



## **Trust Governance Procedures and Byelaws 2026/27**

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<b>Post of Member of Staff Responsible:</b>	<b>LK Governance Services LLP Governance Professional</b>
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## **Governance Procedures and Byelaws 2026**

### **1. Overview and purpose**

This document has been produced for use by the Trust to lay down current policy with regard to the Trust's accountabilities. These should not replicate the Articles of Association which will be adhered to at all times.

The Trust must follow its Articles of Association which set out the framework the Trust operates within. The governance procedures set out the Trust's operational arrangements within the framework of the Articles of Association, DfE Academy Trust Handbook and applicable law.

### **2. Hierarchy and membership of the Trust**

Multi Academy Trusts are governed by non-executives and constituted under its Articles of Association issued by the Department of Education (DfE). Trusts are required to have a minimum of two tiers of governance.

In accordance with the DfE Academy Trust Handbook the Trust shall comprise at least three but should have five or more Members of the Trust, who have a similar role to shareholders of a company limited by shares.

The Trust shall comprise not less than three (3) Trustees with a maximum of fourteen (14) in accordance with Article 45-50. This shall include the Principal/CEO as an ex-officio Trustee (Article 57). Trustees may appoint Co-opted Trustees to ensure appropriate skill coverage if considered appropriate in accordance with Article 58. The initial term of office for a Trustee is 4 years.

Subject to Article 53, a minimum of two (2) Parent Trustees shall be elected by parents of registered students at the Academy following Articles 54-56. A Parent Trustee must be a Parent of a registered pupil at the Academy at the time when they are elected. Parent Trustees are normally elected for a period of 2 years.

The Trust will endeavour to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability across the Trust Board.

The Governance Professional shall maintain a list of Trustees' membership categories and expiry of term in office along with any committee membership. These are available for public inspection.

Except for the ex-officio member, Trustees should not normally serve for more than two terms (or a maximum of eight (8) years) except where bringing a specific skill and experience, or serving in the chair or vice chair role. In exceptional circumstances annual extensions may be granted which should be evidenced in the Search and Governance Committee minutes, and/or the minutes of Members' meetings. These

should show that Members of the Trust considered the Nolan principles which recommend that all re-appointments are made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds on the Trust. Succession planning should be implemented to seek potential Trustees or Members of the Trust to bring the skills required on the Trust and, where possible, address the requirement for re-appointment beyond two terms in office. There is an option to vary the length of terms of office.

Any Member of the Trust who is a member by virtue of being a member of staff (including the Principal/CEO) of the Trust shall cease to be a Trustee if they cease to be a member of the staff of the Trust and thereupon the office shall become vacant.

Co-opted Trustees serve in a non-executive role, with the same duties of Trustees defined in the Articles of Association. Their conduct is further defined in these procedures. Co-option to committees is also permitted to strengthen the breadth of experience and skills on the committee by contributing their professional and specialist skills and providing an impartial and independent view. The Trust Board shall endorse all appointments to committee.

### **3. Powers and responsibilities of the Trust**

The purpose of the Trust is defined in the Articles of Association (clause 4):

to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("the mainstream Academies") or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the alternative provision Academies") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the 16 to 19 Academies") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("the Special Academies")

to promote for the benefit of the inhabitants of Cambridge and the surrounding area who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large the provision of facilities for recreation or other leisure time activities in the interests of social welfare and the object of improving the condition of life of the said inhabitants.

### **4. Induction, development and appraisal**

The Governance Professional shall arrange induction training for Members of the Trust and Trustees. This could include meetings with

the Chair, Principal/CEO and Governance Professional, with an opportunity to arrange meetings with members of the Senior Leadership Team, either of the Trust or, within an academy. This will provide some knowledge about the background of the education sector, Trust and its ethos and strategy, information about the academy and the responsibilities of Members of the Trust and Trustees.

Upon appointment, Members of the Trust and Trustees shall also be directed to key documents including the DfE's Academy Trust Handbook, the Trust's Strategic Plan, Articles of Association, and governance procedures. Access shall be provided to Governorhub (a secure portal used throughout the Trust to store and share Board papers and information which also provides a resource The Key Governorhub knowledge).

During the first year of appointment informal mentoring may be offered to provide support and familiarity with the role and responsibilities.

Details of relevant training events shall be circulated. Those who attend training will be invited to give informal feedback to their Board to extend the benefit of their attendance and knowledge with others. The Trust will normally meet the costs of training events of this nature.

## **5. Appointment of Chair of Members of the Trust, Trustees, Vice Chair and Committee Chair**

At the first meetings in each academic year, the Trustees shall elect a Chair and Vice Chair for the Board of Trustees from among their number. To encourage succession planning and support this process, Trustees shall be given an opportunity to express interest in chairing positions on an annual basis. To ensure a democratically healthy process for appointments, the Governance Professional shall invite expressions of interest or nominations to the posts of Chair and Vice Chair for the following academic year. If more than one nomination is received, the Governance Professional will contact nominees before organising a secret ballot for Trustees to make their selection. Each committee shall elect a Chair in accordance with the terms of reference and procedures established for that committee.

The term of office for the Chair and Vice-Chair shall be one year. The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment.

The Principal/CEO shall not be eligible to be appointed Chair or Vice-Chair of the Trust. The Chair or Vice-Chair may resign their office at any time by giving notice in writing to the Governance Professional. The procedures outlined above will be followed for appointment to the relevant post. In the event that the Chair or Vice Chair should resign or be removed from office, the Trustees shall appoint another member as the Chair or Vice Chair at the first meeting following their resignation or

removal from office; and likewise, the Members of the Trust should appoint a Chair from amongst the Members

If no expressions of interest are received and no one is willing to put themselves forward to be considered to be appointed Chair of the Trust Board; it would be necessary to recruit a Chair from outside the Trust. The Chair or Vice Chair working with the Governance Professional would be responsible to oversee the succession process including advertising, shortlisting and selection of a Chair in consultation with the Vice Chair and committee chairs. A recommendation would be presented to the Trust to approve such an appointment.

Prospective chairs and vice-chairs should be given the opportunity to chair a committee of the Trust or working group, if they do not already do so, so that they gain experience in chairing meetings.

## **6. Expectations from Members of the Trust and Trustees**

Members of the Trust and Trustees are required to sign up to and follow the Code of Conduct adopted by the Trust. They must sign a declaration of eligibility, declare any relevant interests and any connected party relationships upon appointment and thereafter annually. The Governance Professional will issue these to Members of the Trust and Trustees with guidance for completion annually. The Governance Professional and/or Clerk will maintain a Register of Interests, including any changes or new interests to individual circumstances.

Members and Trustees should notify the Governance Professional of any gifts or hospitality received which could be perceived as being relevant to the Trust. This shall be entered into the register of gifts and hospitality. In relation to conventional hospitality (such as lunches, outings or tickets for events) provided that it is normal and reasonable in the circumstances they may be accepted. Such invitations should not be accepted where there is no reasonable business justification for doing so, where an invitation is disproportionately generous, or where the invitation could be seen as an inducement to affect a business decision.

The Code outlines expectations for Members of the Trust and Trustees which are, in summary: -

- I. To abide by the seven Nolan Principles of Public Life:
  - Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership
- II. To focus on the core purpose:
  - Strategic leadership: defining a vision, fostering a culture and championing the strategy
  - Accountability and assurance: providing robust and effective oversight of operations and performance

- Engagement: strategic oversight of relationships with stakeholders
- III. Apply high standards:
    - Act within our powers
    - Promote the success of the Trust
    - Exercise independent judgement
    - Exercise reasonable care, skill and diligence
    - Avoid conflicts of interest
    - Not accept benefits from third parties
    - Declare interest in proposed transactions or arrangements
  - IV. Fulfil role and responsibilities
  - V. Demonstrate commitment to the role
  - VI. Build and maintain relationships
  - VII. Respect confidentiality
  - VIII. Declare conflicts and interest and be transparent

Members of the Trust and Trustees should be able to allocate sufficient time to undertake their duties effectively. As a minimum, sufficient time to attend and prepare for meetings ensuring that they can make an effective contribution.

Members of the Trust and Trustees should individually take a view on each matter discussed and are encouraged to contribute proactively to meetings as advocates to the Trust, bringing their knowledge and expertise, supporting and challenging the executive and putting pupil interest first.

Members of the Trust and Trustees are encouraged to ensure individually and collectively they have or acquire sufficient understanding about the Trust, academy and educational landscape to be fully engaged in affairs of the Board. Requests for training should be made to the Governance Professional, Clerk or Chair.

The Trust operates by taking decisions at quorate meetings. Therefore, a decision of the Trust, even when it is not unanimous, is a decision taken by the Trustees collectively; each individual has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

Individuals who disagree with a decision may request their disagreement be recorded in the minutes.

Members of the Trust and Trustees shall not be bound in their speaking or voting by mandates given to them by other bodies or persons, but act in the best interests of the Trust at all times. They should act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Members of the Trust and Trustees should actively support equality and diversity in the Trust.

The Governance Professional shall maintain a register of Members' and Trustees' relevant interests which is open for public inspection. Members of the Trust and Trustees are invited to disclose annually to the Trust all business interests, financial or otherwise, which they or (so far as they

are aware) their spouses, partners, children or other close relatives may have, for entry on the register. Members of the Trust and Trustees should inform the Governance Professional whenever their circumstances change, interests are acquired or lost.

Trustees shall be requested to complete an entry of their skills periodically. The Governance Professional shall manage this and prepare a matrix showing all skills of the Trust. This information shall be used when making appointments to the Trust.

Unless otherwise agreed by the Trust in individual circumstances, statements on behalf of the Trust will only be made by the following:

- I. Principal/CEO or their representative
- II. Chair or Vice Chair of the Trust
- III. Governance Professional

It is the Governance Professional to the Trust's responsibility to conduct all correspondence in consultation with the Chair and Principal/CEO on behalf of the Trust.

It is unethical for Members of the Trust or Trustees to publicly criticize, canvass or reveal the views of other members which have been expressed at a meeting of the Trust.

Members of the Trust and Trustees are asked to give the Governance Professional as much notice as possible of the fact they will be unable to attend a meeting. This arrangement has two purposes; it enables the apologies for absence to be registered at the meeting, and it will enable the Governance Professional to judge if the meeting will be quorate.

## **7. Unable or unfit to serve as a Member of the Trust or Trustee**

Any question as to whether or not a Member of the Trust or Trustee may be unable or unfit to discharge their functions of the Trust must be referred to any of the following: Chair or Vice Chair of the Trust, Chair of Members, Principal/CEO or Governance Professional who shall take appropriate action in accordance with Articles 14-16 and Articles 68-79.

If it is considered that the matter raised should be pursued, they must decide if a preliminary informal meeting should be arranged with the individual concerned, prior to initiating an investigation and agreeing how this should be carried out.

The Chair and Vice Chair shall decide if other Trustees or Members of the Trust should be notified of the situation, and if a Members' meeting should be called to consider the matter and the option to remove the Trustee or Member of the Trust from office on the grounds that they are unable or unfit to serve in the role. The Governance Professional shall be responsible to arrange a meeting, providing seven (7) days' notice.

The Trustee or Member of the Trust concerned shall be given a minimum of seven (7) clear days' notification of the meeting and of the charge that they shall be called on to answer. The particulars set out in the notice should be sufficiently explicit to enable them to understand the charge to be answered and to prepare their own case. A lack of detailed specification may be held to be immaterial if the Trustee or Member of the Trust concerned is, in fact, aware of the case against them, or if the deficiency does not cause any substantial prejudice.

The Trustee or Member of the Trust concerned will be given an opportunity to reply to the complaints made against them and to make representations either in writing or at the meeting. If the Trust is considering removing more than one Trustee or Member of the Trust, each case should be dealt with separately.

## **8. Quorum**

**Members' meetings:** A quorum is a majority of Members present in person or by proxy and entitled to vote upon the business to be transacted in accordance with Article 23.

**Trustees' meetings:** A quorum must comprise six (6) Trustees who must be present (which must include at least two (2) Trustees who were appointed by the Members of the Trust as opposed to Co-opted Trustees), or where greater, one-third (rounded up to a whole number) of the total number of Trustees (which again, must include at least two (2) Trustees who were appointed by the Members of the Trust as opposed to Co-opted Trustees). Eligible Trustees must hold office at the date of the meeting in accordance with Article 117.

Quorum for the purposes of the following specific votes shall be two-thirds (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting (Article 119): -

- I. Voting on the removal of a Trustee (Article 66)
- II. Voting on the removal of the Chair of Trustees (Article 90-92)

The terms of reference for each Committee established by the Trust shall determine the quorum required for meetings of the Committee.

## **9. Meeting organisation**

The Board of Trustees shall meet at least three times a year in accordance with the Academy Trust Handbook but may consider meeting more frequently to discharge its duties.

The Governance Professional shall prepare a schedule of meetings for the forthcoming year and calendar of business. Once the schedule has been approved, dates will only be altered in exceptional circumstances, following agreement with the Chair.

Additional meetings shall be arranged when the need arises and shall be convened by the Governance Professional.

At least seven days written notice will be given for meetings with papers circulated at seven days before each meeting.

Agendas for the Board of Trustees will normally include the following standard items:

- I. Apologies for absence
- II. Declaration of interests
- III. Approval of minutes from the last meeting and matters arising
- IV. Principal/CEO's report
- V. Finance report
- VI. Report from AF&R Committee Chair

The Chair will determine other agenda items and the order in which they are taken in consultation with the Governance Professional and Principal/CEO.

The scheme of delegation will determine decisions which can be made by the Members, Board of Trustees, Committees or the Principal/CEO.

Every question to be decided at a meeting shall be determined by a simple majority of the votes of the Trustees present and voting on the question.

Where there is an equal division of votes the Chair shall have the second casting vote.

The normal way of voting will be by a show of hands. A secret ballot may only take place if the majority of the Trustees present, who are entitled to vote on a particular issue, consider it necessary.

Proxy votes are not permitted by the Board of Trustees; however, these are permitted by the Members of the Trust.

Attendance can be by video or telephone conferencing, which count towards the quorum of a meeting provided everyone can hear each other where remote communication is used. If anyone wishes to do this, they should ideally give the Governance Professional notice of their request to join remotely by 1pm on the day of the meeting. (Article 126).

The majority of business should be conducted at Board meetings, however, occasionally (and in between meetings) business may be conducted by written resolution. In the case of written resolutions, these will be sent by the Governance Professional with the Chair and Principal/CEO's prior agreement. The resolution will be emailed to Trustees allowing seven (7) days to respond. Trustees will be asked to reply by email either accepting or rejecting the resolution; electronic signatures will be accepted. The resolution will be passed once 40% have approved the resolution. Where there is a balance of votes the

Chair shall have a second casting vote. Any business conducted by written resolution will be reported at the next meeting.

The Governance Professional will, at the start of each meeting, outline any apologies for absence submitted and advise whether the meeting is inquorate.

The Governance Professional will produce draft minutes of meetings. Draft minutes are confidential and for those present, until such time as they have been either formally approved, or "approved as draft" by the Chair of the meeting.

The Governance Professional will aim to circulate draft minutes of each meeting to the Chair and senior officers who were present at the meeting as soon as possible.

#### **10. Chair's actions between meetings and delegated powers**

Trustees support the Chair of the Trust to take Chair's action when an urgent decision is required and it is not possible to wait for a resolution to be passed, call a Board or committee meeting, and where not to act quickly would be seriously detrimental to the interests of the College or the Trust, students, their parents/carers, or anyone employed by the Trust. Examples of significant Chair's action include authorisation of purchase orders and invoices for values between £125,001 and £175,000 in accordance with the financial procedures. The capability or discipline of staff appointed by Trustees, financial impropriety, a threat to the Trust's solvency or the security of the Trust's assets, the risk of serious reputational damage to the College or the Trust, and legal action (either by or against the Trust). The foregoing list is not exhaustive. The information supporting the request should include the rationale for the request and, if applicable, the effect on reserves. The relevant committee should receive the same information alongside the rationale for the Chair's decision, via email as soon as possible after the event. Chair's action will be reported to the Board of Trustees at its next meeting.

Chair's actions should only be used in exceptional circumstances.

#### **11. Summary role of Members of the Trust**

Members of the Trust do not have a legal responsibility for the Trust's operation despite having ultimate control over the Trust, but from a distance 'eyes on, hands off' position as the guardians of the Trust's governance, ensuring that its charitable objective is fulfilled. Members of the Trust are akin to the shareholders of a company (except they do not receive dividends).

The Members approve amendments to the Articles of Association, subject to any restrictions created by the Funding Agreements or charity law, which define the Trust's charitable objectives and governance structure. They appoint/remove Members and Trustees,

and the Trust's auditors. Members are required to hold AGMs (no more than 15 months apart) when they receive the Trust's annual report and audited accounts. Members are the body that can change the Trust's name or wind it up.

## **12. Summary role of Trustees**

Trustees collectively work together to ensure that the Trust operates effectively, efficiently and ethically, and in the best interests of its students and stakeholders, whilst holding the Principal/CEO and executive to account for the day-to-day operation of the Trust. It is the main decision-making body for the Trust with legal and strategic responsibility for the Trust, acting in accordance with the Trust's charitable objects. Trustees are akin to both charity trustees and company directors.

## **13. Summary role of the Chair of the Trust**

The Chair leads the Board of Trustees, with support from the Vice Chair, to ensure it fulfils its functions. The culture of the Board is largely determined by the Chair. The Chair will ensure the Board focuses on strategy, while not overlooking compliance functions or its duty as an employer.

The Chair is first among equals but has no defined individual power. The Board of Trustees is a corporate entity; the power and authority rests with the Board as a whole; however, the Chair may need to take Chair's action in an emergency, as outlined in section 10 above.

## **14. Summary role of the Vice Chair of the Trust**

The Vice Chair shall support the Chair and, in the Chair's absence, undertake the above duties listed in section 10 and 11 above as required.

Generally, it is not expected that the role of Vice Chair will incur additional time to other Trustees. However, the Vice Chair may need to allocate additional time to the Trust beyond that expected of other Trustees in the event that they are required to deputise for the Chair.

## **15. Summary role of Audit, Finance and Risk Committee, establishing Committees and role of Committee Chairs**

In accordance with the requirements of Articles 100-104 and business requirements, the Trust has established an Audit, Finance and Risk Committee; its remit:

To ensure compliance with statutory requirements, including the Academy Trust Handbook and Articles of Association.

- I. To provide assurance to the Board on the adequacy and effectiveness of financial reporting, health and sustainability, risk management, internal controls, governance, probity and value for money systems and frameworks.
- II. To advise the Trust Board regarding the approval of the year-end accounts, strategic matters with financial implications and other key matters.
- III. To advise and make recommendations to the Members of the Trust regarding the timescale and appointment of auditor.

In addition, other committees or panels may be established from time to time to undertake specific duties. These could be following the receipt of a complaint, or an appeal. Panels and appeals panels will need to be established as and when required. Membership can include Trustees and Members of the Trust.

Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Trust or its committees. These are generally expected to be short-lived in nature. Upon completion of its task, the working group will be disbanded.

Any committees established shall appoint their own chair whose term as chair will be reviewed by the committee and endorsed by the Trust annually. Where a committee has external co-opted members, the Chair will normally be a Trustee of the Trust.

The Chair shall ensure effective governance of the Trust via the committee. The Chair shall work with the relevant officers. In addition to steering their committee, they serve as a link with the Trust's Board of Trustees.

Chairs are an important source of support for the Chair of the Trust and Principal/CEO. They shall be able to provide advice and development for committee members or Trustees, particularly new appointments, supported by the Governance Professional.

## **16. Summary role of Link Trustees**

Link Trustees are appointed covering statutory requirements, namely: safeguarding and prevent, careers, SEND and the DfE digital and technology standards. Additional link areas are built around the four strategic pillars: People, Progress, Place and Planet.

Link Trustees act as the Trust Board's designated lead for a specific area of the College's activity building clear lines of communication between that area and the Board. Link Trustees should make focused, pre-arranged visits to understand practice on the ground, meet relevant staff, and monitor progress against statutory and strategic priorities. Link Trustees will be invited to verbally report to the Board with informed, evidence-based insights; this assists the Board to hold

leaders to account, support improvement, and ensure responsibilities are overseen.

## **17. Governance Professional appointment and summary role**

The Trustees must appoint the Governance Professional to the Trust in accordance with Article 81 who shall not hold a voluntary governance role in the Trust or be the Principal/CEO. The Governance Professional shall be responsible to the Trust and managed by the Chair. The conditions of service and Governance Professional's performance are the responsibility of the Trust.

If the Governance Professional is absent from a meeting, the Trust should nominate someone to take minutes.

The Governance Professional ensures governance effectiveness and compliance within the Trust, appropriate tiers of governance, and that it is transparent, honest and accountable.

In summary: -

- I. Supports the efficient and effective operation of the Board of Trustees and its committees.
- II. Ensures governance at all levels is carrying out its functions.
- III. Leads on delivery of the Trust's Governance framework and drive improvements to its systems, processes and structures.
- IV. Manages and coordinates the delivery and ongoing improvement of governance support across the Trust.
- V. Liaises with and line manages to ensure effective communication across the Trust.

## **18. Attendance at Trust meetings**

Meetings of the Trust are not normally open to the public.

Only Trustees and the Governance Professional have a right to attend Trust meetings. Only Members of the Trust and the Governance Professional have the right to attend Members' meetings. Attendance beyond this must be agreed in advance by the Chair.

The Principal/CEO may invite appropriate staff and others to assist with meetings, where appropriate in consultation with the Chair or committee Chair.

Trustees and Members of the Trust are requested to give the reason for their apologies for absence.- On rare occasions and in the light of individual circumstances, it may be appropriate for the Trust to grant leave of absence to an individual from their duties to the Trust.

In certain circumstances Trustees may be asked to withdraw from a meeting (Article 6.6-6.9, 97-98). There is an expectation that individuals will volunteer their withdrawal, where appropriate, upon the realisation that they have a pecuniary or other interest in an item of business about to be discussed.

The Governance Professional will hold and maintain a register of interests. If such an interest relates directly to an item of business

under consideration the Chair will have the right to seek the Trust's decision as to whether or not that Trustee should withdraw (Article 6.6-6.9 and 97-98).

In the rare event of a member of the public or press have been given observer status at a meeting of the Trust or one of its committees, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. An indication of this request should be given at the earliest stage possible.

## **19. Access to information on proceedings**

Information about the Trust is generally available to staff, students and the public upon request.

Copies of agendas, approved minutes, reports and other documents and all proceedings of the Trust and its committees shall be available to Members of the Trust and Trustees (Article 124). These shall be available to the public following a meeting unless the Chair deems that the item is to be classified as confidential in accordance with Article 125. Copies of papers shall be available for public inspection by making an appointment with the Governance Professional where the information can be inspected from 9am to 3.30pm Monday to Friday; with the exception of minutes recorded from meetings deemed to be confidential and classified as reserved business.

Persons excluded from considering and/or voting on reserved business, or attending such meetings shall not be entitled to receive, inspect or copy the minutes relating to it. Business shall not be taken as reserved business without prior consultation with the Governance Professional who shall advise on its eligibility in this.

Examples of information held by the Trust and deemed to be confidential falling into the categories listed below would normally be withheld:

- I. Personal information relating to an individual
- II. Information provided in confidence by a third party who has not authorised its disclosure
- III. Financial or other information relating to procurement decisions, including that relating to the Trust's negotiating position
- IV. Information relating to the negotiating position of the Trust in industrial relations matters
- V. Information relating to the financial position of the Trust where disclosure might harm the Trust or its competitive position
- VI. Legal or professional advice received from, or instructions given to the Trust's legal advisers
- VII. Information planned for publication in advance of its publication date
- VIII. Private addresses and telephone numbers of individuals
- IX. Any other information determined by the Trust

If a request for information is turned down on the grounds of confidentiality the Trust will give the reason for denying access.

The Governance Professional can be contacted at:

Governance Professional  
Hills Education Trust  
c/o Hills Road Sixth Form College  
Hills Road  
Cambridge  
CB2 8PE

Any person wishing to write to Members of the Trust may do so via the Governance Professional.

The Trust has established a procedure for dealing with complaints. Any person with a complaint about the availability of information should raise the matter under this procedure.

## **20. Compliance procedures**

**Disclosure Barring Service (DBS) Checks:** The Trust has determined that Members of the Trust and Trustees are required to complete an enhanced DBS check, normally on appointment. In the event that such an enhanced DBS check gives rise for due concern, then the Chair in consultation with the Principal/CEO and Governance Professional shall conduct a risk assessment to determine their suitability to continue. Any concerns should also be reported to Members of the Trust.

**Safeguarding and Child Protection:** The Trust is committed to protecting the safety of children and young people. It shall provide a safe environment, with a robust and regularly reviewed safeguarding policy, meeting the most recent requirements of the DfE's Keeping Children Safe in Education publication, which must be approved by the Trust. This shall include duties arising from the Counter-Terrorism and Security Act 2015 to implement the Prevent agenda. The Trust shall approve and keep under review safeguarding and child protection procedures, and receive regular reports on issues via the Curriculum and Quality Committee. A Designated Trustees shall be appointed to this area. Trustees and Members of the Trust are required to comply with the Trust's safeguarding and child protection procedures.

**Equality and Diversity:** The Trust, along with the Principal/CEO, is responsible for promoting equality and diversity, and ensuring that effective policies and procedures are in place and adhered to in line with current legislation.

**Health and Safety:** The Trust must have robust health and safety procedures. The Trust is committed to the safety of students, staff and visitors.

**Finance:** As a condition of receiving public funds, the Trust, Principal/CEO and CFO have duties and responsibilities as set out in the DfE's Academy Trust Handbook for the proper use of income derived from the providers of public funds. The Trust must have robust financial procedures. Trustees must receive monthly management accounts and, consider the monthly accounts when it meets taking action to maintain financial viability. The Trust must approve the budget for the next financial year and the final annual accounts of the previous year.

**Whistleblowing:** The Trust has a whistleblowing policy which enables employees to draw attention to malpractice, whilst at the same time protecting such employees against victimisation. Trustees shall be informed of any incidents reported and investigated under the whistleblowing policy.

**Complaints:** The Trust has a Complaints Policy to ensure all complaints are investigated quickly and fairly.

**Freedom of Information:** The Freedom of Information Act requires public bodies to adopt and maintain a publication scheme relating to information that it routinely publishes, setting out how it intends to publish the different classes of information it holds and whether there is a charge for the information. Details of the type of documents available under the Trust's publication scheme are available on the Trust's website.

**Data Protection:** The Data Protection Act 1998 and the General Data Protection Act means that the Trust has a legal obligation to ensure that all the information held and processed about students and staff complies with the principles of the Acts.

**Anti Bribery and Fraud:** The Bribery Act 2010 requires academies to adhere to the legislation ensuring transparency and integrity in its operations with robust procedures implemented. In accordance with the ATH, Trusts are required to work towards the DfE's Cyber Security Standards which are aimed at safeguarding Trust's digital environments.

**Modern Slavery:** The Modern Slavery Act 2015 requires organisations with an annual turnover over £36M to publish an annual modern slavery statement in a prominent place on its website.

## **21. Members and Trustees' Services**

Members of the Trust and Trustees, excluding the Principal/CEO, do not receive remuneration other than the reimbursement of travel and subsistence expenses incurred in the course of their duties. Claims shall be approved by the Chair or Vice Chair and Principal/CEO. Claims submitted by the Chair shall be approved by the Chair of the Audit and Risk Committee.

Members of the Trust and Trustees are encouraged to participate in seminars, conferences and training programmes offered by a variety of organisations. The Governance Professional will make the necessary

booking arrangements on their behalf. Requests to attend training should be made to the Governance Professional to decide if appropriate.

Members and Trustees have the right to take advice from independent external sources concerning the exercise of their powers and responsibilities. Such advice shall exclude matters concerning their own personal interest in relation to the Trust. Permission should first be gained from the Chair, Principal/CEO, CFO or Governance Professional.

A Member or Trustee seeking advice must give written notice to the Governance Professional who will copy it to the Chair, Principal/CEO and CFO. The notice must summarise the issues and in the case of a request for independent advice, a short explanation of why consultation with the Trust's independent advisers is considered appropriate. The Chair, in consultation with the Principal/CEO, has the authority to determine whether the request for advice and the financial cost of seeking such advice is reasonable.

Liability insurance cover is arranged by the Trust to provide protection in the event that the Trust should make an error or commit an omission in good faith, which causes a financial loss to a third party who then seeks compensation.

## **22. Performance, evaluation and self-assessment**

The Trust shall annually review its effectiveness ensuring continuous improvement. This should include reflection on the success of the Trust as a whole in meeting its strategic objectives, associated performance measures and the Board of Trustees' contribution to that success.

The annual review of effectiveness shall extend to reflect on the extent to which a committee has met their terms of reference and remain fit for purpose. Records of such assessment will be held by the Governance Professional and used for the purpose of preparing reports for the Trust and to identify training needs.

Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Trust by the Governance Professional. Members of the Trust and Trustees are encouraged to recommend suggestions.

## **23. Amendments to the governance procedures and byelaws**

The Governance Professional will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Trust improvements or amendments to meet changed circumstances.

Individuals may wish to suggest improvements or amendments to this document to the Governance Professional which will be considered and reported to the Search and Governance Committee.

Any amendments to the text of the document will require the approval of the Trust unless they are covered directly or indirectly by statute, in which case such changes will be acted upon without delay.

## Appendix 1 – Terms of reference

### 1. Trust Board

#### 1. Purpose

The Trust must operate effectively, efficiently and ethically, and in the best interests of its students and stakeholders whilst holding the executive to account.

#### 2. Authority

The Board is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer or the Chair of Board.

#### 3. Membership

- A. **Composition:** At least three (3) Trustees and up to fourteen (14) appointed by the Members of the Trust with an appropriate mix of skills and experience to enable the Board to discharge its duties effectively. (Article 50) The Trust shall appoint a minimum of two (2) Parent Trustees. (Articles 53-56) The Board shall have the power to co-opt members who shall bring specific skills and have voting rights.
- B. **Chair:** Appointed by the Board and confirmed annually, who must not be an employee of the Trust.
- C. **Attendees:** CFO, COO, Governance Professional, internal auditors, external auditors, and other advisors may attend by invitation, but are not members of the Trust Board.

#### 4. Quorum

- A. A quorum shall be six (6) Trustees present or where greater, one-third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting in accordance with Article 117.
- B. A quorum for the purposes of removing a Trustee or the Chair of Trustees shall be two-thirds (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting (Article 119).

#### 5. Meetings

- A. The Board will meet at least three times per year (once per term as a minimum).
- B. Additional meetings may be convened as required.
- C. The Governance Professional will act as clerk to the Board.
- D. Draft minutes shall be circulated to the Chair within 10 days, and confirmed minutes shared with the Board.

## **6. Responsibilities**

- A. Set the vision, ethos and strategic direction of the Trust including overseeing its long-term planning, growth and sustainability.
- B. Hold the Principal/CEO and executive leaders to account for educational outcomes, safeguarding, and operational performance of the Trust; this includes following Keeping Children Safe in Education guidance.
- C. Ensure financial probity and value for money across the Trust.
- D. Approve the budgets, monitors financial performance, and ensures compliance with the Academy Trust Handbook and funding agreements.
- E. Ensure the trust complies with statutory requirements, including the Academy Trust Handbook and Articles of Association, and applicable legislation relating to safeguarding, health and safety, employment, equality, diversity and inclusion, and data protection.
- F. Maintain oversight of risk management and internal controls.
- G. Establish and instil robust, transparent and accountable governance and promote continuous improvement in governance in the Trust.
- H. Secure a quality Board of Trustees in consultation with the Members of the Trust.
- I. Periodically evaluate the Board's own effectiveness.
- J. Appoint the designated senior postholders, currently the Chief Executive, Chief Finance Officer and Governance Professional, and agree the remuneration package of the postholders ensuring a robust, transparent and fair process.
- K. Establish or abolish committees or working groups as appropriate to discharge duties and the Trust's workload.

## **7. Reporting**

- A. The Board will report formally to its Members through its AGM and regularly through minutes which are made publicly available.
- B. The Chair will highlight significant issues to the Members without delay.

## **8. Review of terms of reference**

These terms of reference will be reviewed annually for approval by the Board.

## 2. Audit, Finance and Risk Committee

### 1. Purpose

- A. Ensure compliance with statutory requirements, including the Academies Trust Handbook and Articles of Association.
- B. Provide assurance to the Board on the adequacy and effectiveness of financial reporting, health and sustainability, risk management, internal controls, governance, probity and value for money systems and frameworks.
- C. The committee advises the Board regarding the approval of the year-end accounts, strategic matters with financial implications and other key matters.
- D. The committee shall also advise and make recommendations regarding the timescale and appointment of auditors, to the Members of the Trust.

### 2. Authority

- A. The AF&R Committee is a committee of the Board and accountable to it.
- B. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Trustee, Member, employee, auditors, or other assurance provider.
- C. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board.
- D. The committee may seek external professional advice at the Trust's expense with Board approval.

### 3. Membership

- A. **Composition:** At least three Trustees, appointed by the Board with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively. Collectively, Trustees who serve on the committee should have recent, relevant experience in risk management, finance and audit and assurance; these should cover both financial and non-financial areas. The committee shall have the power to co-opt members who shall bring specific skills and have voting rights.
- B. **Chair:** Appointed by the Board who shall not be the Chair of Trustees whose appointment should be confirmed annually.
- C. **Attendees:** Accounting Officer (Principal/CEO), CFO, COO, Governance Professional, internal auditors, external auditors, and other advisors or Trustees may attend by invitation, but are not members of the committee.

### 4. Quorum

A quorum shall be two Trustees or 50% of the membership (whichever is greater).

### 5. Meetings

- A. The committee will meet at least three times per year (once per term as a minimum).

- B. Additional meetings may be convened as required.
- C. The Governance Professional will act as clerk to the committee.
- D. Draft minutes will be circulated to the committee Chair within 10 days, and confirmed minutes shared with the Board.

## **6. Responsibilities**

### **A. Audit and Internal Scrutiny**

- Advise the Members of the Trust on the appointment, reappointment, dismissal and remuneration of the external auditor and, if considered appropriate, appointment of an internal auditor or process adopted to ensure scrutiny of internal systems and managing risks; establish that all such assurance providers adhere to relevant professional standards. Recommendations for the appointment of auditors are normally confirmed by the Members of the Trust at the AGM.
- Assess and provide the Board with an opinion on the adequacy and effectiveness of the Trust's assurance arrangements, framework of governance, risk management and control processes. The committee should also consider the effective and efficient use of resources, solvency, and the safeguarding of assets regarding financial and non-financial aspects.
- Advise the Board on the scope and objectives of the work of the external auditor and the internal auditor and inform the Board of any additional services provided by the auditors.
- Review the audit strategy, findings, management letter, and ensure follow-up actions are acted upon.
- Consider and advise the Board on the audit strategy for adoption and provide assurance regarding management letters and annual reports.
- Advise and support the Board in explaining in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities, including a statement of corporate governance in the annual accounts, and recommend the annual report and accounts to the Board for approval.
- Establish relevant annual performance measures and indicators to measure the effectiveness of the external and internal auditors.
- Produce an annual report to the Board summarising the committee's activities relating to the financial year under review, including work undertaken during the year, any significant issues arising up to the date of preparation of the report. It must include the committee's view of its own effectiveness and an opinion on the adequacy and effectiveness of the Trust's audit arrangements, framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness, and assurance to the Board in a statement on data quality. A copy of the Audit Finance and Risk Committee's annual report must be submitted to the relevant funding body with the annual accounts.

### **B. Financial Oversight**

- Examine and recommend the budget and 3-year financial forecast to the Board for approval and for submission to the DfE.
- Regularly monitor financial performance against budget, including variances and corrective actions.

- Consider value for money, efficiency, and financial sustainability in all decisions.
- Review and approve the write off of significant debts annually in accordance with the financial regulations.
- Recommend to the Board of Directors any amendments to authorised signatories and limits as detailed in the financial procedures.
- Review the appointment of the Trust's bankers after five years with consideration of market testing the service. Recommendation presented to the Board of Directors.
- Monitor and report activities of subsidiary undertakings to the Board. The external auditor will also be appointed to any companies established by the Trust, and the financial framework within which the company operates shall be the same as that of the Trust. The Directors of subsidiary companies must submit the annual accounts to the Board of Directors, via the committee. The performance of the company must be reported at least termly to the Board.

### **C. Risk Management**

- Review and monitor the Trust's risk management framework.
- Advise the Board on risk appetite, tolerance, and mitigation strategies.
- Maintain oversight of the Trust's risk register and ensure regular updates.
- Review arrangements for safeguarding, health & safety, fraud, data protection, and other key risks and seek assurance that controls have been put in place to mitigate identified risks.
- Ensure that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control frameworks are reported to the DfE and other funding authorities as soon as possible in accordance with the Academies Trust Handbook.

### **D. Policies and Compliance**

- Review, approve or recommend to the Board financial policies as appropriate (e.g., financial regulations, reserves, investments, procurement).
- Oversee the Trust's policies regarding fraud including cyber security, irregularity, impropriety, and whistleblowing.
- Review, approve or recommend to the Board general HR policies covering recruitment, welfare, training and staff conduct, namely disciplinary, grievance, suspension and termination of employment, as appropriate.
- Receive details of the Trust's insurance arrangements annually.
- Receive a report annually regarding any overseas business visits by the Trust's central team including purpose, cost and outcome.

### **E. Human Resources:**

- Consider and make recommendations to the Trust on matters connected with staffing including terms and conditions of employment.
- Recommend a framework for the pay and conditions of staff, with the exception of senior postholders.

- Receive reports on major modification of the structure and organisation of the Trust.
- Review statistical data relating to HR, equality and diversity data, and the implementation of measures to ensure the well-being and effectiveness of staff.

#### **F. Physical Resources:**

- Monitor and review arrangements to ensure the continuing adequacy and quality of accommodation, assets, and estates throughout the Trust together with associated financing, and where appropriate, make recommendations to the Board.
- Receive and recommend the estates strategy to the Board for approval in accordance with the funding body's requirements.
- Receive a report on the Trust's maintenance programme.
- Consider capital projects and make recommendations for approval by the Board and monitor thereafter. If a project is too large or specialised for the estates department, consultants may be appointed subject to tendering and following appropriate procedures.
- Monitor commercial activities and joint use arrangements.
- Approve, monitor, and review the Trust's compliance with and response to sustainability, including the review of its sustainability policy, in the context of best practice and current legislation.

#### **7. Reporting**

- A. The committee will report regularly to the Board through its minutes and prepare an annual audit, finance and risk report in the autumn term.
- B. The committee Chair will highlight significant issues to the Board without delay.

#### **8. Review of Terms of Reference**

These terms of reference will be reviewed annually by the committee and approved by the Board.

### **3. Nominations and Governance Committee terms of reference**

#### **1. Purpose**

- A. Oversee the governance health of the Trust having assurance that there are high standards of governance and regulatory compliance in line with the Academies Trust Handbook, Articles of Association and relevant legislation.
- B. The committee (as the Trust's Members) shall consider appointment or removal of Trustees in accordance with the Articles of Association.

#### **2. Authority**

The committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer or the Chair of Board.

#### **3. Membership**

- A. **Composition:** The committee shall comprise Members of the Trust.
- B. **Chair:** The Chair of Members shall normally Chair the committee.
- C. **Attendees:** Governance Professional and Accounting Officer; who may attend with other advisors by invitation, none of whom are members.

#### **4. Quorum**

A quorum shall be a majority of Members.

#### **5. Meetings**

- A. The committee will convene meetings as and when required to address business, but shall normally meet at least once a year.
- B. The Governance Professional will act as clerk to the committee.
- C. Draft minutes will be circulated to the committee Chair within 10 days for confirmation and thereafter available on Governorhub.

#### **6. Responsibilities**

- A. **Trust Board composition, recruitment and succession planning**
  - Review the size, structure, composition, and skills of the Trust Board, ensuring an appropriate balance of skills, experience, diversity, and independence.
  - Lead the recruitment process for Trustees, including role descriptions, advertising, longlisting, shortlisting, interviews, and appointment as required by the Articles.
  - Maintain oversight of succession planning for Trustees, committee Chairs, and the Chair of the Board.
- A. **Governance**
  - Review and monitor the effectiveness of the Trust's governance to gain reassurance of coherent governance in the Trust, and compliance with the Academies Trust Handbook, Articles of Association, charity law and company law.

**7. Reporting**

The committee's minutes will be made available to Trustees.

**8. Review of Terms of Reference**

These terms of reference will be reviewed periodically by the committee and approved by the Members.