



## Governance Handbook

<b>Author</b>	Claire Hogg
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### DOCUMENT CONTROL

*Unless there are legislative or regulatory changes in the interim, this policy will be reviewed every year. Should no substantive changes be required at that point, the policy will move to the next review cycle.*

## Foreword from the Chair of the Trust Board

This document sets out the principles and formal arrangements for governance across Mercia Learning Trust. As a charitable trust we are accountable for:

- the educational outcomes and welfare of all children attending Mercia Learning Trust schools
- the livelihoods of our employees
- the prudent management of taxpayers' money
- the stewardship of public buildings and land

The quality and effectiveness of our governance is critical to ensure resources are used, academies are effective and best value is secured for the taxpayer. Ultimately, this means that the educational experience and outcomes for every single child are exceptional.

At the heart of governance in a charity like Mercia Learning Trust is the non-executive team, made up entirely of volunteers. These individuals bring their experience and judgement, and accept accountability, not for material benefit, but for the greater public good. In particular, to improve the life chances of the children in our schools.

The law places accountability for the educational outcomes and financial diligence of our trust firmly with our trustees and the CEO, who assumes the role of Accounting Officer. Much of this responsibility is located in our trust board. However, a fundamental principle for us is that effective governance is best delivered as close as possible to the point of impact of decisions. For this reason, we have developed a governance structure that delegates key accountability to our Local Governing Bodies (LGBs).

Together, our trust board and LGBs, provide the overview and scrutiny of the management and governance of Mercia Learning Trust schools. Annually, the performance of our trust is scrutinised by the members at the Annual General Meeting (AGM).

The purpose of this document is to provide clarity on the structure by which the different elements of governance work together for the benefit of our whole trust. We have based this model on current guidance, and our experience as a growing trust. We intend to review the details of these governance arrangements annually to ensure arrangements are fit for purpose and based on the most recent DfE advice.

Thank you for your contribution to our trust/schools and this important work.

**Rhona Dodds**

**Chair of the Trust Board**

## Governance principles/approach

Mercia Learning Trust is a charitable voluntary organisation which relies on the input of a number of non-executive volunteers, supported by an experienced team of staff. As it grows and matures, and potentially the number of schools for which it is responsible increases, it is vital the governance at every level is of the highest quality.

The Mercia Learning Trust Governance Handbook sets out the fundamental principles of the organisation and lays down the rules for its governance. The handbook is supported by a range of key documents that are held centrally in our trust.

The governance principles of Mercia Learning Trust recognise the importance of developing and sustaining an appropriate, robust, supportive and challenging relationship between governance and our trust leadership team (CEO, school improvement staff, finance and operations teams and headteachers) to best meet trust objectives.

Financial governance must, as a foundation, be compliant with the principles and regulations set out in the Academy Trust Handbook.

Governance is underpinned by a common understanding about who is responsible for providing an input to decision making and who has the decision-making responsibility. This is shown in the Scheme of Delegation and relevant Terms of Reference.

Effective governance in our trust is supported by the following:

- Members – the guardians of the constitution.
- The Trust Board – the directors/trustees.
- Local Governing Bodies – the local governors.
- Our Trust Leadership Team.

Our trust board has overall responsibility and ultimate decision-making authority for all the work of our trust, including the establishment and maintenance of each school

The governance of each school is delegated, via the Scheme of Delegation, to the relevant LGB.

The right recruitment and selection of governors, at all tiers, is vital to secure strong trust governance. As a result, due regard has been made to the DfE Academy Trust Governance Guide and the balance of skills, qualities and competencies at the level of member, trustee/director and local governance boards. This can best be seen in the Governance Application Form.

We will continue to develop our governance arrangements to shape and take account of best practice in the sector.

### Governance tiers of the Mercia Learning Trust

Mercia Learning Trust has four tiers of governance. members, trustees/directors (trust board), local governing bodies (LGBs) and trust leadership. The table below shows key characteristics of each tier. The functions and responsibilities of each governance tier are stated in their relevant Terms of Reference.

Governance Tier	Number of people	Meeting Schedule	Notes
<b>Members</b>	5	AGM	Chair of our trust board is a member but cannot be the chair of members
<b>Trustees/Directors (Trust Board)</b>	7-9	Board (x3) Finance, Risk & Audit (x3) HR & Remuneration (x2) Standards (x2)	Chair and vice chair
<b>Local Governing Body (LGB) - Governors</b>	7-14 (dependent on need)	4 to 6	Each LGB will have a chair and vice chair There are currently 7 LGBs: <ul style="list-style-type: none"> <li>• Nether Edge Primary School (NEPS)</li> <li>• Tootley Primary School (TPS)</li> <li>• Woodlands Primary School (WDLS)</li> <li>• Anns Grove (AG)</li> <li>• King Egbert School (KES)</li> <li>• Newfield School (NS)</li> <li>• Mercia School (MS)</li> </ul>
<b>Trust Leadership Team</b>	4 in the trust leadership team	Half-termly	CEO CFO School improvement directors <i>Headteachers of each academy are considered part of a wider trust leadership team</i>

## Key Governance documentation

The following documentation is used to support governance across our trust. This is available from our trust and may also appear on our trust/school website(s).

	Members	Trustees	Governors	Held centrally	On website
Vision	✓	✓	✓	✓	✓
Trust governance calendar	✓	✓	✓	✓	✓
Trust governance organogram	✓	✓	✓	✓	✓
Application Form	✓	✓	✓	✓	-
Charities Act 2011 extract	✓	✓	✓	✓	-
Register of Business & Personal Interests	✓	✓	✓	✓	✓
DBS checks	✓	✓	✓	✓	-
Pen Portraits	✓	✓	✓	✓	✓
Code of Conduct	✓	✓	✓	✓	-
Letters of invite/acceptance	✓	✓	✓	✓	-
Articles of Association	✓	✓	✓	✓	✓
Funding Agreements	✓	✓	✓	✓	-
Governance Handbook	✓	✓	✓	✓	✓
Scheme of Delegation	✓	✓	✓	✓	✓
Members Terms of Reference	✓	✓	✓	✓	✓
Board Terms of Reference	✓	✓	✓	✓	✓
LGB Terms of Reference	✓	✓	✓	✓	✓
Agendas, minutes & papers	✓	✓	✓	✓	-
DFE Governance Handbook (2020)	✓	✓	✓	✓	-
Jargon Buster	✓	✓	✓	✓	-

## What do the four tiers of governance do?

### Members

Mercia Learning Trust has members who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable objectives are fulfilled. Members help to ensure that our trustees are exercising effective governance by utilising a range of powers including:

- appointing and removing trustees - members can appoint trustees and remove any or all serving trustees
- appointing and removing members - there must always be a minimum of three members. Members can appoint new members or remove existing members
- directing trustees - members can, by special resolution, direct trustees to take specific action when necessary
- amending our trust's Articles of Association - members can amend our Articles of Association (including the objects clause), subject to any restrictions in the articles, the funding agreement or charity and company law. Members can also change the name of our trust and wind it up

- appointing and removing auditors - members appoint our trust's auditors and will receive and review (but do not have to sign off) our trust's annual audited accounts (subject to the Companies Act)

Our trust will ordinarily have five members, and they will meet annually.

### **Trust Board**

The corporate management and trustee responsibility for the actions of the company is vested in our trustees (together, referred to as our trust board).

Trustees are personally responsible for the actions of our trust and schools, and are accountable to our members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of our schools and for the expenditure of public money. Trustees are required, as trustees and pursuant to funding agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of our trust.

The role of our trust board is reflected in Scheme of Delegation and Terms of Reference. Overall, its role is to:

- set the strategic vision, ethos and strategy for our trust and its schools
- establish the governance structures for our trust, in keeping with the Articles of Association
- provide clarity, through the published Terms of Reference and the Scheme of Delegation, of the level at which LGBs will have authority
- ensure that there is a strong and effective trust leadership structure and personnel in place across our trust
- scrutinise the performance of all schools and our trust and ensure trust leaders are challenged to improve
- scrutinise our trust's financial capability and management systems to ensure compliance with the Academy Trust Handbook, and deliver best value for money
- ensure risk management policy and practice is robust
- set trust-wide policy and monitor adherence
- develop our trust board to ensure that it has appropriate capacity, skills and succession planning to secure effective governance

### **Local Governing Bodies (LGBs)**

The role of a LGB is an important one. In developing our governance arrangements, our trust board has sought to delegate responsibility to LGBs who are closest to the impact of decision making.

The LGBs are accountable our trust board and their broad duties are as follows:

- Contribute to and fulfil the vision and ethos of Mercia Learning Trust in so far as it relates to the school. Ensuring that our schools achieve the aims and ambitions it has for its pupils and works in partnership across our trust.
- Develop, implement and review the annual strategic plan for their school, focussing on the school's performance, and have regard to any agreed priorities identified by our trust board.
- Act as a critical friend to the school's senior leadership team and provide challenge and hold them to account for all aspects of the school's performance.
- Develop the school's annual financial and resource plan, alongside the headteacher, CFO and CEO, and submit this for approval to our trust board. Monitor spending against the financial plan, keep within the agreed outturn parameters and follow appropriate risk and financial management policies and practices.
- Ensure the school staffing structure is fit for purpose; ensure robust monitoring of staff performance, and all Trust HR policy and procedures are followed.
- Engage fully and openly with any inspection, whether by Ofsted, our trust or any other appropriate public body to whom the school is accountable.
- Follow all agreed trust policies.
- Regularly access feedback and the perspective of pupils, staff and parents/carers.

### **Trust leadership**

The trust leadership team is the executive management arm of our trust. They are responsible for running our trust and each school day to day.

They are supported and challenged by governance at all levels, with the aim of achieving the objectives agreed by our board and each local governing body (LGB); and more broadly enshrined in the Articles of Association.

## **Accountability for decisions**

Our trust board delegates authority in order to ensure the effective leadership and governance of our trust.

The relationship between our trust board, our trust leadership team and the LGB is characterised as a partnership to realise a common vision and a common purpose.

To ensure no duplication of governance, a clear Scheme of Delegation will determine where responsibilities and decisions reside. However, governance should be as close as possible to the point of impact of decision-making.

The Scheme of Delegation provides clarity as to who the decision makers are for different levels of decisions.

## **Intervention**

Our trust board remains ultimately responsible for our trust and the conduct of our schools. However, there will be circumstances (the exception rather than the norm) where our trust board might need to intervene and, for example, withdraw delegated authority in a particular element of governance.

In such circumstances, our trust board, along with our trust leadership team, would work closely with any school concerned and those involved in their governance. They would be expected to promptly implement any advice or recommendations made by our trust board and trust leadership team.

Our trust board reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of a school are identified, including where:

- there are concerns about financial matters
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out)
- there has been a breakdown in the way the school is managed or governed
- the safety of pupils or staff is threatened, including a breakdown of discipline

## **Summary**

Leadership of Mercia Learning Trust is a partnership between our trust leadership team and governance at all levels, in the pursuit of a common goal.