

## The Thames Learning Trust Constitution and Terms of Reference for the Committees of the Trust

### 1. Introduction

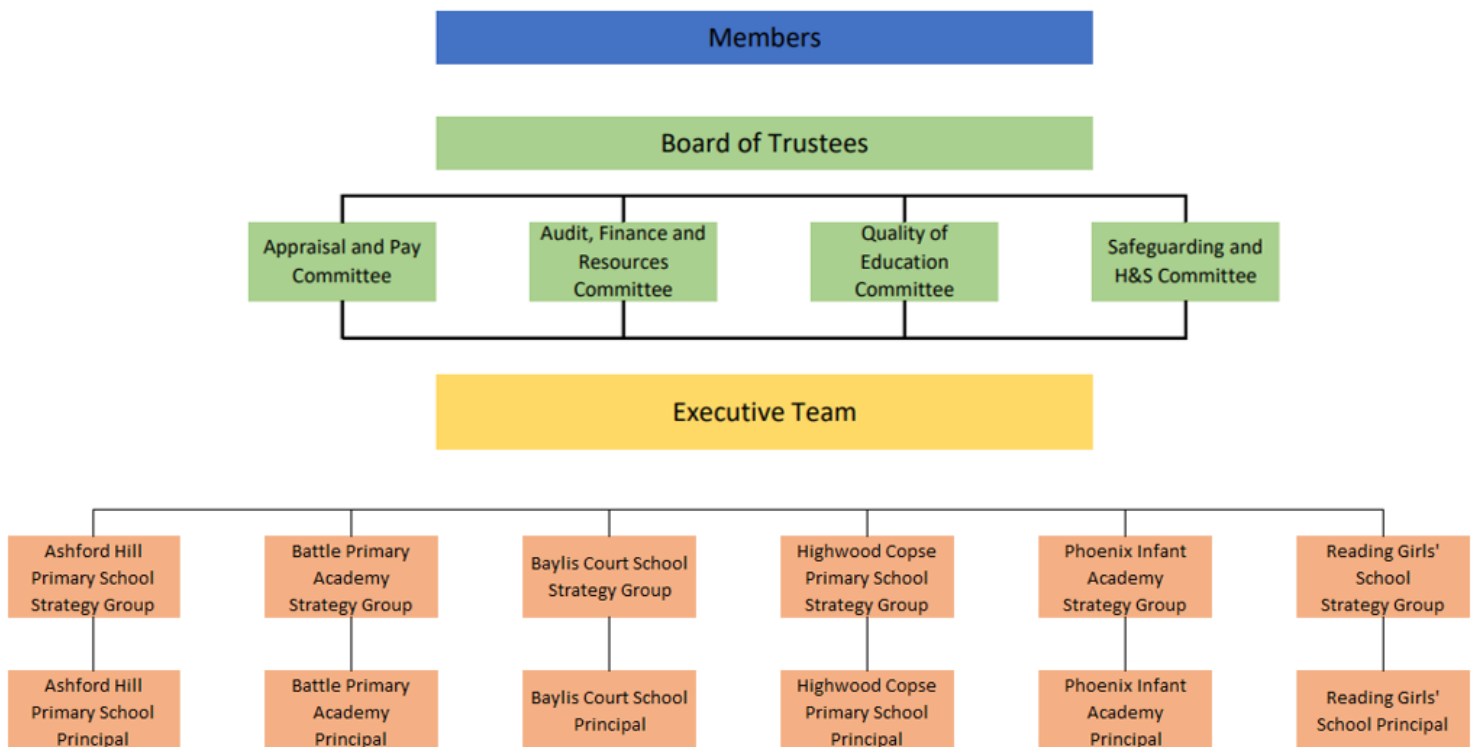
This constitution sets out the governance structure for the Trust. The Memorandum and Articles of Association of the Trust set out the legal requirements in respect of Members and Trustees and some aspects of governance. This document amplifies the role and requirements of Members and Trustees in the context of this Trust, how these work with the other elements of the structure, and how the Members and Trustees of the Trust will be selected and appointed.

### 2. Principles of the Trust

All actions and decisions of, by and regarding Members and Trustees must be undertaken to further the principles, vision and values of the Trust, as defined by all constituent Academies and entities, and as amended by agreement from time to time.

### 3. Governance Structure

The governance structure for the Trust is being developed to that shown below and outlined in more detail in the following paragraphs. The structure and governance arrangements incorporate current guidance from the DfE/ESFA and best practice identified in reports on multi-academy structures.



The membership and responsibilities of the Board and committees is set out in the paragraphs that follow.

## **4. Roles, responsibilities and appointment processes**

### **4.1 Members**

Members monitor the work of the Trust Board to ensure that it is upholding the vision and values of the Trust.

In order to do this every Member must:

- Understand and support the vision and values of the Trust;
- Understand the role that the Trust Board has in the effective operation of the Trust and all its Academies and constituent entities;
- Have sufficient experience of governance, accountability and/or education to assess the effectiveness of the Trust Board in at least one of these aspects (and all three between all Members);
- Consider the effectiveness of the Board on behalf of the Academy communities, the field of education, local employers/businesses, every student, and government requirements (and all five between all members);
- Conduct themselves and their role as Members in line with the vision and values of the Trust, and in accordance with the seven principles of public life.

#### **4.1.1 Duties of Members**

The specific duties of Members are, where appropriate to achieve the above objectives, to:

- amend the articles of association subject to any restrictions in the articles, the funding agreement, company, charity or other law;
- appoint new members or remove existing members;
- appoint and remove trustees in certain circumstances;
- by special resolution, issue direction to the trustees to take a specific action;
- appoint the trust's auditors and receive the trust's audited annual accounts (subject to the Companies Act);
- change the name of the company and, ultimately if necessary, wind up the academy trust.

In order to fulfil these duties, Members are expected to:

- Review Trust Board proceedings and attend at least one Trust Board meeting each year to review and assess the Board effectiveness;
- Undertake activities to understand the challenges and achievements of all parts of the Trust – Academy Trust Board, Academies, and any other elements – in relation to their particular constituent perspective;
- Attend the AGM and additionally meet as Members without Trustees to review the work of the Trust Board formally each year.

### **4.1.2 Number of Members**

There will be five Members. At no time can the number of Members be fewer than three (article 12).

### **4.1.3 Appointment of Members**

When there is a vacancy or need to replace Members, the position will be advertised widely across the Trust's Academies and communities. The Members are appointed in a personal capacity and do not have a set term of office (there is no provision for this within the Model Articles set by the DfE).

Interested candidates will be sent information about the strategy, vision, values and work of the Trust, and the role and duties of Members (as set out above). They will be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements.

Applications will be reviewed by a panel comprised of the existing Members, the Chair of the Board and the Chief Executive Officer.

Candidates may be shortlisted, and then will be invited to interview.

The interview will be held by the same panel as that for shortlisting.

## **4.2 Trustees**

### **4.2.1 Role of Trustees**

Trustees are responsible for the strategic oversight, administration and management of the Trust and all its Academies and entities to develop and achieve the Trust's vision, and to take reasonable steps to ensure compliance with government and EFA requirements, company law and charity law.

The DfE defines their role as:

- ensuring clarity of vision, ethos and strategic direction;
- holding executive leaders to account for the educational performance of the organisation and its pupils;
- the performance management of staff overseeing;
- ensuring effective financial performance.

Trustees are also governed by Charity law. Paragraph 6.2.5 of the Governance Handbook says academy trustees must comply with the following duties under charity law:

- Ensure the charity is carrying out its purposes for the public benefit;
- Comply with the charity's governing document and the law;
- Act in the charity's best interests;
- Manage the charity's resources responsibly;

- Act with reasonable care and skill;
- Ensure the charity is accountable.

They should exercise their responsibilities through setting the vision, strategy and where appropriate, policies for the Trust, ensuring strong and effective governance, entering into contractual relationships with third parties, and exercising powers of intervention if required. They have legal obligations through the Articles and Memorandum of Association of the Trust, and also under company law as directors and under charity law as trustees, for the proper conduct of the business of the Trust.

In order to do this, the experience, knowledge and skills of the Trustees overall:

a) must encompass:

- Education – experience with performance and monitoring/tracking data, staff development;
- Finance – experience of budget setting, management, and financial reporting in a complex multi-organisational setting;
- Governance – experience of governance in an Academy or as a director in a charity or commercial organisation;
- Strategic management – experience of organisational strategic management and development;
- Legal and Risk – experience of legal and risk issues facing Academies and/or charities.

b) should encompass:

- Premises – experience of premises management and short/long term maintenance management;
- Recruitment/HR – experience in staff recruitment, development and management;
- Marketing – marketing and/or media/communications experience across diverse stakeholder groups.

#### **4.2.2 Duties of Trustees**

The specific duties of Trustees are to use reasonable skills and care to:

- Establish and regularly review the vision and strategy of the Trust in consultation with all constituent Academies and entities;
- Shall agree the Terms of Reference for any sub-committees and oversee their effectiveness
- Ensure the quality of education provision and oversee standards and outcomes across the Trust, including:
  - Overseeing the implementation of the Strategic Plan.
  - Challenging and monitoring the performance of the individual academies;
  - Overseeing key performance data on a Trust and individual academy basis;
  - Performance management of the Chief Executive.

- Oversee the Trust’s finance and property, including:
  - Establishing a funding model for use across the Trust;
  - Agreeing each academy’s budget;
  - Ensuring compliance with the Academies Financial Handbook;
  - Overseeing the finances of each academy in the Trust;
  - Determining the extent of services provided centrally and the allocation of cost;
  - Establishing processes for the local management and maintenance of assets and appropriate registers.
- Ensuring Academies manage risk appropriately, to maximise their ability to deliver on their objectives, to make sound decisions, safeguard student and employee wellbeing and contribute to meeting the Government expectations for accountable and responsible use of public finances and resources;
- Ensuring all statutory policies are in place;
- Exercise reasonable skill and care in carrying out their duties;
- Complete an annual self-assessment of the Board’s performance in fulfilling its duties;
- Ensure that the Trust complies with charity and company law;
- Establish Admission arrangements for each Academy in the Trust;
- To operate the Trust in accordance with the Funding Agreement that has been signed with the Secretary of State.
- To ensure that the Trust and its Academies have risk registers in place and that they are actively monitored and maintained
- To review the Trusts top risks and any ‘emerging risks, and be satisfied that appropriate controls are in place
- Receive a report from the Trust’s Data Protection Officer
- To monitor progress of the Trust’s Strategic Plan: - To expand provision for recruitment, training and development such that we maintain an expert workforce; - To develop and grow our Trust; - To build effective partnerships with the communities in which we operate.

#### **4.2.3 Number of Trustees**

There will be up to eighteen Trustees. Fifteen will be appointed under this constitution and one will be ex officio the Chief Executive Officer of the Trust. Two Trustees will be elected Parent Trustees of children from Academies within the Trust. At no time can the number of Trustees be fewer than three.

#### **4.2.4 Appointment of Trustees**

When there is a vacancy or need to replace Trustees, the position shall be advertised widely across the Trust’s academies and communities. If there is a particular skills gap on the Board of Trustees, this will be made clear in the advertisement and subsequent materials.

‘Academy Ambassadors’ services will be used to assist in the process of identifying possible

candidates.

Interested candidates shall be sent information about the work of the Trust, and the role and duties of Trustees (as set out above). They shall be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements.

Applications shall be reviewed by a panel comprised of the Chair of the Trust Board, three Members, and the Chief Executive Officer.

Candidates may be shortlisted, and then will be invited to interview. The interview shall be held by the same panel as that for shortlisting.

If during the process it is not possible to have 3 Members on an interview panel the panel will make a recommendation to Members who will make a decision to appoint those Trustees recommended. It is the Members' prerogative to ask that the process be restarted if they are not satisfied with the recommendation.

#### **4.2.5 Chair of Trustees**

- The Chair and Vice Chair shall be elected each year by the Trustees (article 82).

#### **4.2.6 Terms of office of Trustees**

- The terms of office for Trustees is four years with no stated limit on the number of times they could be re-elected (article 64), although in practice Trustees would usually be expected to serve no more than two terms to allow for periodic refreshment of skills and experience in the Trust Board.

#### **4.2.7 Delegation of powers**

- The Trust Board establishes the governance structures for the Trust and individual academies and may delegate its powers and functions to committees. This may be done through a defined Scheme of Delegation.

#### **4.2.8 Frequency of Meetings**

- Three times a year

#### **4.2.9 Quorum**

- 50% of the Board membership rounded up to the nearest whole

### **4.3 Audit, Finance and Resources Committee**

This committee provides detailed review and monitoring of the finances of each Academy and the overall Trust, and oversees the policy framework for the staffing, premises and equipment of all the Academies.

#### **4.3.1 Membership**

- A minimum of three and a maximum of five Trustees (appointed by the Board of Trustees)
- Chief Executive Officer
- The Trust Board may appoint a Chair that is not a Trustee having been satisfied that the person has financial experience and is capable of fulfilling the role
- Finance Director

#### **4.3.2 Responsibilities**

- Scrutiny of budget plans for endorsement by the Trust Board;
- Regular monitoring of income and expenditure against budget plans, with analysis of variances; seeking value for money and ensuring resources are applied appropriately; monitoring and reviewing expenditure regularly; maintaining proper accounting records and preparing expenditure and balance sheets; notifying the Trust of any changes to fixed assets used by the Academies; supporting the Trust Board in relation to the annual budgetary process; observing proper levels of delegation.
- Monitoring of progress of significant capital projects;
- Recommendation and review of the effectiveness and value for money of business systems used by all Academies.
- To review the Trust's internal and external financial statements and reports to ensure that they reflect best practice, the Academies Financial Handbook and other relevant regulations;
- To monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance;
- To recommend the Trust's financial procedures to the Trust Board
- To discuss with the external auditor, the findings of the annual audit once completed;
- Appoint a suitably qualified and experienced organisation to undertake Internal Scrutiny after following a process of assessing a range of providers
- Take advice from the provider of Internal Scrutiny regarding a check list and also adding to that check list items that the committee wishes to be investigated
- To consider all reports received through the Internal Scrutiny process, and review the effectiveness of the Trust's internal control system;
- To monitor the implementation of action to address adverse control findings by external audit process;
- To make recommendations to the Members and the Trust Board in relation to the appointment, reappointment and removal of the external auditor and internal audit mechanisms;
- To recommend the Trust's Charging and Remissions policy, Whistleblowing policy and lettings policy to the Trust Board
- To keep a watching brief over the quality of the Trust's premises and recommend capital projects to the Trust Board and if appropriate apply for capital grants. To assist this work consideration will be given to commissioning condition surveys.
- To consider any other matters where requested to do so by the Trust Board; and

- To report at least once a year to the Board on the discharge of the above duties.
- To monitor progress of the Trust's Strategic Plan: To build a financially viable, efficient, risk aware and sustainable Trust for the future.

#### **4.3.3 Frequency of Meetings**

- Three times a year (+1 extra ordinary meeting to recommend the budget to the Board).

#### **4.3.4 Quorum**

- 50% of the committee membership rounded up to the nearest whole

### **4.4 Appraisal and Pay Committee**

#### **4.4.1 Membership**

- A minimum of three and a maximum of five Trustees (appointed by the Board of Trustees)
- The Chair of the Board will chair this committee
- The Chief Executive Officer is an advisor to this committee as he/she is to be held to account for decisions made on appraisal and pay decisions. He/she will also be subject, via this committee, to their own appraisal and pay
- The Trust Board may appoint a Chair that is not a Trustee having been satisfied that the person has financial experience and is capable of fulfilling the role

#### **4.4.2 Responsibilities**

- Performance management of Chief Executive Officer
- Approval of pay increases for Executive Team
- Oversee pay reviews of all staff below the Chief Executive Officer
- Approval of pay policy and review its implementation in practice

#### **4.4.3 Frequency of meetings**

- Four times each year.

#### **4.4.4 External Advisor**

- The Committee shall decide whether to avail themselves of the advice of an external advisor after consultation with the Chief Executive Officer.

### **4.5 Quality of Education Committee**

The purpose of this committee is to monitor and challenge the Chief Executive Officer in relation to the curriculum, standards and quality of educational provision within all Academies.

#### **4.5.1 Membership**

- A minimum of five and maximum of six trustees (appointed by the Board of Trustees) and to include as Chair a competent educationalist
- The Trust Board may appoint a Chair that is not a Trustee having been satisfied that the



person has educational experience and is capable of fulfilling the role

- The Chief Executive Officer

#### **4.5.2 Responsibilities**

- To scrutinise performance data and challenge the Chief Executive Officer on performance;
- To review each academy's Pupil Premium Statement and impact report is fit for purpose;
- Review findings of external reviews;
- To meet with Ofsted inspectors as part of an Academy inspection;
- Review effectiveness of curriculum offered by each academy;
- Review Principal's reports (x 3 each year);
- Review each Academy's Sport and PE Premium Statement;
- Ensure that Teaching and Learning is being monitored through Teaching and Learning reports from each Academy;
- Review the quality of the Special Educational Need report for each academy.
- Ensure at least one person from this committee attends Strategy Meetings at individual academies/schools;
- Review Statutory policies that are linked to the Quality of Education;
- Contribute towards the review, revision and monitoring of all Academy Improvement Plans;
- To ensure that the requirements of children with special needs and disabilities are met, as laid out in the Code of Practice.
- To monitor progress of the Trust's Strategic Plan: To increase further the quality of provision in all Trust academies.

#### **4.5.3 Frequency of Meetings**

- Three times a year

#### **4.5.4 Quorum**

- 50% of the committee membership rounded up to the nearest whole

### **4.6 Safeguarding and Health and Safety Committee**

#### **4.6.1 Membership**

- A minimum of three and a maximum of six Trustees (appointed by the Board of Trustees).
- The Chief Executive Officer
- The Trust Board may appoint a Chair that is not a Trustee having been satisfied that the person has Safeguarding/Health and Safety experience and is capable of fulfilling the role

#### **4.6.2 Responsibilities**

- To monitor RIDDOR and frequency of serious accidents;
- To review annual safeguarding audit for each Academy;
- To review annual health and safety audit for each Academy;

- To review progress against health and safety action plan as a result of health and safety audit;
- To convene a committee to review permanent exclusion of a pupil;
- Approve Trust Child Protection Policy;
- Approve Trust Supporting Pupils with Medical Needs Policy;
- To review annual staff and student well-being report;
- To receive confirmation of termly Single Central Record checks by Chief Executive Officer (x3 for each Academy).
- To oversee arrangements for educational visits, including the appointment of a named co-ordinator within each Academy.

#### **4.6.3 Frequency of Meetings**

- Three times a year.

#### **4.6.4 Quorum**

- 50% of the committee membership rounded up to the nearest whole

### **4.7 Chief Executive Officer**

#### **4.7.1 Role of the Chief Executive Officer**

The Chief Executive Officer is the 'system leader' who is accountable for the outcomes of the group of schools whilst having an overview of: the national system of education, the internal organisation, management and control of the Academies (including the implementation of all policies approved by Trustees), quality of governance, and the direction of the teaching and curriculum in every Academy. The Chief Executive Officer enables each Academy leadership team to focus on teaching, learning and pupil progress in their Academy, while working collaboratively with an experienced system leader.

#### **4.7.2 Duties of the Chief Executive Officer**

Specific responsibilities are to:

- Implement the Trust's Strategic Plan
- Lead strategic Academy improvement of Academies in the Trust and Principals, and chairing the Education Board;
- Put in place with Principals and oversee processes for Academy improvement and a drive for excellence in every Academy;
- Support and challenge the work of committees ensuring highly quality and impactful governance;
- Appoint Academy Principals;
- Performance management of each Principal;
- Establish and oversee processes for the professional development of all staff and the retention of excellent teachers and Academy leaders;

- Grow ‘future leaders’ through modelling, coaching, and involving them in higher level strategic planning and shared leadership;
- Seek opportunities for growth of the Trust;
- Fulfil the role of Accounting Officer for the Trust;
- To ensure all statutory requirements for reporting and publishing are met and that each Academy’s website is fully compliant;
- Fulfil the Job Description.

#### **4.7.3 Executive Team**

- The Chief Executive Officer leads the Trust Executive Team, who are responsible for core Trust functions of performance monitoring and managing centrally-provided support services. These core functions are funded from an appropriate contribution from the approved budget of each Academy. The Executive Team consists of the Chief Executive Officer and the Director of Finance.

#### **4.7.4 Appointment of the Chief Executive Officer**

- The Chief Executive Officer is appointed by the Board of Trustees.

### **4.8 Finance Director**

#### **4.8.1 Role of the Finance Director**

- To provide effective and efficient management of Trust’s finances, providing strategic and financial guidance to ensure that the Trusts financial commitments are met.
- Developing all necessary policies and procedures to ensure the sound financial management and control of the Trust Business.

#### **4.8.2 Duties of the Finance Director**

- To work with the Chief Executive Officer in the growth of the MAT to a level that supports financial efficiency and security whilst ensuring the trust maintains the values and ethos that developed the trust in the beginning (supporting Academies to be the best they can for their children and young people whilst maintaining their own identity, autonomy and independence);
- To be responsible for the preparation of annual budgets, management accounts and statutory accounts, their presentation to Trustees, and all necessary government and company returns;
- Ensuring that all financial procedures, tenders and processes are operated in accordance with the Trust’s Schedule of Financial Delegation, finance manual and the Academies Financial Handbook as published by the DfE;
- Oversee the preparation of all statutory accounts and DfE returns, ensuring that all filing deadlines are met;
- To fulfil duties of the Director of Finance and deliver exceptional levels of leadership and management of all academy(s) resources;
- To lead any change process across Finance, ICT and Premises for staff and systems to maximise effectiveness and secure quality;

- To give a strategic vision and leadership to all aspects of Business, Budget and Finance;
- To develop, promote and communicate an effective health and safety culture across all Academies in the trust;
- Identify and lead on strategic projects, developing strands of funding including bidding where appropriate.

#### **4.8.3 Appointment of the Finance Director**

- The Finance Director is appointed by the Chief Executive Officer in consultation with the Chair of the Board.

### **4.9 Education Board**

#### **4.9.1 Membership (all ex officio)**

- Chief Executive Officer (Chair)
- Principal of each individual Academy

#### **4.9.2 Responsibilities**

- To drive improvement in achievement, attainment and performance of every academy;
- To identify and share excellent pedagogy and teaching practice;
- To identify and share curriculum developments that will enhance educational opportunities and performance for children in the Trust;
- To create opportunities for staff development to improve performance, achieve CPD and maximise the retention of excellent teachers;
- To conduct the educational aspects of due diligence for Academies applying to join the Trust and for Academies that the Trust may sponsor.

#### **4.9.3 Frequency of meetings**

- Three times each year

## **5 Strategy Group**

#### **5.1.1 Membership (all ex officio)**

- Chief Executive Officer
- Director of Education (Primary) – for the Primary phase academies
- Two nominated Trustees for each academy
- Principal (other members of SLT as agreed by the CEO and Principal)
- Strategic Ambassadors (Parents and local community members)

#### **5.1.2 Responsibilities**

- To drive improvement in achievement, attainment and performance of the academy;
- To review and approve the school self-evaluation document
- To review and approve the school improvement plan
- To monitor the schools progress against the agreed milestones in the school improvement plan throughout the academic year

### **5.1.3 Frequency of meetings**

- Three times each year

## **6 Conflicts of interest**

It is essential that the principles of public life, as determined by the Nolan Committee, are placed at the heart of the governance of the Trust and all its Academies. Conflicts of interest can arise in relation to business or pecuniary gain, personally or through a related party, and in the exercise of undue influence in decisions where a person has overlapping roles and interests.

The Trust sets out the duties of Members, Trustees and committee members in role descriptions and person specifications which incorporate the principles of public life. Appointees must receive information and training about their role as part of an induction process, especially for Members and Trustees with regard to their duties under company law and as charitable trustees.

The governance and accountability structures for the Trust seek to minimise overlapping membership across the Board and committees and set out clear responsibilities for each part of the structure.

Members, Trustees and senior leadership team members are required to maintain up to date declarations of their interests, which are held centrally. Every meeting of a Board or committee must begin with an item for those present to declare any interests in the business of the meeting that may conflict with their duty to act solely within the interests of the Trust.

There is a clear separation of people with non-executive functions and those with executive responsibility. The Trust's financial regulations and HR policies require open competition and set out clear levels of delegation and authority. The Audit, Finance and Resources Committee exercises a scrutiny role over the financial transactions of the Trust.

## **7 Securing independent challenge**

The objective and expectation of the Trust is for all its Academies to achieve 'Outstanding'. The Trust facilitates this by providing Academies with peer review and professional challenge through the Education Board structure. The Board of Trustees provides support and challenge for committees, to help them understand and measure Academy progress and performance.

The separation of roles between Members and Trustees provides a structure with clear accountabilities between each of these groups.

The keys to effective challenge are:

- An understanding of what excellent performance looks like, how it is measured and where an individual Academy needs to improve;
- An understanding of how Academies can improve at different levels of performance – up to 'Good', from 'Good' to 'Outstanding', and beyond 'Outstanding';

- Relationships between people that are based on respect and mutual appreciation of respective roles.

These require training for everyone involved: in the process of support and challenge, and in how their roles interact. Members and Trustees will receive training from the Chief Executive Officer and Trust Chair as part of their induction into the role. The Board also receives regular up-dates and briefings on performance and measurement from the Chief Executive Officer and other staff in the Trust. Training will be sought from external sources of expertise as well as within the Trust.

On-going improvement requires constant, constructive questioning. The Trust seeks out best practice in this from external sources such as the, National Governance Association, Association of College and School Leaders, Teaching Schools Alliances, Education Endowment Foundation etc.

## 8 Effective intervention

Setting out clear responsibilities and powers, from Members to Trustees to Committees to the Chief Executive Officer to Principals, provides a framework within which action may be taken at every level to intervene and make changes:

- The Principal has line management responsibility through the staff of the Academy, and the performance management process can be used to intervene in poor teaching or support functions, leading to dismissal if required.
- Trustees monitor Academy performance and question the Chief Executive Officer.
- The Board sets and reviews the objectives for the Chief Executive Officer and can act to performance manage or remove the Chief Executive Officer if required.
- The Members monitor the overall educational and financial performance of the Trust. They question the Trustees and can act to remove Trustees if required.

Intervention at the extremes of dismissing or removing people is not likely to happen frequently, but people at all levels of the governance and management process must be prepared for this to be possible, and to happen quickly if needed. Intervention usually takes place at a less extreme level; through setting objectives and targets within a relationship where accountability is expected and understood.

Assessing the scale and timing of intervention requires judgement, and the Trust appoints people to key positions with this defined in the role descriptions and person specifications. The indicators that are used to identify the need for intervention include:

- Significant deterioration of performance as reflected in robust internal monitoring data as well as external data such as FFT Dashboard;
- Academy at risk of falling below its floor targets, or at risk of falling in its Ofsted category;
- Significant deterioration in attendance or increase in exclusions: an acute change or a steady slow decline;
- Significant staff absence or difficulty in recruitment: an acute change or a steady trend;

- Deficit in the Academy budget: with defined trigger points leading to increasing levels of intervention action;
- Significant fall in Academy roll: an acute change or steady trend;
- Decisions or actions that would damage the Trust and the Academies within it.

Within each Academy, an effective system for quality assurance in all aspects of Academy performance is vital. This delivers early warning of any problems, and prompts Academy leaders to act quickly.

*Revised July 2023*