

Governance Handbook
South York Multi Academy Trust

Approved by Trustees on 27th February 2018 Applies from: 1st January 2018

Last Updated: 19th November 2018

Date of next scheduled review: Ongoing and Annual (January 2019)

<p>Publication/communication requirements: The Board of Trustees should ensure that a copy is provided to Members, Board Committees (including the Local Governing Bodies), the Chief Executive and the Headteacher of each school. The Document should also be published on the Trust and Academy websites.</p>

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South York Multi-Academy Trust

Introduction: purpose of document

This document is intended for parents, staff and any other interested parties as an introduction to the South York Multi-Academy Trust, its vision and the principles and mechanisms by which it is governed.

It provides the Trust's vision statement and an accessible summary of its governance arrangements, together with the terms of reference of its various committees, and the detailed scheme of delegation showing the division of responsibilities between the tiers of the governance structure.

SECTION 1 - Trust Vision Statement

support - inspire - achieve - flourish

We are a strong and inclusive partnership of schools working together to support and inspire all children, young people and families in our communities to achieve and flourish.

We hold our schools and ourselves to account to a set of values. Our schools are always:

- **Inclusive** – our schools work tirelessly to meet the needs of every child and young person and overcome disadvantage. We embrace diversity in our communities, and we promote distinctiveness in our schools.
- **Aspirational** - our schools have high expectations for every learner and member of staff. We want our children and young people to make the most of every opportunity in life.
- **Responsible** - our schools have a social responsibility to serve the community first and foremost. We always use our resources responsibly and transparently.
- **Collaborative** - our schools work in equal partnership with one another, and with their school communities. We devolve control and responsibility to the appropriate level, encouraging the participation of those we serve and those who work for us.

SECTION 2 - Nolan Principles

In fulfilling their roles and responsibilities, all those working at Trust and school level will be expected to act in accordance with the seven Principles of Public Life originally published by the Nolan Committee.

□ **Selflessness**

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

□ **Integrity**

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

□ **Objectivity**

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

□ **Accountability**

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

□ **Openness**

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

□ **Honesty**

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

□ **Leadership**

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

SECTION 3 - Governance Framework

Note that this section provides an **accessible summary** of the governance framework. Governance arrangements for the Trust are set out formally in the Articles of Association, which can be viewed on the South York Multi-Academy Trust website.

In a Multi-Academy Trust (**MAT**) there is only one legal entity accountable for the running of the organisation and all the academies (**schools**) within it, i.e. the **MAT** itself. The MAT is a charitable company limited by guarantee. It has multiple layers of governance: the Members, the Board of Trustees and Board committees. The Board's committees include a Local Governing Body (**LGB**) for each school within the MAT.

□ **Members**

The Members are similar to shareholders, but they act on an unpaid, voluntary basis. They hold the Trustees to account (including through the Annual General Meeting), ensuring that the charitable company achieves its objectives, receiving the financial accounts and annual report, and appointing the majority of Trustees. Members have a 'hands off, eyes on' role of oversight. For more information, see the Articles of Association on the South York Multi-Academy Trust website.

□ **Trustees**

The Board of Trustees is entrusted with directing the charitable company's operations and is responsible for making key strategic decisions. Those serving on the Board are both company directors and charity trustees and (with the exception of the Chief Executive) are unpaid.

Trustees have delegated responsibility for the following 3 core strategic functions:

- Ensuring clarity of vision, ethos and strategic direction

- Holding the executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

Detailed responsibilities are shown in the Scheme of Delegation at Section 8.

The Chair of the Trustees has particular responsibilities for co-ordination of Board business, determining agendas, and the conduct of meetings. and determining agendas. The Chair may also exercise emergency powers when required. For more details, see Section 8.

□ **Chief Executive**

The Chief Executive is responsible for operational oversight of the whole MAT, in addition to their school leadership role, and is accountable to the Board of Trustees. Detailed responsibilities are set out in the tables in Section 8.

□ **Headteachers**

Headteachers have operational responsibility for their schools, as well as contributing to the effective operation and development of the MAT. A Headteacher's primary accountability is to their school's Local Governing Body (see below) within the context of the scheme of delegation of the Trust. More details are set out in Section 8.

□ **Committees**

The Board will establish Committees to help it to discharge its responsibilities. This will include the following Committees:

- Curriculum, Standards, Governance and Risk
- Finance and Resources
- Pay Review
- LGB for each school

The Terms of Reference for each Committee/Group will be added to Section 5 as they are determined by Trustees.

It will also establish a Church School Development Group to oversee church school distinctiveness in the Church of England schools within the MAT. Initially this will be monitored by the Curriculum, Standards, Governance and Risk Committee until an independent group is established.

□ **Local Governing Bodies**

Whilst the Board of Trustees is responsible for overseeing all the schools within the MAT, each school will have a Local Governing Body with a specific remit both to advise the Board in respect of their school, to protect its distinctive ethos and character, and to take on responsibility for decision making and oversight of specific areas relating to it.

Their powers are delegated by the Trust Board. Members of Local Governing Bodies are not Trustees and are referred to as Governors.

Detailed responsibilities are set out in Section 8, and framework Procedures for Local Governing Bodies are set out in section 6.

□ **Delegation and support structures**

The Board of Trustees can delegate responsibilities to any Trustee, Board committee (including a Local Governing Body), the Chief Executive or any other holder of an executive office where they deem this appropriate, subject to any restrictions imposed at law, by the Department for Education (**DfE**), by the Members and by the MAT's constitutional documents.

It is important to remember that where responsibility is delegated to a local level, it is the MAT as the legal entity (not the Local Governing Body) that is ultimately accountable, for example in terms of finance and performance, and as the employer of staff.

The MAT's decision making structures are further supported informally by the Chief Executive and Headteachers' Strategy Board, and the Chairs' Forum.

SECTION 4 South York MAT Governance Structure (yellow boxes indicate schools with academy orders yet to join the Trust)

Members (Five)
 Diocese of York Educational Trust (DYET)
 One appointed by DYET
 York St John University
 Two Community Members one of these members will Chair the Trustee Board

Board of Trustees (Eleven)
 Up to 10 Member-appointed Trustees
 1 appointed by DYET
 Members to ensure Trustees have appropriate skill set to properly oversee the MAT

Curriculum and Standards Committee

Chief Executive and Headteacher Strategy Board

Finance and Resources Committee

Church School Development Group

Chairs' Forum

School Local Governing Bodies

Fulford School

Dunnington C of E Primary School

Wheldrake with Thorganby Church of England Primary School

The Danesgate Community

Lord Deramore's Primary School

Naburn Church of England Primary School

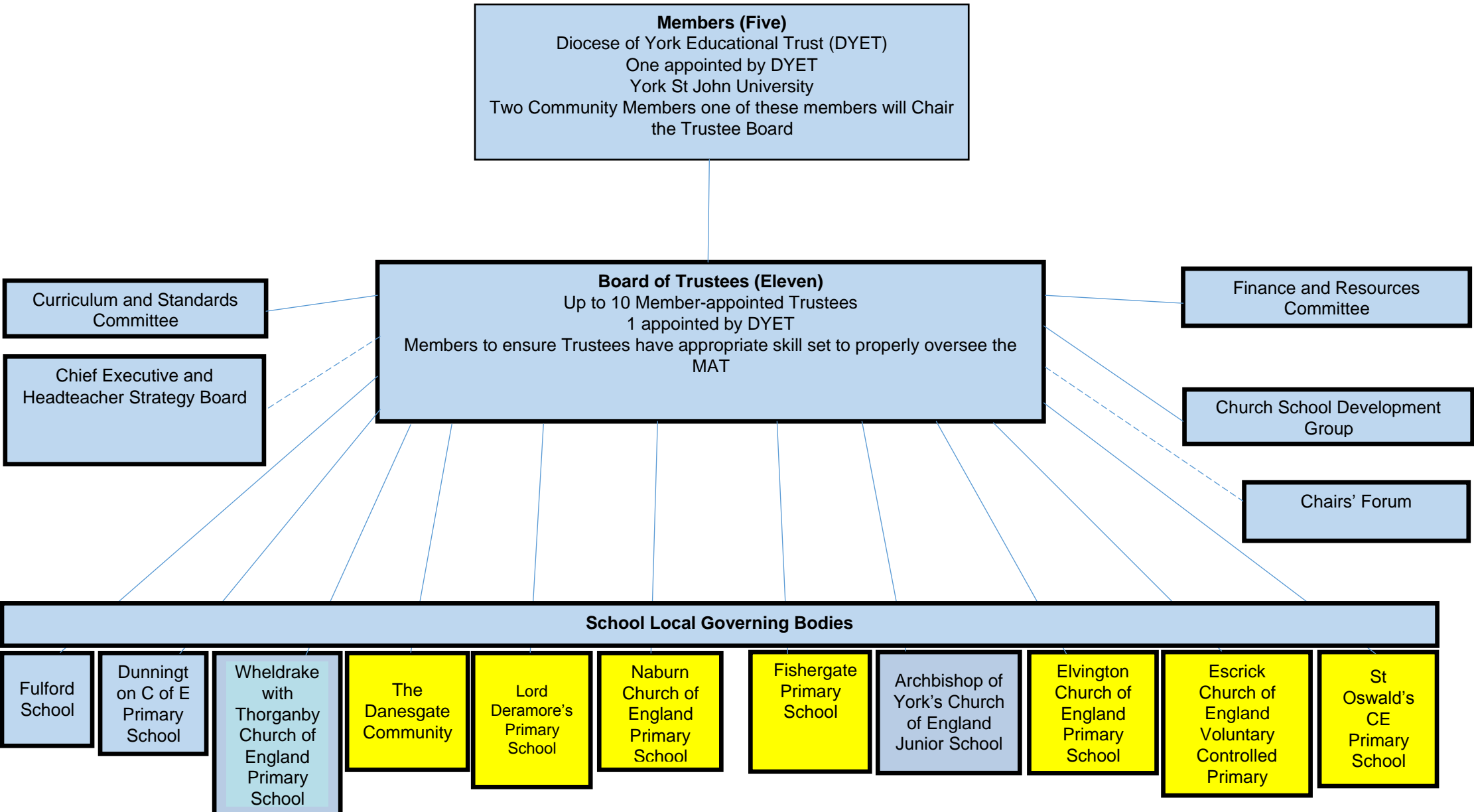
Fishergate Primary School

Archbishop of York's Church of England Junior School

Elvington Church of England Primary School

Escrick Church of England Voluntary Controlled Primary

St Oswald's CE Primary School



SECTION 5 – Terms of Reference for Trust Board Committees

Finance and Resources Trust Committee

The Finance and Resources Committee has been established to ensure the financial stability of individual academies and the South York Multi-Academy Trust as a whole. The Committee provides financial oversight for the organisation and is responsible for establishing sustainable staffing structures, budget setting, budget planning, financial reporting and the monitoring of internal controls and accountability policies. The committee is responsible for recommending financial policies, goals, and budgets that support the mission, values, and strategic goals of the organisation. The committee also reviews the organisation's financial performance against its goals and proposes major transactions and programmes to the Board.

The committee will advise the Trust on the adequacy and effectiveness of the systems of internal control and the arrangements for risk management, control and governance processes and securing economic, efficiency and effectiveness (value for money).

1. Budget Management

- a. To draft the first formal budget plan of the financial year in conjunction with the Chief Executive and Finance Director
- b. To approve the first formal draft budget plan of the financial year and to present it to the Board for ratification
- c. To establish and maintain an up to date 3-year financial plan
- d. To consider a budget position statement including virement decisions at least termly and to report significant anomalies from the anticipated position to the Trustees
- e. To ensure that all schools operate within Financial Regulations
- f. To monitor expenditure of all voluntary funds kept on behalf of the Trustees
- g. To annually review charges and remissions policies and expenses policies.
- h. To make decisions in respect of service level agreements
- i. To make decisions on expenditure following recommendations from other committees
- j. To ensure, as far as is practical, that Health and Safety issues are appropriately prioritised
- k. To determine pay increments as recommended by the Chief Executive and Headteachers within the Multi Academy Trust
- l. In the light of the Headteacher Performance Management Committee recommendations, to determine increments for Headteachers within the Trust
- m. To advise the Trustees on priorities for the maintenance and development of all schools premises including use by outside users in line with Health and Safety Procedures
- n. To oversee arrangements for repairs and maintenance
- o. To oversee premises-related funding bids in conjunction with the Chief Executive and the Finance Director

2. Internal Assurance

- a. To advise the Trust on the appointment, reappointment, dismissal and remuneration of the Internal Assurance/Responsible Officer service and to agree their programme of work.
- b. To review the reports of the Internal Assurance/Responsible Officer and, when appropriate, advise the Board/Governing body of material control issues.
- c. To monitor the implementation of agreed recommendations relating to Internal Assurance/Responsible Officer reports
- d. To review the adequacy of the Trust's Risk Management Policy and Procedures and to regularly review the risk register and the implementation of Risk Management Action Plans.
- e. To oversee the use of appropriate accounting methods and to discuss with MAT leadership and with the external auditor, all proposed major changes in accounting policy, and all large risks or uncertainties and all estimates or judgements that may be material to financial reporting.
- f. To review and scrutinise significant financial recording or presentation issues discussed during the accounting period, including the manner of their resolution.
- g. To examine the audited annual financial statements in conjunction with the management report of the external auditor, with particular reference to whether the statements reflect the accounting policies selected, contain estimates and statements that are reasonable and consistent., disclose all major transactions and issues to ensure these are understandable, relevant, reliable and comparable.

3. External audit

The Committee will:

- a. Determine whether the performance of the external audit is satisfactory and effective and meets the requirements of all schools within the Trust.
- b. Recommend to the Board the retention or replacement of the external auditor
- c. Review all issues related to any change of external auditor and the planned steps for an orderly transition:
- d. Review the audit plan with the external auditor and MAT leadership to ensure a full and open disclosure to the auditor's enquiries.
- e. Review any problems experienced by the external auditor in performing the audit, including any restrictions imposed and any significant accounting issues on which there was a disagreement
- f. Review the post-audit recommendations of the external auditor and follow up the response to issues arising
- g. Meet with the external auditors in private at least once a year to ensure that there are no unresolved issues of concern and that full cooperation has been received.

4. Staffing

- a. To establish and keep under review a building maintenance and development plan
- b. To establish and keep under review an Accessibility plan
- c. To determine, via the Chair, the agenda for Committee meetings in consultation with other members of the Committee as appropriate.
- d. To develop and review the staffing structure in consultation with the Chief Executive, Finance Director, Headteachers and Local Governing Bodies
- e. To establish a Pay Policy for all categories of staff and to be responsible for its administration and review
- f. To oversee and approve the HR policies operating across the Trust
- g. To oversee the process and collation of financial information leading to staff reductions and present this information to the Board to make decisions linked to reduction in staffing compliment
- h. To keep under review staff work/life balance, working conditions and well-being, including the monitoring of absence

5. Other responsibilities:

The Committee will:

- a. Review the Trust's arrangements in respect of whistleblowing and anti-fraud and corruption and make recommendations as necessary.
- b. Ensure that all allegations of fraud and irregularity are properly followed up and control weaknesses addressed, including being notified of all cases
- c. Review the status of pending or threatened material litigation.
- d. Ascertain whether the financial results and condition satisfy the criteria for lenders, material agreements, applicable laws and insurers.
- e. Draw to the attention of the Trustees all financial matters of which the Committee has knowledge and which may materially affect the current or future position of all school within the Trust.
- f. Determine whether systems are in place to identify and monitor major business risks. The Chair will report to the Board as appropriate on the areas of major business risk.
- g. Verify the establishment of policies and procedures for monitoring compliance with applicable laws and with the school's policies as to authorisation of expenditures, leases and contracts and otherwise, and ascertain their adequacy and levels of compliance.
- h. Endeavour to identify to the Board matters that expose Trustees to claims for which Trustees could be held personally liable.
- i. Ascertain whether any Conflict of Interest guidelines are strictly complied with, and ensure that Trustees and Senior Management have submitted an annual return to confirm whether or not they have had any related party transactions with the school during the previous year.

6. Corporate governance

The Committee will review the processes of governance to ensure that all schools across the Trust implement best practice as set out in appropriate guidance. The Committee will annually review and recommend changes to its terms of reference, following completion of each annual audit with findings on this reported to the Trust Board.

The agenda for Committee meetings shall be determined by the Chair of the Committee in consultation with other members of the Committee as appropriate and shall wherever possible be circulated in advance to persons attending the meeting and copied to the Chair of the Trust Board.

Standards, Curriculum, Governance and Risk Committee

Constitution.

The standards and curriculum committee of the South York Multi-Academy Trust board is responsible for ensuring that standards across the MAT, especially in regards to pupils and learning, are set, achieved and maintained.

The committee will be appointed by the trust board on an annual basis and may include members who are not trustees of the board – provided that the majority of the committee are trustees. Trustee members will ensure that other committee members have the necessary skills and experience to successfully fulfil the committee functions. There is no statutory guidance for the number of people who should be on the committee; however, the minimum number should be three so that there are enough members to hold a majority when voting on matters discussed by the committee.

The Committee will consist of a minimum of seven members consisting of:

- 4 members of the Trust Board
- 1 Governor from a LGB
- 2 members of the Headteacher Group

The quorum of the committee will be one half of the numbers of the committee rounded up to the nearest full number, for example, if the committee consists of five members then a minimum of three members must attend the meeting in order to meet the quorum. No vote can be taken unless a majority of members present are Directors (Trustees).

Term of office

The committee will be appointed annually by the board and shall hold office from either the date of their appointment until their resignation or their omission from membership of the committee on subsequent consideration by the board, whichever happens first.

Chairmanship

The chair of the committee shall be elected by the board on an annual basis during the first meeting in the autumn term; the chair should not be the CEO or headteacher of an academy within the MAT. If the chair is absent then the committee will elect a temporary replacement from among the other trustees present at the meeting.

Meetings

The committee will meet as often as necessary to fulfil its responsibilities and at least once per term. The chair or any two committee members may call unscheduled meetings as long as appropriate notice is given to the other members of the committee.

The clerk to the committee – who also acts as the clerk to the board – will circulate an agenda and any other documents relevant to the meeting no fewer than five working days prior to the meeting.

The clerk will take minutes of the meeting which will then be circulated to the committee members and the board.

The committee may invite non-members to meetings to assist or advise on a

particular matter or issue. These additional attendees shall not be entitled to vote on any matters.

Every matter to be decided upon will be determined by a majority vote; each member of the committee that is present at the meeting shall be entitled to one vote. Where there is an equal division between votes, the chair will have the deciding vote.

A register of attendance shall be kept for each meeting and will be published on an annual basis.

Duties

The duties of the committee include:

1. Standards

- a. Monitoring the standards and progress of all the academies within the MAT, relating to pupils and their learning.
- b. Review outcomes, identifying significant changes in performance, emerging risks and trends in relation to the future performance of each school.
- c. Using attainment and achievement data provided by academies within the MAT to evaluate the impact of teaching and learning on the levels of attainment.
- d. Monitoring the progress of pupils in all academies in the MAT and reporting this information back to the board, advising them in respect of targets for pupil achievement across the trust.
- e. Analysing performance trends that might be present within the trust and nationally.
- f. Mapping performance and progress data onto set national standards.
- g. Having knowledge of the educational needs of pupils within the trust and monitoring pupil performance data of specific groups of pupils, e.g. pupils with special educational needs and disabilities.
- h. Understanding the targets that have been set within each academy and challenging underperformance within the academy against these targets and more general expectations.
- i. Reviewing the MAT's policies which relate to standards, e.g. behaviour, assessment and attendance policies, and recommending amendments to the board.
- j. Obtaining progress reports from academies within the trust of post-Ofsted action plans and any other formal evaluation reports related to the quality and effectiveness of learning within the trust, in order to further inform and develop the trust's improvement plans and strategies.

2. Curriculum and Pastoral

- a. Ensuring that the trust's curriculum is balanced, broadly based and effective, using a variety of different sources, such as attainment data and information from academies within the MAT regarding the effectiveness of the curriculum, in order to improve the curriculum.
- b. Review the schools statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social and cultural learning.
- c. Ensuring that there are effective procedures in place across all academies within the trust regarding pupil support, attendance and discipline.
- d. Remaining informed on the attendance rates of the academies within the trust and ensuring that there are procedures in place to fulfil statutory requirements, especially regarding children missing from education.
- e. Monitoring safeguarding procedures across the trust to ensure a duty of care.
- f. Ensuring that there are effective procedures in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice

across the trust.

3. Other

Monitor and advise the Board on:

- a. School improvement work, leadership standards and governance effectiveness in each academy within the MAT.
- b. The achievement of the MAT's intervention strategies and plans.
- c. Special Educational Needs and Inclusion.
- d. Partnership working
- e. Admissions

4. Corporate Governance

The Committee will review the processes of governance to ensure that all schools across the Trust implement best practice as set out in appropriate guidance. The Committee will annually review and recommend changes to its terms of reference, following completion of each annual audit with findings on this reported to the Trust Board.

The Committee will:

- a. Ensure that the highest possible standards of corporate governance are set, achieved and maintained across the trust.
- b. Identify areas of concern regarding performance and corporate governance standards within the trust, implementing action plans with the consultation of the board where necessary.
- c. Review its own progress on a regular basis, taking into account its own performance, constitution and terms of reference to make sure that the committee is operating at its full potential.

5. Risk

Effective boards play a key role in setting and managing risk appetite and tolerance. They are able to ensure that risks are aligned with strategic priorities and improvement plans and intervention strategies provide a robust framework for risk management. These competencies enable those on the board to identify, evaluate and prioritise organisational risks and ensure appropriate action is taken to mitigate against them. (Competency Framework for Governance, P12).

Monitoring and advising the Trust Board on:

- a. Strategic risks concern the long-term strategic objectives of the school, academy or MAT. They can be affected by national policy changes, capital availability, legal and regulatory changes, national and local trends, the reputation of the school, academy or MAT, and changes in the physical environment.
- b. Operational risks concern the day-to-day issues that the school, academy or MAT is confronted with as it strives to deliver its strategic objectives; such as the failure or poor implementation of equipment or systems, loss or theft of resources, a change in the supply of goods or services, or staff absence.
- c. Financial risks concern the effective management and control of the finances of the school, academy or MAT and the impact of external factors, such as interest rate movement and other market exposures, availability of funding and grants, and cashflow – plus internal factors such as appropriate financial expertise and finance systems, fraud and theft, ineffective benchmarking and poor audit and monitoring systems.
- d. Compliance risks concern any area where the school is required to comply with a law or regulation, or by standards set by themselves in a policy or procedure.

Compliance risks include areas such as health and safety or environmental legislation, trade descriptions, consumer protection, data protection, employment practices and regulatory issues. These areas may be affected by an ineffective policy review schedule, staff members not having the right level of knowledge to update policies assigned to them, time restraints, or poor induction or performance management procedures.

- e. Reputational risks such as a failure to effectively identify and manage strategic, operational, financial and compliance risks, but can also be affected by social media and the influence of online comments published unedited for all to see. Failure to maintain up-to-date information online, such as the school website, current policies, staff information, or the school prospectus, can also impact negatively on the school and increase reputational risk. Also, failure to pay attention to, manage or explain information published by other organisations, such as Ofsted's Parent View or DfE data, may also impact on reputational risk.

Authority

The committee is authorised by the board to:

- a. Investigate any activity within its terms of reference.
- b. Seek any information it requires from any employee, with all employees directed to cooperate with any request made by the committee.
- c. Obtain any outside legal or independent professional advice where it deems it necessary.

MAT Committee Composition and Conduct

Up to two external co-opted members with particular expertise may be appointed to each of the Committees by the Board of Directors. The Board may not co-opt an employee of the Trust if the number of Committee members who are employees of the Trust (including the CEO) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights. Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

The Chairs of each committee will be appointed by and from the Board annually. No employee of the Trust can act as Chair of a committee.

Administrative support will be provided by the Clerk to the Board with agendas agreed in advance by the Chair of the each committee (based on, but not limited to, a pre-agreed annual schedule of activity). Papers will be circulated to members and attendees at least 5 working days in advance of the meeting with minutes of meetings being taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee.

The committees will review their Terms of Reference on an annual basis, submitting any proposed changes to the Board for approval. Members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

Church Schools Development Group

Members will be appointed by the Trustees, to include the DYET appointed Trustee plus one other, Membership will also include foundation local governors and the Headteachers from all MAT CE academies . Other attendees will attend as required

Proceedings

- Chair – one of the Director members of the Group
- Clerk – to be provided by Directors/Trustees
- Frequency of meetings - at least three times a year being once in each of the Autumn, Spring and Summer terms. The Group will meet at least two weeks in advance of the Board of Directors/Trustees meetings.
- Notice and papers – notice of at least 14 days, papers circulated at least 7 days before meeting
- Required attendance/quorum
- Minutes within 7 days and provided to Board of Directors/Trustees

Remit

1. To provide support to Church of England (CE) academies in the Trust on their CE foundation, including by:
 - a. (In conjunction with the academy's Diocesan SLA Advisers) encouraging CE academies to reflect on and develop their church school distinctiveness and effectiveness and to explore their Christian vision and values;
 - b. Championing quality Collective Worship across CE academies;
 - c. Promoting good quality Religious Education in accordance with the Statement of Entitlement;
 - d. Encouraging and supporting the review of CE academy admissions arrangements in accordance with DBE advice;
 - e. Championing training for Members, Trustees and Local Governors on CE school distinctiveness and effectiveness, and CE school governance.

2. To provide scrutiny of CE distinctiveness of CE academies, including by:
 - a. Scrutinising and advising on CE academy policies which relate to the CE ethos and values of the academies, including RE, Collective Worship, SMSC and behaviour;
 - b. Scrutinising the Schemes of Delegation for CE academies to ensure that the CE foundation of the academy is appropriately reflected;
 - c. Receiving reports from the academies in relation to, and using that information to monitor:
 - Their compliance with the legal requirements for Collective Worship;
 - Their compliance with the legal requirements for Religious Education and the extent to which the Statement of Entitlement is being followed;
 - The extent to which faith aspects are taken into account in respect of staff appointments;
 - Foundation Local Governor attendance, distinctiveness and governance training and vacancies.
 - d. Collecting ethos undertakings from Members, Directors/Trustees and Local Governors and providing them to the DBE.
 - e. Receiving and scrutinising the academies' self- evaluation judgements in the key areas considered under SIAMS.
 - f. Advising the LGC if:
 - The Group has concerns about the self-evaluation judgements

reached by the academy or other material concerns about matters coming to light in their review of the academy's self-evaluation judgements or other reported information.

- g. Advising the Directors/Trustees if:
 - The academy's self-evaluation assessment represents a decline from the last SIAMS inspection in any of the key areas; and/or
 - The Group has concerns about the self-evaluation judgements reached by the academy or other material concerns about matters coming to light in their review of the academy's self-evaluation judgements or other reported information.
- h. Scrutinising individual academy SIAMS Self Evaluation Forms on a rotational basis linked to the likely date for inspection;
- i. Coordinating completion of academy specific sections of the Trust's Distinctiveness Report for provision to the Board of Directors/Trustees and Members.

SECTION 6 – Framework Procedures for Local Governing Bodies

A. Introduction and approval

1. The following provides a framework for Local Governing Body (**LGB**)
2. In each case, the particular LGB composition and wider Terms of Reference will need to be approved by the Board of Trustees and (in the case of the composition of a Church of England school's LGB) the York Diocesan Board of Education (YDBE). Template LGB composition and key information documents are provided.

B. Size and composition

3. This proposed membership of each school's LGB should reflect the following minimum requirements:
 - A **minimum size** of eight Governors
 - A **minimum** of two **Parent Governors**
 - **Headteacher** as an ex officio member
 - A **maximum** of two **Staff Governors** (in addition to the Headteacher)
 - A number of **Co-opted Governors** reflective of the former school status
 - For Church of England schools, an agreed number of **Foundation Governors** reflective of the former school status.
4. The number of people sitting on the LGB who are employed by the academy should not exceed one third of the total number of Governors.
5. No Trustee may be appointed to serve as a Governor, without this being expressly sanctioned by the Trust Board.

C. Governor appointments

6. It will be essential to ensure that the Governors have the necessary skills and attributes required to contribute to the effective governance and success of the school and a skills audit will need to be completed in order to inform appointment decisions. The LGB shall keep their skills under review and shall promptly notify the Trustees in the event that they do not feel they have an appropriate range of skills and experience to effectively carry out their functions. Due attention will be given to succession planning.
7. In the case of Church of England schools, Governors will need to be committed to ensuring that the Christian Character of the school is secured, preserved and developed. In former Community schools Governors will need to be committed to respecting and promoting their non-designated status. Governors will be required to sign ethos undertakings to reflect this and which (in the case of a Church of England school) have been agreed with the YDBE.
8. The following outlines the particular requirements that will apply to each type of Governor:

(a) Staff Governors

- The LGB (supported by the Headteacher) shall be responsible for the election Staff Governors.
- In order to be eligible for election as a Staff Governor, an individual must be employed under a contract of employment to work at the school. A Staff Governor cannot be the Headteacher.
- The LGB shall invite nominations from staff and, where there are any contested posts, shall hold an election by a secret ballot. All individuals eligible to serve as a Staff Governor shall be entitled to vote in the election.

(b) Parent Governors

- The LGB (supported by the Headteacher) shall be responsible for the election Parent Governors.
- In order to be eligible for election as a Parent Governor, an individual must be a parent of registered pupils at the school.
- The LGB shall invite nominations from parents and, where there are any contested posts, shall hold an election by a secret ballot. All individuals eligible to serve as a Parent Governor shall be entitled to vote in the election.
- If no parents put themselves forward for election the number of Parent Governors required shall be made up by Parent Governors appointed by the LGB.
- In appointing a Parent Governor, the LGB shall appoint a person who is the parent of a registered pupil at a school within the MAT; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

(c) Co-opted Governors

- In order to be eligible for appointment as a Co-opted Governor, an individual must, in the opinion of the Governing Body, have the skills required to contribute to the effective governance and success of the school.
- The LGB shall be responsible for identifying suitable Co-opted Governors. All Co-opted Governor appointments must have the prior approval of the Chair of the Board of Trustees.

(d) Foundation Governors (for Church of England schools only)

- Foundation Governors will be appointed in the manner outlined in the LGB composition document agreed between the MAT and the YDBE.
- Appointment will take place in accordance with the YDBE's processes and procedures for appointment of Foundation Local Governors (as published by the YDBE from time to time).
- Foundation Governors have a special role in, and responsibility for, ensuring that the Christian Character of their school is secured, preserved and developed and is conducted in accordance with any trust deed relating to the school.

D. Term of Office

9. A four year term of office will apply to all Local Governors save as follows:
 - the Headteacher shall be treated as an ex officio Governor and as such will have no specified term of office
 - In the case of Church of England schools, the ex officio Foundation Governor will have no specified term of office.
 - [The term of office for a co-opted member may vary based on individual appointments but will be for a maximum term of four years.]
10. Any Governor wishing to stand for re-election or re-appointment is able to do so, subject to remaining eligible for the relevant category of Governor. However, in general it is not anticipated that Governors shall serve for a period of more than three terms of four years, save where they are an ex officio Governor.

E. Appointment of Chair and Vice Chair

11. The LGB shall, for each school year, at their first meeting in that year, elect a Chair and a vice-Chair from among their number. They shall also elect a Chair/Vice-Chair to fill a vacancy arising in year at the meeting following the occurrence of a vacancy.
12. Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
13. A person who is employed by the MAT (whether or not working at the Academy) is not eligible to serve as Chair or Vice Chair.
14. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the Chair for the purposes of the meeting. Where the Vice-Chair is also absent or there is at the time a vacancy in the office of Vice-Chair, the LGB shall elect one of their number to act as Chair for the purposes of that meeting, provided the person so elected would have been eligible to stand as Chair.
15. The Chair/Vice-Chair may at any time resign their office by giving notice in writing to the Trustees and the LGB.
16. The Chair/Vice Chair may be removed from office at any time by: - the Trustees; or
 - by the Governors.
17. A resolution to remove the Chair or Vice Chair from office which is passed at a meeting of the LGB shall not have effect unless
 - it is confirmed by a resolution passed at a second meeting of the LGB held not less than fourteen days after the first meeting; and
 - the matter of their removal from office is specified as an item of business on the agenda for each of those meetings.
18. Before a resolution is passed by the LGB at the relevant meeting as to whether to confirm the previous resolution to remove the Chair/Vice Chair from office, the person or persons proposing his removal shall at that meeting state their reasons for so doing and the Chair/Vice-Chair shall be given an opportunity to

make a statement in response. The Trustees must be informed of any resolution to remove the Chair/Vice Chair.

The Chair of LGB will work with the Clerk of the Governing Body and the Headteacher to set agendas for meetings, ensure the orderly and efficient conduct of business, monitor the work of any sub-committees and to act as point of contact in relation to the school. The Chair of the LGB (or in the absence of the Chair, the Vice-Chair), has power to carry out functions of the LGB in circumstances where:

- The function needs to be carried out before there is sufficient time to hold a meeting of the LGB (whether in person or by other approved means); and
- The delay occasioned by not doing so would be reasonably likely have a serious detrimental effect to the school, a pupil, parent or member of staff; and
- The Chair (or the Vice Chair as the case may be) is satisfied that in the particular circumstances it is reasonable for him or her to carry out the relevant function without the prior approval of the LGB; and
- He or she has consulted with such other LGB members and/or members of staff as he/she deems reasonable within the time available; and
- In all cases, the Chair of LGB (or the Vice Chair as the case may be) should report to the LGB as soon as is reasonably practicable the action that has been taken along with the reasons why the function had to be carried out by way of Chair's action.

F. Appointment of Clerk

19. The clerk of the LGB shall be appointed by the Board of Trustees, having due regard to the views of the LGB.

G. Meetings

(a) Frequency of meetings

20. The Local Governing Body will meet at least termly.

(b) Notice

21. Meetings shall be convened by the clerk. In doing so, the clerk shall comply with any direction given by the Trustees, the LGB, or the Chair of the LGB.

22. Any three members of the LGB may, by notice in writing to the clerk, requisition a meeting of the LGB and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

23. Each member of the LGB and the Chair of the Trustees shall be given at least seven clear days before the date of a meeting (a) notice of that meeting; and (b) a copy of the agenda of that meeting. If Chair determines on grounds that there are matters demanding urgent consideration, such shorter notice as the Chair deems reasonable shall be permitted.

(c) Minutes and papers

24. Papers will be provided to Governors and attendees with the agenda, at least 7 clear days before a meeting. Papers will be provided electronically.
25. The Clerk to the Local Governing Body will produce draft minutes of its meetings and will forward these to the Chair for checking for accuracy within ten working days. The finalised draft will be circulated to all Governors once available and will be made available to Trustees to scrutinise.
26. The minutes will be agreed by Local Governing Body at the following meeting of the Local Governing Body, with any amendments notified to the Chair of Trustees.
27. Minutes of meetings will be held by the school and Minutes of ordinary meetings, regarded as a public record, will be made available on request. Minutes relating to confidential business will not be disclosed. The LGB should determine which items are to be treated as confidential.

(d) Quorum

28. The quorum for a meeting of the Local Governing Body and any vote on any matter thereat, shall be any three of the Governors (not including more than one Staff Governor or more than one Parent Governor) or, where greater, any one third (rounded up to a whole number) of the total number of members of the LGB at the date of the meeting.
29. The LGB may act notwithstanding any vacancies, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies.
30. The appointment or removal of a LGB member/Chair/Vice Chair requires a quorum of two thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on the relevant matter.

(e) Voting

31. Matters to be decided at Local Governing Body meetings must be determined by a majority of the votes of the Governors present and able to vote on the matter. Each Governor present in person shall be entitled to one vote. Where there is an equal division of votes the Chair shall have a casting vote.
32. A resolution to rescind or vary a resolution carried at a previous meeting shall not be proposed at a meeting unless the consideration of the recession or variation of the previous resolution is a specific item of business on the agenda for that meeting.
33. A resolution in writing, circulated to all Governors entitled to vote on the relevant matter, and signed by at least three quarters of such Governors, shall be valid and effective as if it had been passed at a meeting of the LGB duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the LGB and may include an electronic communication by or on behalf of the LGB indicating his or her agreement to the form or resolution.

(f) Attendance

34. Specialist advisors and key personnel such as the CEO, Finance Director and Trustees may request or be invited to attend LGB meetings. Such attendees may speak with the permission of the Chair but where they shall not be entitled to vote.
35. The Chief Executive and/or Chair (or other nominee) of the Board of Trustees are entitled to attend and speak at any Local Governing Body meeting but are not entitled to vote.
36. The Local Governing Body may invite other non-Governors to assist or advise on a particular matter or range of issues. Such attendees may speak with the permission of the Chair but where they shall not be entitled to vote.
37. Members of the Local Governing Body will make full efforts to attend all meetings and will, wherever possible, provide apologies with an explanation of reasons for non-attendance in advance.
38. A register of attendance must be kept for each Local Governing Body meeting and this must be published annually.

H. Conflicts of interest

39. Any LGB member who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a governor shall disclose that fact to the LGB as soon as they become aware of it. A governor must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the school or Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

I. Resignation/removal/disqualification

40. A Governor may resign by giving notice in writing of their resignation to the Chair of the LGB.
41. All governors will be expected to accept and comply with the Code of Conduct, with removal from the Local Governing Body being a potential consequence of a failure to comply.
42. A Governor must give notice to the Chair of the LGB in the event that they are disqualified from serving as a Governor under paragraph 43 below, and must resign their post forthwith.
43. A person shall be disqualified from serving as a Governor and thereby be ineligible for appointment to the Local Governing Body and, if already appointed, must immediately cease to be a Governor if the relevant individual:
 - is or becomes disqualified from holding office under the Articles;
 - is or becomes disqualified from holding office as a governor of a school or academy;

- is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people; □ is barred from any regulated activity relating to children;
- is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as an LGB member;
- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

44. The Trustees shall have the right to remove or suspend any Local Governing Body member by written notice to the Chair of the LGC.

J. Committees/Delegation

45. LGBs will have flexibility as to how they structure their sub-committees. As a minimum committees must cover curriculum, achievement, finance, HR, finance and health and safety, student discipline

K. Indemnity

46. Subject to the provisions of the Companies Act 2006, every member of the LGB shall be indemnified out of the assets of the MAT against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the MAT.

**Section 7 Local Governing Body composition of the South York MAT schools
(in order of accession to the Trust)**

Fulford School
Local Governing Body Composition
(part of South York Multi Academies Trust)



Type of local governor	No	Specific requirements	Appointed/selected by	Removal	Term of Office
Principal of the Academy	1	N/A – <i>ex officio</i> appointment	N/A – <i>ex officio</i> appointment	N/A – <i>ex officio</i> appointment	N/A – <i>ex officio</i> appointment
Staff local governors	1	Must be a member of staff of the Academy	Elected by staff under the MAT's Scheme of Delegation	MAT Board of Trustees	4 years
Parent local governors	2	Must be a parent of a registered pupil to be elected	Elected by parents of registered pupils or appointed by the LGC (in specific circumstances)	MAT Board of Trustees	4 years
Co-opted local governors	9	Appointment for specific skills	LGC, with approval [of the Chair] of the MAT Board	MAT Board	4 years
Total	13				

Sub-Committee Structure:

1. Finance and Resources Sub-Committee
(to include consideration of Finance, Health & Safety, Personnel)
2. School Improvement Sub-Committee
(to include consideration of the School Improvement Plan, Standards, Curriculum, Wellbeing)
3. Pay Sub-Committee

Dunnington Church of England Primary School
Local Governing Body composition



Type of local governor	No	Specific requirements	Appointed/selected by	Removal	Term of office	
Foundation local governors	3	1	The Incumbent (ex officio), being the Principal Officiating Minister of the parish in which the school is situated.	Ex officio, although the Archdeacon of York shall be entitled to appoint a foundation local governor to act in the place of the ex officio foundation local governor whose governorship derives from the office named opposite in the event the ex officio foundation local governor is unable or unwilling to act as a foundation local governor, or has been removed, or where there is a vacancy in the office by virtue of which his or her local governorship exists.	York Diocesan Board of Education (YDBE). The Archdeacon of York is entitled to request removal of the ex officio foundation local governor.	N/A – ex officio appointment
		2	Appointed by the YDBE (following consultation with the Parochial Church Councils of Wheldrake and Thorganby).	YDBE		4 years
Principal of the School	1	N/A – ex officio appointment	N/A – ex officio appointment	N/A – ex officio appointment	N/A – ex officio appointment	
Staff local governors	1	Must be a member of staff of the School	Elected by staff under the MAT's Scheme of Delegation	MAT board	4 years	
Parent local governors	3	Must be a parent of a registered pupil to be elected.	Elected by parents of registered pupils or appointed by the LGB (in specific circumstances)	MAT board	4 years	
Co-opted local governors	5	Appointment for specific skills	LGB, with approval of the Chair of the MAT Board	MAT board	4 years	
TOTAL	13					

Dunnington Sub-Committee Structure:

1. Finance and HR Sub-Committee
2. Curriculum and Achievement Sub-Committee
3. Health, Safety and Student Discipline Sub-Committee
4. Pay Sub-Committee

Wheldrake with Thorganby Church of England Primary School
Local Governing Body composition



Type of local governor	No	Specific requirements		Appointed/selected by	Removal	Term of office
Foundation local governors	8	1	The Incumbent (ex officio), being the Principal Officiating Minister of the parish in which the school is situated.	Ex officio, although the Archdeacon of York shall be entitled to appoint a foundation local governor to act in the place of the ex officio foundation local governor whose governorship derives from the office named opposite in the event the ex officio foundation local governor is unable or unwilling to act as a foundation local governor, or has been removed, or where there is a vacancy in the office by virtue of which his or her local governorship exists.	York Diocesan Board of Education (YDBE). The Archdeacon of York is entitled to request removal of the ex officio foundation local governor.	N/A – ex officio appointment
		7	Appointed by the YDBE (following consultation with the Parochial Church Councils of Wheldrake and Thorganby).	YDBE		4 years
Principal of the School	1	N/A – ex officio appointment		N/A – ex officio appointment	N/A – ex officio appointment	N/A – ex officio appointment
Staff local governors	1	Must be a member of staff of the School		Elected by staff under the MAT's Scheme of Delegation	MAT board	4 years
Parent local governors	2	Must be a parent of a registered pupil to be elected.		Elected by parents of registered pupils or appointed by the LGB (in specific circumstances)	MAT board	4 years
Co-opted local governors	2	Appointment for specific skills		LGB, with approval of the Chair of the MAT Board	MAT board	4 years
TOTAL	14					

Wheldrake with Thorganby Sub-Committee Structure:

1. Resources Sub-Committee
(to include consideration of Finance, HR, Pay and Premises)
2. Curriculum and Pastoral Sub-Committee
(to include consideration of Standards, Health & Safety and Safeguarding)
3. Pay Sub-Committee