



SPENCER
ACADEMIES TRUST

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**Trust Governance
Directors' Handbook**

2017 – 2018 DRAFT
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Spencer Academies Trust

Governance Handbook 2017-18

Spencer Academies Trust.....	1
Governance Handbook 2017-18	1
Spencer Governance	3
Chief Executive’s Introduction	5
Introduction	6
Structure	9
SAT Corporate	10
Vision Statement.....	10
Organisation.....	10
Structure	10
Standards	11
Group Strategy and Performance	13
Trust Support and Improvement Teams.....	13
Policies	14
Governance	16
Scheme of Delegation	16
Sub-committees of the Board.....	16
Quality and Standards Committee.....	16
Audit and Risk Committee	16
Resources (Finance, Capital and Personnel) Committee.....	16
Remuneration Committee	16
Members.....	17
Directors.....	17
SAT Delegations to the Chief Executive Officer	20
Chief Operating Officer	21
Declarations of Business and Pecuniary Interests	21
Committee Terms of Reference.....	22
Quality and Standards Committee.....	22
Audit and Risk Committee	25
Authority	25
Role	25

Resources Committee	28
Authority	28
Role	28
Remuneration Committee	31
Authority	31
Role	31
Link Directors	33
Local Governing Bodies	33
LGB Membership	34
Sub-committees	35
Clerking	35
Principles of Public Life	37
Terms of reference: Local Governing Bodies	38
Authority	38
LGB Sub-Committees	38
Recruitment and retention of staff.....	38
Administrative arrangements	39
LGB Training	39
LGB Annual Calendar	40
Academy Principals	41
Financial Accountability including scheme of delegation.....	42
Glossary of Terms.....	43
Resources for Clerks.....	45

Spencer Governance

Chetwynd (Ofsted 2014)

- “Governors know the academy well and support or challenge leaders and managers effectively to bring about improvements.”
- “Members of the governing body are knowledgeable, enthusiastic and hard working.”
- “Governors have a clear understanding of the standards pupils reach and how much progress they are making.”

Fairfield Primary Academy (Ofsted 2016)

- “Governors continue to aspire for pupils to achieve well and develop independence in their learning.”
- “Governors offer an effective balance of support and challenge... They are strategic in their approach and have a very clear understanding of the academy’s strengths and areas for improvement.”
- “Governors benefit from the support that you receive from the Spencer Academies Trust, for example in training for staff and governors and in implementing a system to track the progress that pupils are making.”

George Spencer Academy (Ofsted 2015)

- “A training programme for governors ensures that governors are able to question leaders effectively and hold them to account.”
- “Governors strengthen the leadership of the academy, because they are highly skilled and strategic in their outlook. They play an important role in evaluating the academy’s work and setting the direction for the future.”
- “...an excellent understanding of their responsibilities to ensure the safety of students.”

Glenbrook Primary School (Ofsted 2017)

- “The governing body is playing an effective strategic role in ensuring that the pace of improvement is brisk... Governors are rightly proud of the improvements they have helped to secure since the school’s conversion to an academy. They are also passionate that the rate of these improvements must continue, in order that the school can become a beacon of excellence in the community.”
- “Governors explained to inspectors how they work well with the representatives of the multi-academy trust, who provide them with high-quality training, advice and support.”

Heanor Gate Academy (Ofsted 2017)

- “Governors... have put in place a robust and comprehensive system to monitor and evaluate the quality of teaching, learning and assessment in the school.”
- “Governors have an accurate, full understanding of the quality of education at the school.”

Long Field Academy (Ofsted 2017)

- “The governing body and the academy trust play a valuable role in the school’s success. They provide senior leaders with good support and an appropriate level of challenge.”
- “Governors have high aspirations for pupils. They are committed to ensuring that pupils continue to make good progress.”
- “The academy trust provides the school with high-quality support. Members of the academy trust are knowledgeable and experienced.”

Portland Spencer Academy (Ofsted 2016)

- “Governors have a clear and detailed knowledge of the school and community. They use their range of skills effectively to challenge leaders and contribute to the continual drive to improve.”
- “The academy trust is highly effective in contributing to and strengthening local school governance.”
- “Governors have a detailed understanding of the school’s strengths and areas for development. They share the relentless drive to continue to improve the quality of teaching and progress for all pupils.”

Sunnyside Spencer Academy (Ofsted, 2017)

- “Governors have been particularly successful in changing the perception of the school in the local community.”
- “Governors are diligent in ensuring that their own skills are updated and improved. The trust has provided effective training for governors, especially in relation to understanding the new assessment framework and the latest national curriculum.”

Wyndham Primary Academy (Ofsted 2014)

- “The governing body is extremely well led and managed. Governors are kept fully informed through detailed reports from the Principal linked to the academy improvement plan; their own frequent and systematic checks on the academy’s work.”
- “Governors ensure that the academy’s aims for the quality of learning are at the core of its work and the drive for the highest standards.”

Chief Executive's Introduction

Welcome to the revised Governance Handbook, which has been reissued in keeping with the new Scheme of Delegation.

The purpose of the Governance Handbook is to support the Scheme of Delegation in outlining the delegation of powers and responsibilities across the Trust. Whereas the Scheme of Delegation is primarily a financial and legal document, the Governance Handbook acts as a kind of practical guide.

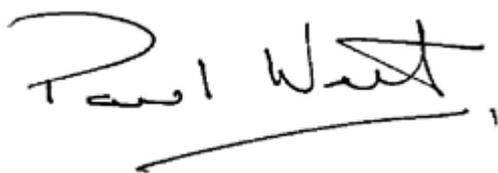
In revising the Governance Handbook, we have taken the opportunity to share the vision of the innovation and opportunities that as a family of schools we deliver for our students, staff and communities, but also to bring together the resources which allow us to deliver on that vision. You will find here everything from a list of Trust Chairs with their contact details to details of the various training programmes offered to clerks and LGB members.

We share a copy of the model LGB calendar which gives our Governing Boards confidence that they have identified scrutiny opportunities throughout the year. And lastly, some standard reporting formats which we have developed in partnership with Trust Principals and Chairs, and which are integrated to our training model to support scrutiny and challenge which becomes richer and deeper over time.

As you will know, 2017-18 has been an exceptionally exciting year for the Spencer Academies Trust. We now have member schools across Nottinghamshire and Derbyshire; a new presence in Leicestershire, and a strategic focus on Nottingham and Derby cities. Our results, and the journey that some of our schools have been on, speak for themselves. Over 90% of Trust schools are now classed as outstanding or good, with a 100% record of delivering sustained improvement between inspections.

Our track record is based on close, positive relationships with parents and carers, and a record of active community involvement. The work of Directors and Governors across the Trust is inextricable from our place in the communities we serve.

Our goal now is that every Trust academy should be recognised as having outstanding governance. As a Trust, we benefit from exceptional, committed governance support from our Directors, LGB members and from professional staff including clerks and teaching colleagues alike. Our focus in the Governance Handbook has been on providing the resources and clarity of structure that allows us to build on our exceptional governance foundations, and through partnership and collaborative working to support the sharing of expertise and best practice through the Trust's governance networks.

A handwritten signature in black ink that reads "Paul West". The signature is written in a cursive style with a long horizontal line underneath it.

Paul West
Chief Executive

Introduction

The Spencer Academies Trust (SAT) is a private company limited by guarantee, and an Exempt Charity under the Academies Act 2010. The Spencer Academies Trust is registered in England and Wales under company registration number 07353824, with registered address: Arthur Mee Rd, Stapleford, Nottingham, NG9 7EW.

The company is registered for VAT. Our VAT number is 127087022.

Our Directors are appointed on a voluntary basis and are drawn from the public and private sectors. They bring significant educational and other professional expertise. SAT is a Multi-Academy Sponsor with a clear geographical context in the East Midlands region. We have a proven track record as well as the educational expertise, capaELTy and experience to secure transformational change and sustainable Academy improvement.

One of the key principles on which SAT's ethos is based is to use our nationally acknowledged school improvement capacity to provide tailored and specific solutions for the local needs of each of our educational communities. This is achieved through the work of our Executive Leadership Team (ELT) and the interchange of outstanding practice between academies within our Group.

The key to that delivery/provision is our network of Academies, all subscribing to the SAT educational and community values.

This Handbook provides a summary of how SAT is organised and sets out the responsibilities and procedures we use to ensure we are governed to a high standard. It will be updated as new/revised DfE and SAT policies come into force. An overall review will be completed annually (in the summer term) to ensure it remains fit-for-purpose, reflects best practice and incorporates user feedback.

Trust Directors

Peter Marples, Chairman

Peter Marples is one of the leading practitioners of education strategy in the UK. A trained accountant, Peter was head hunted by KPMG and ultimately led their education practice in the UK and beyond. In 2008, Peter established his current business, Aspire Achieve Advance (3aaa). Now the leading provider of apprenticeships in the UK to the 16-21 age group, 3aaa has 41 centres of learning in the UK. Peter brings to the board great insight into education policy, finance, strategic business management and improvement.

Paul West, Chief Executive

Paul West joined The Spencer Academies Trust in September 2017. Previously the Executive Director of Education for Delta Academies Trust, Paul has extensive experience of school and system leadership gained as a Principal, Executive Principal and CEO of schools in the UK and internationally. Paul has been a registered OFSTED Inspector, and in 2011 was recognised as an outstanding system leader through designation as a National Leader of Education. In 2012, Paul was invited to participate in the National College for Teaching and Leadership's flagship Fellowship Programme.

Donna Kinderman, Vice Chair & Safeguarding Lead

A Chair of Governors since 2012, Donna is a former Extended Schools Co-ordinator for the George Spencer family of schools. Professionally active in education practice, Donna now works at a school in Long Eaton. With four children, Donna is passionate about all children having the opportunity to fulfil their potential.

Geoff Weightman

Involved in school governance since 2009, Geoff helped to secure two successive outstanding judgements for George Spencer Academy. A former Vice-Principal and associate of George Spencer Academy for over 40 years, Geoff has secured significant funding supporting building and innovation projects across the Trust Academies.

Michelle Thompson

Michelle has a background in Human Resources, she is employed as a Senior HR Business Partner for Dairycrest. She became a member of the Trust when it was first established in August 2010.

James Smith

With twenty years senior business experience, James is a Director of a regional housebuilding company based in the East Midlands. He brings to the board his experience in property planning, development, investment and law. James has two children, both of whom are currently enrolled at Chetwynd Primary Academy.

Toby Preston

Toby is a corporate lawyer and partner in a law firm. Having been brought up and lived for a number of years in Sydney, Australia, he has

been based in Chilwell for over 14 years. He is married with two children, who both attend Chetwynd Primary Academy.

Kelly Vere

Kelly is an award-winning technical and research-skills professional at the University of Nottingham, and is currently undertaking a PhD in education. A Fellow of the Higher Education Academy and a Registered Scientist, Kelly is currently on secondment to the Science Council. In 2014, she was awarded 'STEM Technician of the Year'.

Nicky-Jane Kerr-Gilbert

Nicky-Jane has sixteen years' experience of teaching and schools leadership gained across Nottinghamshire. Now a Senior Lecturer at Nottingham Trent University, Nicky-Jane is a course and SCITT practice leader. In 2016, Nicky-Jane received the Vice-Chancellor's Award for Outstanding Teaching.

Executive Leadership Team

Paul West

NLE, Trust Chief Executive Officer, Former Director of Education with Delta Academies Trust

Stephen Mitchell

Trust Chief Operating Officer, Fellow of Institute of School Business Leadership. MBA Thesis: 'Improving the quality of management in MATs'

Angela O'Brien

NLE, Trust Director of Primary Education, Trust Executive Principal, Director of the Derby Research School

Fraser Mitchell

NLE, Trust Director of Secondary Education, Trust Executive Principal

Lynn Cox

Trust Director of Quality and Standards

Structure

The Governance Handbook is a comprehensive guide to the governance of SAT and its member Academies.

There are six sections:

1. SAT Corporate

This section covers the vision, values and objectives of SAT, the performance indicators used to monitor progress and an explanation of central improvement and support functions.

2. SAT Governance

This section explains responsibilities and procedures which guarantee operational sustainability and close working relationship within the Trust. The relationship between the central sponsor (SAT) and the academies is outlined here.

3. SAT Financial Accountability, including Scheme of Delegation

This section provides the SAT financial Scheme of Delegation and explains the powers and duties held by the Board, SAT Director of Finance, Principals and Local Governing Body.

4. SAT governance toolkit

This section includes the forms and standard documentation for use both at Trust Level and in Academies.

5. Resources for Clerks

This section includes forms, templates and guidance provided to Clerks for use in their role.

6. Additional resources

This section includes examples of good practice and additional governance documentation used at some SAT academies.

SAT Corporate

Vision Statement

The Spencer Academies Trust is an exceptional Trust, which provides an outstanding education for local children. We work collaboratively to achieve the best possible outcomes for all young people, in an environment where partnership is valued and success is celebrated. Our education delivers real life experiences for students, promotes independent enquiry and stimulates intellectual curiosity; whilst developing a strong sense of individual responsibility and a personal belief and confidence. All of our students fulfil their potential and make unparalleled progress. They are fully prepared for the next phase of their education and have opportunities to become future leaders.

We believe:

- All children have a right to a quality education regardless of background or ability, and have an entitlement to the opportunity of a secure progression route in their learning and development; and
- schools are stronger when they work in collaboration with each other, operate within a 'family' and are open to a true sense of partnership.

We grow the effectiveness and sustainability of our schools by developing the people within them, and believe that through shared and equitable responsibility for quality and outcomes, we achieve more.

Principles

- SAT aspires to improve the life chances of children and young people by raising aspiration and fulfilling potential.
- Everything we do is about the future of our pupils and students.

Organisation

Academy Trusts are responsible for achieving educational outcomes and ensuring regularity, propriety and value for money. Academy Trusts as companies enter into a legal contract known as a Funding Agreement with the Secretary of State. The Funding Agreement regulates our operation by imposing educational, financial and other obligations in return for funding. The Trust is responsible for ensuring that funds are used only in accordance with agreed powers.

Structure

SAT is a Multi-Academy Trust (MAT) established in 2011. We sign one Funding Agreement with the Department for Education on behalf of all the Academies in the group. The Members are the subscribers to the Trust's Memorandum of Association. They have an overview of the governance arrangements of the Trust and the power to appoint and remove Directors. The Board of Directors (BoD) is the Governing Body for the organisation and remains accountable in law and to OFSTED for the exercise of its functions. SAT acts as one employer across all of the Academies it operates.

For further information about the Members and Directors of SAT, please see the SAT website at www.satrust.com.

Members meet at least annually and the Board of Directors at least four times a year. The rules and methods of operation are set out in the SAT's published Memorandum and Articles of Association. The Board of Directors (BoD) sets out SAT Group strategy and operational policy in key areas which are then applied within and across all our academies through the organisational framework and schemes of delegation.

The Chief Executive, along with the Directors of Education and Finance, is a member of the Board of Directors and is the Accounting Officer for SAT. The Accounting Officer, on behalf of the BoD, takes personal responsibility (which must not be delegated) for assuring compliance with the Academies Financial Handbook (AFH), the Funding Agreement (FA) and all relevant aspects of company and charitable law. The Chief Executive has responsibility under BoD guidance, for the overall organisation, management and staffing of the organisation and for its procedures in financial and other matters, including conduct and discipline.

Under the powers delegated to him, the Chief Executive Officer has established the Executive Leadership Team (ELT). The ELT monitors and supports the work of Academies to help ensure consistent practice across the group, especially in the areas of Finance, HR, Facilities and ICT. It also has wide-ranging responsibilities across all Group Academies for assuring and ensuring educational improvement and for providing key business services as agreed by the BoD.

Each individual Academy within the group has a Local Governing Body (LGB), which is a sub-committee of the main SAT Board. The Board of Directors formally delegates a wide range of powers to LGBs covering most of the statutory and operational duties necessary for it to discharge its duties on behalf of the Board and of the relevant Academy.

Standards

All of the academies within the SAT group will be:

- Institutions with high expectations both for the individual and holding a collective responsibility for raising community aspirations;
- Institutions where values including social responsibility, aspiration, honesty, equality and consideration for others demonstrated every day;
- Innovative learning centres which develop lively and enquiring minds for both students and staff;
- Academies which promote inclusion and collaboration, which by working in partnership with local agencies, offer a personalised curriculum for all students;
- Academies where courtesy, co-operation, enterprise and initiative are paramount and where tolerance is practised; and
- At the centre of the community as a resource, in its service to others and in promoting community cohesion.

The Board of Directors has set out strategic objectives for SAT in February 2018:

- Accelerate the pace of academy improvement to ensure all schools deliver the best outcomes for their students. Increase the proportion of good or better academies within the Trust;
- Promote a wider educational experience for all our students, in particular those from a socially challenging context;
- Expand provision for recruitment, training and CPD to ensure the development and maintenance of an expert workforce;
- Ensure our governance remains robust and appropriate in the context of public accountability and corporate growth;
- Deliver financial stability and sustainability for SAT and member academies; and
- Commit to continually improve and maintain our buildings to ensure that the communities we serve have the best facilities in our region.

Further information on the key areas for development under each of the above strategic aims can be found on the SAT website, under the 'Vision and Priorities' heading.

Group Strategy and Performance

Group strategy is agreed by the Board of Directors every year. Individual targets are then agreed with academies. The 2017-18 objectives agreed across the Trust are as follows:

2017-18 Strategic Objectives

- All academies good or better in their Ofsted judgement;
- 80% good or better teaching;
- 40% outstanding teaching;
- Student attendance at 95% plus; and
- All children to have access to a comprehensive enrichment programme under the SAT charter.

Pre-11 targets

- 95% of children achieve age-related expectations in English and Maths;
- No child at 11 to have a reading age more than one year behind chronological age; and
- All children to have access to a comprehensive enrichment programme under the SAT charter;
- All children to have experienced a Modern Foreign Language.

Post 11 targets

- All students to achieve at least expected progress by end of KS4;
- No child at 14 to have a reading age behind chronological age; and
- All students to engage on a post 16 course of study or apprenticeship.

Delivery of agreed targets by academies is supported by central support teams and functions within the Trust.

Trust Support and Improvement Teams

Executive leadership, Central Improvement and Trust Support professionals deliver centralised services supporting the non-teaching operations of the member academies, assuring consistent working practices and best value for the group. Centralised services include:

- Educational strategy;
- Financial management, centralised purchasing and payroll;
- HR and legal advice;
- ICT strategy and support;
- Curriculum design support;
- Leadership Development at all phases of education;
- Governance support;
- Facilities management including Health and Safety advice;
- Support and ancillary staff deployment;
- Recruitment of all teaching and non-teaching staff;
- Continuing Professional Development and Training;
- Audit services;
- Assessment, data and analytics;
- Teaching Schools support; and
- Schools Direct and NQT support.

Core Improvement Team

All members of the CIT are directly accountable to the Chief Executive Officer, or Directors of Education. The CIT supports the delivery of improved standards of educational achievement for

member academies. CIT staff lead on educational attainment and standards across the Trust. They ensure consistent methods of operation within academies, by supporting and quality-assuring the work of the Academy Senior Leadership Team (SLT).

CIT staff are charged with support and inform the production of Academy Improvement Plans, which are reviewed and adjusted annually against improvement priorities set by SAT.

Human Resources

SAT is the employer of all staff working in central teams and academies. The Trust is responsible for setting pay and conditions, recognising the statutory guidance on pay and conditions for teachers. SAT have standard policies in respect of all HR matters which apply to all Trust and academy staff.

SAT recognises professional associations and values their contribution as part of promoting good staff relationships and a positive working environment.

Finance

SAT Finance staff approves all academy budgets and submits them to the Education Funding Agency (EFA). The BoD is responsible for ensuring the annual audit of accounts, and for submitting the statutory Statements of Account to the appropriate external authorities. The BoD approves the appointment of auditors, receives their reports and is responsible for ensuring that any recommendations are implemented and progress monitored.

Policies

SAT policies and operational procedures are centrally formulated and reviewed as required by executive leaders on behalf of the BoD. The Principal of each Academy is responsible for communicating and overseeing implementation of policies at academy level. As part of their oversight role, Local Governing Bodies (LGBs) are responsible for quality assuring the implementation of policies at local level.

Academies are free to develop and adopt additional policies relevant to their individual circumstances. Any Academy specific policies must be developed to be consistent with SAT values and operating frameworks and be registered with the Head of Governance accordingly.

The following list of policies are maintained on behalf of the Trust. These policies have been approved by the Board of Directors as the governing body of the Trust and apply to all SAT Academies and central teams.

- Charging and Remissions Policy
- Code of Conduct
- Complaints Policy
- Data Protection Policy
- Directors and Governors Allowances
- Equality and Diversity Policy
- Freedom of Information Policy
- Health and Safety Policy
- Performance Management and Capability Policy
- Recruitment and Selection Policy
- Safeguarding Statement
- Sickness and Absence Policy
- Whistleblowing Policy

Additionally, academies are expected to publish:

- Accessibility Plan
- Admissions Policy
- Anti-bullying Policy
- Attendance Policy
- Behaviour Policy
- Public Sector Equality Statement
- Equalities Objectives
- Safeguarding and Child Protection Policy
- SEND Policy

Principals will be responsible for communicating policies to staff and to the LGB at their Academy and for overseeing implementation. The Principal is responsible for ensuring that statutory policies are provided to all new staff as part of Academy induction arrangements and for ensuring that records of staff acceptance of policies are retained at the Academy.

Summaries of key points will be provided for all policies which may be used for briefing purposes.

The LGB, as part of its oversight role, is responsible for quality assuring the implementation of policies at academy level. A central register of policies will be maintained at the Policies page of the SAT website, and new policies drawn to the LGB's attention in the next full meeting following issue.

Governance

Scheme of Delegation

SAT is a charitable company subject to company law and it is a not for profit organisation. SAT is a Multi Academy Trust (MAT). The SAT Board of Directors is the legal governing body of the MAT.

The Board of Directors (BoD) sets out SAT group strategy and operational policy in key areas which are then applied across academies through the organisational framework and schemes of delegation to Local Governing Bodies (LGBs).

Board members act collectively: with the exception of the CEO they do not have individual executive authority. The Board has delegated to the Chief Executive all responsibility for the day-to-day management of the company.

Sub-committees of the Board

Sub-committees of the Board include:

- Quality and Standards Committee
- Audit and Risk Committee (required once annual income exceeds £50,000,000)
- Resources (Finance, Capital and Personnel) Committee

In addition, the BoD has a Remuneration Committee, made up of Non-Executive Directors. Terms of Reference for all BoD Sub committees are reviewed on at least an annual basis.

Quality and Standards Committee

SAT has an Audit and Risk Committee, comprising no fewer than three members, which meets at least three times a year. The Committee's Terms of Reference are attached at Annexe XYZ. The Committee will present the minutes of its meetings to the Board as soon as possible after each Committee meeting. The Quality and Standards Committee will make recommendations to the Board as it considers appropriate.

Audit and Risk Committee

SAT has an Audit and Risk Committee, comprising no fewer than three members, which meets at least three times a year. The Committee's Terms of Reference are attached at Annexe XYZ. The Committee will present the minutes of its meetings to the Board as soon as possible after each Committee meeting. The Audit and Risk Committee will make recommendations to the Board as it considers appropriate.

Resources (Finance, Capital and Personnel) Committee

SAT has a Resources (Finance, Capital and Personnel) Committee, comprising no fewer than three members, which meets at least three times a year. The Committee's Terms of Reference are attached at Annexe XYZ. The Committee will present the minutes of its meetings to the Board as soon as possible after each Committee meeting. The Resources (Finance, Capital and Personnel) Committee will make recommendations to the Board as it considers appropriate.

Remuneration Committee

SAT has a Remuneration Committee, comprising no fewer than three members which will meet at least annually.

Members

The Members are akin to the shareholders of a company. They have ultimate control over the MAT, with the ability to appoint some of the Directors and the right to amend the Trust's Articles of Association. They are the guardians of the values and principles of the Trust.

Spencer Academies Trust Members are:

- Jonathan Dale
- Andrew Talbot
- Michelle Thompson
- Jill Wilkinson

More detailed information about our Members can be found on our website: www.satrust.com.

The responsibilities of Members include:

- Constitutional matters
- Appointment or removal of Directors
- Holding meetings in accordance with Articles of Association

Directors

Directors are responsible for strategic core governance functions, including:

- Ensuring clarity of vision, ethos and strategic direction.
- Holding the Chief Executive Officer (CEO) and the Executive team, our Principals/Head of Schools to account for the educational performance of our schools, pupils and staff.
- Overseeing the financial performance of the Trust and our schools and making sure that money is well spent.

As Charity Trustees, Directors must also ensure that they comply with charity law requirements.

Directors' responsibilities include:

- Hold meetings in accordance with Articles of Association;
- Appoint to role necessary to Board including the Chair, Vice Chair and Clerk;
- Establish committees and their terms of reference;
- Decide which functions of the Board will be delegated to committees, groups and individuals;
- Receive reports from any individual or committee to whom a decision has been delegated and consider whether any further action by the Board is necessary;
- Review the delegation arrangements annually;
- Support the appointment of executive and leadership staff under the terms set out in the Scheme of Delegation.

Under the Companies Act 2006 Directors must:

- Act within their powers (s171);
- Promote the success of the company (s172), exercising their independent judgment (s173) and exercising reasonable care skill and diligence (s174);
- Avoid conflicts of interest (s175), not accepting benefits from third parties (s176) and declaring any interest in proposed transactions with the company (s177).

Under charity's law, the Board of Trustees (known internally as the Board of Directors) must:

- Act together and in person and not delegate control of the charity to others;
- Act strictly in accordance with the Trust's governing documents;
- Act in the Trust's interests only and without regard to their own private interests;
- Manage the Trust's affairs prudently throughout the life of the Trust;
- Not derive any personal benefit or gain from the Trust of which they are trustees; and
- Make proper professional advice on matters on which they are not themselves competent.

Under the Articles of Association, Directors are charged with:

- Managing the business of the Trust;
- Managing the funds of the Trust in such manner as they shall consider most beneficial for the organisation;
- To enter into contracts on behalf of the Trust; and
- To comply with obligations under the Companies Act and Charities Act with regards to the preparation and filing of the annual report, accounts and annual return.

In exercising these powers and functions, the Directors may consider any advice given by the Chief Executive and any other Executive Officer.

Directors may delegate to any Director, committee, the Chief Executive or any other Executive Officer, such of their powers or functions as they consider desirable. Delegation may be subject to conditions, may be revoked or altered, and may include such powers and functions as required by the Chief Executive and Principals for the internal organisation, management and control of academies, including the implementation of all policies approved by the Directors and for the direction of teaching and the curriculum.

Principles of Public Life

Individual Directors should at all times comply with the principles in the Code of Conduct for Board Members of Public Bodies. Board of Directors are expected to act in good faith and in the best interests of SAT and should follow the Seven Principles of Public Life (the Nolan Principles).

Selflessness

Holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties.

Objectivity

All decisions involving awarding contracts, benefits or rewards should be made on merit.

Accountability

Holders of public office are accountable to the public for their actions and should submit themselves to whatever scrutiny is appropriate to their office.

Openness

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

Honesty

Holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest.

Leadership

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

SAT Delegations to the Chief Executive Officer

As of 1 September 2017 the Spencer Academies Trust formally appointed Paul West as Chief Executive Officer and Accounting Officer.

In accordance with the current Academies Financial Handbook (the Handbook) the responsibilities of the Accounting Officer are listed below.

Responsibilities of the Accounting Officer

The Accounting Officer has responsibility, under the Board of Directors for the overall organisation, management and staffing and for its procedures in financial and other matters including conduct and discipline.

The Accounting Officer is personally responsible to Parliament and to the Accounting Officer of the Education Funding Agency (EFA) for the resources under his or her control. This includes:

- The propriety and regularity of the public finances for which he or she is answerable;
- The keeping of proper accounts;
- Prudent and economical administration;
- The avoidance of waste and extravagance; and
- Ensuring value for money and for the efficient and effective use of all the resources in his charge.

The Accounting Officer must advise the Board of Trustees in writing if, at any time, in his opinion, any action or policy under consideration by the Board is incompatible with the terms of the Handbook or the Funding Agreement. Similarly, the Accounting Officer must advise the Board in writing if the Board appear to be failing to act where required to do so by the terms and conditions of the Handbook or Funding Agreement.

Where the Board of Trustees 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 the reasons given by the Board, the Accounting Officer still considers that the action proposed by the Board is in breach of the Handbook or the Funding Agreement, the Accounting Officer must advise the Accounting Officer of the Education Funding Agency in writing of the position.

The Accounting Officer must bring any letters received from the Accounting Officer of the Education Funding Agency to the attention of the Trustees.

The Accounting Officer, under the guidance of the Board, must ensure that there is appropriate oversight of financial transactions. In doing so, he or she must:

- Ensure that bank accounts, financial systems and financial records are operated by more than one person;
- Ensure that the Multi Academy Trust's (MAT's) property is under the control of the Trustees and that measures are in place to prevent loss or misuse;
- Keep full and accurate accounting records; and
- Prepare accruals accounts giving a true and fair view of the MAT's incoming resources during the year and the state of affairs at year end in accordance with existing accounting standards.

The Accounting Officer is required to submit to the EFA a copy of the final budget in a form specified by the EFA by a date to be notified each financial year. The Accounting Officer is further required to complete and sign the Accounting Officer's statement and the value for money statement as part of the annual report accompanying the MAT's financial statements.

In the event of safeguarding or child protection concerns relating to the conduct of SAT employees, the Chief Executive Officer is empowered to take immediate action. All action taken under this power is subject to review by the next meeting of the Board of Directors.

Chief Operating Officer

Responsibilities of the Chief Executive Officer in the day to day financial management of the budget are delegated to the Chief Operating Officer. Stephen Mitchell was appointed as the SAT COO on 19 February 2018.

Reporting to the Accounting Officer, the Chief Operating Officer will ensure that:

- An annual budget plan is submitted for approval during the summer term. If final budget notification from the EFA is awaited, a draft budget will be prepared for approval to be adjusted in the new financial year;
- End of year accounts are prepared, audited and submitted to the EFA in accordance with the EFA notified timescales
- Financial reports are provided to the appropriate BoD sub-committee at least termly
- Manage the annual three-year strategic financial plan, reflecting financial and operational resources of the Group.

This delegation statement will be reviewed and updated by the Board of Directors on an annual basis.

Declarations of Business and Pecuniary Interests

All Members, Directors, Members of Local Governing Bodies and Executive staff holding delegated authority ensure that they are familiar with SAT's rules and practices on declarations and avoidance of conflicts of interests.

In accordance with the EFA 'Academies Financial Handbook 2015', Academies must capture all business and pecuniary interests for LGB members, the Senior Leadership team and all finance staff employed and working at the Academy. Trading with SAT or its Academies by Directors or LGB Members is not permitted under EFA guidance and SAT policies, unless very strict requirements can be satisfied. Any potential instances must be reported to SAT Finance Department for approval before any trading takes place.

Details of SAT's policies on Connected Parties and Gifts, Hospitality and Entertaining are contained in the Financial Accountability section of this Handbook. To support our commitment to high standards of governance, all Board of Directors and Local Governing Body Members must sign and show acceptance of the following documents, included in the Governance Toolkit at section 4 of this Handbook at the first meeting each Academic year:

- The SAT Code of Conduct
- The Declaration of Business and Personal Interests form - see Annexe Q. This should be updated for any changes at each meeting
- Skills Audit documentation

Please note that a summary of information about Members, Directors and LGB members, including their record of attendance at meetings and declared business interests will be published on SAT or Academy websites as appropriate.

Committee Terms of Reference

Quality and Standards Committee

Authority

The Quality and Standards Committee is a Committee of the SAT Board of Directors and is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by its Board of Directors.

It is authorised to request any information it requires from any employee, external auditor or internal auditor.

The Quality and Standards Committee is authorised to request any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer. However, the Committee may not incur expenditure without approval of the Board of Directors.

Role

The role of the Quality and Standards Committee is to assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor financial and non-financial risks to the company. It also maintains an oversight of the Trust's governance, internal control, financial reporting and value for money frameworks in order to establish levels of compliance throughout the company. The Committee shall report to the Board of Directors as required and make whatever recommendations to them that it deems appropriate within the context of its terms of reference.

Membership

- The Board of Directors will determine the membership, proceedings and terms of reference of any committee, and must review these annually
- The membership of a Committee may include members of the Trust Executive Team, by invitation, provided that a majority of members of the Committee are Directors
- Each Committee must elect a chair and be serviced by a clerk
- The CEO cannot be the clerk to a Committee; although a Director can fulfil this role, it is recommended better practice to have an independent professional clerk
- Even when not a member, the CEO is entitled to attend all Committee meetings, as are any other Directors of The Spencer Academies Trust
- The number of Directors on this committee will be six.

Quorum

- As a minimum this must not be less than three Directors of the Committee

Meetings

- The Committee will meet at least once per term
- In the absence of the clerk, the Committee shall choose a Clerk for that meeting from among their number
- Any decisions taken must be determined by the majority of Committee members present who are Directors. In the case of voting, a simple majority will take effect. In the event of a tie, the Chair will have a second vote to determine the result.

- Minutes will be signed by the chair of the committee (or, in his /her absence, another member of the committee who is a Director) following approval by its members.
- Minutes of committee meetings, unless deemed confidential, will be available to all Directors on a virtual platform
- The Chair (or, in his /her absence, another member of the committee who is a Director) will present key decisions and a summary of the committee's work at the next Board of Directors meeting

General Terms:

The committee will:

- Act on matters delegated by the Board of Directors
- Liaise and consult with, and make recommendations to other Committees where necessary
- Consider safeguarding and equalities implications when undertaking all Committee functions
- Reflect on the effectiveness of the committee's work on a frequency determined by the Directors

At the first meeting of the academic year, the Committee should review the terms of reference and remit for the Committee and identify any areas for adjustment, in order to make recommendations to the Board of Directors. The Committee should report on these matters to the next meeting of the Board of Directors.

Remit:

1. Consider information and advice on the Directors' Dashboard, including:
 - rates of progress and standards reached by children at each key stage, including the identification of any underachieving groups
 - effectiveness of leadership and management at academy level within the Trust including the work of individual local governing boards/local advisory councils
 - quality of teaching across the Trust
 - indicators of pupil well-being and personal development including attendance and behaviour
 - level of engagement of individual schools with the work of the Trust and the Teaching School Alliance
 - priorities for improvement at individual academy level
 - all aspects of the Trust's business/activity, now and in the future, which is subject to Ofsted, eg also looks at the SCITT.
2. Consider recommendations from external reviews of schools within the Trust (e.g. Ofsted, Challenge Partners or The Spencer Academies Trust), identify any common themes and actions for improvement at Trust level.
3. Review the Trust's School Improvement Model annually and advise the Resources Committee on the relative funding priorities necessary for its delivery.
4. Recommend for approval by the Board of Directors the Trust priorities for academy improvement.
5. Monitor and evaluate the progress within Trust priorities relating to the committee's area of operation.
6. Determine the mechanisms for receiving stakeholder views at Trust level.
7. Monitor the Trust's publicity, public presentation and relationships with the wider community.

8. Consider the school improvement aspects of new academies to be admitted to the Trust and the appropriate improvement due diligence processes to be undertaken.
9. Responsibility for the promotion of safeguarding and prevent.
10. Provide information to feed into the annual report.

Audit and Risk Committee

Authority

The Audit and Risk Committee is a Committee of the SAT Board of Directors and is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by its Board of Directors.

It is authorised to request any information it requires from any employee, external auditor or internal auditor.

The Audit and Risk Committee is authorised to request any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer. However, the Audit and Risk Committee may not incur expenditure without approval of the Board of Directors.

Role

The role of the Audit and Risk Committee is to assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor financial and non-financial risks to the company. It also maintains an oversight of the Trust's governance, internal control, financial reporting and value for money frameworks in order to establish levels of compliance throughout the company. The Committee shall report to the Board of Directors as required and make whatever recommendations to them that it deems appropriate within the context of its terms of reference.

Membership

- The Board of Directors will determine the membership, proceedings and terms of reference of any committee, and must review these annually
- The membership of a Committee may include members of the Trust Executive Team, by invitation, provided that a majority of members of the Committee are Directors
- Each Committee must elect a chair and be serviced by a clerk
- The CEO cannot be the clerk to a Committee; although a Director can fulfil this role, it is recommended better practice to have an independent professional clerk
- Even when not a member, the CEO is entitled to attend all Committee meetings, as are any other Directors of The Spencer Academies Trust
- The number of Directors on this committee will be four.

Quorum

- As a minimum this must not be less than three Directors of the Committee

Meetings

- The Committee will meet at least 3 times a year and no less frequently than once a term
- In the absence of the clerk, the Committee shall choose a Clerk for that meeting from among their number
- Any decisions taken must be determined by the majority of Committee members present who are Directors. In the case of voting, a simple majority will take effect. In the event of a tie, the Chair will have a second vote to determine the result.
- Minutes will be signed by the chair of the committee (or, in his /her absence, another member of the committee who is a Director) following approval by its members.
- Minutes of committee meetings, unless deemed confidential, will be available to all Directors on a virtual platform

- The Chair (or, in his /her absence, another member of the committee who is a Director) will present key decisions and a summary of the committee's work at the next Board of Directors meeting

General Terms:

The committee will:

- Act on matters delegated by the Board of Directors and the Members
- Liaise and consult with, and make recommendations to other Committees where necessary.
- Consider safeguarding and equalities implications when undertaking all Committee functions.
- Reflect on the effectiveness of the committee's work on a frequency determined by the Directors

At the first meeting of the academic year, the Committee should review the terms of reference and remit for the Committee and identify any areas for adjustment, in order to make recommendations to the Board of Directors or Members. The Committee should report on these matters to the next meeting of the Board of Directors.

Remit of the Audit and Risk Committee:

The Committee shall ensure independent, objective and active monitoring of:

- internal control systems
- arrangements for risk management and control
- governance processes of the Spencer Academies Trust

To fulfil those objectives the Audit Committee shall:

1. Advise the Trust on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money)
2. Act as the Risk Committee, reviewing the register of key risks to which the Trust is exposed, examining the risk management policy, risk register and action plan against significant risks, and monitoring the action plan against significant risks
3. Advise the Trust on an appropriate programme of work to be delivered by independent assurance providers (internal audit/external audit/other). This programme of work should be derived from the Audit & Risk Committee's regard of the key risks faced by the Academy Trust, the assurance framework in place and its duty to report to the Directors as detailed above
4. Advise the Members of the Trust on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditor and the internal audit service
5. Advise the Directors of the Trust on the scope and objectives of the work of the financial statements and regularity auditor and the internal audit service
6. Ensure effective coordination between the internal audit service, and the financial statements and regularity auditor
7. Advise the Directors of the Trust on internal audit assignment reports and annual reports and on control issues included in the financial statements and regularity auditor's management letters, and management's response to these

8. Monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements auditor's management letter
9. Produce for inclusion in the Governance Statement of the Trustees Report an annual report, including the committee's advice on the effectiveness of the Trust's risk management control and governance processes. This report should incorporate any significant matters arising from the work of the internal audit service and the financial statements and regularity auditor to form part of the Statutory Accounts of the Trust and for filing in accordance with Companies Act requirements
10. Ensure the Trust observes the requirements of the Academies Financial Handbook and the Academy Funding Agreements
11. Consider and advise the Trust on relevant reports from the National Audit Office, funding bodies and other ad hoc reports, and, where appropriate, management's response to these
12. Ensure that all allegations of fraud and irregularity are properly followed up
13. Ensure that additional services undertaken by the auditors is compatible with audit independence and objectivity
14. Monitor and evaluate the progress within Trust priorities relating to the committee's area of operation.

Resources Committee

Authority

The Resources Committee is a Committee of the SAT Board of Directors and is authorised to investigate any activity within its Terms of Reference or specifically delegated to it by its Board of Directors.

It is authorised to request any information it requires from any employee, external auditor or internal auditor.

The Resources Committee is authorised to request any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer. However, the Resources Committee may not incur expenditure without approval of the Board of Directors.

Role

The role of the Resources Committee is to assess the scope and effectiveness of the systems established by management to identify, assess, manage and monitor financial and non-financial risks to the company. It also maintains an oversight of the Trust's governance, internal control, financial reporting and value for money frameworks in order to establish levels of compliance throughout the company. The Committee shall report to the Board of Directors as required and make whatever recommendations to them that it deems appropriate within the context of its terms of reference.

Membership

- The Board of Directors will determine the membership, proceedings and terms of reference of any committee, and must review these annually
- The membership of a Committee may include members of the Trust Executive Team, by invitation, provided that a majority of members of the Committee are Directors
- Each Committee must elect a chair and be serviced by a clerk
- The CEO cannot be the clerk to a Committee; although a Director can fulfil this role, it is recommended better practice to have an independent professional clerk
- Even when not a member, the CEO is entitled to attend all Committee meetings, as are any other Directors of The Spencer Academies Trust
- The number of Directors on this committee will be three.

Quorum

- As a minimum this must not be less than two Directors of the Committee

Meetings

- The Committee will meet at least six times during the year and no less frequently than once a term
- In the absence of the clerk, the Committee shall choose a Clerk for that meeting from among their number
- Any decisions taken must be determined by the majority of Committee members present who are Directors. In the case of voting, a simple majority will take effect. In the event of an 'even' vote, the Chair will have a second vote to determine the result.
- Minutes will be signed by the chair of the committee (or, in his /her absence, another member of the committee who is a Director) following approval by its members.
- Minutes of committee meetings, unless deemed confidential, will be available to all Directors on a virtual platform

- The Chair (or, in his /her absence, another member of the committee who is a Director) will present key decisions and a summary of the committee's work at the next Board of Directors meeting.

General Terms:

The committee will:

- Act on matters delegated by the Board of Directors
- Liaise and consult with, and make recommendations to other Committees where necessary
- Consider safeguarding and equalities implications when undertaking all Committee functions
- Reflect on the effectiveness of the committee's work on a frequency determined by the Directors

At the first meeting of the academic year, the Committee should review the terms of reference and remit for the Committee and identify any areas for adjustment, in order to make recommendations to the Board of Directors. The Committee should report on these matters to the next meeting of the Board of Directors.

Remit of the Resources Committee:

- Determine the Trust's annual and longer term budget
- Oversee the strategic use of the central funding
- Advise the Board of Directors on the use of all funding streams
- Approve each Academy's individual annual budget including any variation to individual schemes of delegation
- Monitor progress against budgets and approve variances including write-offs and disposals
- Monitor the Trust's procurement procedures and the efficiency of contracts for goods and services
- Review financial policies and regulations for the supervision and control of financial procedures, accounts, income and expenditure of the Trust
- Evaluate the impact of targeted grants, eg pupil premium, PE and sports premium (Primary) and Year 7 catch up funding
- Consider the financial implications of any inspection reports
- Ensure the Trust observes the requirements of the Academies Financial Handbook and the Academy Funding Agreements
- Monitor and evaluate the progress within Trust priorities relating to the committee's area of operation
- Set the limit for delegated spending decisions at Trust level in relation to staffing appointments
- Ensure appropriate action is taken to secure ongoing financial viability at Trust level
- Approve the investment policy and ensure that it is properly managed
- Approve the annual accounts and recommend approval by the Board of Directors
- Periodically review banking arrangements
- Consider the financial aspects of new academies to be admitted to the Trust and the appropriate financial due diligence processes to be undertaken
- Approve any property transactions, sales, loans of any nature, or leases to be taken out

- Consider and approve a capital budget each year, no later than 31 July.

Remuneration Committee

Authority

The Remuneration Committee is a committee of the Board of Directors and is authorised to make recommendations on items within its Terms of Reference or specifically delegated to it by its Board of Directors.

The Remuneration Committee is authorised to request any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer. The Remuneration Committee may not incur expenditure without approval of the Board of Directors.

Role

The role of the Remuneration Committee is to provide scrutiny and oversight of the Trust's approach to remuneration and pay progression. The Committee shall report to the Board of Directors on an annual basis or more frequently if required and make whatever recommendations to them that it deems appropriate within the context of its terms of reference.

Membership

- The Board of Directors will determine the membership, proceedings and terms of reference of any committee, and must review these annually
- The membership of a Committee may include members of the Trust Executive Team, by invitation, provided that a majority of members of the Committee are Directors
- Each Committee must elect a chair and be serviced by a clerk
- The CEO cannot be the clerk to a Committee; although a Director can fulfil this role, it is recommended better practice to have an independent professional clerk
- Even when not a member, the CEO is entitled to attend all Committee meetings, as are any other Directors of The Spencer Academies Trust
- The number of Directors on this committee will be four, three of whom will be Appraisal Directors

Quorum

- As a minimum this must not be fewer than two Directors and the Chief Executive Officer

Meetings

- The Committee will meet at least twice during the year in the autumn and summer terms
- In the absence of the clerk, the Committee shall choose a Clerk for that meeting from among their number
- Any decisions taken must be determined by the majority of Committee members present who are Directors. In the case of voting, a simple majority will take effect. In the event of a tie, the Chair will have a second vote to determine the result.
- Minutes will be signed by the chair of the committee (or, in his /her absence, another member of the committee who is a Director) following approval by its members.
- Minutes of the Personnel committee meetings will be available to all Directors on a virtual platform. Appraisal minutes and records remain confidential.
- The Chair (or, in his /her absence, another member of the committee who is a Director) will present key decisions and a summary of the committee's work at the next Board of Directors meeting

General Terms

The committee will:

- Act on matters delegated by the Board of Directors with fully delegated powers for Appraisal Directors
- Liaise and consult with, and make recommendations to other Committees where necessary
- Consider safeguarding and equalities implications when undertaking all Committee functions
- Reflect on the effectiveness of the committee's work on a frequency determined by the Directors

At the first meeting of the academic year, the Committee should review the terms of reference and remit for the Committee and identify any areas for adjustment, in order to make recommendations to the Board of Directors. The Committee should report on these matters to the next meeting of the Board of Directors.

Remit of the Remuneration Committee

- Observe all statutory and contractual obligations in relation to remuneration.
- Keep under review the Trust's overall remuneration strategy.
- Hear recommendations from the Executive Team of all performance pay considerations for Heads of Academy, Principals and Trust Executive personnel with a salary of £60,000 per year or above.
- Determine performance and pay progression based on consideration of the Executive Team's recommendations.

Link Directors

Link Directors are appointed to each Trust Governing Body. The role of the Link Director is to build a close working relationship with the school, with not less than one visit per term. The purpose of a Link visit may be to review any element of practice in school, including but not limited to SEND, Safeguarding, Pupil Premium, Health and Safety and Teaching and Learning.

Following a Link visit, Directors will fill out a Link Visit form, which captures their observations, areas for improvement and opportunities that they can bring to the attention of the Academy: for example, inclusion in a Trust Training or Support network. A copy of the Link Visit form will be provided to the Principal and Chair of the LGB via the appointed clerk, and will be received and minuted at the next meeting of the Local Governing Body.

Link Directors appointed to LGBs in 2017-8 are shown in the table below:

Academy	Link Board Member
Chetwynd Primary	Malcolm Batchelor
Derby Moor	Kelly Vere
Fairfield Primary	Donna Kinderman
George Spencer	Michelle Thompson
Glenbrook Primary	Paul West
Heanor Gate	James Smith
Hilton Primary	Malcolm Batchelor
Inkersall Primary	Donna Kinderman
John Port Spencer	Peter Marples
Long Field	Toby Preston
Osmaston Primary	Geoff Weightman
Portland Spencer	James Smith
Sunnyside Spencer	Nicky-Jane Kerr-Gilbert
Wyndham Primary	Geoff Weightman

Local Governing Bodies

Each individual Academy within the group has a Local Governing Body (LGB), which is a sub-committee of the main SAT Board. The Local Governing Body Terms of Reference are attached below.

The Local Governing Body (LGB) plays a key role in the life of each Academy. Our model of governance delegates procedural and statutory powers in relation to the operation of each Academy to its Local Governing Body (LGBs) and Academy Principals. The LGB is responsible for overseeing the broad Academy objectives for their own locality – working with the Academy Senior Leadership Team to improve the whole life of the Academy and its impact on its community. In this respect the LGB's main functions are to:

- Act as a key link between the Academy, parents and local community and champion the work of the Academy;
- Provide constructive challenge and strategic direction to the Principal and Leadership Team as they plan the future development of the Academy, and retaining a focus on Academy improvement
- Support the development of Academy Improvement Plans; self-evaluation processes; and any determined action plans;
- Continuously review the overall impact of the Academy amongst the community it exists to serve and make plans for improvement;
- Ensure that the Academy plays a full role in cooperating and working together with other academies in the group and contributes to the work of the ELT;
- Oversee the implementation of, and ensure compliance with, SAT policies locally.

Chairs of Local Governing Bodies appointed to Trust academies in the 2017-18 academic year are named in the table below, together with their contact details.

Academy	Chair of Governors	Contact email address
Chetwynd Primary	Malcolm Batchelor	malcolmbatchelor@btinternet.com
Derby Moor	Vic Green	vgderbymoore@gmail.com
Fairfield Primary	Donna Kinderman	dmkinderman@yahoo.com
George Spencer	David Millington	Dj.millington@gmail.com
Glenbrook Primary	Pat Shaw	patsy.shaw@hotmail.co.uk
Heanor Gate	Mandy Orchard	M.Orchard@heanorgate.derbyshire.sch.uk
Hilton Primary	Bob Gallear	bob.gallear@gmail.com
Inkersall Primary	Donna Kinderman	dmkinderman@yahoo.com
John Port Spencer	Rob Tice	c/o TBr@johnport.derbyshire.sch.uk
Long Field	Debi Williamson	debi.williamson@btinternet.com
Osmaston Primary	Kate Godfrey	K.Godfrey@satrust.com
Portland Spencer	Sarah Marples	c/o Petermarples@3aaa.co.uk
Sunnyside Spencer	Dianne Raynor	dianne.raynor@rbs.co.uk
Wyndham Primary	Geoff Weightman	GWeightman@satrust.com

LGB Membership

SAT adopts the skills model within local Academy governance, supporting active, informed engagement by the parents, staff and other members responsible for acting as the link between academy and community.

We follow Department for Education Guidance in respect of the membership of Academy Local Governing Body. This guidance indicates:

- The Sponsor (SAT) must appoint a majority of members;
- There should be a minimum of two parent members;
- The Academy Principal is a member of the LGB;
- Executive Principals are appointed members of the LGB *ex officio*; and
- Academies can choose to have staff as members of the local body but the total number of staff members must not exceed one-third of the total membership.

LGBs may appoint Associate Members to both the full LGB and any committees that it sets up for periods of office that they see fit. These members will not have voting rights.

Sub-committees

Academies must have a Finance and Resources Committee and a Quality and Standards Committee. Membership of Sub-committee must be not less than three LGB members with an appointed Chair. LGB members may serve on Committees as they see fit, with no limitation on the number of Committees they may be appointed to.

Academy SLT, Trust staff and other staff members may be required to attend Sub-committees as required by the Committee. Papers provided to the Sub-committee will be by agreement with the Chair, with a base in the standard reporting formats provided by the Trust. Papers will be provided not less than one week prior to the meeting date.

We recognise that models need to be flexible to reflect local circumstances, and provided that the strategic focus on Resources and Quality and Standards is retained, LGBs are permitted to agree terms of reference for Sub-committees as they wish. Terms of reference must however be agreed and minuted at the first meeting of the Sub-committee in the academic year.

Clerking

Each Local Governing Body must appoint a Clerk. The role of the clerk is to work alongside the Chair and Principal and offer administrative support and governance advice, ensuring that all SAT Governance Handbook requirements are met. Clerks are also responsible for maintaining records such as LGB membership details, the register of business interests and for ensuring that documents are provided to SAT.

A copy of all LGB and Sub-committee minutes must be retained in school. A further copy must be registered with the Trust Head of Governance, and will be made available for access to SLT and Directors on the Trust's Governance Directory.

A Clerk's Network is managed by the Trust, and provides a half-termly opportunity for the sharing of best practice, resources and for wider pastoral support.

Advanced Professional Training is available to all Clerks working within the Spencer Academies Trust. The Professional Clerking Programme is delivered in partnership with the Institute of School Business Leadership (ISBL) and Chartered Institute of Public Finance and Accountability (CIPFA). Delivered at Trust training locations in Nottinghamshire and Derbyshire and through online provision, the Professional Clerking Programme is a year-long training provision ending in professional accreditation.

Course curriculum agreed with the Spencer Academies Trust includes:

- Clerking in a MAT structure
- Accountability to Ofsted and other external bodies; including clerking within the context of special notice (i.e. Financial Notice to Improve or Special Measures)
- Risk, compliance, effectiveness, and efficiency
- Conflicts of interest
- Assurance and prevention of fraud
- The professional clerk as an information provider
- Recruitment and performance management
- Each module ends with a review to establish the learning that has taken place, how it will be implemented in day to day practice and the impact that it will have on the participant's board.
- In addition to the eight modules, there are some additional optional programme masterclass modules, which can be bought at an extra cost -
- Legal and technical framework of academies and MATs
- Company administration
- Managing Relationships

Please see The Clerk's Toolkit at Section 5 of this Handbook for more detailed information to support Clerks in performing this important role.

Principles of Public Life

In exercising their functions members of the LGB must:

- Act with integrity, objectivity and honesty in the best interests of the academy; and
- Be prepared to explain decisions and actions to interested parties.

Individual Board members and individual Local Governing Body members should at all times comply with the principles in the Code of Conduct for Board Members of Public Bodies. Board of Directors and LGB members are expected to act in good faith and in the best interests of SAT and should follow the Seven Principles of Public Life (the Nolan Principles).

Selflessness

Holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties.

Objectivity

All decisions involving awarding contracts, benefits or rewards should be made on merit.

Accountability

Holders of public office are accountable to the public for their actions and should submit themselves to whatever scrutiny is appropriate to their office.

Openness

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

Honesty

Holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest.

Leadership

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

Local Governing Bodies

Authority

The Local Governing Body (LGB) is a sub-committee of the Board of Directors. The LGB plays a key role in the life of each Academy and has responsibility, working with the Academy Senior Leadership Team, to improve the whole life of the Academy and its impact on its community. It is responsible for the conduct of the Academy and for promoting high standards.

LGB Sub-Committees

Local Governing Bodies will appoint scrutiny sub-committees as follows:

- Quality and Standards Committee
- Resources (Finance, Capital and Personnel) Committee

Other scrutiny sub-committees may be appointed as LGB members deem appropriate, provided that the operation of additional committees is notified to the Head of Governance and Compliance, meets the working standards for sub-committees set out above, and designed to deliver against the strategic goals of the trust.

The Local Governing Body has responsibility for:

Academy Improvement and Inclusion

- Monitor educational results and achievement against agreed targets, including agreeing planned strategies to raise standards for vulnerable groups and monitoring progress and impact;
- Review and agreeing SEF judgements;
- Review the Academy Development Plan and to monitor progress and impact;
- Monitor implementation of any post OFSTED action plans;
- To oversee the Academy's approach to inclusion and monitor progress and impact;
- To establish a Sub-Committee for Quality and Standards;
- To ensure Prevent and other relevant training is provided to all LGB members.

Safeguarding

- To appoint from its members a designated Child Protection and Safeguarding representative;
- To ensure safeguarding training is delivered to all LGB members;
- To approve the Academy Child Protection and Safeguarding policies and monitor implementation;
- To oversee safeguarding practice in accordance with Trust responsibilities and expectations;
- To ensure that safeguarding points of contact are available at all times, including while school is closed, and that there is a procedure for appropriately escalating any safeguarding concerns, including while the school is closed.

Recruitment and retention of staff

- To receive staffing updates and monitor the impact on education and learning;
- To ensure that staff appointment processes managed in school meet the standards set out in the Trust recruitment policy.

Facilities, ICT and Estates

- To appoint from its members a designated Health and Safety representative;
- To receive Facilities, ICT and Health and Safety and Estates reports and monitor the impact on education and learning.

Community, governance and local issues

- To monitor implementation of SAT policies in the Academy;
- To review Academy specific policies, publications and website content and ensure Academy compliance;
- To quality assure the implementation of all policies locally.

Finance and legal

- To receive the approved Academy budget for the Academic year, monitoring expenditure in year and ensure budgets delegated to the Academy are managed within the SAT scheme of delegation;
- To establish a Sub-Committee for Resources.

Administrative arrangements

- The LGB will meet not less at once per term, with additional business meetings at the start of the year and where required, by exception;
- The LGB will consist of at least nine and no more than thirteen members. The quorum for an LGB meeting is one third of members+1 of the membership of the LGB, provided SAT members present a majority;
- ELT or CIT members may attend LGB meetings but will not have voting rights;
- LGB Members will normally be appointed for a term of no less than two years and no more than four years. Subject to remaining eligible, a Member may be re-appointed;
- The Chair and Vice Chair will be elected by the whole LGB from SAT nominated governors and will serve for one year. No Chair or Vice Chair may serve for more than two consecutive years without the approval of the SAT BoD;
- Each LGB will appoint a Clerk whose role it is to work alongside the Chair and Principal and offer administrative support and governance advice. Sub-committees will appoint a Clerk and arrange their own meetings.
- Sub-committees will agree and publish minutes and report these to the next meeting of the full LGB. Quorums for sub-committees can be set by the committee chair but meetings must be attended by at least three members.
- Arrangements and agendas will follow the SAT committee guidance, as explained in the Governance Handbook.

LGB Training

Regular Governor networking days are managed by the Trust from training centres in Nottinghamshire and Derbyshire. LGB networks provides a half-termly opportunity for the sharing of best practice, resources and for wider pastoral support.

Advanced Governance Training is available to all members of LGBs within the Spencer Academies Trust. Training days are offered not less than once per half term, and on each occasion will be delivered from trust training centres in both Nottinghamshire and Derbyshire. Additional training days and locations are available by agreement.

Indicative course curriculum for LGB training dates includes:

- About the Spencer Academies Trust
- The role of the Local Governing Body
- Competency frameworks for Governors, Chairs and Clerks
- Balancing support and challenge in school

- Managing safeguarding responsibilities in school
- The 'learning walk': understanding Teaching and Learning in school
- Central records and policies
- Introduction to standards and outcomes
- Understanding curriculum planning
- Trust data collection and information sharing
- Progress and Attainment: Key indicators for Governors
- Understanding financial reporting and budget setting in school
- Governor checklists and resources

Additional specialist training programmes including Safeguarding and Prevent training are made available to LGB members. It is an expectation of the Trust that all LGB members should work toward appropriate certification as part of supporting safeguarding and inclusion in schools.

Additional training and development requirements emerging within the work of the LGB should be reported to the Head of Governance and Compliance, and a SAT CPD offer will be made.

LGB Annual Calendar

Tools including representative agendas, term areas of focus and model scrutiny documents will be provided to LGBs, including an annual skills audit document for use in the autumn term. LGBs are able to amend and to add to standard agendas and calendar at their discretion, provided that standard trust expectations are met.

The Principal will publish a calendar of meetings for each academic year in consultation with the Chair and Chairs of any sub-committees; with the draft calendar for the academic year to be shared with the Head of Governance and Compliance by the end of September.

Draft agendas will be agreed in advance by the Chair and circulated to each member at least five working days prior to the date of the meeting. Minutes of meetings shall be circulated promptly to all members of the Committee for information and will be reviewed and signed at the next LGB meeting.

The Local Governing Body will review these terms of reference on an annual basis.

Academy Principals

Academy Principals are responsible for implementing decisions of the Board of Directors and of their Local Governing Body and for managing Academy affairs within the budgets and framework fixed by the Board. Academy Principals have delegated powers and functions in respect of internal organisation, management and control of the Academies, the implementation of all policies approved by the Board and for the direction of teaching and the curriculum.

These responsibilities include the following:

Academy Improvement

- Accountability for Academy and staff performance;
- Accountability for all aspects of safeguarding;
- Accountability for collaboration with the local community and the development of effective governance in the Academy.

Finance

- Agree the draft budget in conjunction with the Chief Operating Officer and central Finance directorate
- Ensure all monthly finance information is submitted to SAT in a timely manner;
- Ensure the implementation of Internal and External Audit recommendations;
- Ensure all transactions are in line with the approved Schemes of Delegation and Policies
- Ensure all information is accurate/ up to date and submitted by the agreed monthly deadlines.

Financial Accountability including scheme of delegation

A copy of the Draft Scheme of Delegation can be accessed at the Governance page of the Inkersall Primary Academy website.

Glossary of Terms

Terms are listed alphabetically. Please let us know if we have missed a term you think should be included in the next version of the Handbook.

Academies Funding Handbook (AFH) – Guidance issued by the Education Funding Agency covering finance and governance. The CEO must ensure that SAT complies with the AFH. It offers advice on the financial systems and controls that academies must and should have in place to meet the expected standards of accountability.

Academy Development Plan (ADP) - The ADP is a strategic plan for improvement. It should bring together, in a clear and simple way, the Academy's priorities, the main measures it will take to raise standards, the resources dedicated to these, and the key outcomes and targets it intends to achieve. The ADP is developed with the SLT and Local Governing Body.

Board of Directors (BoD) - Sets SAT group strategy.

Chief Executive Officer (CEO) - Responsible as the Accounting Officer for the SAT.

Continued Professional Development (CPD) - The maintenance of skills throughout a working life. CPD may be structured, formal or self-taught.

Criminal Records Bureau (CRB) - Is now known as Disclosure and Barring Service (DBS), used to reduce the risk of employing convicted criminals as a safeguard for vulnerable children.

Data Protection - The Data Protection Act controls how organisations, businesses or the government uses your personal information. Everyone who is responsible for using data has to follow strict rules called 'data protection principles'.

Department for Education (DfE) - Central government department with responsibility for education.

Director of Finance (DoF) - Responsible for the financial management of the Multi Academy Trust.

Disclosure and Barring Service (DBS) - Formed by the merger of CRB and Independent Safeguarding Authority, DBS is responsible for barring individuals and completing criminal record checks.

Local Governing Body (LGB) – Sub-committee of the SAT BoD in each Academy, responsible to the Board of Directors and CEO for oversight, quality assurance and monitoring within the Academy.

Education Funding Agency (EFA)- The DfE's delivery agency for funding and compliance, providing revenue and capital funding for education for learners between the ages of 3 and 19. The EFA also supports the delivery of building and maintenance programmes for schools, Academies, Free Schools and sixth-form colleges.

FOI - Freedom of Information Act 2000 is an Act of Parliament that creates a public "right of access" to information held by public authorities. All FOI requests are dealt with by SAT on behalf of its Academies.

Funding Agreement (FA) - The Funding Agreement is the contract between the Secretary of State for Education and the Academy and sets out the terms on which the Academy is funded.

Human Resources (HR) - The Department which deals with employment contracts and issues.

ICT - Information and Communications Technology

KS4. - The majority of students are aged 15 to 16.

Local Authority (LA) - Administration Offices for a particular geographic area. Overseen by elected councillors.

PHSE - PSHE education can be described as 'learning to live life well'. PSHE deals with real life social and economic issues affecting children & young people, their families and communities. PSHE develops the knowledge, understanding and skills young people need to manage their lives, now and in the future.

Official Journal European Community (OJEC) - Daily publication, official source of European legislation, public sector contracts and procurement. All public tenders over a certain threshold must be advertised in the OJEC.

OFSTED (OFSTED) - Office for Standards in Education, Children's Services and Skills arranges and sets standards for school inspections.

Private Finance Initiative (PFI) - Public private partnerships. Used to fund public infrastructure projects Schools, hospitals by using private finance. Private companies build the structures and lease back for an annual fee for the length of the contract.

School Partnership Trust Academies (SAT) - Group of Academies mainly in Yorkshire and Humberside. Charity operates as a Multi Academy Sponsor and acts as a single employer across all its sponsored academies.

Schools Teacher Pay Conditions Document - Contains the statutory requirements for teachers' pay and conditions that maintained schools and local authorities in England and Wales must abide by. Commonly known as the "Blue Book"

Secretary of State (SoS) - Member of Cabinet with overall responsibility for education policy.

Senior Leadership Team (SLT) - Team comprising the Principal, Vice Principal, Assistant Principals, Finance Manager and other senior members of staff which is responsible for the day to day running and direction of the Academy. Responsible through the Principal to the Local Governing Body.

Special Educational Needs (SEN) - Some children have needs or disabilities that affect their ability to learn. e.g.:

☒ behavioural/social (difficulty making friends) ☒ reading and writing (dyslexia) ☒ understanding things ☒ concentrating (Attention DefiELT Hyperactivity Disorder) ☒ physical needs. Specialist Leader in Education (SLE) - Outstanding middle and senior leaders who are used to support individuals or SLTs in other schools. They promote excellent leadership across an area.

Virtual Learning Environment (VLE) – Internal intranet containing policies, procedures and essential documentation.

Resources for Clerks

Clerks to Local Governing Body perform a vital role in delivering governance in practice in individual academies. Working alongside the Chair and the Academy leadership, Clerks are pivotal in supporting the LGB in its role of providing a balance of challenge and support to leaders. Clerks are also fundamental to the provision of information to the LGB members to allow them to understand the strengths and areas needing improvement at the Academy. An organised and efficient Clerk is vital for every LGB to be effective.

The Clerk provides important advice on procedural matters as well as being responsible for taking accurate and concise minutes at meetings. These minutes are one of the ways in which the LGB can demonstrate how it is providing constructive challenge to Academy leadership while holding them to account for the provision of education and the management of resources within the Academy.

The Clerk must also keep records of LGB membership and advise on vacancies when they occur, and must ensure declarations of business interests are made and recorded at each meeting of the LGB. To support this important role we have provided a number of documents we hope will be useful to Clerks. These are to be used alongside the guidance and templates provided in the wider Governance toolkit. We hope you find these resources useful – if you have any queries, or suggestions for additional templates, please contact governance@schoolpartnershiptrust.org.uk.

Clerk toolkit

- LGB procedural guidance
- LGB member nomination form
- LGB member eligibility form
- Website summary of Academy governance template
- Minutes template
- Minutes checklist
- Roles of the LGB and the Principal



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