



## NASAT

### Governance plan and scheme of delegation

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## Contents

<b>1. Introduction .....</b>	<b>5</b>
The way it works .....	5
The NAS Academies Trust Board .....	7
The Accounting Officer (AO) .....	7
The Managing Director (MD) .....	7
Local Governing Body constitution.....	7
The NAS Education Directorate .....	7
Funding .....	7
<b>2. Vision &amp; Ethos .....</b>	<b>8</b>
<b>3. Seven Principles of Public Life .....</b>	<b>10</b>
1. Selflessness .....	10
2. Integrity .....	10
3. Objectivity .....	10
4. Accountability.....	10
5. Openness .....	10
6. Honesty.....	10
7. Leadership .....	11
<b>4. Definition of Terms in this NAS Academies Trust Governance Plan .....</b>	<b>11</b>
<b>5. Overview of NAS Academies Trust Governance .....</b>	<b>13</b>
<b>6. Governance Structure .....</b>	<b>13</b>
6.1 NAS (Sponsor).....	16
6.2 NASAT (Trust) Board .....	16
7. Principal Performance Management .....	20
<b>8. Scheme of Delegation .....</b>	<b>24</b>
9. Outline of Key Roles .....	48
Chair of Trust Board .....	48
Managing Director.....	49

<b>Director .....</b>	<b>49</b>
<b>Clerk to the Trust Directors.....</b>	<b>49</b>
<b>Provide advice to the Trust Board .....</b>	<b>49</b>
<b>Effective administration of meetings .....</b>	<b>50</b>
<b>Membership .....</b>	<b>50</b>
<b>Manage Information .....</b>	<b>51</b>
<b>Personal Development.....</b>	<b>51</b>
<b>Additional Services .....</b>	<b>51</b>
<b>Chair of Local Governing Body (LGB) .....</b>	<b>51</b>
<b>Leading effective governance .....</b>	<b>52</b>
<b>Building the team .....</b>	<b>52</b>
<b>Relationship with the (Executive) Principal .....</b>	<b>52</b>
<b>Improving the school.....</b>	<b>52</b>
<b>Accounting Officer.....</b>	<b>52</b>
<b>Director Training.....</b>	<b>54</b>
<b>10. Information for Website .....</b>	<b>54</b>
<b>11. Memberships and Partnerships.....</b>	<b>55</b>
<b>Appendix 1 – Member Pen Portraits .....</b>	<b>56</b>
<b>Appendix 2 – Directors Pen Portraits .....</b>	<b>57</b>
<b>Appendix 3 – Code of Conduct for LGB’s within NAS AT .....</b>	<b>59</b>
<b>General .....</b>	<b>59</b>
<b>Commitment.....</b>	<b>60</b>
<b>Relationships .....</b>	<b>61</b>
<b>Confidentiality .....</b>	<b>61</b>
<b>Conduct.....</b>	<b>61</b>
<b>Breach of this Code of Conduct .....</b>	<b>62</b>
<b>Training and Development .....</b>	<b>62</b>
<b>Mentoring.....</b>	<b>62</b>
<b>Meetings .....</b>	<b>62</b>
<b>Meetings Charter.....</b>	<b>62</b>
<b>Appendix 4 – LGB Terms of Reference .....</b>	<b>64</b>

<b>Appendix 5 - NAS Academies Trust Conflict of Interest Policy.....</b>	<b>72</b>
<b>Appendix 6 – Governors Allowance Policy.....</b>	<b>76</b>
<b>Appendix 7 – Directors Visits Policy .....</b>	<b>78</b>
<b>Appendix 8 – Directors Skills Matrix .....</b>	<b>83</b>

## 1. Introduction

The National Autistic Society (NAS) has been operating schools on the autism spectrum for more than 50 years. We have always recognised, however, that the demand for autism specific education outstripped our ability to supply it. When the Government introduced the Free Schools policy, we recognised that this was an opportunity to develop additional autism – specific provision.

While the National Autistic Society is acting as the sponsor, a separate Trust has been established – the NAS Academies Trust (NAS AT) – and it is this body that manages the free schools. NAS AT is operated by a Trust Board and is accountable to the Department for Education ('the DfE'). The Directors on The Trust Board are appointed by the Members of the Trust.

There are currently three schools within the Trust, these are:

- Thames Valley School
- Church Lawton School
- The Vanguard School

Each School has its own Local Governing Body (LGB). Parent and staff members may be elected or, if there are insufficient candidates, appointed. All appointments to the LGB will be subject to ratification at the next Trust board meeting.

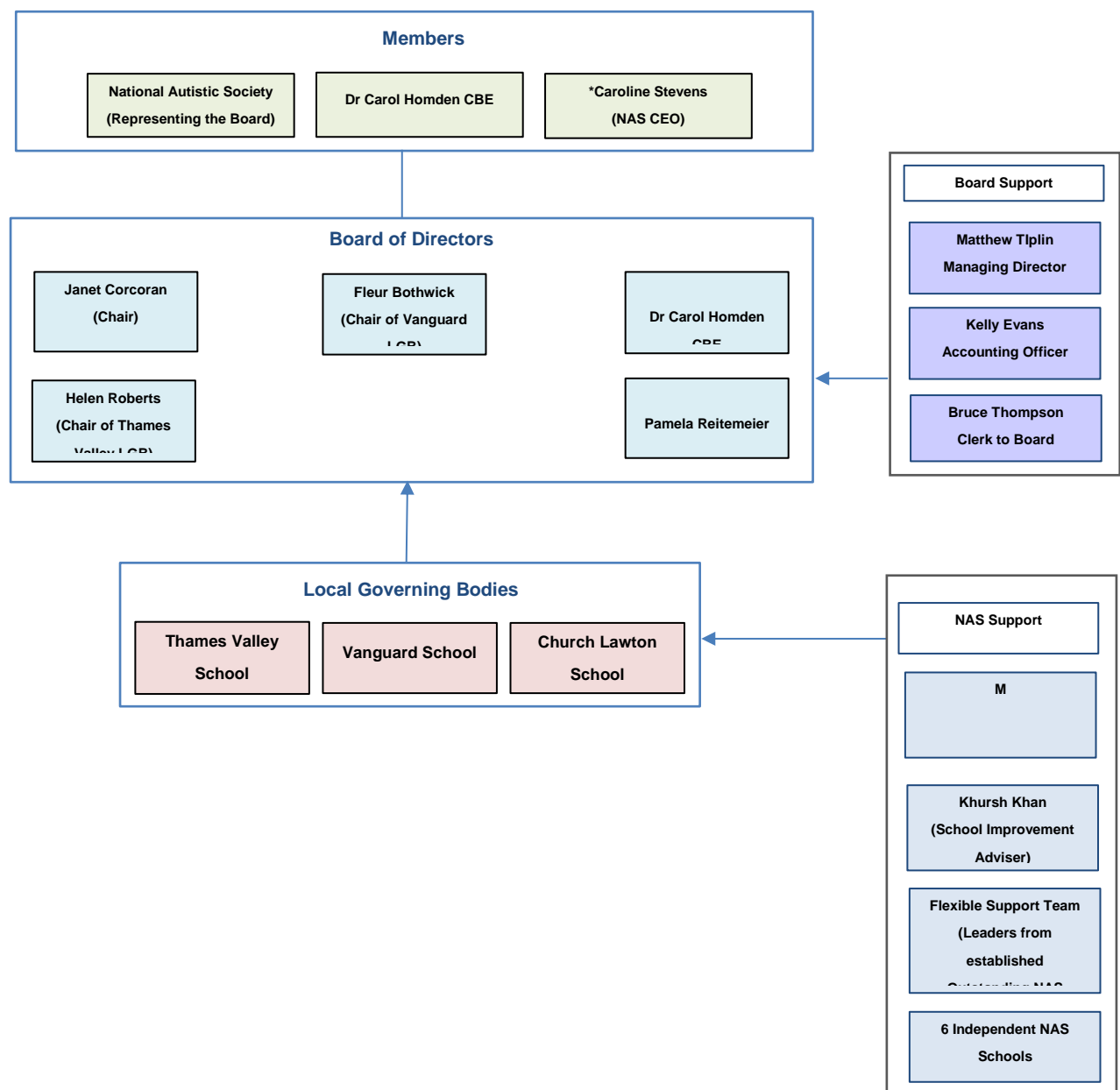
## The way it works

The Trust Board has overall legal responsibility for the operation of the MAT and the schools within it. However, The Trust Board intends to work in partnership with its family of NAS independent and free schools.

This Scheme of Delegation provides for certain functions to be carried out by one or more of the following:

- the Trust Board (Non-executive); and/or
- the Accounting Officer ('the AO'); and/or
- Managing Director/Education Directorate; and/or
- the Executive Principal/Principal of the school; and/or
- the Local Governing Body of the school (LGB).

All academies are required to operate in accordance with the Academies Financial Handbook and the Trust's policies and procedures, as well as demonstrating principles of good financial management. Schools are subject to annual external and internal audit, as well as other assurance work as required by the Trust. If an academy is designated as "high-risk" (due to poor financial management or accumulated deficits etc.), then the academy shall be presented with a bespoke scheme of delegation that reduces the level of delegated responsibility in some or all areas. Academies know to escalate issues by consulting the scheme of delegation to determine when and where the MD and/or LGB chair needs to raise an issue at Board level.



### **The NAS Academies Trust Board**

All of The Trust Board responsibilities are dealt with at Trust Board level.

Where functions are to be carried out by an LGB, this is identified in the Scheme of Delegation. If no LGB is mentioned, the Trust Board, Accounting Officer or Managing Director will deal with the matter.

### **The Accounting Officer (AO)**

The Accounting Officer has been the Principal Finance Officer for NASAT since it was first registered as 'NAS Thames Valley Free School' on 17 February 2012. The name was then changed to NAS Academies Trust on 11 April 2013.

A significant number of responsibilities under the Scheme of Delegation lie with the Accounting Officer. It is recognised that the Accounting Officer may choose to delegate some of their duties to the other Directors or staff within The Trust.

### **The Managing Director (MD)**

The Managing Director is also the Director of Education for the NAS. He is responsible for their Education Directorate, some of the functions of which are bought in by NAS AT, from the NAS. Principals' and Executive Principals' performance management is undertaken by the Chair of the LGB with the Managing Director.

### **Local Governing Body constitution**

The 'constitution' of the Local Governing Body will include the (Executive) Principal/Principal/Head Teacher, a Trustee, at least two parents of current pupils, appointed either on a co-opted basis or through the process of an election. Other members of the LGB may include a representative of the local authority in which the free school is situated, and members of a local mainstream school and /or college may be invited to become governors.

### **The NAS Education Directorate**

Some executive management and operational functions may be contracted by the Managing Director to staff within the NAS Education Directorate. This is on a commissioned basis from the NAS. This will include education quality assurance to monitor the performance of each school to inform support and challenge. This Directorate operate under the leadership and direction of the Managing Director. The NAS Education Directorate support the work of (Executive) Principals, their staff in each academy and the LGB, to ensure the vision of the Trust Board is achieved.

### **Funding**

For all Academies, their budget will be determined each year as part of the process for agreeing the Business Plan and budget for each school. The specific sum will be agreed on a case by case basis by the Trust, LGB and Accounting Officer to enable funds to be stewarded effectively within the MAT.

## 2. Vision & Ethos

The NAS Academies Trust was established to help the NAS deliver its vision, purpose and commitment to people with autism being able to live the life they choose through getting the support, education and training they need. Our schools aspire to be a realisation of this vision: enabling pupils who are currently not accessing effective or appropriate education to access the highest quality specialist provision.

The purpose of our schools is to help prepare children and young people to make a successful transition into adulthood with the confidence and the necessary skills to live as independently as possible and participate in their local community. It is our vision to increase achievement to give our students the best possible opportunity to gain employment or access further education and enable them to go on to live the life they choose.

The pedagogy of all schools within the NAS Academies Trust will be informed by the NAS MyProgress methodology, which has been developed through the NAS' 50 years' experience and by research evidence to ensure best practice in teaching young people with autism. This approach will be combined with evidence based research and approaches from the education sector.

We have high ambitions for all pupils, for them to fulfill their potential. We have a clear ethos of respecting each young person recognising their strengths, as well as equipping them with effective support to help minimize any barriers or areas of difficulty.

### **We will:**

- create the environment in our schools that we wish existed outside them and prepare our young people for the fact that the two can be different.
- have high ambitions for all students to fulfil their potential and a clear ethos of respecting each young person, recognising their strengths as well as equipping them with effective strategies to help minimise any barriers or areas of difficulty
- have a distinctive ethos and philosophy: from the moment a person enters the building they will know this is a school where pupils are respected, achieve beyond what is expected, are empowered to make positive choices about their own lives and have rich and varied experiences.
- build on pupils' strengths and capitalise on interests, giving them a reason to learn and instilling a belief in the importance of what they can achieve.
- build on the extensive knowledge and experience of The National Autistic Society to be creative, pioneering and innovative in our approach to meeting the needs of these specific groups of pupils and use pedagogic strategies to enable all students to fully engage in learning.
- be regarded as a regional resource; a school where it is common practice to share our expertise with local schools, the community and beyond.
- establish a curriculum that enables pupils to overcome their barriers to learning, develop social skills and coping strategies and learn to manage their own behaviour.



- provide bespoke education through carefully planned educational pathways, which are focused on long-term outcomes and seek to improve the current and future lives of the students, their families and members of the local community.
- provide each student with a personalised learning programme that provides a balance of modified national curriculum and autism specialist curriculum tailored to meet their individual needs
- focus on developing functional (academic, social, independence and emotional regulation) skills to enable our students to become independent adults included in their local community
- put significant emphasis on community-based learning and shared activities with partner schools that promote their inclusion into their local community.
- ensure all planning is outcome focused, person centred and co-produced with the pupil and their parent/carers.

**All NAS Academies Trust schools will be:**

- collaborative by working in partnership with local authority, parents, carers and other local provision
- part of a continuum of autism provision
- located according to need
- preventative by providing support and outreach to local schools to prevent placement breakdowns
- flexible in terms of offering a range of different packages tailored to meet the needs of each individual pupil
- specialist by providing the best possible support and education for children and young people with autism.

**All students will:**

- be respected and feel safe and know their opinions are valued
- develop functional (academic, social, independence and emotional regulation) skills
- develop vocational skills through participating in community-based enterprise
- improve their social communication skills
- learn independent living skills
- develop creative skills in art, music and design
- develop their wellbeing confidence and self-esteem
- be included in their local community through participating in community-based activities and learning opportunities

- benefit from our autism specialist curriculum.

**For parents and carers, the schools will:**

- provide a family centre as a base for parents and carers to network, receive support, advice and training
- provide a school in which they can trust that their child with autism is being given the best opportunity to thrive and achieve their aspirations and potential.

### **3. Seven Principles of Public Life**

In 1995 the DfE published guidance on the 7 principles of public life (referred to as the 'Nolan Principles'). Which is the basis of the ethical standards expected of public office holders.

The Trust subscribes to these standards and values and expects all staff, members, directors and governors to always abide by them.

The 7 principles of public life are;

#### **1. Selflessness**

Holders of public office should act solely in terms of the public interest.

#### **2. Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

#### **3. Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

#### **4. Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

#### **5. Openness**

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

#### **6. Honesty**

Holders of public office should be truthful.

## 7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

In meeting these principles, the Trust will be continually mindful of, and operate within the scope of the Articles, the DfE Funding Agreement, the Academies Financial Handbook, Charities Commission stipulations and company law. The SENDCO (SEND), Designated Lead (safeguarding) will ensure that statutory and best practice requirements are met, in line with the current statutory and recommended guidance.

## 4. Definition of Terms in this NAS Academies Trust Governance Plan

***The members of an academy trust*** have a different status from the Directors or Governors. The members are the subscribers to the Trust's memorandum of association, and any other individuals permitted to become members under its articles of association. Members have an overview of the governance arrangements of the trust and have the power to appoint and remove directors. Members can amend the articles and may do so to strengthen governance arrangements and effectiveness.

Maintaining a distinction between the Board of Directors and the Local Governing Body ensures that members and directors maintain a more strategic focus, and provide, independent oversight and challenge to Governors. This is especially important in multi-academy trusts in which Directors are responsible for several academies.

The Members signed the memorandum to establish the NAS Academies Trust and have the power:

- i. To act as directors in their own right
- ii. To appoint additional members
- iii. To remove a member by a unanimous vote
- iv. To appoint up to 8 directors by whatever means they choose
- v. To appoint co-opted directors
- vi. The members have a personal liability of up to £10 for the company's insolvent debts.

The DfE advocates that Academy Trusts should be established with three members, although the DfE encourages Trusts to have at least five members in total, as this:

- ensures enough members can 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)

Structures in which members are also employees are not considered by DfE to be an effective model of governance for an academy trust.

The Trust currently complies with both above principles.

The role of **Director** involves providing strategic direction for the Trust, providing advice and on occasions, sensitive challenge to ensure a progressive improvement in standards across the trust. This role contributes to the work of the board in raising standards of achievement for all students.

The Directors are legally responsible for the performance of the Trust, including its compliance with the requirements Master and Supplementary Funding Agreements and the Academies Financial Handbook. The Trust has established Local Governing Bodies at each Trust school to ensure local monitoring. However, the legal responsibility for the school's rests with the Trust.

To ensure good communications between the schools and the Board, the Chair of each Local Governing Body is appointed as a director of the Trust. School (Executive) Principals will also be invited to attend board meetings periodically to report on challenges and successes experienced by the schools.

The role of **Governor** in a Local Governing Body is concerned with collective oversight, support and challenge, holding the academy to account in the manner of a critical friend, providing support, expertise and challenge to the (Executive) Principal/Principal, throughout the annual cycle of calendar activities from September to August (academic year).

Governors do not need to have specific qualifications but should bring complementary skills to the Local Governing Body. They must be aged 18 years and above. Governors have a responsibility to work collaboratively with the Managing Director, other members of the Local Governing Body, the staff and students of the school, the school's wider community and where they are representatives, to their constituency's stakeholders. Although some governors may represent constituencies, they are not delegates of that group and should reflect the best interests of the school as a whole in all decisions.

**Note** – Members, Directors and Governors are expected to undertake an enhanced DBS check, a Section 128 check, an ID verification check and a Counter Extremist check. Details of how to complete the checks are held by the Clerk to the Board of Directors/Local Governing Body.

The role of a Local Governing Body includes the following:

- Acting as a critical friend, holding the School and the (Executive) Principal/Principal to account for performance against targets
- Compliance with relevant statutory requirements and related duties
- Acting as the Admissions Authority for the school
- Agreeing targets for student achievement with the (Executive) Principal
- Managing the school's finances, including approving the first formal budget plan of the financial year
- Making sure that the schools' curriculum is balanced, broadly based and appropriate to our children's needs and aspirations
- Overseeing safeguarding arrangements so they effectively meet all regulatory requirements and contextual issues to keep children and young people safe
- Oversight of safer recruitment, retention strategies and talent management

- Undertaking the (Executive) Principal's performance appraisal with the Managing Director
- Reviewing staff performance appraisal and pay recommendations
- Oversight of estates management, health and safety policy and practice
- Communications policy and procedure regarding key elements of strategy
- Appointing a Clerk, who is responsible for ensuring that the local governing body fulfils its role operationally and minutes all meetings precisely and accurately
- Receiving reports from an individual (e.g. Principal) or governors
- Holding at least three meetings per year
- Student and staff discipline.

## 5. Overview of NAS Academies Trust Governance

At the centre of the approach to governance at The Trust is a recognition and understanding that we must never lose sight of the fact that governance is about ensuring the best educational outcomes and well-being for all students. This principle will be applied to all aspects of governance and decision making.

The Trust acknowledges and agrees that the three core functions of those with responsibility for governance are as set out in the Department for Education's Governors' Handbook being:

- setting the strategic direction;
- holding the (Executive) Principal to account for the educational performance of the school;
- ensuring financial health, probity and value for money.

The Trust has adopted the [National Governor's Association Framework for Governance](#) and DfE's guidance on [Governance in multi-academy trusts](#). This plan sets out how governance will work to achieve these principles and includes the following sections:

1. Governance Structure - **Section 6 - Governance Structure**
2. Scheme of Delegation – **Section 8 - Error! Reference source not found.**
3. Outline of the key roles - **Section 9 - Outline of Key Roles**
4. Pen pictures of the current Directors –
- 5.
6. **NAS CEO**
7. **The role of** the NAS CEO is to provide strategic leadership and management of the National Autistic Society as the leading charity for autistic people and their families within the framework and values established by the NAS Board of Trustees.

Principal Accountabilities include:

- To work with the board and senior management group to inform, develop and implement a progressive five-year strategic plan to maximise the impact and sustainability of the National Autistic Society
- To be accountable to and work in partnership with the Chair and board to ensure effective governance oversight, engagement and development of the organisation
- To present and deliver the annual business plans of the National Autistic Society as approved to achieve the agreed operational, organisational and financial targets
- To lead the Senior Management Team in ensuring effective management, accountability and performance of schools and services at best practice standards
- Identify and manage risk in line with organisational requirements, ensuring inspection readiness at all times
- To have a keen understanding of the landscape of need and existing provision to develop existing and new services to meet the emerging trends and opportunities
- To enable and advance a positive and inclusive organisational and performance culture of the National Autistic Society, its branches and partnerships
- To further the income and support of the National Autistic Society by building and sustaining key relationships and diversifying and extending support and partnership opportunities
- To develop the visibility, recognition and reputation of the National Autistic Society, building trust with stake holders and the public, representing the organisation and acting as a key spokesperson as required
- To ensure that all areas of delivery, operation and communications are based on sound evidence and knowledge extending the NAS position as a source of trusted information
- To demonstrate in behaviour, attitude and flexibility the values of the National Autistic Society.

## **8. Appendix 2 – Directors Pen Portraits**

## **9. Schedule of actions and meetings**

## **10. Governance Structure**

The Trust has adopted a multi-academy trust model in relation to governance. The Trust believes that there are various benefits to the adoption of this structure including:

- the Trust Board being able to take a completely strategic view of the Trust;
- the Managing Director (MD), who holds strategic and operational responsibility for the NAS AT and is accountable to the Trust Board. The MD is part of an Executive Team who manage the Trust, referred to as the Education Directorate.

- the local governing body, which shares governance responsibility for each school with the MD, will be held to account on a regular basis by the Trust Board ensuring an extra layer of scrutiny and challenge.

The structure is given in diagram form (see below) but in principle:

- the (Executive) Principal of each school holds operational responsibility for their school and is accountable to the MD through line management and performance appraisal (with the Chair of the LGB) for achievement of strategic goals;
- The MD sets the strategic direction of each school in collaboration with each school's LGB and the Education Directorate
- Each LGB holds Principals to account for the performance of the school and checking that the school meets its financial obligations, responsibilities and achieves value for money;
- The MD is accountable for informing and fulfilling the Trust's strategic objectives.

The MD and LGB work closely together to ensure that each school's performance is exceptional and contributes to the Trust's performance. On some matters, the LGB's role is advisory only – please see scheme of delegation, section 8

The Local Governing Body for each school will be made up of:

- The Executive Principal (where applicable)/ Principal
- at least one staff member (Additional to the (Executive) Principal)
- Two parent governors (who may be appointed or be elected by parents or carers of children attending the school).
- Co-opted governors, either with a community focus or with specific skill sets e.g. business and finance, education, legal, etc. may be appointed.

Strategic plans will be based on maintaining an appropriate span of control within an appropriate geographical spread. The number of schools within the MAT will also correlate with demand and consider local pupil place planning and include close consultation with the Regional Schools Commissioner (RSC) and relevant LAs (Commissioners of places).

The rights and obligations of the LGB will be set out in the Scheme of Delegated authority (see section 8). The aim is that while the school is operating in accordance with the performance criteria set by the Trust Board, there will be autonomy for leaders to run the school on a day to day basis and LGBs to set the strategic direction alongside the Managing Director. If certain performance triggers are hit, the Trust Board will take a more 'hands on' role and intervene until the issues have been rectified and the LGB reconstituted or retrained to ensure there is no repeat of the issues.

The LGB will decide on its own committee structure as part of the autonomy that will be given to the Local Governing Body through the Scheme of Delegation (see section 8).

The Trust understands and will act appropriately in relation to statutory duties and all Directors will comply with their duties as set out in the Companies Act 2006. These comprise the duties to:

- act within their powers;
- promote the success of the company;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties;
- declare interest in proposed transactions or arrangements.

These duties are especially relevant when entering into transactions with connected parties. There will be in place an effective Conflict of Interests Policy which will apply to all members, directors and local governors.

The Financial Scheme of Delegation provides more details of the financial responsibilities of the Board of Directors. Pen pictures of the Member and Directors and Governors are included in Appendix 1 and Appendix 2 respectively.

NAS Academies Trust will maintain independent challenge by implementing the following:

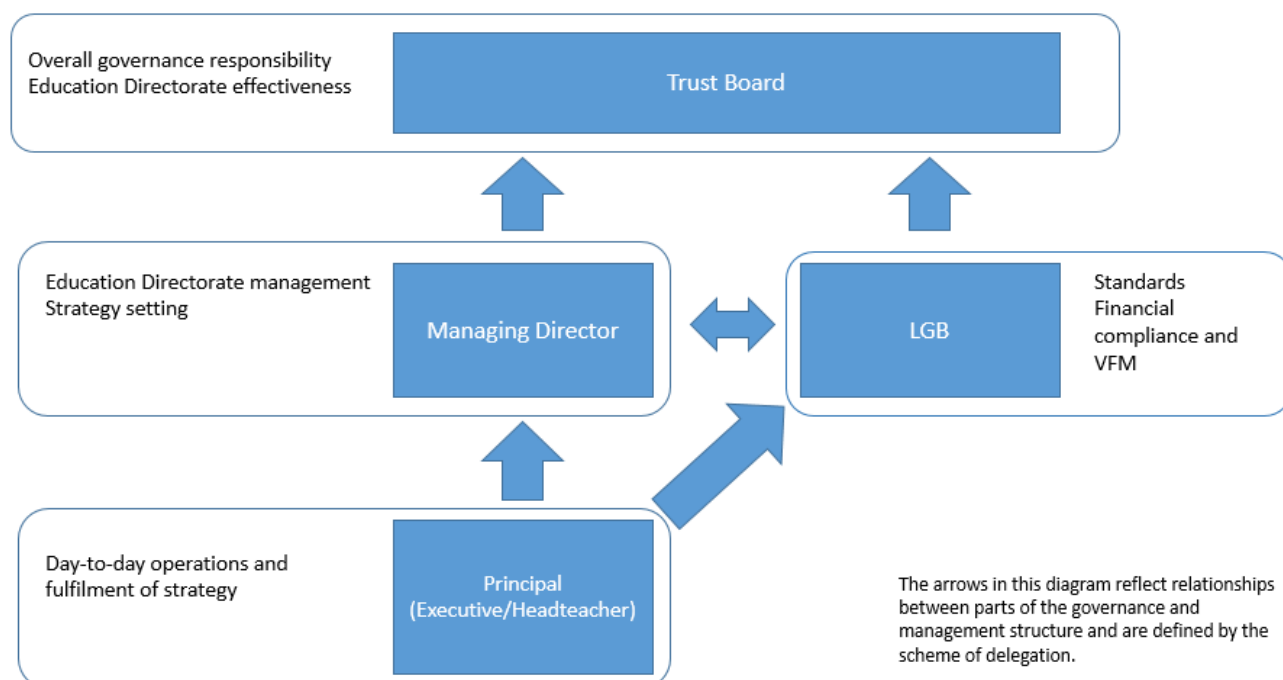
- **Finance:** External auditors (Crowe U.K LLP) to ensure compliance with the Academies Financial Handbook.
- **Governance:** External reviews of governance  
<http://www.nga.org.uk/Guidance/Workings-Of-The-Governing-Body/Governance-Tools/Governance-Reviews.aspx>
- **Assessment:** We will partner with other schools in the MAT and our family of NAS independent schools to effectively implement existing practice, including holistic baselines assessment of our students on entry to school. This will ensure practitioners have an accurate understanding of our pupils academic and welfare needs, their starting points, learning and progress overtime.
- **Quality assurance and moderation:** Education quality and compliance will be reviewed regularly by the Education Directorate. They will also facilitate moderation across schools in the MAT and the NAS Independent schools. This will enable benchmarking, accuracy and consistency about a range of school performance indicators e.g. academic and vocational outcomes, destinations, attendance, behaviour and other indicators.
- **External scrutiny:** We may commission external reviews of The Board's effectiveness, particularly at key growth or transition points, to gain an independent expert assessment of strengths and areas for development. While we are content



with the skills and experience of the current members and directors, any future appointments will be based on where our analysis suggest we should add more capacity.

Both the Trust Board and Local Governing Body will undertake annual NGA skills audits that will inform the training for the following year. Skills audits have already been completed by the Trust and will be undertaken by the LGB as it develops. This will then be incorporated into the initial Director/Governor training plans.

At all levels of governance, we have significant knowledge and experience of working with school data, both from a practitioner perspective and from a governance perspective. However, our ambition is that every governor is comfortable interpreting and challenging data and we will undertake both internal training from the (Executive) Principal but also external training as part of the overall development plan for governors.



## 6.1 NAS (Sponsor)

- The NAS is the NASAT sponsor and therefore supports, funds and reviews new school development and NASAT performance. Some of the NAS Education Directorates' resources are bought into the NASAT to add capacity and provide quality assurance.

## 6.2 NASAT (Trust) Board

### Strategy

- Agree a long-term strategy, vision and mission for the Trust, and communicate this to stakeholders
- Establish and monitor a strategic risk register and disaster recovery plan
- Agree a five-year asset management plan

- d. Develop a marketing and communications plan to promote the academies as the destination of choice for Parents and Commissioning Bodies
- e. Assess impact of the Trust Board on the schools.

## **Governance**

- a. Establish and maintain a register of business interests for the Board
- b. To review annually and consider the establishment, terms of reference and membership of any committees and effectiveness.
- c. Appoint and remove auditors, accountants, company secretary, clerk, accounting officer, (managing director, independent peer reviewer (responsible officer (internal control))).
- d. Approve the co-option, appointment and removal of persons and Chairs to the LGB's
- e. Elect (or remove) the Chair and Vice-Chair of the Board Annually
- f. Approve the Scheme of Delegation of powers and responsibilities
- g. Decide any changes in the times of school sessions and dates of terms and holidays
- h. Ensure mechanisms are in place for the Board to listen and respond to the voices of key stakeholders e.g. parents/carers, pupils, staff, local communities
- i. Ensure Compliance with relevant statutory requirements and related duties, including but not limited to Safeguarding and special educational needs.

## **Finance**

- a. Approve the annual budget, allocating finance to individual academies, using the funding formula allocations as a guide, but being sensitive to individual academy circumstances
- b. Approve the annual report, returns and accounts
- c. Ensure all insurances are in place
- d. Informing the appropriate government agency if it suspects any irregularity affecting resources, and approvals of any write-offs and other requirements of the DFE/ESFA
- e. Notify the DFE when the post of chair of Board of Directors, Accounting Officer and School's Business Manager becomes vacant.

## **People and Leadership**

- a. Approve the Terms and Conditions of Employment
- b. Approve staff discipline, conduct, and grievance policy
- c. Confirm appointments of an Executive/ Principal, Deputy Executive/ Principal
- d. Review effectiveness of management structures
- e. Workforce remodelling/seeking and ensuring cross-academy collaborations for efficiency and effectiveness
- f. Establish and implement a performance review process for Board and Chair of the LGB
- g. Ensure LGBs conduct self-assessment and performance reviews, using the feedback to improve their effectiveness.

## **Standards**

- a. Ensure that the achievement of standards, delegated to LGB's, is planned, resourced, tracked and continuously improved.

## **Policies**

- a. Establish, monitor and review policies and procedures as per the Scheme of Delegation as follows
  - i. Code of Conduct for Governors and Staff
  - ii. Approve a selection of key policies as per the Scheme of Delegation

## **Schedule of Annual and Termly Activities**

The Board will establish an annual calendar of meetings for itself and LGB's (see 'Actions and Meetings' below). It will also develop an annual business cycle planner, allocating key activities to specific meetings in the academic year. Matters that should be considered by directors at least once a year are: -

- the Trust goals and how they are being met;
- review of the management structure to ensure it is operating effectively;
- review the performance of external providers/services provided under SLAs;
- review and approval of the annual accounts and report of the Directors;
- review and approval of the financial budget for the following year;
- review and approval of the levels of insurance cover for the academy's assets;
- findings made by the auditors and the auditor's management letter, and any other financial reviews, and consideration of what actions should be taken arising from their recommendations;
- review regularly the strategic and operational risks to which the Trust is exposed and ensure systems are in place to mitigate those risks.

## **Academy Visits**

A key priority for all Directors will be to establish and then maintain an excellent knowledge and understanding of key aspects of the Trust in order to fulfil their strategic functions as described above, including Trust self-evaluation. One important way of doing this will be for Governors and Directors to visit Academies regularly, especially during the Academy's 'working day' i.e. when the pupils are in Academy. These visits will be carefully arranged and managed as part of an overall programme of Director/Governors' visits into Academy and will be aligned with the Directors/Governors' annual calendar of activities. In particular, the visits will have a clear focus, helping Directors/Governors to see whether the Academy is implementing the policies and improvement plans they have approved and how they are working in practice. Visits will also provide an opportunity to talk with pupils, staff and parents/carers to gather their views.

We will therefore set out very clearly the details of the policy regarding Director/Governors' visits to the Academy. This policy will take account of the following:

- Directors/Governors do not have any rights of access to the school
- visits will be undertaken as part of a strategic programme
- before visiting the Academy, the Directors/Governors(s) will carry out certain actions such as informing the Academy of the visit and seeking approval of the arrangements
- after visiting the Academy, the Directors/Governor(s) will carry out certain actions such as completing a visit report.

Throughout, great care will be taken to ensure that all Directors/Governors fully understand their strategic role and so do not begin to 'stray' into matters, which are the responsibility of the Senior Leadership Team, specifically the (Executive) Principal. Directors/Governors are not school managers and so we will make sure that they do not interfere in the day-to-day running of the school; this is the role of the (Executive) Principal and their team. In particular, great care will be taken to ensure that Governors do not act as 'inspectors' and so it will not be their role to assess the quality or method of teaching or learning. If Governors wish to spend time within a classroom, they will need to be very clear why they are doing so.

Details on NAS AT's expectations with regards to Director/Governors visits are included in the induction handbook, included at Annex 7.

## **Governor Inductions**

When new Governors are appointed, they will be provided with an 'Induction Pack', which sets out the key features of their role and the school generally. Each new Governor will also have access to a mentor from an already appointed Governor or Trustee to help them to begin to perform effectively. The appointed Clerk to Governors will deliver an induction session to each new Governor to ensure all relevant paperwork and checks are completed, as well as provide a full briefing on role and responsibilities.

In the case of new schools, the Trust will plan the transition of leadership from the Project Steering Group to LGB. Essentially, this will focus on the development of a more strategic role and so will begin to focus on the LGB's strategic functions. The Trust recognises that during pre-opening phase of a new school, the Project Steering Group take the lead for additional responsibilities as part of the wider project team.

In order to help Governors to continue to develop their role as strategic leaders, their training and development will include the relevant Ofsted inspection framework(s) as key prompts and signposts to develop further thinking, practice. We fully recognise that Ofsted will use the appropriate details within the framework to assess the effectiveness of the LGB and governance generally, as part of any evaluation of the leadership of the school. The framework will therefore be central to our thinking about our role and priorities. We will also use the National Governor's Association's Governor quality standards for Governing Bodies as a framework guide to achieving sustainable excellence in school governance within the leadership and management structure.

One of the key activities to assist us in the transition of strategic leadership from the Project Steering Group to the LGB will be the development of the calendar of governance activities and an annual agenda plan. The details of the calendar and plan will make us think clearly about how we will engage in key activities which will enable us to perform our strategic functions.

## 11. Principal Performance Management

Below is an **example** of the (Executive) Principal Performance Review procedures undertaken by NAS Academies Trust. The objectives set would be specific to each (Executive) Principal and their Academy.

<b>(EXECUTIVE) PRINCIPAL PERFORMANCE REVIEW:</b>  <b>STATEMENT OF OBJECTIVES [YEAR]</b>
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This form records the key elements of the objective setting process, in order to form the basis of the statement of objectives provided by the appointed governors.

Name of School	
Date of Review Meeting	
Name of (Executive) Principal	
Organisation Leadership	Managing Director of NASAT  Chair of Local Governing Body

<b>Objective setting for:</b>
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### Objective/s: Leadership and Management

1. The school is providing good or better overall effectiveness/ quality of education, as judged by Ofsted and ensure that it is working towards Autism Accreditation
2. To develop leadership capacity at all levels ensuring that standards of teaching

### Success criteria:

- Maintaining effective safeguarding practice
- Effective work with other NASAT / NAS schools to disseminate best practice and secure excellent outcomes for pupils.
- Evidence of pupil progress, outcomes, destinations, attendance and other KPIs
- Develop effective partnerships (other providers) to enhance curriculum and improve academic and social outcomes for all pupils.

- Ensure effective implementation of the curriculum through high quality training and sustained professional development for all staff.
- All staff display optimistic personal behaviour, positive relationships and attitudes towards their pupils, staff, parents/ carers, governors and members of the local community

**Evidence base:**

- Quality and compliance (Q&C) review findings
- NAS Safeguarding audits
- Regulator reports
- School Evaluation and Improvement Planning (SEIP)
- Staff, parent and student surveys/ feedback
- LA SEND review feedback
- Notes of Education Directorate Visits
- Autism Accreditation

**Monitoring arrangements:**

- Education Quality and Compliance Reviews
- Termly KPIs
- Performance appraisal
- Visits by Education Directorate and Managing Director

**Objective(s): Curriculum**

**1. To develop effective therapeutic support within the school success criteria:**

- Pupils entitlement to therapies (EHCP) are met
- All ongoing CPD requirements are factored into SEIP for 2019-2020 to ensure professional standards are compliant.
- Relevant local professional supervision structure in place and line managed by SLT within school structure.
- Identify emerging talent and provide coaching for current and aspiring MAST professionals in a climate where excellence is the standard, leading to clear succession planning.
- Develop MAST capacity and the role of SEND Manager and MAST Team
- SLT hold staff to account for their professional conduct and practice.
- Develop emotional resilience for emerging staff team

**Evidence base:**

- School SEIP Senior leadership team and teachers meeting minutes and presentations
- SLT moderation of staff performance appraisal, incl. for the MAST
- Autism Accreditation

- Staff sickness/absence data
- Pupils outcomes and other KPIs e.g. behaviour and attendance
- Annual reviews for pupils, parent and pupil feedback
- Staff CPD and accreditation success

**Monitoring arrangements:**

- SLT monitoring and evaluation
- Senior leadership team and teachers meeting minutes and presentations
- Training records and impact
- Feedback from staff, pupils, parents and carers
- Autism Accreditation
- Q&C review findings

**Objective: Leadership and management**

**To further develop parent/ carer partnerships to support pupils' learning, progress and well-being**

**Success criteria:**

- Communication between home and school is be regular, two-way and meaningful.
- Strategies in place to reduce the barriers to parental involvement and engagement
- Responsible parenting/ caring is promoted and supported.
- Parent/carers playing an integral role in assisting student learning. Students' achievement increases when parents are actively involved in the learning process
- Parents/ carers welcomed as volunteers in schools
- Information sharing on the school's website supports parents & carers' understanding, involvement and celebrates the children & their families' achievements (as appropriate)
- All education staff have a greater understanding of the individual pupil and understand how to understand and address their strengths and needs with support from parents/carers and visa versa

**Evidence base**

- School Evaluation and Improvement Planning (SEIP)
- Parent surveys/ feedback & Ofsted Parent View Online
- LA SEND review feedback
- Autism Accreditation
- Termly KPIs
- Website
- Parent/ carer workshop feedback
- Parent/carers participation rates at school events

**Monitoring arrangements:**

- Education Quality and Compliance Reviews
- Termly KPIs
- Parent surveys
- Visits by Education Directorate and Managing Director
- Autism Accreditation
- Annual Reviews

Annex to appraisal statement
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Training and development need this year?

- To stay up to date with OFSTED, follows legislation and good practice
- Enrol on NPQH
- 

Ways of meeting training and development needs for this year?

- Attend local School head teachers' forums to ensure awareness of relevant updates and briefings of initiatives and policy
- Attend and engage with Local Education Area Schools Partnerships
- Attend NASAT Principals meeting
- Work with Principal mentor

Signed: \_\_\_\_\_

Managing Director of NASAT

Signed: \_\_\_\_\_

Chair of Governing Body

Signed: \_\_\_\_\_

(Executive) Principal



## 12. Scheme of Delegation

The decision making framework for the Trust is defined by the scheme of delegation.

Where a decision requires MD and LGB approval and there is a disagreement of opinion between the LGB and MD then the Trust Board will make the decision.

Where an executive / principal is delegated responsibility to make a decision, they must be prepared to justify the decision to the MD and LGB based on the impact it will have on children's provision.

Where a decision responsibility is delegated to the MD and/or LGB, they must be prepared to justify the decision to the Trust Board.

LGB decisions must be made on a majority agreement basis unless otherwise determined by the Trust Board.

## 1. Finance

Responsibility	Trust Board	Managing Director (MD)	(Executive) Principal	Local Governing Body
<p>Budget and Accounts</p> <p>Set annual balanced budget.</p>	<p>Review and approve individual school budgets and the Trust's consolidated budget.</p>	<p>With the Accounting Officer, recommend to the NAS AT Board individual schools' and consolidated Trust budgets.</p>	<p>Prepare budget for school in accordance with school improvement priorities and take to LGB. Advice on preparation to be sought from Accounting officer (AO) supported by the bought in Management Accounting service</p> <p>Agree with LGB.</p>	<p>Recommend balanced school budget that should be presented to AO and PFO.</p> <p>Ensure segregation of duties is in place.</p>

School in deficit or setting a deficit budget when all school reserves are taken into account.	<p>Review and approve the deficit recover plan.</p> <p>Review termly progress reports.</p>	Recommend to Directors that deficit recovery plan should be approved, and review termly reports.	<p>Prepare deficit recovery plan with support from finance team and AO.</p> <p>Prepare termly reports and report any concerns to the AO and LGB.</p>	<p>Recommend deficit recovery plan to Board, if appropriate.</p> <p>Review school's progress through termly reports.</p>
Budget Monitoring	Review termly budget monitoring reports for the trust and individual schools.	Review monthly budget monitoring reports for the Trust and individual schools.	Prepare monthly monitoring reports with support from MAT finance team.	Review termly monitoring reports for individual school.
<p>Virements between nominal codes, cost centres and periods with no overall impact on the bottom line.</p> <p><i>NB: with the exception of genuine 1-year fixed contracts and agency costs, virements for</i></p>	Changes to individual school budgets made by LGB are reported to the AO.	Changes that are within the budget envelope agreed by Directors are reported to the AO.	Recommend changes in line with the school's improvement plan and model financial implications. recommend larger changes to LGB.	Approve changes to budget in year as long as the school remains within the overall budget set and approved by directors.

non-pay to pay cost budget headings are not permitted unless approval is granted in accordance with the recruitment delegation noted below.				
Amendments to approved budget  NB: This does not apply to designated financial 'high risk' academies.	<p>Receive report on Surplus reduced/deficit increased from approved budget if less than £30k report to the AO.</p> <p>Approve Surplus reduced/deficit increased from approved budget if more than £30k NAS AT: AO.</p>	<p>Approve Surplus reduced/deficit increased from approved budget if less than £30k report to AO.</p> <p>Recommend Surplus reduced/deficit increased from approved budget if more than £30k to AO.</p>	<p>Recommend Surplus increased/deficit reduced from approved budget to LGB and AO.</p> <p>Recommend Surplus reduced/deficit increased from approved budget if less than £30k to LGB following meeting with AO.</p> <p>Recommend Surplus reduced/deficit increased from approved budget if more than £30k to NAS AT AO.</p>	<p>Approve Surplus increase/deficit reduction.</p> <p>Recommend Surplus reduced/deficit increased from approved budget if less than £30k to NAS AT AO.</p>
Amendments to budget when school is designated as	Approve any change to the school's bottom line which impact on the overall Trust bottom line	Approve changes to a school's bottom line which do not impact adversely on the overall Trust		Propose changes to the budget which impact on the overall school bottom line to the MD

High Risk.		<p>bottom line</p> <p>Recommend changes to the school's bottom line to AO and on to the Board where the change will adversely impact on the overall Trust bottom line</p>		
Writing off bad debts.	NAS AT Board responsible for writing off any level of bad debts.		Prevent in the first case and then identify potential bad debts and recommend their management options.	Challenge the school's leadership, to prevent bad debts.
Staff appointments	Authorise for Unbudgeted vacancy with effect on budget of greater than £30k.	<p>Authorise any proposal for Unbudgeted vacancy with effect on budget of less than £30k.</p> <p>Make proposal to AO for Unbudgeted vacancy with effect on budget of less than £30k.</p>	<p>(Executive) Principal authorised to action any budgeted vacancy. Report to LGB.</p> <p>Make proposal to LGB to propose to AO for Unbudgeted vacancy with effect on budget of less than £30k.</p>	<p>LGB receives report on appointments and vacancies, and their impact on the school's performance.</p> <p>LGB to inform AO of unbudgeted vacancy with effect on budget of less than £30k which does not place the schools into a deficit budget situation.</p>

Severance payments.	Authorise £20k - £50k.  NB over £50K non- contractual and all ex gratia payments require DFE approval.	Authorise up to £20K	Up to £20K proposal to AO&PFO.	Up to £20k to propose to AO&PFO.
Authorisation of overtime or supply payments.			Teaching and support staff in school. As long as within budget, delegated powers as above.	
Authorisation of expense claims.	For AO signs monthly expenses and report to Chair of Board.	Executive/Principal	Teaching and support staff in school. Can delegate to School business manager (SBM) where in post.	
Reporting and Internal Audit Requirements	The AO will review the performance of the School against its Business Plan and its compliance with internal auditing requirements on an ongoing basis.  Such reviews will take place once a term or at such other intervals as the AO and PFO may from time to time determine.  The Trust appoints a Responsible	MD will ensure the AO&PFO monitor the monthly finance reports supplied by the (Executive) Principal.	The (Executive) Principal is to provide such information and assistance in relation to reporting and internal auditing as required by the AO will from time to time require.  This will include reporting formally to the PFO at regular intervals as specified.  The (Executive) Principal will also supply to the AO a monthly finance report in such form as the AO may require from	LGB to ensure that the (Executive) Principal meets requests from auditors and reports the findings of internal audits to LGB and action the recommendations identified in the reports

	Officer who undertakes annual internal audits of each school and the Trust as per the Academies Financial Handbook reporting to the AO.		time to time if required.	
Statutory Audit Procedures	The Trust's board of Directors is responsible for approving the statutory accounts of the Trust and recommending them to the NAS AT members.	Responsible for ensuring the AO has prepared and approved the documents and ensured all statutory financial documents are appropriately filed.	The (Executive) Principal is to provide such information and assistance in relation to statutory audit procedures as the NAS AT AO may from time to time require.	LGB to action any recommendations from auditors that pertain to their establishment
Appoint Auditors	Board recommend auditors, Members Appoint.	Directs AO to procure recommendation of auditors for Board.		
Purchasing Requisitions for orders/invoice approval (excluding expenditure from IC, capital reserves or sinking funds.)  NB Transactions must not be artificially split. The full values of the contract	Authorise spend above £100K. This can be delegated as part of budget process to the MD and AO for agreed budgeted, funded projects  All unbudgeted expenditure or commitment beyond the delegated authority of the MD and AO but less than £50k or up to £150k in aggregate in one financial year may be approved by the Finance Committee of the board.  All unbudgeted expenditure or commitment beyond the delegated authority of the Finance Committee is	Item £25K - £100K within approved budget needs proposal to AO  Proposal to AO and Board for in budget spend over £100k	Authorise up to £10K within approved budget  Proposal to LGB for £10k-£25k within approved budget  £25K - £100k within approved budget needs proposal to LGB plus proposal from MD to AO  No authority for spend above total	Procurement regulations to be adhered to and any discrepancies reported and rectified.  Approval of in budget spend between £10k and £25k  Proposal to MD and AO for in budget spend between £25k and £100k  In budget spend over £100k requires proposal to MD, AO and approval from Board

must be used when applying this policy. Therefore, if a contract is for 5 years, it is the total value across all five years that is applicable.	a matter reserved to the Board.		budget until budget increase is approved (see 'amendments to budgets' above)	
Expenditure for IT or capital.	NAS AT AO Authorise above £25k.  Capital expenditure or other commitment outside the scope of the Board approved budget up to £25k in respect to any single item or project, subject to total expenditure of £100k in aggregate in any one financial year	Authorise up to £25k.	Proposal to AO for up to £25k (if not already included on the school's business plan.)	
Property disposals and acquisitions	All property disposals and acquisitions, including leasehold and management agreements are reserved to the Board except where a commitment to a leasehold or management agreement is covered by the board approved budget in which case they can be approved by			



	the AO or MD , subject to completion of the established internal authorisation process.			
<p>Quotations and Tendering.</p> <p>NB Transactions must not be artificially split.</p> <p>The full values of the contract must be use when applying this policy.</p> <p>Therefore, if a contract is for 5 years, it is the total value across all 5 years that is applicable.</p>			<p>In line with purchasing terms delegated powers above.</p> <p>Up to £5K preferred supplier/catalogue (if not included within the preferred/supplier catalogues then schools should seek 3 prices for orders in excess of £1,000 and use best value principles)</p> <p>Above £10K will require a tendering process to ensure best value</p> <p>Above £25K will require formal tendering process through consultation with AO</p>	
Bank account payments.	According to Bank mandate - two signatories.		According to Bank mandate - two signatories.	

BACS, cheques, direct debits.				
Petty Cash Journals.			<p>Less than £50, approved by school finance staff. Processing will be undertaken by accounting provider (NAS)</p> <p>£50 - £100, approved by school (Executive) Principal Processing will be undertaken by the accounting provider (NAS)</p> <p>Over £100 not permitted.</p>	
Journals.			<p>Recoding (within the income statements): school finance lead approved by NAS AT finance team.</p> <p>To ensure segregation of duties, additional checks and final processing will be undertaken by the accounting provider (NAS)</p>	
Whistle blowing policy.	Approve policy and receive reports of any incidents of whistle blowing.	Receive reports on any incidents of whistle blowing. Ensure action plans are completed	Inform to LGB and AO of any incidents of whistle blowing (if the whistle blowing alleges wrong-doing by the AO, then the Chair of the Board should be informed rather than the AO.)	Receive reports on incidents of whistle blowing (unless they relate to the Local Governing Body.) and ensure appropriate action is taken.
Risk management.	Review key risks and measures implemented to mitigate for strategic, systemic and operational	Identify and implement measures to mitigate.	Ensure that a risk register is in place and fit for purpose. Align school improvement strategy is based on	LGB to review the school's risk register on an annual basis or sooner if required.

	risks		reducing risk to all stakeholders.	
To monitor use of pupil premium monies	Review reporting from LGB's on use of pupil premium monies.		Ensure appropriate use and subsequent monitoring the impact of Pupil Premium to report to LGB.	LGB to monitor impact and spend of pupil premium. Report to Trust Board.
Insurance.	Review insurance arrangements.	With AO procure appropriate insurance for the Trust.	Alert the AO of any additional insurance needs that may be required for their school and action once approval is received. Ensure information required for annual insurance renewal is submitted on time and accurate	

## 2. Human Resources

Responsibility	Trust Board	Managing Director (MD)	(Executive) Principal	Local Governing Body
Pay and performance management.	Approval of whole Trust Pay Policy pay scales and benefits. Set the pay ranges of (Executive) Principal at each school.  Performance management of AO.	Performance Management of (Executive) Principal of schools in conjunction with LGB	Teacher and support staff performance management in school.	(Executive) Principal performance management in conjunction with the MD/AO.
(Executive) Principal Appointment	The Trust Board will make the final decision concerning the appointment of the	The MD will establish the Appointment Panel and determine the process to be		The Local Governing Body will provide such support and assistance to the MD as may be needed from time to

For the avoidance of doubt, all appointments identified under this Human Resources section, whether internal or external, are subject to the same procedures. There is to be no distinction between the two.	<p>(Executive) Principal.</p> <p>The Trust Board will take due account of any recommendations made by the Appointment Panel.</p>	<p>followed.</p> <p>The Appointment Panel will be constituted as a TASC Group. It will include, if the MD considers it appropriate, an external advisor or advisors.</p> <p>The MD will chair the Appointment Panel.</p> <p>Once the Appointment Panel has decided who to recommend for the (Executive) Principal post it is to notify the Trust Board.</p>		<p>time.</p> <p>LGB to be represented on the recruitment panel (not staff members of LGB except in exceptional circumstances as authorised by the MD).</p>
Senior Leadership Team appointments.	The Managing Director of NASAT will make the final decision concerning the filling of any vacancies in the Senior	The MD and the (Executive) Principal will lead jointly on the process for filling any vacancies in the Senior Leadership Team.	The (Executive) Principal is to notify the MD as soon as the (Executive) Principal becomes aware of any potential vacancy in the Senior Leadership Team.	The LGB will agree the staffing structure for the school, including the composition of the SLT, if self-sustaining. Will recommend to the AO if Supported or Sponsored.

	Leadership Team. (excluding (Executive) Principal/Deputy (Executive) Principal), taking due account of any recommendations made by the (Executive) Principal.	If there is any dispute between the two the views of the MD will prevail.	The (Executive) Principal will then lead the process jointly with the MD as set out opposite.	The LGB will have representation on the appointment board for SLT appointments, including the (Executive) Principal.
Teacher/ Support Staff Appointments.			The (Executive) Principal will lead the process for filling teacher vacancies in conjunction with the Senior Leadership Team and the representative of the Local Governing Body referred to opposite.	The Chair of the Local Governing Body will nominate a representative from amongst its membership to participate in the appointment process if possible.
External Consultant Appointments for Specialist business services.		Decisions concerning the appointment of external consultants will lie with the MD.	The (Executive) Principal to make recommendations to the MD.	LGB to make representation to the MD where they feel additional consultancy support is required in order to support leadership within the school. The LGB to inform the MD if they feel support is not effective.
Salary Reviews.		The MD has responsibility (may delegate to the (Executive) Principal) for overseeing salary levels/bands for the two school years after joining NAS AT, or such other period as the AO may from time to time determine. Any such	The (Executive) Principal is to ensure the school's Business Plan identifies any proposed salary reviews. All such reviews must be within the pay scales as set out by the Trust Board	LGB to agree and authorise salary review proposals if within the planned staffing budget and within the pay scales agreed by the Trust Board  The proposals are reported to the

		<p>review must be within the pay scales as set out by the Trust Board</p> <p>The MD may also audit the salary review process as the MD considers appropriate.</p> <p>If the MD is not satisfied with the process of, or the outcome from, the salary review, the MD may ask the (Executive) Principal to take such remedial action as the MD considers appropriate. The MD authorises any (Executive) Principal salary review.</p>	<p>The (Executive) Principal will make salary review proposals to LGB.</p>	<p>MD.</p> <p>The LGB recommend any (Executive) Principal salary review to MD for approval.</p>
Terms of Employment.	<p>Decisions concerning any change to the terms of employment of Academy staff (both teaching and support) will lie with the Trust Board.</p> <p>The Trust Board will consider any representations made by the AO, the (Executive) Principal</p>	<p>The MD is to review and comment on any proposals that may involve a change to the terms of employment.</p>	<p>The (Executive) Principal is to be consulted in connection with any proposed change to terms of employment.</p>	<p>The Local Governing Body is to be consulted in connection with any proposed change to terms of employment.</p>

	and/or the Local Governing Body.			
Redundancies.	<p>Decisions concerning the making of any redundancies will lie with the Trust Board.</p> <p>The Trust Board will consider any representations made by the MD, the (Executive) Principal and/or the Local Governing Body.</p>	<p>The MD is to review any redundancy proposals that may be received from the (Executive) Principal.</p> <p>The MD may initiate a review if the MD believes there is a need to do so.</p>	<p>The (Executive) Principal is to notify the MD as soon as possible after becoming aware that one or more redundancies may be necessary.</p> <p>The (Executive) Principal will provide such ongoing assistance the MD may require in considering any redundancy proposals.</p>	<p>The (Executive) Principal is to consult the LGB about any redundancy proposals.</p> <p>The Local Governing Body is to notify the MD of any proposed consultation. The LGB will run the consultation on behalf of NAS AT and will take advice from the AO with reference to the Academies Financial Handbook</p> <p>The MD may attend and take part in the consultation if the LGB considers this appropriate.</p>

<p>Dismissals.</p> <p><b>(NB: This is subject to TUPE requirements and the school's own dismissal procedures may currently override this section)</b></p>	<p>Subject as noted below, decisions concerning dismissal of the (Executive) Principal, any member of the Senior Leadership Team will lie with the Trust Board.</p> <p>The Trust Board will consider any representations made by the MD the (Executive) Principal and/or the Local Governing Body.</p> <p>In cases of urgency, where it is not possible for The Trust Board to be consulted, the MD will have authority to sanction a dismissal</p>	<p>The MD is to consider any circumstances involving a potential dismissal whether notified to the AO by the (Executive) Principal or not.</p> <p>Subject as noted below, the MD is to notify the Trust Board:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> if the employee concerned is the (Executive) Principal, a member of the Senior Leadership Team of the school; and</li> <li><input type="checkbox"/> the MD considers dismissal is or may be the appropriate course of action.</li> </ul> <p>In cases of urgency, where it is not possible for The Trust Board to be consulted, the MD will have authority to sanction a dismissal.</p> <p>In such circumstances the MDC will be expected to take all reasonable steps to consult</p>	<p>The (Executive) Principal is to notify the MD as soon as possible after becoming aware of any circumstances that may merit the dismissal of any employee.</p> <p>The (Executive) Principal will provide such ongoing assistance the AO may require in considering whether dismissal is appropriate</p>	<p>The Local Academy Body is to be consulted about potential dismissal situations except where the MD considers the urgency of the matter is such that consultation is not appropriate.</p> <p>The MD may attend and take part in the consultation if the MD considers this appropriate.</p>
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		with and agree the necessary course of action with the Chair of the Trust Board.		
Anti-Fraud, Bribery and Corruption	Incidents of fraud, bribery or corruption to be reported in line with the NAS Anti-Fraud and Corruption policy to the Director, Finance and Internal Auditor in the first instance. Where an incident is serious, the Director Finance will ensure that the NASAT board is made aware of the details and of the action taken and will review the existing policy, where appropriate.	The Managing Director to ensure that due procedures have been followed and appropriate action taken.	Reports any incidents to the Director, Finance and Internal Auditor, ensuring that remedial action is taken and advising the Managing Director and LGB.	LGB to review the incident(s) and action taken, making recommendations to the Principal and NSAAT board as appropriate.
Other Disciplinary and Capability Measures.  (NB: This is	Subject as noted below, decisions concerning the imposition of a disciplinary and/or capability measure in respect of the (Executive) Principal will lie with the Trust	The MD is to consider any circumstances involving the potential imposition of disciplinary and/or capability measures whether notified to the MD by the (Executive) Principal or	The (Executive) Principal is to notify the MD as soon as possible after becoming aware of any circumstances that may merit the imposition of disciplinary and/or capability measures that fall short	The Local Governing Body is to be consulted about possible disciplinary and/or capability measures except where the MD considers the urgency of the matter is such that consultation is not appropriate.

<p><b>subject to TUPE requirements and the school's own dismissal procedures may currently override this section.)</b></p>	<p>Board, subject as noted below.</p> <p>The Trust Board will consider any representations made by the MD, the (Executive) Principal and/or the Local Governing Body.</p> <p>In cases of urgency, where it is not possible for The Trust Board to be consulted, the MD will have authority to sanction the imposition of a disciplinary and/or capability measure.</p>	<p>not.</p> <p>Subject as noted below, the MD is to notify the Trust Board:</p> <p style="padding-left: 40px;">if the employee concerned is the (Executive) Principal, a member of the Senior Leadership Team of the school; and</p> <p>the MD considers the imposition of a disciplinary or capability measure is or may be the appropriate course of action.</p>	<p>of dismissal.</p> <p>The (Executive) Principal will provide such ongoing assistance the MD may require in considering such circumstances.</p>	<p>The (Executive) Principal is to notify the MD of any proposed consultation.</p> <p>The MD may attend and take part in the consultation if the MD considers this appropriate.</p>
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### 3. Education

Responsibility	Trust Board	Managing Director (MD)	(Executive) Principal	Local Governing Body
School Improvement Programme (including curriculum and standards.)	<p>The Trust will approve the draft School Improvement Programme subject to any modifications it wishes to make.</p> <p>The Board will also determine the intervals at which the approved Programme is to be monitored and reviewed.</p> <p>Each LGB will be monitored for impact via targets / outcomes.</p>	<p>The MD is to present the draft School Improvement Programme to the Trust.</p> <p>The MD is to monitor delivery of the School Improvement Programme on a termly basis or at such other intervals as the Standards may from time to time determine, with resultant intervention if necessary.</p>	<p>The (Executive) Principal is to draw up a draft School Improvement Programme in conjunction with the MD.</p> <p>The (Executive) Principal is to co-operate with the MD in the ongoing monitoring of the School Improvement Programme and will devise any Early Intervention Strategy needed following information that a target is at risk.</p>	<p>The Local Governing Body will receive reports on the School Improvement Programme, within the school's overall Business Plan and is to act on them as required.</p> <p>LGB to monitor the school's progress towards its School Improvement Programme / Business Plan.</p>

Academy Hours.	The Trust will approve the opening and closing times for schools.	Checks proposed times	Proposes times	The LGB recommends opening and closing times to the Board.
Term Times.	The Board will approve the term times for Schools.	Checks proposed dates	Proposes dates	The LGB recommends term times to the Board

Admissions, Exclusions and Appeals Policies.	The Board will approve all such policies and any amendments to them.	Quality assurance role, alongside LGB		The LGB will formulate its own admissions, exclusions and appeals policies and submit to The Trust Board for approval.
Other Academy Policies.	The Board will approve all such additional Trust wide policies and any amendments to them.	The AO will have responsibility for developing any other Academy policies that may from time to time be appropriate.	<p>(Executive) Principal to check with AO re status of individual policies, in house/Trust-wide.</p> <p>(Executive) Principal to ensure that Pupil Cohort data, Pupil Voice feedback and Parent feedback are shared with the Trust</p>	<p>The following policies remain the responsibility of the LGB:</p> <p>Individual bespoke School based policies (Curriculum policies/ ethos/in house arrangements)</p>

#### 4. Strategy

Responsibility	Trust Board	Managing Director (MD)	(Executive) Principal	Local Governing Body
Collaborations and Partnering Arrangements.	<p>The Board will review any proposal put to it by the MD and may:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> approve the proposal as submitted to it; or</li> <li><input type="checkbox"/> approve the proposal subject to any amendments it considers appropriate; or</li> <li><input type="checkbox"/> reject the proposal.</li> </ul>	<p>The MD will assess any proposals put forward by the (Executive) Principal and/or Education Directorate.</p> <p>The MD may decide to:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> approve the proposal as submitted to the MD; or</li> <li><input type="checkbox"/> approve the proposal subject to any amendments the MD considers appropriate; or</li> </ul>	<p>The (Executive) Principal is to notify the MD of any proposals to enter into, renew, amend or terminate any collaboration or partnering arrangement with other schools that involves payment in excess of £2,500.</p> <p>The (Executive) Principal will provide such further information and assistance as the MD may need in order to make a decision concerning the arrangement.</p>	<p>Be consulted on potential partnership work so that the proposal can be scrutinised for potential impact on our pupils' provision.</p>

		<input type="checkbox"/> reject the proposal.  The LGB should be consulted prior to any decision.		
Expansion/reduction of existing facilities.	The Board will review any proposal put to it by the MD and AO and may:  <input type="checkbox"/> approve the proposal as submitted to it; or  <input type="checkbox"/> approve the proposal subject to any amendments it considers appropriate; or  <input type="checkbox"/> reject the proposal.	The MD will assess any proposal put forward by the (Executive) Principal with the AO and, if supported take the proposal forward to the Trust Board  The AO and MD may decide to:  <input type="checkbox"/> approve the proposal as submitted; or  <input type="checkbox"/> approve the proposal subject to any amendments they consider appropriate; or  <input type="checkbox"/> reject the proposal;	The (Executive) Principal is to agree with the LGB and MD any proposal to expand / reduce any existing facilities at the Academy.  The (Executive) Principal will provide such further information and assistance as the MD and LGB may need in order to make a decision concerning the proposal.	LGB to recommend proposals to expand / reduce any existing facilities at the school to the MD

<p>Taking on new premises.</p>	<p>The Board will review any proposal put to it by the MD and may:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> approve the proposal as submitted to it; or</li> <li><input type="checkbox"/> approve the proposal subject to any amendments it considers appropriate; or</li> <li><input type="checkbox"/> reject the proposal.</li> </ul>	<p>The MD will assess any proposal put forward by the (Executive) Principal with the AO and, if supported take the proposal forward to the Trust Board</p> <p>The AO and MD may decide to:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> approve the proposal as submitted; or</li> <li><input type="checkbox"/> approve the proposal subject to any amendments they consider appropriate; or</li> <li><input type="checkbox"/> reject the proposal;</li> </ul>	<p>The (Executive) Principal is to notify the MD of any proposal to take on new premises and requires agreement with LGB.</p> <p>The (Executive) Principal will provide such further information and assistance as the MD may need in order to decide concerning the proposal</p>	<p>LGB to agree proposal to take on any new premises with the MD.</p>
<p>Other major strategic decisions;</p> <p>i.e. the restructure of the central MAT team, the taking on of another school into the MAT, the growth plan of the MAT.</p> <p>School strategic Decisions; e.g. changing the school's</p>	<p>The Board will review any proposal put to it by the MD and may:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> approve the proposal as submitted to it; or</li> <li><input type="checkbox"/> approve the proposal subject to any amendments it considers appropriate; or</li> <li><input type="checkbox"/> reject the proposal.</li> </ul>	<p>The MD will assess any proposal put forward by the (Executive) Principal.</p> <p>The MD may decide to:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> approve the proposal as submitted to the MD; or</li> <li><input type="checkbox"/> approve the proposal subject to any amendments the MD considers appropriate; or</li> </ul>	<p>The (Executive) Principal is to notify the MD of any proposal of a major strategic nature.</p> <p>The (Executive) Principal will provide such further information and assistance as the MD may need in order to make a decision concerning the proposal.</p>	<p>The LGB will make its views known to the MD regarding any major strategic decisions the MAT is considering through a formal consultation period.</p> <p>The LGB will refer to the MD any major strategic decisions the school is considering.</p>

PAN, running /ceasing to run a school-based nursery, establishment /cessation of a before/after school provision.		<input type="checkbox"/> reject the proposal; or  <input type="checkbox"/> refer the proposal to the Trust Board for a decision		
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### **13. Outline of Key Roles**

NAS Academies Trust (NAS AT) referred to as the Trust Board. The Trust board is made up of Directors. Individual schools have their own Local Governing Bodies (LGB) made up of governors. The roles below refer in the main to Governance at Trust Board level.

#### **Chair of Trust Board**

The Chair will be expected to undertake their role in accordance with best practice. They will deliver the following.

- Leading effective governance
- The Chair must ensure the Directors understand the part they play in driving educational improvement and ensuring the Trust meets its aims.
- The Chair's overall purpose is to act as a critical friend to the Trust as a whole
- Building the team

The Chair is responsible for building a cohesive team of directors, delegating tasks to ensure all members contribute and share responsibility. He/she must ensure that individuals' skills, knowledge and experience are well used, and that gaps are filled with training and recruitment.

#### **Improving the Trust**

The Chair must have a thorough knowledge and understanding of all aspects of the Trust. He/she should ensure that good quality and relevant information is available to the directors, such as the financial information, the Trust development plan and relevant information about the schools focusing on the strategic elements.

#### **Leading the business**

The Chair must work with the clerk to the Directors to ensure the Trust board and the Local Governing Body fulfil their respective statutory obligations and its responsibilities.

The Chair is responsible for chairing meetings. Each meeting should have a formal agenda. Meetings should be scheduled to reflect statutory tasks throughout the year.

The Trust will judge the success of the Chair against the following key duties:

1. Give a clear lead in organising the Trust board's work
2. Delegate roles and ensure other Directors are fully involved
3. Manage meetings efficiently
4. Keep other Directors fully informed
5. Co-operate with other agencies to support Trust improvement

## **Managing Director**

The NAS AT Managing Director is Matthew Tiplin who commenced in post in August 2020. Matthew is an experienced leader with a track record of sustainable education improvement in single academy trust, multi academy trust and independent school settings. He has been one of Her Majesty's Inspectors (HMI), an executive leader for a large multi academy trust, school senior leader and school governor. He is a Fellow of the Royal Society of Arts (FRSA) and a Founding Fellow of the Royal College of Teaching. He remains an accredited Inspector for OFSTED..

## **Director**

Each Director has been and will be selected based on their skills, experience and knowledge. They will be given training to fulfil their duties.

Trust Directors will:

- ensure clarity of vision, ethos and strategic direction;
- hold the Local Governing Body to account for the performance of the schools and their students, and the performance management of the school staff;
- oversee the financial performance of the Trust and make sure its money is well spent.
- hear certain appeals and grievances in accordance with the Trust's policies;
- to agree the Trust improvement strategy and development plan;

## **Clerk to the Trust Directors**

This role is fulfilled by Bruce Thompson (Company Secretary & Head of Governance)

The main purpose of role is to:

- Provide advice to the Trust Board on governance, constitutional and procedural matters. The new regulations require the Trust Board to have regard to advice from the clerk regarding exercising the Trust board's functions
- Provide effective administrative support to the Trust board and any committees.
- Ensure the Trust Board is properly constituted.
- Manage information effectively in accordance with legal requirements.

Main responsibilities and tasks:

## **Provide advice to the Trust Board**

- Advise the Trust board on governance legislation and procedural matters where necessary before, during and after meetings;
- Act as the first point of contact for Trust Board Directors with queries on procedural

matters;

- Have access to appropriate legal advice, support and guidance, and where necessary seek advice and guidance from third parties on behalf of the Trust board;
- Inform the Trust board of any changes to its responsibilities as a result of a change in school status or changes in the relevant legislation;
- Offer advice on best practice in governance, including any committee structures and self-evaluation;
- Ensure that statutory policies are in place, and are revised when necessary, with the assistance of staff;
- Advise on the annual calendar of Trust board meetings and tasks;
- Send new Directors induction materials and ensure they have access to appropriate documents, including any agreed Code of Practice; and
- Contribute to the induction of Directors taking on new roles, in particular Chair or Chair of a committee.

### Effective administration of meetings

- With the Chair prepare a focused agenda for the Trust board meeting and any committee meetings;
- Liaise with those preparing papers to make sure they are available on time, and distribute the agenda and papers as required by legislation or other regulations;
- Ensure meetings are quorate;
- Record the attendance of Directors at meetings (and any apologies – whether they have been accepted or not), and take appropriate action in
- relation to absences, including advising absent Directors of the date of the next meeting;
- Draft minutes of Trust board meetings, indicating who is responsible for any agreed action with timescales, and send drafts to the Chair and the AO
- Circulate the reviewed draft to all Directors and other relevant bodies as agreed by the Trust board and within the timescale agreed with the Trust board; and
- Follow-up any agreed action points with those responsible and inform the Chair of progress.

### Membership

- Advise Directors and appointing bodies in advance of the expiry of a director's term of office, so elections or appointments can be organised in a timely manner;
- Chair that part of the meeting at which the Chair is elected, giving procedural advice concerning conduct of this and other elections;
- Maintain a register of Trust board pecuniary interests and ensure the record of directors' business interests is reviewed regularly and lodged within the Trust;
- Ensure Disclosure and Barring (DBS) has been carried out on any director when it is appropriate to do so;
- Maintain a record of training undertaken by members of the Trust board; and
- Maintain Trust board meeting attendance records and advise the Chair of potential disqualification through lack of attendance.

- Advise the Trust board on succession planning (of all roles, not just the Chair).

### **Manage Information**

- Maintain up to date records of the names, addresses and category of Trust board members and their term of office, and inform the Trust board and any relevant authorities of any changes to its membership;
- Maintain copies of current terms of reference and membership of any committees and working parties and any nominated Directors. Child-protection, SEND.
- Maintain a record of signed minutes of meetings at the registered office, and ensure copies are sent to relevant bodies on request and are published as agreed at meetings;
- Maintain records of Trust board correspondence; and
- Ensure copies of statutory policies and other documents approved by the trust board are kept at the registered office and published as agreed, for example, on the website.

### **Personal Development**

- Undertake appropriate and regular training and development to maintain his/her knowledge and improve practice;
- Keep up-to-date with current educational developments and legislation affecting school governance;
- Participate in regular performance management.

### **Additional Services**

The clerk may be asked to undertake the following additional duties:

- clerk any statutory appeal committees/panels the Trust board is required to convene: if the clerk is not contracted to set up and clerk these panels, the Trust board will have to make an alternative arrangement;
- participate in, and contribute to the training of Directors in areas appropriate to the clerking role;
- maintain a file of relevant Department for Education (DfE), guidance documents;
- maintain archive materials;
- prepare briefing papers for the Trust board, as necessary;
- conduct skills audit and advise on training requirements and the criteria for appointing new Directors relevant to vacancies;
- perform such other tasks as may be determined by the Trust board from time to time.

### **Chair of Local Governing Body (LGB)**

The Trust will expect that the Chair of the Local Governing Body will perform the role to the same standard as the chair of the Trust board. In particular, the Chair will:

### Leading effective governance

The Chair must ensure the governors understand the part they play in driving school improvement and ensuring the school meets its aims. The Chair must regularly assess whether the governors are doing their job effectively. The Chair's overall purpose is to act as a critical friend to the school.

### Building the team

The Chair is responsible for building a cohesive team of governors, delegating tasks to ensure all members contribute and share responsibility. He/she must ensure that individuals' skills, knowledge and experience are well used, and that gaps are filled with training and recruitment.

### Relationship with the (Executive) Principal

The Chair's overall purpose is to act as a critical friend to the school, offering challenge, support, advice and encouragement as required. To do this, an effective working relationship with the (Executive) Principal is important, and the Chair and (Executive) Principal should meet regularly.

### Improving the school

The Chair must have a thorough knowledge and understanding of the school. He/she should ensure that good quality and relevant information is available to the governors, such as exam results, results of lesson observations, Ofsted reports and the school development plan.

### Accounting Officer

Each multi academy trust **must** designate a named individual as its accounting officer. For NAS Academies Trust (NAS AT) the Accounting Officer is Kelly Evans. The individual **must** be a fit and suitable person for the role. The appointment of an accounting officer does not remove the responsibility of Directors, both individually and as a board, for the proper conduct and financial operation of the trust.

The role of accounting officer includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to DfE's accounting officer, and in turn to the DfE's (Executive) Principal Accounting Officer for the financial resources under the trust's control.

Accounting Officers **must** be able to assure Parliament, and the public, of high standards of probity in the management of public funds, particularly:

- Regularity – dealing with all items of income and expenditure in accordance with legislation, the terms of the trust's funding agreement and this handbook, and compliance with the trust's internal procedures. This includes spending public money for the purposes intended by Parliament;

- Propriety – the requirement that expenditure and receipts should be dealt with in accordance with Parliament’s intentions and the principles of parliamentary control. This covers standards of conduct, behaviour and corporate governance; and
- Value for money – this is about achieving the best possible educational and wider societal outcomes, within the trust’s objects, through the economic, efficient and effective use of resources, the avoidance of waste and extravagance, and prudent and economical administration. A key objective is to achieve value for money not only for the trust but for taxpayers generally.

The accounting officer **must** complete and sign a statement each year demonstrating how the trust has secured value for money, using the published template. Trusts **must** send it to DFE by 31 December and publish it on the trust’s website by the end of January following the financial year to which the statement relates. DFE will also publish these statements.

The accounting officer **must** also complete and sign a statement on regularity, propriety and compliance each year and submit this to DFE with the audited accounts.

Whilst the trust’s accounting officer is accountable for the trust’s financial affairs, for keeping proper financial records, and for the management of opportunities and risks, the delivery of the trust’s detailed accounting processes will be delegated to a chief financial officer, who will perform the role of finance director, business manager or equivalent.

The accounting officer **must** take personal responsibility (which **must not** be delegated) for assuring the board that there is compliance with the handbook and the funding agreement. The accounting officer **must** advise the board in writing if, at any time, in his or her opinion, any action or policy under consideration by them is incompatible with the terms of the articles, funding agreement or this handbook.

Similarly, the accounting officer **must** advise the board in writing if the board appears to be failing to act where required to do so by the terms and conditions of the handbook or funding agreement. Where the Trust board is minded to proceed, despite the advice of the accounting officer, the accounting officer **must** consider the reasons the board gives for its decision. If, after considering those reasons the accounting officer still considers that the action proposed by the board is in breach of the articles, the funding agreement or this handbook, the accounting officer **must** notify DFE’s accounting officer immediately, and in writing.

The chief executive should be appointed as accounting officer, under the guidance of the board, and **must** have appropriate oversight of financial transactions, by:

- Ensuring that all the academy trust's property is under the control of the Trust directors, and measures are in place to prevent losses or misuse, including maintenance of fixed asset registers;
- Ensuring that bank accounts, financial systems and financial records are operated by more than one person; and
- Keeping full and accurate accounting records; and preparing accruals accounts, giving a true and fair view of the trust's use of resources, in accordance with existing accounting standards.

### **Director Training**

Directors are undertaking a skills audit and will commission a training programme to address and areas of weakness.

Consideration to be given to;

- Director Induction Training
- Safeguarding
- Safer Recruitment
- Finance

The Trust will also link in with the National Association of Governors and follow all updates and good practice guidance available and will ask the NGA to undertake a review of Governance in year 1.

### **10. Information for Website**

[www.NAS AT schools.com](http://www.NAS AT schools.com)

In addition to all statutory policy and information requirements, the Trust shall also make available in real time:

- Up to date details of the structure of the Trust board and any committees
- Names of Directors and their roles and responsibilities
- Annual statement setting out the key issues that have been faced and addressed by the Trust Board
- Impact of pupil premium monies on accelerating progress and ensuring the well – being of disadvantaged pupils

Governors accept that in the interests of open government, their full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing them will be published on the school's website.

## **11. Memberships and Partnerships**

The Trust board has joined professional bodies that will add value and assist in operating effectively and efficiently, for example the National Governors Association (NGA).

In terms of Assessment, The Vanguard School will work in partnership with Thames Valley School to externally validate baseline assessments of students and carry out moderation activities.



## Appendix 1 – Member Pen Portraits

### National Autistic Society

We are the UK's largest provider of specialist autism services. Our trained staff and volunteers bring passion and expertise to the lives of 100,000 autistic people every year. In this section, you'll find services directed towards autistic people, parents and carers and professionals. The NAS as a Member represents the NAS Academy Trust Board at Member Level.

### Dr. Carol Homden CBE

My older adult son has a diagnosis of ASD and MLD and after many difficulties is now suitably placed in his own home with 24-hour support. Professionally, I started my career by setting up print media enterprises in East Anglia before moving to London as a freelance arts journalist and editor. I then became Director of Marketing and Development at the University of Westminster, later moving to the British Museum in 1999 as its first Director of Marketing and Public Affairs. In 2003 I joined the Prince's Trust as Commercial Director before becoming in 2007 Chief Executive of Coram, the oldest Children's charity in the UK. When selected to chair the NAS Board of Directors in 2011, I relinquished (after five years) being Chair of the Avenues Trust, a provider of residential community and domiciliary services for adults with learning disability. We live in north London.

### NAS CEO

The role of the NAS CEO is to provide strategic leadership and management of the National Autistic Society as the leading charity for autistic people and their families within the framework and values established by the NAS Board of Trustees.

Principal Accountabilities include:

- To work with the board and senior management group to inform, develop and implement a progressive five-year strategic plan to maximise the impact and sustainability of the National Autistic Society
- To be accountable to and work in partnership with the Chair and board to ensure effective governance oversight, engagement and development of the organisation
- To present and deliver the annual business plans of the National Autistic Society as approved to achieve the agreed operational, organisational and financial targets
- To lead the Senior Management Team in ensuring effective management, accountability and performance of schools and services at best practice standards
- Identify and manage risk in line with organisational requirements, ensuring inspection readiness at all times
- To have a keen understanding of the landscape of need and existing provision to develop existing and new services to meet the emerging trends and opportunities

- To enable and advance a positive and inclusive organisational and performance culture of the National Autistic Society, its branches and partnerships
- To further the income and support of the National Autistic Society by building and sustaining key relationships and diversifying and extending support and partnership opportunities
- To develop the visibility, recognition and reputation of the National Autistic Society, building trust with stake holders and the public, representing the organisation and acting as a key spokesperson as required
- To ensure that all areas of delivery, operation and communications are based on sound evidence and knowledge extending the NAS position as a source of trusted information
- To demonstrate in behaviour, attitude and flexibility the values of the National Autistic Society.

## **Appendix 2 – Directors Pen Portraits**

### **Janet Corcoran MBE (Chair)**

Mother of an adult child with autism born in 1978, who now lives more independently than we ever thought possible, I was a mainstream primary school teacher from 1969 until I retired some five years ago, my last 16 years being as a Deputy Head teacher and SENCO. I have taught many children with autism. Secretary of the Lincolnshire Autistic Society for over 20 years, I run our local helpline for parents and professionals, and I have been an NAS councillor since 1996 and a trustee from 1997. I am currently on the Services Quality and Development Committee and the Brand and Commercial Development Committee of the NAS board. We live in Donington, Lincolnshire where I am on a wide range of community and social welfare committees.

### **Dr. Carol Homden CBE**

My older adult son has a diagnosis of ASD and MLD and after many difficulties is now suitably placed in his own home with 24-hour support. Professionally, I started my career by setting up print media enterprises in East Anglia before moving to London as a freelance arts journalist and editor. I then became Director of Marketing and Development at the University of Westminster, later moving to the British Museum in 1999 as its first Director of Marketing and Public Affairs. In 2003 I joined the Prince's Trust as Commercial Director before becoming in 2007 Chief Executive of Coram, the oldest Children's charity in the UK. When selected to chair the NAS Board of Directors in 2011, I relinquished (after five years) being Chair of the Avenues Trust, a provider of residential community and domiciliary services for adults with learning disability. We live in north London.

### **Pamela Reitemeier**

I have three children, one of whom has autism and is currently on transition to adulthood. Professionally, I work for a voluntary organisation in Hertfordshire - ADD-Vance - which offers training and support to professionals and parent carers on autism and ADHD. I am also networked with several autism-related parent carer organisations locally, including harc, our NAS Branch. Prior to this, I worked for UNICEF (UN Children's Fund) for over a decade in Africa, Asia and the UK in information/external relations/communications. I joined the NAS Council in 2004, acting as Senior Councillor from 2006 – 2012 when I sought election as a trustee (the

Senior Councillor is constitutionally precluded from being a trustee). As a Trustee, I serve on the Services, Quality and Development Committee. I live in St Albans, Hertfordshire.

### **John Dickinson**

Professor John Dickinson acted as Vice Chairman of the National Autistic Society Board of Directors between March 2010 and October 2011. He and his wife Christine are parents of a daughter with autism. John studied mathematics at the University of Cambridge. He then pursued research work in theoretical statistics at Leeds University before taking up a lectureship there in management science. His interest in finance and accounting took him to the University of Perth in Western Australia. He qualified as an accountant, returning to the UK after five years to take up Chairs in Accounting and Finance in Stirling and then Glasgow. As Chairman of Glasgow Business School, John travelled widely throughout Africa and the Far East, teaching, consulting, and presenting research findings at international conferences. His final post was as (Executive) Principal of what is now the University of Winchester, a position he held for eight years. John first came into contact with the NAS through our Helpline, as he and his wife Christine sought a diagnosis for their younger daughter. John and Christine both became members of the charity and now have life membership, along with their daughter.

John was elected to the NAS Council in May 2000 and then joined the Board as a Trustee in May 2002. As Vice Chairman of the Board and Chairman of the Governance Committee, John led the national recruitment process for the charity's new Chair in 2011. John has also served as an executive committee member and as General Secretary (from 2004 to 2010) of Autism Europe. As an invited member of the Department of Health's Advisory Group he assisted with the formulation of the Autism Bill and has been involved in the continued monitoring of the subsequent Act's implementation. He was also a Trustee of Research Autism from its foundation in 2003, leaving its Board for health reasons earlier this year. At a local level he has chaired parent support groups and acted as a Trustee of Hampshire Autistic Society and charities serving carers.

On standing down from the NAS Board in October 2011, John was made a lifetime Vice President in recognition of his services to the charity. Since then he has remained closely involved with our current major governance review and the shaping of the proposals for constitutional change. He remains actively engaged with The National Autistic Society on a variety of fronts.

### **Fleur Bothwick OBE (Vanguard)**

Fleur is the Director of Diversity and Inclusion (D&I) for the EMEA Region at EY, which is made up of Europe, Middle East, India and Africa with ninety eight countries and 105,000 people. Her role entails developing, driving and embedding an integrated diversity strategy across this large multi-disciplined matrix organization. Fleur is a regular conference speaker and contributor to articles and research in this field. She has co-authored a book on Inclusive Leadership.

Fleur has three sons. Her youngest son is autistic with significant learning difficulties. In the Queen's 2013 New Years Honours List, she was named an Officer of the Order of the British Empire in recognition of her contribution to Diversity and Inclusion in the workplace

### **Ms Helen Roberts (TVS)**

Helen has an expertise in financial policy and worked in HM treasury on public finance issues on a range of spending plans and policies including health, education and defence.

### Appendix 3 – Code of Conduct for LGB’s within NAS AT

The following code provides a statement of the broad principles by which the governors of the schools within NAS AT should operate.

#### General

The (Executive) Principal is responsible for the day-to-day management of the school, the implementation of policy and the operation of the curriculum. Governors have a responsibility for determining, monitoring and keeping under review, the policies, plans and procedures within which the school operates.

The Local Governing Bodies (LGB) will contribute most effectively to this aim by focusing on its three roles:

- To provide a strategic view of where the school is heading, in line with the vision, ethos and expectations of NAS AT.
- To act as a critical friend by providing support and advice to the school.
- To hold the school to account for the educational standards it achieves and the quality of the education it provides.

All governors have equal status. Although governors are appointed and elected by different groups, their central concern is the success of the school as a whole.

Governors always have a general duty to act fairly and without prejudice.

Governors should consider carefully how their own decision might affect other schools both within and outside NAS AT.

Governors should encourage open government and should be seen to do so. All Governors are required to act in accordance with the Nolan principles as follows:

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

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

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

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

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

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

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

Governors do not act alone but as members of a corporate team. Individual governors have power only when it is delegated specifically to them by the whole Local Governing Body.

### **Commitment**

- Governors acknowledge that accepting office as a governor/trustee/academy committee member involves the commitment of significant amounts of time and energy.
- Governors will be involved actively in the work of the Local Governing Body, and accept our fair share of responsibilities, including service on committees or working groups.
- Governors will make full efforts to attend all meetings and where they cannot attend will explain in advance why they are unable to.
- Governors will get to know the school/s well and respond to opportunities to involve themselves in school activities.
- Governors will visit the school/s, with all visits arranged in advance with the (Executive) Principal and undertaken within the framework established by the Local Governing Body.
- Governors will consider seriously their individual and collective needs for induction, training and development, and will undertake relevant training.
- Governors accept that in the interests of open government, their full names, date of appointment, terms of office, roles on the Local Governing Body, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing them will be published on the school's website.

In the interests of transparency, Governors accept that information relating to governors/Directors/academy committee members will be collected and logged on the DfE's national database of governors (Edubase).

### Relationships

- Governors will strive to work as a team in which constructive working relationships are actively promoted.
- Governors will express views openly, courteously and respectfully in all our communications with other governors/Directors/academy committee members.
- Governors will always support the chair in their role of ensuring appropriate conduct both at meetings and elsewhere.
- Governors are prepared to answer queries from other board members in relation to delegated functions and consider any concerns expressed, and they will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- Governors will seek to develop effective working relationships with the (Executive) Principal, staff and parents, the trust, the local authority and other relevant agencies and the community.

### Confidentiality

- Governors must observe complete confidentiality when asked to do so by the Local Governing Body, especially in relation to matters concerning individual staff, pupils or parents.
- Although decisions reached at governors' meetings are normally made public through the minutes, the discussions on which decisions are based should be regarded as confidential. Any decisions made, whether supported individually by you as a Governor, should always be actively supported once the decision has been made collectively by the Local Governing Body.
- Governors will always exercise the greatest prudence when discussions regarding school/trust business arise outside a Local Governing Body meeting.
- Governors will not reveal the details of any Local Governing Body vote.

### Conduct

- Governors should express their views openly within meetings but accept collective responsibility for all decisions, supporting those decisions always in public forums.
- Governors should only speak or act on behalf of the Local Governing Body when they have been specifically asked to do so.

All visits to school should be undertaken within a framework which has been established by the Trust and agreed with the (Executive) Principal.

In responding to criticism or complaints relating to the school, governors should refer to the Trust's 'Complaints Procedure' for the correct procedure to be followed and advise the complainant accordingly.

Governors have a responsibility to maintain and develop the ethos and reputation of the school. Their actions within the school community and externally should reflect this.

Any pecuniary interest that a governor may have in connection with the Local Governing Body's business must be recorded in the register of pecuniary interests.

Where an interest is declared, the governor must leave the meeting while the item is under discussion.

### **Breach of this Code of Conduct**

If Governors believe this code has been breached, they will raise this issue with the chair and the chair will investigate; Local Governing Body will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

Should it be the chair that Governors believe has breached this code, another Local Governing Body member or Trust representative, such as the vice chair or AO will investigate.

### **Training and Development**

Governor training and development is important. It benefits the school and individual governors and can help to develop effective teamwork. Governors are encouraged to undertake training to further their individual interests within the Local Governing Body and the work of the Local Governing Body as a whole.

### **Mentoring**

An experienced governor who acts as a mentor to new governors can provide support and a listening ear for all aspects of the work of the Local Governing Body. Governors should be prepared to act as mentors, as required.

### **Meetings**

Individual governors do not have any authority in school. It is the collective decisions of all the governors together that carry authority. The activities that governors undertake outside meetings can be seen as preparation for the times when the Local Governing Body 'goes live' - in a meeting.

It follows that if a Local Governing Body is to carry out its functions well, its meetings are crucial. Below is NAS AT's 'Meetings Charter'. If the Chair, the Head, the Clerk and all the governors subscribe to, and implement, the charter, the Local Governing Body will be giving itself the best chance of coming to informed, collective decisions.

### **Meetings Charter**

As a governor I expect:

- people to attend regularly and be punctual;

- an agenda and relevant documents to reach me at least seven days before the meeting;
- an agenda that makes clear the purpose of each item;
- a Chair who keeps to the agenda, paces the meeting so that time is given to each matter in proportion to its importance, draws on all members for contributions and keeps discussions to the point;
- my contributions to be heard and others to contribute to the discussion;
- the decision-making process to be quite clear;
- governors to work together and not to be stubbornly partisan;
- governors to take collective responsibility for decisions;
- minutes that summarise views succinctly, record decisions accurately and are made available, in draft form, soon after each meeting.

Others can expect me to:

- attend regularly and be punctual;
- read the agenda, minutes and other papers before the meeting and note items I want to say something about;
- bring my papers to the meeting;
- make relevant and positive contributions;
- listen to and consider what other people want to say;
- accept my share of collective responsibility, even for those decisions that I do not personally agree with.



## Appendix 4 – LGB Terms of Reference

### INTRODUCTION

- 1.1 The NAS Academies Trust (NAS AT) is established as a company limited by guarantee and is an exempt charity. As a body corporate, it has a board of Directors (“the Board”), also referred to as Directors. The Board is legally accountable for each and every school owned and managed by the NAS AT. However, the Board delegates certain responsibilities to Local Governing Bodies (referred to hereafter as “Governing Bodies” or “LGBs”), which are in law sub-committees of the Board.
- 1.2 All LGB members must be members of the National Autistic Society
- 1.3 Each school within the NAS Academies Trust has a Local Governing Body. The LGB holds governance responsibility for each school with the MD. The core governance functions of the Board are defined by the DFE (Governance Handbook) as:
  - a) Ensure clarity of vision, ethos and strategic direction.
  - b) Holding the (Executive) Principal to account for the educational performance of the school and its pupils, and the performance management of staff.
  - c) Overseeing the financial performance of the school and making sure its money is well spent.
- 1.4 Although committed to delegating functions to LGBs, the NAS AT Board has a duty to intervene as and when necessary in the governance of any individual school and if there are serious concerns about performance, in relation either to the school or the LGB, may remove any or all of the delegated functions from a Governing Body if this is in the best interests of the pupils and staff. If necessary, this action will occur in tandem with the MD’s management of the school and Education Directorate’s work to address the issue.
- 1.5 The Board can remove a Local Governing Body if it has substantial grounds to believe that the LGB is not carrying out its duties effectively.

- 1.6 The Board can remove a Governor, whether elected or selected, if they are in breach of the Code of Conduct or are disqualified from remaining as a Governor or in the opinion of the Board, are not carrying out their duties effectively.
- 1.7 Each LGB may be chaired by a director of the NAS AT.
- 1.8 These Terms of Reference are intended to provide a coherent standard framework for the working of all of the Board's Local Governing Bodies.
- 1.9 Throughout this document "he" shall be taken to include "she" and *vice versa*.

## **2. STATUS OF GOVERNING BODIES**

- 2.1 Legislation such as the School Governance (Constitution) (England) Regulations 2012 and the Education (School Government) (Terms of Reference) (England) Regulations 2000 does not apply to the Local Governing Bodies of schools.
- 2.2 As sub-committees of the NAS AT Board, LGBs are subject to company and charity law. That said, Governors are not Directors and provided they act honestly and in good faith, are protected from personal liability arising from the Local Governing Body's decisions and actions.
- 2.3 Individual Governors have no power or right to act on behalf of the Governing Body, except where the whole Governing Body has delegated a specific function to that individual and that delegation is recorded in the LGB minutes or in a written instruction from the LGB Chair. The Board is legally liable for all actions taken in its name by the LGB, individuals or committees to which it has delegated functions. The LGB should therefore ensure that decisions to delegate specific responsibilities are within its delegated authority and are properly recorded.
- 2.4 All Governors carry equal responsibility for decisions made and although nominated or elected through different routes, the overriding concern of all Governors has to be the welfare of the school as a whole. Individual Governors do not represent the constituencies from which they originate.

## **3. FUNCTIONS**

- 3.1 The core responsibilities of the Local Governing Body include curriculum, staffing, premises, admissions and implementation of policies. A scheme of delegated authorities is set out in the main document.
  - a) Agreeing targets, priorities and Key Performance Indicators alongside the MD and with the (Executive) Principal. They will then be shared with the LGB; the final version being agreed by all. These targets will reflect NAS AT corporate targets.
  - b) The (Executive) Principal will monitor the agreed targets and report progress on a termly basis to the MD and LGB as defined by the SoD. The LGB will then convey this progress to the NAS AT Board in their termly report. Any major exceptions will

be reported by the (Executive) Principal as they occur, both to the LGB and to the MD.

- c) School development plans are written by the (Executive) Principal, for agreement by the MD and LGB, and approval by NAS AT.
- d) NAS AT sets the key policies and (Executive) Principals action them, translating them into procedures that work locally. LGBs ensure these procedures are in place and are effective. The LGB will alert NAS AT if they feel that any of these policies need changing.
- e) The LGB monitors access to the school through Health and Safety and Safeguarding policies.
- f) The appointment of School (Executive) Principals is the responsibility of the NAS AT Board. However, the LGB and MD will be included in the appointment process for other senior staff, including the Deputy and Heads of Departments. For all other appointments, the LGB will be informed as a matter of courtesy and be involved in the interviews if required.
- g) Monitoring and assisting with the pupil admission and appeals process. (Note that, as an autism spectrum school, this designation can only legally be changed by agreement of the Trust and Department for Education.)
- h) NAS AT sets the budget framework through its corporate targets. The (Executive) Principal and senior leadership team generate a detailed plan linked to the School improvement plan within this budget framework. The LGB monitors the implementation of this plan with the (Executive) Principal, ultimately reporting any significant variances with the NAS AT Board being advised accordingly.
- i) NAS AT will review capital investment across all schools and will make decisions on the allocation of capital between schools, based on School Improvement Plans.
- j) The relationship between the (Executive) Principal, the MD and Chair of the LGB is key to the smooth running of the school. The LGB should expect a good level of reporting from the (Executive) Principal and Senior Leadership Team in order to carry out their monitoring role. The level of reporting from (Executive) Principal to LGB should be agreed and acceptable to all concerned, including to the NAS AT Board.

### 3.2 NAS AT

NAS AT's role includes that of quality assurance in Autism specific education. NAS AT will inform/update LGBs on a regular basis regarding educational developments, both regulatory and statutory. Within the service level agreements NAS AT will provide operational support in the areas of safeguarding, major complaints, press/media, major staff grievances, whistle blowing and exclusions.

## 4. **COMPOSITION OF GOVERNING BODY**

- 4.1 All non-elected members of LGBs are appointed by the NAS AT Board, including the MD as a de facto member of every LGB and ad-hoc attendee on a needs basis. In practice the Chair of an LGB will normally nominate an appointee for ratification at the next meeting of the Board.
- 4.2 The typical size of the local governing body will be between 7 and 10, including the (Executive) Principal who is automatically a member of the LGB for the duration of his or her position as (Executive) Principal. It will normally include:
- Two parent governors (who may be appointed or be elected by parents or carers of children attending the school).
  - One staff governor elected by staff. This person is additional to the (Executive) Principal.
  - Co-opted governors, either with a community focus or with specific skill sets e.g. business and finance, education, legal, etc. may be appointed.
- 4.3 A quorum will be formed by a minimum of three governors.
- 4.4 The period of office for a Governor will be no more than four years (other than the (Executive) Principal). Elected governors (parent or staff) who still meet the qualification criteria may then stand for re-election. Co-opted governors may be re-appointed by the Board for successive periods of four years after the expiry of an existing period of office, subject to ratification by the NAS AT Board.
- 4.5 Election of the initial staff governor takes place as soon as possible after the opening of the school. Any staff governor who ceases to be a member of staff of the school for which that staff member has been elected as a staff governor shall cease to be a staff governor with effect from the date of the cessation of her or his appointment.
- 4.6 An election for or appointment of an initial parent governor should take place as soon as possible after the opening of the school. If a parent governor ceases to have a child or children attending the school, he or she may stand down and arrangements made for the election or appointment of a new parent governor. A parent governor may not be related to a member of staff. If a parent governor takes up employment at the School, he or she may not continue as parent governor but may seek election as a staff governor, should there be a vacancy.

## **5. CHAIR AND VICE CHAIR**

- 5.1 Each Local Governing Body shall have a Chair and may choose to appoint a Vice Chair. The Chair may be a NAS AT director and will be appointed by the NAS AT Board. A Vice Chair (if any) shall be elected by the Governors, normally at their first meeting in each school year.

For the sake of clarity, the Chair holds supremacy over the MD with regards LGB decision making according to the SoD. The MD will attend LGB meetings on a needs basis to advise and inform. As per the SoD, the MD holds supremacy in overall joint

decision making.

## **6. CHAIR'S ACTION BETWEEN MEETINGS**

6.1 The Chair shall have power to exercise any function of the governing body, where in their opinion a delay in exercising the function would be likely to be seriously detrimental to the interests of:

- i) the school or the Academies Trust;
- ii) any pupil at the school or their family; or
- iii) a person who works at the school.

6.2 In these circumstances' "delay" means delay for a period extending beyond the earliest date on which it would be reasonably practicable for a meeting of the Governing Body to be held.

6.3 Where it appears to the Vice Chair that:

- i) the circumstances set out in paragraph 6.1 above apply, and
- ii) the Chair (whether by reason of a vacancy in the office or otherwise) would be unable to exercise the function in question before the detriment referred to in that paragraph is suffered, the reference in paragraph 6.1 to the Chair shall be read as if it were a reference to the Vice Chair.

## **7. FREQUENCY OF MEETINGS**

7.1 The Governing Body shall meet formally at least three times in each academic year.

7.2 There shall be a formal agenda published for each meeting.

7.3 Each meeting shall be recorded with the minutes being confirmed at the next meeting as a true record by those Governors who were present. The minutes will then be signed by the Chair.

## **8. CLERK TO THE GOVERNORS**

8.1 Each Governing Body shall appoint a Clerk to the Governing Body. Governors and the (Executive) Principal shall not be appointed as Clerk.

8.2 It is the responsibility of the Clerk of the Governing Body to:

- i) Issue notice of meetings of the Governing Body, as instructed by the Chair;
- ii) Attend meetings of the Governing Body and ensure minutes are taken;
- iii) Maintain a register of members of the Governing Body and report vacancies to the Governing Body;
- iv) Maintain a register of attendance and report this to the Governing Body;

- v) Give and receive notices in accordance with relevant policies and procedures;
  - vi) Perform such other functions as may be determined by the Governing Body from time to time.
  - vii) Ensure that current Disclosure and Barring Service checks are in place for every member of the governing body.
- 8.3 The Clerk shall work effectively with the Chair of Governors, the other Governors and the (Executive) Principal to support the Governing Body. The Clerk should be able to advise the Governing Body on constitutional and procedural matters, duties and powers. The Clerk is accountable to the governing body.
- 8.4. If the Clerk does not attend a meeting, the Governors present at the meeting can appoint a member of the Governing Body (but not the (Executive) Principal) to act as clerk for that meeting.

## **9. DELEGATION TO OFFICERS AND SUB-COMMITTEES**

- 9.1 Each LGB will decide how best to organise its members in order to fulfil its core functions. These are listed in 3.1 above and include the specific criteria for Governance set out in the latest Ofsted School Inspection Handbooks.

In line with the Common Inspection Framework (CIF), inspectors will make key judgements on the following areas:

- Quality of education
- Behaviour and attitudes
- Personal development
- Leadership and management

Therefore, local governing bodies need to: -

- a) Work effectively with leaders to communicate the vision for the school and to develop a culture of ambition.
- b) Understand the impact of teaching, learning and assessment on the progress of pupils currently in the school.
- c) Understand how the school makes decisions about teachers' salary progression and performance.
- d) Ensure that Safeguarding and Health and Safety policies are understood and are embedded throughout the school with the LGB being aware of the school's wider safeguarding duties under the Counter-terrorism and Security Act July 2015 and Keeping Children Safe in Educational Settings (KCSiES).

e) Evaluate the LGB's effectiveness and its impact on the school.

- 9.2 The LGB should be confident that they have an overview of the areas delegated to them.

This overview will be gained through the (Executive) Principal liaising with the Chair of the LGB and through the (Executive) Principal's termly report. Individual governors may arrange, through the (Executive) Principal, to update themselves on their area of responsibility with the relevant member of staff. This may be by email, telephone or visit at a time convenient for staff and students.

- 9.3 Where the Governing Body has delegated functions this shall not prevent the Governing Body from exercising those functions itself. The Governing Body must review annually the exercise of the functions it has delegated.

## **10. EQUALITY DUTIES**

- 10.1 The Governing Body has responsibility for making sure that the school complies with the equality duties set out in the Equality Act 2010. The general duty on schools is to have due regard to the need to eliminate unlawful discrimination, promote equality of opportunity and foster good relations in the area of race, disability, gender, religion or belief, sexual orientation and gender reassignment. Specific duties require schools to publish information demonstrating compliance with the general duty and to publish equality objectives.

## **11. POLICIES**

- 11.1 The Board of NAS AT will develop and maintain certain key policies that will apply across all of its schools. The Local Governing Body, working with the Education Directorate and school leaders, may then initiate the development procedures and protocols for the implementation of Trust policies in the local environment of the specific school for which the LGB is responsible. This may take the form of a staff handbook which will be updated on a regular basis. Where the Governing Body feels that some specific aspect of a policy is inappropriate or inadequate, it may make a recommendation to the NAS AT Board for the policy to be changed.

## **12. TRAINING**

- 12.1 A Skills Audit of all Governors will be undertaken prior to school opening. Governors will be encouraged to access a wide range of training opportunities, which may be delivered locally, regionally and on-line. Governing Bodies should regularly reflect on their members' training needs and ensure that appropriate training is secured.

## **13. DISQUALIFICATION OF GOVERNORS**

- 13.1 The Articles of Association of the Academies Trust require that members of Local Governing Bodies are treated in the same way as Directors of the Company ("Board members") with regard to disqualification and conflicts of interest.

i) No person shall be qualified to be a Governor unless he is aged 18 or over at the

date of his election or appointment. No current pupil of any of the Free Schools shall be a Governor.

- ii) A Governor shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- iii) A Governor shall cease to hold office if he or she is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that his office be vacated.
- iv) A person shall be disqualified from holding or continuing to hold office as a Governor if:
  - a) His or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - b) He or she is the subject of a bankruptcy restrictions order or an interim order.
- v) A person shall be disqualified from holding or continuing to hold office as a Governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- vi) A Governor shall cease to hold office if he ceases to be a Governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- vii) A person shall be disqualified from holding or continuing to hold office as a Governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- viii) A person shall be disqualified from holding or from continuing to hold office as a Governor at any time when he is:
  - a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)
- ix) A person shall be disqualified from holding or continuing to hold office as a Governor if he is a person in respect of whom a direction has been made under



section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

- x) A person shall be disqualified from holding or continuing to hold office as a Governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- xi) A person shall be disqualified from holding or continuing to hold office as a Governor if he has not provided to the Chair of the NAS AT Board a Disclosure and Barring Service certificate at an enhanced disclosure level. In the event that the certificate discloses any information, which would in the opinion of the Chair confirm their unsuitability to work with children that person shall be disqualified.
- xii) Where, by virtue of these Articles a person becomes disqualified from holding or continuing to hold office as a Governor; and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk to the Board.

## **Appendix 5 - NAS Academies Trust Conflict of Interest Policy**

### **1. Introduction**

The Directors always have a legal obligation to act in the best interests of NAS Academies Trust (NAS AT) and in accordance NAS AT's governing instruments. The AO, (Executive) Principals and (Executive) Principal Finance Officer (Executive) Principal Finance Officer have similar obligations. Conflicts of interests may arise where an individual's personal, professional or family interests and/or loyalties could potentially conflict with those of NAS AT.

Such conflicts may create problems as they can:

- Inhibit free discussion;
- Result in decisions or actions that are not solely in the interests of NAS AT
- and the Local Governing Body; and
- Risk the impression that NAS AT and/or Local Governing Body has acted improperly

The aim of this policy is to protect both NAS AT and individuals from any appearance of impropriety.

## **2. The Declaration of Interests**

Accordingly, we ask Directors, Governors, AO, (Executive) Principals, the (Executive) School Business Manager and PFO to declare their interests, and any gifts or hospitality received in connection with their role within the Trust. A declaration of interests' form is provided for this purpose, listing the types of interest you should declare.

To be effective, the declaration of interests is updated annually, and when any changes occur.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the (Executive) Principal Finance Officer for confidential guidance. Interests will be recorded on the Trust board's register of interests, which will be maintained by the Finance Director. The register will be accessible by the Chair of Directors, Chair of Local Governing Bodies and DFE colleagues and be made available to the wider public through the NAS AT website.

## **3. Data Protection**

The information provided will be processed in accordance with data protection principles as set out in the 2018 Data Protection Act. Data will be processed only to ensure that Directors, Governors, AO, (Executive) Principals and (Executive) Principal Finance Officer act in the best interests of NAS AT. The information provided will not be used for any other purpose.

## **4. What to do if you face a Conflict of Interest**

If you are a Director, Governor, AO, (Executive) Principal or (Executive) Principal Finance Officer at NAS AT, and also the parent or guardian of a student, or other "user" of NAS AT's services, you should not be involved in decisions that directly affect the service that you, or the person you care for, receives. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion. The same applies if you face a conflict for any other reason. You may, however, participate in discussions from which you may indirectly benefit, for example where the benefits are universal to all users, or where your benefit is minimal. A Governor who is also a parent of a student at NAS AT should not be prevented from being involved in any meeting to consider any matter relating to the general conduct or administration of, or fees charged by the Charity, where the Governor's only interest is by virtue of being such a parent, or from voting on and being counted in the quorum for any such matter. Nevertheless, you should declare your interest before such discussion commences. If you fail to declare an interest that is known to Chair of Governors and/or the Finance Director, one of them will declare that interest on your behalf.

**Governors who are also a parent of a student at a NAS AT School are asked to declare their interest as a parent at the start of each Governor’s meeting.**

## **5. Decisions taken where a Governor or member of Staff has an interest**

In the event of the Directors or Governors having to decide upon a question in which a Director, Governor, (Executive) Principal or (Executive) Principal Finance Officer has an interest; all decisions will be made by vote, with a simple majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate.

Interested board members may not vote on matters affecting their own interests. They may participate in the discussion (unless requested to withdraw by the other Directors or Governors) but not the decision-making process.

All decisions under a conflict of interest will be recorded by the (Executive) Principal Finance Officer and reported in the Minutes of the meeting at board level and recorded by the Chair of Governors and reported in the minutes at academy level. The report will record:

- The nature and extent of the conflict;
- An outline of the discussion;
- The actions taken to manage the conflict.
- Where a Director or Governor benefits from the decision, this fact will be reported in the Directors’ Annual Report.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

## **6. Managing Contracts**

If you have a conflict of interest, you must not be involved in managing or monitoring a contract in which you have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

### **DECLARATION OF INTERESTS FORM**

I ..... **(name)** as a Director /Governor/ (Executive) Principal/ Member of staff / (Executive) Principal Finance Officer **(delete as appropriate)** of NAS Academies Trust (NAS AT) have set out below my interests in accordance with the Trust’s conflict of interests’ policy.

CATEGORY	<i>Please give details of the interest and whether it applies to you, yourself or where appropriate, a close relative or close personal connection</i>
----------	--

Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g. Directorships, directorships, local authority membership, tribunals, etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests.	
Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.	
Do you use the school's services (e.g. as the parent or guardian of a student)? Any contractual relationship with the charity or any subsidiary?	

Any contractual relationship with the charity or any subsidiary?	
Any other conflicts that are not covered by the above?	

I declare that to the best of my knowledge the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflict of interest policy and for no other purpose. I understand that the details I have given will be recorded on the Trust's website.

SIGNED	NAME	DATE

***Please return the completed form to the Principal Finance Officer at NAS AT.***

## **Appendix 6 – Governors Allowance Policy**

This policy statement has been developed in accordance with the Education (Governors' Allowances) Regulations 2003. These regulations give Local Governing Body's the discretion to pay allowances from the school's annual budget allocation to governors for certain allowances which they incur in carrying out their duties.

The Trust holds to the principle that paying governors' allowances, in specific categories as set out below, is important in ensuring equality of opportunity to serve as governors for all members of the community, and so is an appropriate use of school funds. The specific items allowable reflect this objective.

**All governors as members of a Local Governing Body will be entitled to claim the actual costs, which they incur as follows:**

1. Governors will be able to claim allowances providing the allowances are incurred in carrying out their duties as a Governor given that costs of greater than £100 are agreed by the Chair of Governors before any such reimbursable costs are incurred.

2. Governors will be able to claim for the following, on a case-by-case basis:

- Childcare or baby-sitting allowances (excluding payments to a current/former spouse or partner)
- Cost of care arrangements for an elderly or dependent relative (excluding payments to a current/former spouse or partner)
- The extra costs they incur in performing their duties either because they have special needs or because English is not their first language
- The cost of travel relating only to travel to meetings/training courses at a rate of 40 pence per mile which does not exceed the specified rates for school personnel
- Travel and subsistence costs, payable at the current specified rates, associated with attending national meetings or training events, unless these costs can be claimed from any other source;
- Telephone charges, photocopying, stationery, postage
- Any other justifiable costs reasonably incurred as a result of governor duties

**The Trust acknowledges that:**

- Governors may not be paid an attendance allowance or for loss of earnings

Governors wishing to make claims under these arrangements, once prior approval has been sought as necessary, should complete a claims form (obtainable from the School Office), attaching receipts where possible, and return it to the school within two weeks of the date when the allowances were incurred, when they will be submitted for approval by the Chair of Governors or a delegated person for final approval. Claims will be subject to independent audit and may be investigated by the Chair of Governors if they appear excessive or inconsistent.

## **Review**

This policy will be reviewed annually by the Trust.

## **Appendix 7 – Directors Visits Policy**

### **1.0 Introduction**

- 1.1 The Trust has a statutory responsibility to establish and monitor its schools' policies and evaluate the effectiveness of the schools and their curricula. Directors are held to account for the schools' performance.
- 1.2 To ensure that Directors stay 'rooted' in school improvement, each director is allocated a 'link' school to gain knowledge of school practices and strengths and development points of their link school. The school a director is linked to may change each year.

- 1.3 OFSTED assumes that Directors know the strengths and weaknesses of their schools and will test that assumption during a school inspection. One of the best and most effective ways in which a director can learn about their school is to visit during the school day and see it at work, talking to staff and pupils and finding out what happens in the school and the classrooms.

## **2.0 Aims of the Policy**

- 2.1 This policy aims to ensure that:

- Directors are fully conversant with their duties in relation to school visits;
- Schools leaders, teachers and other staff fully understand the purpose of Director visits;
- All involved fully understand what a Director will and will not do when visiting the school;
- All involved know what will happen following a Director visit and how the information will be used;
- All involved understand how the effectiveness of this policy will be measured.

## **3.0 Purpose of Director visits**

- 3.1 The Board of Directors recommends that Director visits to schools be undertaken as part of a strategic programme to:

- Improve Director knowledge of their school, its staff, needs, priorities, strengths and weaknesses;
- Familiarise themselves with the priorities as outlined in the development plan;
- Assist the school in fulfilling its statutory duties;
- Directors will plan to visit their school at least once per academic year.

- 3.2 The Board of Directors recognise that visits to school are a key component to be an effective director which offer the following benefits to Directors and staff:

For Directors:

- Recognise and celebrate success
- Develop relationships with school leaders and staff
- Recognise different teaching styles
- Understand the environment in which teachers and another staff work
- See policies and schemes of learning in action
- Inform decision making
- Find out what resources are needed and prioritise them

For Staff:



- Help Directors understand the reality of the classroom
- Get to know the Director
- Understand better the directors' roles and responsibilities
- Have an opportunity to reflect on practice through discussion
- Act as a 'fact-finder' for the school leaders
- Highlight the need for resources

#### **4.0 Director visits will:**

##### **4.1 In visiting the school, Directors will:**

- Be clear about the purpose of the visit;
- If the visit involves a member of staff, they will be fully involved on the run up to the visit;
- Make themselves aware of the relevant policies and procedures, as advised by the head teacher;
- Set a good example to other visitors to the school;
- Form part of the evidence used to demonstrate directors' involvement in the school for OFSTED.
- The role of the director is not to be an advocate for the school.

#### **5.0 Director visits will not:**

##### **5.1 In visiting the school Directors will not:**

- Pursue personal agendas or arrive with inflexible pre-conceived ideas;
- Make any judgements about pupil's work or behaviour;
- Make any judgements about teaching practice or issues relating to the day to day running of the school;
- Form part of any evidence which can be used in the performance management of staff.

#### **6.0 Planning the Visit**

6.1 Visits will be undertaken only as part of a strategic programme formally organised by the Board of Directors or one of its committees and with approval of the (Executive) Principal.

6.2 The (Executive) Principal will be kept informed of, and agree, the subsequent details of the planned visit. At least one week's notice of a visit will be provided to schools.

6.3 If the visit is to involve any member of staff, then that member of staff will be fully involved in the planning through the appropriate member of the Senior Leadership Team.

- 6.4 The Director(s) making the visit will make themselves fully acquainted with Health and Safety procedures, including fire safety, prior to the visit and Safeguarding arrangements.

## **7.0 During the Visit**

- 7.1 Directors will report to reception upon arrival and follow the procedure for visitors in order to provide a good example for other visitors. Directors should acquaint themselves with the safeguarding procedures for the school.
- 7.2 If visiting a classroom, the Director will arrive at the time planned to avoid disrupting the learning and follow the agreed purpose of the visit. Directors must be aware that some teachers may feel nervous or stressful about having a visitor in the classroom.
- 7.3 At the end of the visit Directors will thank everyone concerned, including the children.
- 7.4 Directors should be aware of their behaviour and avoid any implication that they are inspecting, such as by using a clipboard – this is not an inspection. Directors should not make judgements.

## **8.0 After the Visit**

- 8.1 After visiting the school, the Directors(s) will:
- Give some time and thought to reflection;
  - Consider what went well and what did not go so well with respect to their involvement in the visit;
  - Consider what they would do differently in a future visit;
  - Using the pro-forma, draft a brief description commentating on what was seen in the session relative to the agreed purpose- and agree the contents of this with the staff involved, prior to passing onto the (Executive) Principal and Chair of the Board of Directors;
  - Monitor outcomes shared with Directors.

## **9.0 Monitoring the Effectiveness of the Policy**

- 9.1 The success of this policy will be measured by the following:

The extent to which:

- Directors become involved in visits to the school;
- Director scan challenge and hold the executive to account;
- Directors make more informed decisions;
- Staff feel comfortable with Directors' involvement in the school;
- Directors feel more involved in school life;

- Director scan demonstrate an enhanced understanding of NAS AT 's schools' strengths and weaknesses, needs and priorities.

**Template for Reporting Director Visits.**

Name:	Date:
Purpose of visit: (Previously agreed by the board with the (Executive) Principal)	
Links with the MAT Development Plan / Strategic Aims of NAS AT: (How does the visit relate to a priority in the MAT Development Plan / Strategic Aims?)	

<p>Director observations and comments:</p> <p>(e.g. What did you see? How long did the visit last? What did you learn? What would you like clarified?)</p>
<p>Any key issues arising for the board of directors:</p> <p>(e.g. the way resources are allocated, the way the school communicates, progress in implementing a key policy, evidence of the impact of the board's work on pupils' achievement, support being received from NAS AT)</p>

## Appendix 8 – Directors Skills Matrix

\*Please see separate spreadsheet.

