<ul style="list-style-type: none"> *consult on any proposed changes or consult on the admissions arrangements if it has not been changed for seven years (in accordance with the timelines stipulated in the Code) 	<ul style="list-style-type: none"> *publish admissions arrangements for next offer year on the academy/trust website 	<ul style="list-style-type: none"> undertake annual strategy review review compliance with minimum expectation on length of school week

Area of focus	Autumn	Spring	Summer
Accountability	<ul style="list-style-type: none"> • *conduct the CEO's performance management and pay review • *review staff appraisal arrangements • *review safeguarding arrangements and procedures • review draft *pupil premium strategy statement • primary schools: review *PE and sport premium spending and impact report • evaluate pupil outcomes using relevant performance data from the previous academic year • *review and approve special educational needs information report ahead of publication 	<ul style="list-style-type: none"> • *review information demonstrating compliance with the Public Sector Equality Duty annually and publish equality objectives at least every four years • receive a report on website compliance (in line with *DfE publication requirements) 	<ul style="list-style-type: none"> • annual review of pupil exclusions data • annual review of pupil attendance data • annual review of staff attendance
Financial & resource oversight	<ul style="list-style-type: none"> • receive report on *statutory gender pay gap information ahead of publication (where required) • approve the *annual accounts and recommend the appointment/reappointment of auditors to members • review estates management strategy and plans 	<ul style="list-style-type: none"> • review and agree any staffing structure changes • *complete the schools resource management self-assessment checklist (SRMSAC) • receive and evaluate financial benchmarking data 	<ul style="list-style-type: none"> • *approve the budget for the next financial year • review the *three-year budget forecast return (to be submitted to ESFA alongside budget)

Area of focus	Autumn	Spring	Summer
Stakeholder engagement	<ul style="list-style-type: none"> evaluate communication methods with academy committees (local governing bodies) and other stakeholders 	<ul style="list-style-type: none"> receive report on community engagement 	<ul style="list-style-type: none"> review overview of stakeholder feedback (such as pupil voice, staff survey results, parent feedback and academy committee feedback)
Governance procedures & effectiveness	<ul style="list-style-type: none"> *elect chair, vice chair and committee chairs and agree their term of office review and *publish trustee attendance at meetings for the previous academic year review committee structure, membership and terms of reference conduct evaluation of trust board diversity review and adopt a code of conduct undertake a skills audit and agree board development priorities agree clerking arrangements 	<ul style="list-style-type: none"> annual review of articles of association annual appraisal of governance professional *review careers programme (statutory requirements for secondary schools) 	<ul style="list-style-type: none"> conduct trust board self-evaluation annual review of chair and individual governor contributions annual review of the scheme of delegation set meeting and AGM dates for the next academic year agree a schedule of trustee governance visits assign/review link trustee roles

Ongoing tasks

- review and approve policies in accordance with your [policy review cycle](#)
- receive the [CEO's report](#) of progress against strategic priorities and the development plan (as well as reports from other members of the trust's central team)
- *ensure [management accounts](#) are shared with the chair of trustees every month and with the board six times a year
- *ensure [Get Information About Schools](#) (GIAS) and academy/trust websites are up to date with [required information](#) relating to governance and trust staff
- *ensure [Companies House](#) is updated with trust board membership
- *review and update the trust's [risk register](#)
- *approve and retain trust board [meeting minutes](#) (and make available)
- *ensure that the published [register of pecuniary interests](#) is maintained and kept up to date at all times
- organise [induction for new trustees](#)
- ensure *[DBS & section 128 checks](#) (and any other required checks) are carried out for new board members
- conduct [governance visits](#) in line with the agreed schedule
- monitor [pupil and staff wellbeing](#)
- monitor [provision for pupils with special educational needs and disabilities \(SEND\)](#)
- monitor board membership (terms of office coming to an end and vacancies)
- monitor and maintain trustee training and development
- [succession planning](#): engage in team building and conversations that support effective and continuing governance

Transcript extract from FMAT Trust Board Meeting

*(*for in session activity – you do not need to read it in advance of the session)*

Start of transcript.

Pat (Chair) Thank you Noncia for providing the board with the new risk register and thank you everyone all for your questions sent in advance via the portal and for your responses Noncia. Were there any further questions? No? OK then **Sarah** (governance professional) could you include the questions and responses with the minutes? Thanks. As everyone is hopefully aware, the terms of reference set out that we will have named trustees to monitor the medium/high risk items.

There are 3 'red' areas which are (5) funding cuts jeopardising the quality of provision in the Trust and causing our schools financial difficulties, (9) failure to grow the trust in line with our projections in our strategy and (10) losing quality staff due to the new schools that have opened in the area. I was going to suggest we just focus on these today and ask the Finance, Audit and Risk committee to agree how to monitor the medium risk areas. Is everyone OK with that?

(Everyone nods heads in agreement)

Pat. So who can take on (5) the funding risk?

Jacqui. I won't be offering to take on any of them as I will be stepping down soon.

Pat. Yes of course that's fine Jacqui. Selena, you monitored this area last year – would you be happy to continue?

Selena. Yes, I'll keep that one as I feel I have my head around it now – took me a while!

Pat. If everyone is happy, I will do (9) as I am having ongoing conversations with potential new schools, with Noncia so will be able to provide evidence on what is being done to mitigate this. Unless anyone else has a burning desire to do it?

(Everyone shakes heads!)

Pat. So that just leaves (10) the threat posed by the new schools on our current staffing.

Noncia. (CEO) I can do that!

Pat. Ah thank you Noncia, but it needs to be a trustee.

Tom. Put me down for it, Pat.

Pat. Thank you Tom. Noncia please would you update the register to include me, Selena and Tom as the monitoring trustees? By the end of the week? Is that OK?

Noncia. Yes, will do.

End of transcript.

3. PowerPoint slide set

NGA
For Schools & Trusts

Clerking essentials: a practical introductory programme for clerks

Session 3: Running your first meeting – trust board

 **Please note:** this session is being recorded by the facilitator and will be made available to you and participants who were unable to attend for a limited time afterwards.

nga.org.uk

Workshop protocols and tips - reminder

```
graph TD; A[Please participate fully] --- B[Asking questions]; A --- C[Phones/ devices on silent]; B --- D[Confidentiality]; C --- E[Come prepared]; D --- F[Breakout room protocols]; E --- F;
```

The diagram is a circular mind map with six nodes connected by lines. The nodes are: 'Please participate fully' (top, red), 'Asking questions' (top-left, orange), 'Phones/ devices on silent' (top-right, blue), 'Confidentiality' (bottom-left, blue), 'Come prepared' (bottom-right, orange), and 'Breakout room protocols' (bottom, red).

NGA
For Schools & Trusts

An outline of today's workshop

Today we will look at practical ways and useful tips on how to

- work with your chair and central team to arrange a trust board meeting
- use your trust board's constitutional and internal governance documents whilst complying with the Academy Trust Handbook and DfE Governance Guide
- advise on trust board decision making and quorums
- help manage conflicts of interest
- support the election, appointment and retirement of trustees and chair
- minute a governing body meeting
- keep necessary trust board records
- help meet information publication requirements

We will be using the documents and tasks that were provided prior to the workshop

The case study

- Throughout this session you will use the FMAT case study to provide some realistic context
- The case study assumes that you are the new governance professional for a trust board coming up to its first board meeting of the academic year
- Using the case study facts and documents and working alone and in groups you will work through the three stages **pre meeting**, **meeting** and **post meeting** completing activities and providing advice that you might expect in practice

Tips

Case study facts

Will summarise the facts and circumstances on which the activity is based

Activity

Explains the questions and tasks you are asked to complete

What professional skills will you be using?



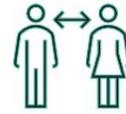
document analysis



research



problem solving



relationship building



planning



drafting and writing



advice & guidance



communication

1. Setting up your first trust board meeting.

- Agenda creation and who to work with
- What items to include
- Accompanying paperwork and late paperwork
- Convening the meeting



Governance works through a schedule of meetings

Before we look at your first meeting, let's consider what might impact on the timing of trust board meetings

- **The school calendar** – term time only, school hours
 - **Set timeframes**, for example, data drops and exam timings for the schools within the trust, budget setting and auditing timelines
 - **Availability** – of key people ie CEO, governance professional, chair
- Forward planning is key – consider when to set dates and what needs to be discussed when – annual calendar of meetings/ governance planners etc

Case study

In the previous clerk's handover note, you were told that the meeting dates for all levels of governance still needed to be fixed for the year and the CEO would need to liaise with you on this .

Group activity

For what type of meetings do you think dates will need to be set?

Which meetings do you think you might need to clerk?



Planning your first agenda

Case study

In her handover email, Manisha told you where to find the information you need for the next agenda.

Group activity

Using this list consider

1. When you might want to get the draft agenda out and to whom and who contributes to this.
2. Anything else that was included in Manisha's email that you think needs to be addressed at this meeting.
3. How might you order and word the agenda items (thinking about the purpose of the item and what needs to be done or achieved.
4. Which papers might accompany each agenda item.



Supporting the board to follow correct procedures

Case study

Manisha mentioned in her handover email that Jacqui would be stepping down in November. Jacqui currently holds the positions of

- Vice chair of the board of trustees and
- Chair of the Finance, Audit and Risk Committee

Group activity

In your groups and using the research you undertook as part of the pre-session work, identify which of the actions on the next slide would be appropriate (you may choose more than one)



Supporting the board to follow correct procedures

Go to
Poll # 1

Which of the following would be appropriate actions (you may choose more than one):

- A. Circulate nomination forms for just the vice chair as Pat has said that he is happy to stand again so you do not need to ask for any other nominations
- B. Circulate nomination forms for the position of chair and vice chair.
- C. Suggest to Pat that he could be the chair to the Finance, Audit and Risk Committee as he is on that committee already.
- D. Advise that Pat, if re-elected as Chair, cannot be the chair to the Finance, Risk and Audit Committee and why.
- E. None of the above.

Working with the whole board and following correct procedures

Group activity

Following on from the poll and referring to any information from your session pre-work research...

1. Where would you have found the information about the frequency and process for the election of chair and vice chair?
2. Where did you find the information around the chairing of the Finance, Risk and Audit Committee?
3. What might happen if the board does not meet its compliancy requirements with regards to its committees?



Convening the meeting - advance paperwork

Case study

For this first meeting, you think the agenda needs to be sent out 7 days in advance. However, Noncia, the CEO, is running behind with her paperwork and has said it will not all be ready by then and told you she will need to change the date of the meeting.

Group activity

In your groups consider

1. Should the CEO change the date of the meeting without consulting with the board of trustees and what other solutions you could propose in this situation?
2. Whose responsibility do you think it is for all the papers to go out on time?
3. What could you do to help to avoid papers coming out late in future?



Governor vacancies

Case study

In her email, Manisha asked you to find out information on FMAT's constitution and vacancies for the potential new trustee Otto.

Group activity

1. Where did you find this information for FMAT?
2. Do you think Otto should be co-opted by the trustees or member appointed - so you can word your agenda correctly
3. Do you have any questions about the difference between the two ways that trustees can be appointed
4. Which document contains the official constitution?

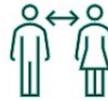


2. At the meeting .

- The room set up and who's who
- Late paperwork
- Decision taking
- Election of the chair and vice chair
- Managing conflicts of interest
- Note taking



Getting to know the governors



Case study

Your first board meeting is coming up in two week's time.

So far, you have only met Pat, the chair of trustees and Noncia, the CEO. The board of trustees has 8 trustees in post. The CEO will attend the whole meeting and the headteacher from Brambles Academy for some of the meeting.

Activity

Consider the two questions on the right and

1. why these questions are important
2. if and how this provides an opportunity for you to demonstrate your professionalism
3. how you might help manage things to facilitate an effective board meeting
4. what a sensible room placement would look like

Who's who and role?

Who has voting rights?

Getting the room right

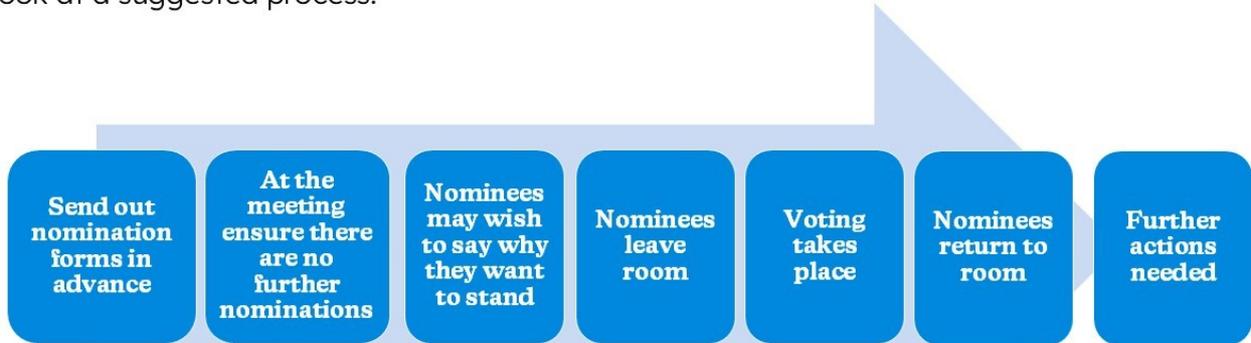
You arrive at 4.30pm for the meeting at 5pm and the room booked looks like this. There is an EXAM IN PROGRESS notice on the door.

What would you do?



During the meeting - procedures

It's time to elect the chair and vice chair for the FMAT trust board. Let's have a practical look at a suggested process.



If you have NGA membership, see the election guidance for an academy trust [Academy trusts chair election guidance and procedure](#)

Election of the Chair and Vice Chair

Case Study

No nominations for chair or vice chair have been received.

Activity

Using the poll, how would you advise the situation be resolved?

1. Suggest the board postpones the election of chair and vice chair to the next meeting while trustees consider the roles.
2. Ask for nominations at the meeting.
3. Suggest the previous chair, Pat, just continues as chair and just ask for vice chair nominations.
4. If no-one comes forward as chair, ask trustees to agree a chair for the meeting
5. None of the above.

Go to
Poll #2



How to manage a conflict of interest during the meeting



Case study

At the meeting, it becomes apparent that John, one of the trustees has recently joined Osci plc a company that FMAT uses extensively for IT products and support services across all of the schools.

Group activity

1. Does John need to declare this new business relationship?
2. How might any potential conflict be avoided when it comes to deciding on committee membership?
3. What would you advise if procurement from Osci plc did come up on the agenda of any meeting that John was attending?

Note: you may wish to refer to the FMAT Code of Conduct and/or Academy Trust Handbook for this question



Collective decision making

Case Study

The CEO brings up an important decision that is needed around central team staffing under AOB. The meeting is running over time. A trustee who previously governed in a maintained school suggests that the chair just uses their chair's action to agree this outside of the meeting.

Group activity

As clerk what do you understand about Chair's action in academy trusts and what would you do in this situation?

For FMAT, you will find this in the FMAT Articles of Association 105. How might you support the board to avoid this happening again?



The meeting - recording decisions

Case Study

There are a number of decisions which need to be made at the first meeting. From Manisha's email and a conversation with Pat you get the feeling that there may be a level of disagreement between trustees.

Group activity

1. Looking at the agenda items can you identify all those things for which you will need to record where a decision has been made.
2. If, at the meeting, not all the trustees are in agreement in relation to any decision, how would you advise that this is dealt with in the meeting?
3. What if half are in favour of a decision and half against – how can this be resolved?
4. How would you record the decisions in your minutes?



The meeting - making your notes

Remember, when you are at the meeting you are not taking minutes, you are taking notes. You will have watched the module “How to: minute a meeting effectively”. This set out what must/should be captured in the minutes and what should not be recorded.

When you are new to clerking, it can be tempting to try and write down every word. However, this is likely to result in the final product being a verbatim record *rather than a summarized record of the meeting capturing key points*.

Let's have a look a few key skills you may need to develop to help you produce good notes leading to a robust set of minutes

Preparation

Active listening

Summarising

Attention to detail



The meeting – making your notes

Case Study

In the FMAT case study materials you were provided with a short transcript from the first meeting.

Group activity

Using the notes extract from the FMAT trust board meeting, consider and agree as a group what information you would need to capture in your notes for inclusion in the minutes.



3. After the meeting



Meeting review

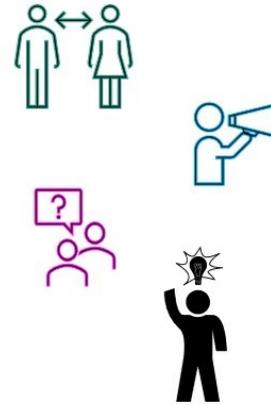
Case Study

As this was your first meeting with the trust board, it might be helpful to meet with the chair (this could be online) to discuss how the meeting went. You did notice that the discussions tended to drag on as the trustees were all quite vocal and wanted to debate everything. It was also clear from the questions asked that the paperwork had not always been read thoroughly

Group activity

In your groups, considering all the information you have been given, what sort of things might you wish to discuss with the chair and how might you want to approach the conversation

Reviewing meetings



The minutes

Case Study

There is a process to follow after a board meeting. After this first meeting with FMAT you will need to draft a set of minutes from the meeting, which will need to be provisionally approved before the next meeting

Group activity

1. Who should you send the minutes to and by when?
2. What happens to the minutes once they have been provisionally approved and when do other trustees get to see them?
3. How might you ensure that all those attending - and not attending - are aware of their actions?
4. Who is responsible for formally approving the minutes?

The unresponsive Chair



Post meeting actions for the clerk to consider

Case Study

After this first meeting, as well as reviewing the meeting and producing and circulating the minutes there will be other actions you need to carry out as the governance professional.

Group activity

Try and think of at least 3 actions you will need to take following on from this meeting. It might be useful to consider the following areas

1. Changes to board membership/ responsibilities
2. Updating governance records
3. Publishing requirements



Post meeting - scenario

Case Study

At the meeting, it was suggested that a working party, which would include the chair, undertake an internal review of governance as this had not been done for a while.

After the meeting, Noncia the CEO emails you and the chair suggesting that she undertakes the review instead, as the chair is so busy.

Group activity

Where will you find the information in the trusts internal governance documents on who can do what in terms of delegated decision making in the trust?

Is this a decision that the CEO can make?



In this session you have used and applied

Internal governance documentation

- Membership information
- Scheme of Delegation
- Terms of Reference – Full Trustees and Committees
- FMAT Articles of Association
- Code of Conduct
- Annual Governance Planner

External regulation

- Academy Trust Handbook
- Academy Trust Governance Guide



document analysis



planning



problem solving



relationship building



communication



research



clerking skills



drafting and writing



advice & guidance

Next steps

Well done, you have now completed the Clerking Essentials programme - we hope that you have enjoyed it and found it helpful and wish you good luck in your clerking career.

Please ensure that you now take time to

1. Reflect upon your learning on the programme and consider how you will apply this to your clerking practice
2. Check that you have completed your e-learning to be eligible for the Certificate confirming your successful completion of the Clerking Essentials Programme

Looking ahead to your clerking practice and continuing support, we would recommend that you consider the Level 3 programme, the [Level 3 Certificate in the Clerking of School and Academy Governing Boards](#)

