



Governance Structure & Committee Terms of Reference

2023-2024

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**Policy level			
1	Trust wide	Single policy relevant to everyone and consistently applied across all schools and departments, with no variation. e.g. Complaints procedure	Statutory policies approved by the Denbigh Alliance Board of Trustees (or designated Trustee Committee). Non-statutory policies approved by the CEO with exception of Executive Pay.
2	Trust core values	This policy defines the Trust core values in the form of a Trust statement to be incorporated fully into all other policies on this subject, that in addition contain relevant information, procedures and or processes contextualised to that school. e.g. Safeguarding, Behaviour	Statements in statutory policies approved by the Denbigh Alliance Board of Trustees (or designated Trustee Committee). Statements in non-statutory policies approved by the CEO. Policy approved by Local School Board.
3	School/department	These policies/procedures are defined independently by schools as appropriate. E.g. Anti-bullying	Approved by Local School Board.
Changes in this version		Duplications removed Care & Operations joined List of those in governance updated	

Amendment April 2024 to add Delta Local School Board

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1. General Principles & Introduction

- 1.1.** As a company limited by guarantee and with charitable status, a Board of Trustees (the Trust Board) governs The Denbigh Alliance Multi Academy Trust. The Trust Board has overall responsibility and ultimate decision-making authority for the work of the Trust and all academies/schools within it.
- 1.2.** All Trustees are Directors of the Trust under company Law (Companies Act 2010).
- 1.3.** This governance structure defines the ways in which Trustees/Directors fulfil their responsibilities for the leadership and management of the academies/schools within the Trust, and the respective roles and responsibilities of the Members, Trustees/Directors and Local Governors.
- 1.4.** To support the effective operation of the Trust and its academies/schools, the Trust Board has established committees to which it has delegated certain of its powers and functions as set out in the Terms of Reference.
- 1.5.** The Trust Board will consider the governance structure, committee membership, Terms of Reference and Code of Conduct at least annually, subject to review as the Trust develops.
- 1.6.** The Trust Board may also establish additional committees from time to time at its sole discretion.
- 1.7.** Terms of Reference may only be amended by the Trust Board, while the remit, responsibilities and proceedings of committees shall be subject to any regulations made by the Trust Board from time to time.
- 1.8.** All those in a position of governance for the Denbigh Alliance will be committed to abiding by the Trust's Code of Conduct (Appendices 7 & 8) and its Articles of Association.
- 1.9.** Trust Board committees will act in accordance with the level of delegated authority specified in the Scheme of Delegation and Terms of Reference (ToR) and work collaboratively and in partnership at all times.
- 1.10.** The Trust Board will put in place effective arrangements for monitoring and evaluating the performance of committees, and as good practise, for periodic external reviews of its own performance.

For the purposes of clarification, the Executive Team is the Officers of the Trust - currently the CEO and CFO.

2. The Trust

- 2.1. The Denbigh Alliance Multi Academy Trust is responsible for Denbigh School, Watling Academy, Watling Primary School, Brooksward School, Drayton Park School and all academies/schools that join the Trust in the future. The Trust has entered into a master funding agreement with the ESFA and will enter into separate supplemental funding agreements for each school/academy under Section 1 of the [Academies Act 2010](#) with the Secretary of State for Education in relation to the funding of the Academies.
- 2.2. The Funding Agreement places several requirements on the Trust including the requirement to comply with the Department of Education's (the "DfE") [Academy Trust Handbook \(September 2023\)](#).
- 2.3. The composition of the Trust is as follows:
 - 2.3.1. The Members.
 - 2.3.2. The Trustees/Directors.
 - 2.3.2.1. The committees of the Trust Board including a Local School Board for each academy/school. Representatives of the Local School Board are known as Local Governors.
 - 2.3.3. The CEO and the Executive Team and Headteachers of each academy/school who will have responsibility for the day-to-day running of that academy/school.

3. The Members

- 3.1. **Constitution** - Members will be appointed and removed in accordance with the Articles of Association, which include:
 - 3.1.1. Ensuring that there are at least 3 Members (a Member may not resign if that would reduce the number of Members to 2), and;
 - 3.1.2. Members must not be employees of the Trust.
- 3.2. **Responsibilities** - Members hold the Trust Board to account for the effective governance of the trust but have a minimal role in the actual running of the trust. It is the Trust Board, not the members, who are the organisation's key decision makers. However, there are some critical decisions that sit with the members, especially if the Trust is failing.
 - 3.2.1. Members have several statutory rights, including:
 - 3.2.2. The right to appoint and remove Trustees/Directors.
 - 3.2.3. The right to amend the Articles of Association.
 - 3.2.4. The right to appoint the Auditors.
 - 3.2.5. The right to receive the annual accounts.
 - 3.2.6. Members do not have any specific duties imposed upon them, unlike the Trustees/Directors. Members are required to provide a guarantee that if the Trust is wound up and its assets do not meet all its liabilities, they will contribute £10.
- 3.3. **Meetings** - The Members will meet at least once a year at the Annual General Meeting, and in addition they will meet as and when a General Meeting may be required (for example, if any amendments of the Articles are required).
 - 3.3.1. The Trustees may call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Act 2006. General Meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of Members.

3.4. Quorum – No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Three persons entitled to vote upon the business to be transacted, each being a Member, or a proxy of a Member shall constitute a quorum.

4. The Role of Chair of Trustees/Directors

4.1. Trustees/Directors will appoint individuals from among their number to act as Chair and Vice-Chair(s), and these appointments will be made on an annual basis.

4.2. The role of the Chair is to chair meetings of the Trust Board. The Chair provides leadership to the Trustees/Directors and acts as the main point of contact between them and the Executive Team.

4.3. Apart from any special responsibilities determined in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in case of equality of votes at a Trust Board meeting) the Chair has no special powers or rights over any other Trustee/Director.

5. Trust Board Committees

5.1. Each Committee shall be responsible for the matters as set out in their respective Terms of Reference, including determining appropriate risks and monitoring controls. The Trust Board has established the following Committees.

5.1.1. Audit & Risk (Appendix 3)

5.1.2. Care & Operations (Appendix 4)

5.1.3. Education & Ventures (Appendix 5)

5.1.4. Local School Boards (Appendix 6)

5.2. Authority. Each Committee is authorised by the Trust Board to:

5.2.1. Investigate any activity within its Terms of Reference or specifically delegated to it by the Trust Board. It is authorised to request any information it requires from any Member, Trustee/Director, Governor, employee, external auditor, internal auditor or other assurance provider.

5.2.2. Liaise with and consult with other committees of the Trust Board and Local School Boards where appropriate.

5.2.3. Review or investigate any matters referred by the Trust Board.

5.2.4. Review appropriate policies and procedures, ensuring compliance.

5.2.5. Make any appropriate recommendations to the Trust Board for their consideration and/or approval.

5.2.6. Approve decisions as detailed in the Trust's Scheme of Delegation.

5.2.7. Those in a position of governance shall have access to sufficient resources to carry out agreed duties including obtaining input or advice from the Trust Board, outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Accounting Officer and/or Chair of the Trust Board.

5.2.8. Establish working groups with the consent of the Trust Board. The purpose of working groups so established will be agreed by the Trust Board and include a clear indication of their intended duration.

- 5.3. Interim governance arrangements may operate for an academy/school for a period prior to the establishment of a fully constituted LSB where the Trust Board decides at its absolute discretion that such action is necessary.
- 5.4. The Trust Board has the authority to take any action deemed necessary at its absolute discretion, including, but not limited to the full or partial withdrawal of delegated authorities to any committee, which in the opinion of the Trust Board is failing in its duties and responsibilities.
- 5.5. Trustees/Directors and Local Governors shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of charitable trusts, not limited to the provisions of the Charity Governance Code and Charity law.

6. **General principles of Membership of Trust Board and Committees**

- 6.1. Appointments to the Trust Board or LSB shall be for a period of up to four years, which may be extended for further periods of up to four years, provided the person still meets the criteria for governorship. This time limit shall not apply to Headteachers in their ex-officio role. Subject to remaining eligible, any Trustees/Director or local governor may put themselves forward for re-appointment or re-election.
- 6.2. Co-opted Trustees/Local Governors may not be an employee of the Trust and may not vote on the appointment of other Trustees/Local Governors.
- 6.3. Membership of Trust Board Committees is set out in the individual committee's Terms of Reference. Trust Board Committees may invite attendance at meetings from persons who are not committee members to assist or advise on a matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
- 6.4. Those in a position of governance are expected to attend meetings, school visits and training as prescribed by the Board. *A board gives consent absence through the use of [apologies](#), and whether these are accepted or not will be carefully recorded.*
- 6.5. Where the Chair is absent for a meeting or the position is vacant, the Vice Chair shall act as Chair for the purposes of the meeting.
- 6.6. Employees may be asked to withdraw from a meeting if the Committee deem appropriate.
- 6.7. Any Trustee/Director may attend any meetings of the Trust Board committees, including those of which they are not members, by advising the Chair in advance of the meeting.
- 6.8. Subject to the articles, every question to be decided shall be determined by a majority of the votes from those eligible to vote. Where there is an equal division of votes, the Chair shall have a casting vote.
- 6.9. The Trust's Accounting Officer (normally the CEO) and other relevant senior staff will routinely attend committee meetings.

6.10. A person serving in a position of governance shall cease to hold office if they resign their office by giving notice in writing to the Governance Professional or the Chair of the Trust Board or they are removed from the Committee by the Trust Board.

6.10.1. A staff governor ceases to be a local governor if they leave employment of the Trust.

6.10.2. Parent governors may see out their term of office even if their child leaves the school and may be re-elected as a Trust Board appointed or co-opted local governor.

6.11. Hybrid /Remote Meetings - With the prior agreement of the Chair of the meeting and with the consent of the meeting, Trustees/Directors/Local Governors and committee members may attend Trust Board and/or committee meetings remotely, e.g. by electronic or telephonic means, provided that suitable facilities to enable this are available, in the judgement of the Chair. Such consent may be withdrawn at any point during the meeting. Where it is not possible, in the judgement of the Chair, to hold a meeting other than by electronic means, then the entire meeting may be so held. All Trustees/Directors/Local Governors attending meetings remotely, in accordance with this clause, shall be deemed to be present and shall be entitled to participate in the meeting as if they were present in person.

7. Quorum and frequency of Meetings

7.1. Quorum

7.1.1. The quorum for a meeting of the Trust Board is three, or where greater, any one half of the total number of Trustees or Local Governors holding office who are present at the meeting (in person or remotely) and entitled to vote on the matters to be resolved.

7.1.2. The quorum for the purposes of any vote on the removal of a Trustee and/or the removal of the Chair of Trustees/Directors shall be any two thirds of the Trustees/Directors present at the meeting and entitled to vote.

7.1.3. The Quorum for a meeting of a Trust Board Committee is set out in the individual committee's Terms of Reference.

7.2. Frequency

7.2.1. Trust Board committees will meet a minimum of three times a year (once per term) but may meet more frequently as required. Any three Trustees may, by notice in writing to the Governance Professional, requisition a meeting of the Trustees/Directors as soon as is reasonably practicable. Likewise, any three local governors may request a meeting of the Local School Board.

7.3. A register of attendance will be kept for each committee meeting and this register will be published annually.

8. Agendas and Notices of Meetings

8.1. Agendas shall be prepared by the Governance Professional and agreed in advance by the Chair of the Trust Board Committee and the CEO or Headteacher (based on but not limited to, a pre-agreed annual schedule). Papers will be available online at least five days in advance of the meeting.

9. Minutes of meetings

- 9.1.** The CEO shall ensure that a governance professional is provided to take minutes at meetings of the Trust Board committees, the responsibility of providing a clerk for LSB meetings shall be delegated to the Headteacher.
- 8.1** The Governance Professional shall minute the proceedings and decisions of all meetings of the Committee, including challenge and decisions made and, recording the names of those present and in attendance, and prepare minutes for distribution.
- 8.2** Minutes shall be approved by the Chair of the Committee prior to distribution and loaded onto GovernorHub within 10 working days of the meeting, taking account of any appropriate confidentiality.

10. Probity

- 10.1.** The Committee will encourage a culture within the Trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust and is able to take any concerns or worries to an appropriate member of the management team or, in exceptional circumstances, directly to the Trust Board.
- 10.2.** All Committees will ensure that the Trust's strategic vision and values are at the centre of its endeavours.

11. Conduct of Committee Members

- 11.1.** All those participating in a committee shall observe the provisions of the Trust's Code of Conduct (Appendices 7 & 8).
- 11.2.** Committee members are required to declare any business or other interests in any item being discussed at a meeting. Committee members should not take part in discussions or vote on matters where they have disclosed an interest. Committee members should withdraw while the item is discussed if:
 - 11.2.1.** there may be a conflict between their interests and the interests of any of the academies/schools or the Trust;
 - 11.2.2.** there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required and or;
 - 11.2.3.** they have a personal interest (where they and/or a close relative will be directly affected by the decision of the committee in relation to that matter).

12. Disqualification & Removal of Committee Members

- 12.1.** A person shall be ineligible for appointment to a committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
 - 12.1.1.** Is or becomes disqualified from holding office under the Trust's Memorandum and Articles of Association.
 - 12.1.2.** Is or becomes disqualified from holding office as a local governor of an academy/school.
 - 12.1.3.** Is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people.
 - 12.1.4.** Is barred from any regulated activity relating to children.

- 12.1.5.** 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.
- 12.1.6.** 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).
- 12.1.7.** Has caused a significant nuisance or disturbance on an academy/school premises during the five years prior to or since appointment or election as a committee member.
- 12.1.8.** Refuses an application being made to the Disclosure and Barring Services (DBS) for a criminal record check.
- 12.1.9.** Commits a serious breach of the Trust's code of conduct or any standing order or protocol implemented by the Trust Board.
- 12.1.10.** Resigns his/her office by notice in writing to the relevant Chair.
- 12.1.11.** In the case of a Headteacher, they cease to be Headteacher.

12.2. The Trust shall have the right at its sole discretion to remove or suspend (on such terms as they see fit) any local governor by providing written notice to the relevant Chair, save that the removal or suspension refers to the Chair, in which case, the notice shall be given to the Governance Professional.

13. Professional Leadership

- 13.1.** The Trust's Executive Team (ET) is the senior professional management arm of the Trust, focusing on both operations and the educational performance of all the Trust's academies/schools.
- 13.2.** The ET will operate under the leadership and direction of the CEO, who is also designated as the Accounting Officer, which confers legal responsibility for financial and administrative matters.
- 13.3.** The ET meets regularly and co-ordinates policies and activities of the Trust in conjunction with the Trustees/Directors and Local Governors.
- 13.4.** The CEO will manage the Headteachers and meet regularly to discuss both individual academy/school and Trust wide issues, policies, strategies and plans to build and align the way each academy/school operates within the Trust, working with an overall and continuing improvement model approach. Consequently, they will regularly review:
 - 13.4.1.** Educational targets and outcomes.
 - 13.4.2.** Financials versus budgets, including revenue and capital income and expenditure.
 - 13.4.3.** Engagement with stakeholders and the local community.
 - 13.4.4.** Reports for the Trust Board/Committees.
 - 13.4.5.** Proposed improvements for the academies/schools and the Trust.
- 13.5.** Individual academies/schools will be led by a Headteacher, who is responsible for the day-to-day running of the academy/school.

13.6. The Headteacher is supported by a Senior Leadership Team (SLT) which is made up of senior members of staff.

13.7. The SLT will work together and collaboratively within their respective academies and across the Trust when required, to ensure that every student benefits from their education at the academy/school and reaches their full potential.

14. Training and development

14.1. The Trust Board will ensure that those on a committee have the necessary skills, background resource and/or experience to fulfil committee functions, by implementing an annual system for evaluating their effectiveness, including a skills audit to identify potential gaps in skills and requirements for further training, also identifying the need for further recruitment.

14.2. Trustees/Directors should expect to be kept up to date with developments within the legal, educational and regulatory framework within which the Trust operates.



Appendix 1: Register of those in Governance

Members:

Mrs Ferrari
Mr Lock
Ms McGuire
Mr Naylor

Trustees/Directors

Mr Cove (Chair)
Mrs O'Brien (Vice Chair and Safeguarding Trustee)
Mrs Bajwa-Patel (SEND Trustee)
Mrs Bancroft
Mr Butler
Mrs Collings (CEO, pending Members)
Mr Giles
Mr Hand
Mrs Lewis
Mr Preen

Denbigh School Burchard Crescent, Shenley Church End, Milton Keynes, MK5 6EX

Local Governors:

Mrs Jan (Chair of Governors, Curriculum and Achievement Assurance Governor)
Dr Frame, Headteacher (ex-officio)
Mr Wood (Vice Chair of Governors, Curriculum and Achievement Assurance Governor)
Mrs Cusack (Safeguarding & SEND Assurance Governor)
Mr Looker (Staff Governor)
Mrs Molloy (Staff Governor)
Mr Newham (Safeguarding)
Mr Narayanan (Pupil Premium Assurance Governor)
Mr Pitt (Careers Assurance Governor)
Mr Stickland (Pupil Premium Assurance Governor)

Watling Academy Barrosa Way, Whitehouse, Milton Keynes, MK8 1EP

Local Governors:

Mr Simpson (Chair & Careers Governor)
Mr Bacon, Headteacher (ex-officio)
Mr Cox (Safeguarding Governor)
Mrs Dixon (Staff Governor)
Mr Mahdi (Health & Safety Governor)
Mrs Stears (Staff Governor)
Mr Thomson Smith (SEND Governor)
Mr Vaughan (Staff Wellbeing and Appraisal)
Ms Chilton (Pupil Premium Governor)
Ms Pidgeon (Curriculum Governor)
Mr Cattigan (Trips Governor)

Watling Primary School Simmental Way, Whitehouse, Milton Keynes, MK8 1GB

Local Governors:

Mr Butler (Chair)
Mrs Pegg, Headteacher (ex-officio)

Ms Tillen (Staff Governor)
Mr McGinnley (Community Governor)
Mrs Walker (Parent Governor)

Brookward School, Tower Drive Milton Keynes Buckinghamshire MK14 6JZ and
Drayton Park School, Bala Way, Bletchley, Milton Keynes MK2 3HJ

Local Governors:

Mr R Lee - Chair of Governors
Miss J Swain - Executive Headteacher (ex officio)
Ms K Skegg – (Local Authority Governor)
Miss E Docherty – (Staff Governor)
Mr S Horton - (Staff Governor)
Ms S Jamieson – (Parent Governor)
Miss S Mungham – (Co-opted Governor)
Mrs S Green – (Co-opted Governor)
Miss N Bibi Sharmin – (Partnership Governor)
Miss N De'ath – (Associate Governor)
Mrs L Greenwood - Associate Governor
Mrs L Gudgeon - Associate Governor

Appendix 2: Terms of Reference of the Trust Board

1. Constitution

- 1.1. The constitution is set out in the Articles as follows:
 - 1.1.1. A minimum of three and up to twelve Trustees/Directors appointed by Members by ordinary resolution.
 - 1.1.2. The Chief Executive Officer if appointed pursuant to Article 57.
 - 1.1.3. Co-opted Trustees (appointed by Trustees/Directors who are not themselves co-opted Trustees).
- 1.2. In accordance with the Articles, the Trust shall elect a Chair and Vice-Chair from among their number each academic year during the Autumn Term. *Note: The Trust Board has elected to opt for a two-year term which shall be ratified in the last meeting of the first year.*
- 1.3. The term of office for Trustees/Directors is four years, noting this time limit shall not apply to any post that is held ex-officio. The term of office for a co-opted Trustee shall be determined at the time of such Trustee's appointment by the Trustees/Directors and shall not exceed four years.
- 1.4. Subject to remaining eligible, a Trustee may be re-appointed.
- 1.5. There will be a minimum of three meetings of the Trust Board in each academic year.
- 1.6. The operational responsibilities/duties of the Committee are set out in the Scheme of Delegation. This committee will provide scrutiny and challenge and exercise responsibility for, and oversight of the following;

2. Duties and responsibilities

- 2.1. Establish the vision, values, culture, strategic development priorities and long-term objectives for the Trust.
- 2.2. Sustain the Trust in accordance with its objects as set out in the Articles and safeguarding its assets.
- 2.3. Design and direct the governance and supervision of the Trust and its Committees (including Local School Boards) and executives (including the CEO/Headteachers).
- 2.4. Strategic management of the academies/schools of the Trust, directing the education, pastoral care, financial and other policies of the Trust in accordance with the Articles and the Funding Agreement.
- 2.5. Ensure robust financial controls and financial management for Trust academies/schools is in place.
- 2.6. Ensure sound management and administration of the Trust, and that its senior managers are equipped with the relevant skills and guidance.

- 2.7.** Identify, quantify and devise system to minimise major risks including:
 - 2.7.1.** Operational risks (employment issues, health and safety, fraud, service quality).
 - 2.7.2.** Financial risks (accuracy of financial information, cash flow, reserves).
 - 2.7.3.** External risks (changes in government policy, economic factors, demographic changes, adverse publicity).
 - 2.7.4.** Outcomes (failing to perform or achieve in line with expectations).

- 2.8.** Make appropriate statements regarding the management of risks in the annual report.

- 2.9.** Hold the CEO and Headteachers accountable. Trustees/Directors will offer support, constructive advice and be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge and seek information where appropriate, acting always in the best interests of the Trust.

- 2.10.** For clarification, it is expected that the following will be included (but not limited to) as part of the Trustees/Directors' duties over the course of an academic year:
 - 2.10.1.** Set and review the Trust's strategic direction.
 - 2.10.2.** Approve and review the Trust's annual and three-year strategic plans, including educational improvements and financial objectives.
 - 2.10.3.** Commission working groups or sub committees for specific time limited tasks or projects as required.
 - 2.10.4.** Maintain a Risk Register for the Trust and all academies within it.
 - 2.10.5.** Ensure that the quality of teaching is monitored and evaluated and that resources are being used to best effect to drive improvement; challenging and supporting the Trust's academies and their senior leaders to achieve the best outcomes for their pupils and staff and best value in terms of impact, outcomes, quality and cost.
 - 2.10.6.** Supports the Headteacher and Senior Leadership Team during an Ofsted inspection, meeting with the Lead inspector where required.
 - 2.10.7.** Ensure that the effectiveness and impact of the CEO and the Executive Team are evaluated.
 - 2.10.8.** Ensure statutory compliance.
 - 2.10.9.** Commission specific reports from any or all the academies/schools on any topic the Trust Board may request.
 - 2.10.10.** Ensure sound financial practice, considering proposals from the Care & Operations Committee for all the academies annual budgets and reviewing progress against those budgets at appropriate meetings through the year.
 - 2.10.11.** Receive an annual report from the Trust's auditors and the Audit and Risk Committee's consideration of it and responding positively to any proposed actions to and recommendations.
 - 2.10.12.** Consider growth opportunities and approving due diligence activity.

Appendix 3: Terms of Reference of the Audit & Risk Committee

1. Constitution

- 1.1.** The Audit & Risk Committee (“the Committee”) has been established by the Denbigh Alliance Multi Academy Trust Board to advise the Trust Board on matters relating to the Denbigh Alliance Multi Academy Trusts (the Trust’s) audit and risk arrangements.

2. Duties & Responsibilities

- 2.1.** The operational responsibilities/duties of the Committee are set out in the Scheme of Delegation and include but are not limited to the roles below. This committee will provide scrutiny and challenge and exercise responsibility for, and oversight of the following;

3. Audit

- 3.1.** Ensure that the Trust engages a suitable financial statements auditor to assure them of the integrity of the financial statements in providing a true and fair reflection of the Trust’s financial activities.
- 3.2.** Review the external auditor’s annual planning document and approving the planned audit approach.
- 3.3.** Ensure statutory accounts and reports are prepared and submitted in accordance with regulatory requirements.
- 3.4.** When necessary, ensure the engagement of the external auditor in the supply of agreed non-audit services, considering the impact this may have on independence, and reporting to the Trust Board on any improvement or action required.
- 3.5.** Ensure the effective operation of all aspects of the external audit including meeting with the auditor and considering the response and actions required to issues raised in the external auditor’s management letter.
- 3.6.** Advise the Trust Board on the performance, appointment, re-appointment, dismissal and remuneration of auditors, in cooperation with the Members, who have the formal duty to appointment of auditors.

4. Risk

- 4.1.** Report to the Trust Board at least annually on its findings on the adequacy and effectiveness of the Trust’s risk management and internal control systems and provide a summary of areas reviewed by internal audit covering key findings, recommendations and conclusions.
- 4.2.** Ensure the preparation of a risk register for approval by the Trust Board, scrutinise and review the risk of all relevant Trust activities and regularly review any processes to identify and manage new and existing risks including any controls or mitigation measures in place, including insurance arrangements.
- 4.3.** Ensure effective application of the Trust’s Risk Management systems and Policy and draw attention to any significant concerns or failure of risk management control measures.
- 4.4.** Ensure Trust Policy and Procedure compliance including Health & Safety and Business Continuity.

- 4.5. Receive and consider reports on the outcome of any investigations of suspected or alleged financial impropriety, ensuring that any significant losses are investigated and reported to the relevant authorities as required.

5. Internal Scrutiny

- 5.1. Ensure compliance with the Academy Trust Handbook.
- 5.2. Direct and approve an annual programme of internal scrutiny, suitable for the Trust's size and complexity, to check that the Trust's financial and non-financial systems and controls and risk management procedures are operating effectively and are compliant. Consideration should be given to the Trust's key risks.
- 5.3. Consider reports and recommendations from internal scrutiny reports, addressing any recommendations in collaboration with the Executive Team.
- 5.4. Consider outputs from other assurance activities by third parties, including ESFA financial management and governance reviews, funding audits and investigations.

6. Membership & Quorum

- 6.1. The membership of the Audit & Risk Committee will comprise a minimum of three Trustees/Directors, at least one of whom should have relevant financial or audit assurance experience and at least one should have risk management experience. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Trust Board. (The Committee may invite other attendees, employees and non-employees, to any meeting to provide information and participate in discussions for all or part of the meeting, but they will have no voting rights).
- 6.2. Trustees/Directors who sit on the Care & Operations Committee may also sit on the Audit & Risk Committee but the Chair of one may not Chair the other. The Chair of Trustees/Directors may not Chair the Audit & Risk Committee. The CEO may not be a member of the Audit & Risk Committee but may attend meetings.
- 6.3. The meeting will be quorate if two members of the Committee are present and at least 50% of those members present are Trust Board members. All committee members have equal voting rights and may appoint a proxy to vote on matters in their absence. In the event of an equal division of votes, the Chair shall have the casting vote.
- 6.4. The Chair and Vice Chair shall be appointed every two years by the Trust Board and will not be employees of the Trust.

Appendix 4: Terms of Reference of the Care and Operations Committee

1. Constitution

- 1.1. The Care and Operations Committee (“the Committee”) has been established by the Denbigh Alliance Multi Academy Trust Board (“the Trust Board”) to support the CEO and the Trust Board in their responsibilities towards the care of staff and students and the Trust’s Finance, Estates and IT matters.

2. Duties and Responsibilities

- 2.1. The operational responsibilities/duties of the Committee are set out in the Scheme of Delegation and include but are not limited to the roles below. This committee will provide scrutiny and challenge and exercise responsibility for, and oversight of the following;

2.2. CARE

- 2.2.1. Monitor assurance responsibilities linked to its role as an employer and its responsibility to safeguard students. The Committee will use reports from Headteachers, SEF’s, SDP’s, OFSTED reports and external reviews to do this.
- 2.2.2. Monitor and ensure that appropriate safeguarding arrangements are in place being assured that all new staff employed by the Trust undergo the necessary criminal records checks and current staff’s checks are carried out periodically.
- 2.2.3. Ensure effective measures are in place to promote inclusivity, equality and diversity within the Trust.
- 2.2.4. Ensure the effective operation of a rigorous and robust staff performance management process, including for the Executive Team.
- 2.2.5. Act as the Trust’s Remuneration & Nominations Committee (see schedule 1), including considering the CEO and Executive Team remuneration on at least an annual basis and make recommendations to the Trust Board. (Sch.2)
- 2.2.6. Consider and recommend to the Trust Board any relevant proposals for the development or growth of Executive Team management and Trustee/Local Governor constitutional arrangements.
- 2.2.7. Agree and conduct Executive Team recruitment and dismissal processes.
- 2.2.8. Consider any appropriate dismissal decisions involving special payments as documented in the Academy Trust Handbook or enhanced early retirement for teachers and associate staff with advice from HR/ET.
- 2.2.9. Advise on any strategic priorities for the Trust linked to HR, Safeguarding and Remuneration & Nominations matters.
- 2.2.10. Oversee and monitor any Care or Operations related Trust development proposals, and the implementation and operation of any ensuing central services.

2.3. OPERATIONS

- 2.3.1. Ensure that the finance and estates requirements of the [Academy Trust Handbook](#) are adhered to.
- 2.3.2. Ensure a strategic plan is in place and advise on any strategic priorities for the Trust linked to financial, estates and IT matters.

- 2.3.3. Ensure that the Trust secures value for money through economic, efficient and effective use of the resources in its charge.
- 2.3.4. Reviews capital expenditure proposals in line with the Scheme of Delegation.
- 2.3.5. Review and recommend Trust and academy/school level annual budgets and ensure that each academy/school is accountable for the achievement of its delegated budget.
- 2.3.6. Reviews the finance manual and delegated authority limits for financial transactions.
- 2.3.7. Ensures an effective IT Strategy is in place and monitors progress.
- 2.3.8. Ensure the management of a rolling maintenance and repair programme.
- 2.3.9. Ensure the strategic management and compliance of health and safety on all sites.
- 2.3.10. Oversee and monitor any Operations related Trust development proposals, and the implementation and operation of any ensuing central services.
- 2.3.11. Ensure the financial viability of Ventures, and their financial contribution to the Trust.

3. Membership & Quorum

- 3.1. The membership of the Care & Operations Committee will comprise a minimum of three Trustees/Directors, with a minimum of two non-employee Directors. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Trust Board. (The Committee may invite other attendees, employees and non-employees, to any meeting to provide information and participate in discussions for all or part of the meeting, but they will have no voting rights).
- 3.2. Neither the CEO or Executive Team member shall be involved in any decisions as to their own remuneration. and if decided by a majority of the non employee members present, may be asked to withdraw from the meeting in such circumstances.
- 3.3. The meeting will be quorate if two non-employee members of the Committee are present and at least 50% of those members present are Trust Board members. All committee members have equal voting rights and may appoint a proxy to vote on matters in their absence. In the event of an equal division of votes, the Chair shall have the casting vote.
- 3.4. The Chair and Vice Chair shall be appointed every two years by the Trust Board and will not be employees of the Trust.

Note: Schedule 1 specifies the required approach to the Care & Operations Committee's remuneration responsibilities; Schedule 2 in respect of Executive Team pay setting.

Schedule 1.

Remuneration responsibilities (Ref: The Denbigh Alliance MAT Scheme of Delegation)

The Care & Operations Committee shall:

Have responsibility for setting the remuneration policy, including pension rights and any compensation payments. **Neither the CEO or Executive Team member shall be involved in any decisions as to their own remuneration.**

1. Ensure and monitor the relevance of a policy framework that seeks and applies evidence to support remuneration, considering all factors which it deems necessary, including relevant legal and regulatory requirements and associated guidance.
2. The objective shall be to attract, retain and motivate staff to run the Trust successfully ensuring salaries are benchmarked and whilst remaining competitive in the current market, considering the views of other stakeholders and the local community.
3. The remuneration policy should have regard to the risk appetite of the Trust and alignment to the it's long strategic term goals. In determining such policy consider all factors which it deems necessary including relevant legal and regulatory requirements and associated guidance.
4. Consider, monitor and review the level and structure of remuneration for the Executive Team and make appropriate recommendations to the Trust Board.
5. Undertake and/or review annual appraisals of the performance of Executive Team and make recommendations to the Trust Board of Trustees/Directors regarding any increase in their remuneration, based on achievement of the objectives for the previous year.
6. Set/monitor the Executive Team's key objectives for the forthcoming year with clear criteria for measurement.
7. Within the terms of the agreed policy and in consultation with the committee Chair and/or Chief Executive, as appropriate, determine the total individual remuneration package of each Executive Team member.
8. Review all requests for settlement agreements.
9. Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Trust, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
10. Oversee any major changes in employee benefits structures throughout the Trust.
11. Establish the selection criteria, selection, appointment and setting the terms of reference for any remuneration consultants who advise the committee.
12. Advise on the strategic planning of succession of Executive Leadership.
13. Undertake a review of the staffing establishment whenever there is a vacancy within the Executive Team.

Schedule 2.

Executive Pay

In setting Executive pay the committee will ensure that:

1. Decisions which have regard to pay and employment conditions across the Trust, take account of reliable, up-to-date information about remuneration in other Trusts of comparable scale and complexity, and that the requirements of the [Academy Trust Handbook](#) are adhered to.
2. Levels of remuneration (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities.
3. There is sufficient documentation setting out the rationale behind the decision-making process, including whether the level of pay and benefits reflects value for money.
4. No individual is involved in deciding their remuneration – or any person or trustee who may have conflicts of loyalty to an individual.
5. Have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys, or information which it deems necessary at the expense of the Trust but within any budgetary restraints imposed by the Trust Board.

It follows the Financial Reporting Council (FRC) Corporate Governance Code - Remuneration Principles.

1. **Clarity** – remuneration arrangements should be transparent and promote effective engagement with stakeholders, the local community and the workforce.
2. **Simplicity** – remuneration structures should avoid complexity and their rationale and operation should be easy to understand.
3. **Risk** – remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.
4. **Predictability** – the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy.
5. **Proportionality** – the link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance.
6. **Alignment to culture** – incentive schemes should drive behaviours consistent with company purpose, values and strategy.

Appendix 5: Terms of Reference of the Education & Ventures Committee

1. Constitution

- 1.1. The Education & Ventures Committee (“the Committee”) has been established by the Denbigh Alliance Multi Academy Trust Board to support the CEO and the Trust Board in their responsibilities for standards, teaching and learning and overseeing the Trust’s involvement in Ventures outside its main role of providing education for students. As well as existing Ventures the role includes early consideration of new Ventures that the Trust, or its Schools, may wish to become involved in. Where such Ventures are the responsibility of, or are “owned” by individual Schools, the Committee will exercise oversight on behalf of the responsible School.
- 1.2. The Trust’s Local School Board Committee will undertake detailed analysis of their own individual school performance. This Committee will focus upon comparative performance to understand any variations in performance, patterns or trends to enable identification of best practice and areas for development within individual member schools or across the Trust. It will approve, review and challenge educational provision and standards, including attainment and progress data, the personal development and behaviour of students in Trust Schools, and the leadership and management with the Trust.

2. Duties and Responsibilities

- 2.1. The operational responsibilities/duties of the Education & Ventures Committee are set out in the Scheme of Delegation and include but are not limited to the roles below. This committee will provide scrutiny and challenge and exercise responsibility for, and oversight of the following;
 - 2.1.1. Monitor assurance’ responsibilities linked to the quality of education, teaching and learning strategies, policies, educational outcomes and achievements being provided in each of its schools. The Committee will use Key Performance Indicators, local and national comparators, reports from Headteachers, SEFs, Ofsted reports and external reviews to do this.
 - 2.1.2. Ensure that the highest possible standards of teaching and learning are prescribed and achieved, and that best practice is shared and implemented across academies/schools within the Trust.
 - 2.1.3. Through the Executive Team, monitor the curriculum available at each Trust school, including its intent, implementation and impact, and supporting and promoting rich curriculum development.
 - 2.1.4. Be assured that the Trust curriculum is balanced and broad, offering aspirational programmes of study and giving equality of opportunity for all.
 - 2.1.5. Through the Executive Team, ensure that each school’s curriculum engages with national/statutory guidance, complies with the Trust’s Funding Agreement and that the intended impact is evaluated and documented at local level.
 - 2.1.6. Monitor and evaluate each academy/school’s annual examinations results.
 - 2.1.7. Monitoring the effectiveness of the approach and support for vulnerable pupils, including those with SEND, across the Trust, ensuring that their requirements are being met by schools, including through annual SEND reviews.

- 2.1.8. Monitor the progress of disadvantaged students and the effective deployment of Pupil Premium Grant.
- 2.1.9. Monitoring the provision of SMSC (spiritual, moral, social & cultural development) and the quality with which this is implemented across the Trust through both the taught and informal curriculum.
- 2.1.10. Monitoring the provision of careers education and guidance.
- 2.1.11. Identify any patterns, trends or areas of concern in respect of educational standards and performance; monitor the implementation of school improvement plan(s) and be assured that the implementation of these are regularly monitored, reviewed and scrutinized at Local School Board level.
- 2.1.12. Advise on any strategic priorities linked to quality of education matters.
- 2.1.13. Ensure that effective arrangements are in place throughout the Trust for monitoring student attendance and discipline.
- 2.1.14. Review the methods used and feedback from targeted communications with parents, carers and the local community, including disadvantaged families or where English is not the first language.
- 2.1.15. Ensure relevant reports are prepared and submitted in accordance with regulatory requirements.
- 2.1.16. Oversee and monitor any Education related Trust development proposals, and the implementation and operation of any ensuing central services.
- 2.1.17. Ensure that **Ventures** contribute towards the strategic goals of the Trust, following the ethos of the Trust and contributing positively to its good reputation.
- 1.2.1. Conduct an annual review of each Venture, including its operation, finances and its continued value to the Trust, ensuring that the Trust Board is informed of any significant matters that may impact the Trust..
- 1.2.2. Advise the Trust Board on the appointment of Trust representatives to the Trust Board or management committee of each Venture and on any proposed involvement in new or proposed Ventures.

3. Membership & Quorum

- 3.1. The membership of the Education & Ventures Committee will comprise a minimum of three Trustees/Directors. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Trust Board. (The Committee may invite other attendees, employees and non-employees, to any meeting to provide information and participate in discussions for all or part of the meeting, but they will have no voting rights).
- 3.2. The meeting will be quorate if two members of the Committee are present and at least 50% of those members present are Trust Board members. All committee members have equal voting rights and may appoint a proxy to vote on matters in their absence. In the event of an equal division of votes, the Chair shall have the casting vote.
- 3.3. The Chair and Vice Chair shall be appointed every two years by the Trust Board and will not be employees of the Trust.

Appendix 6: Terms of Reference of the Local School Boards (LSBs)

1. Constitution

- 1.1 The Local School Boards (LSBs) are committees of the Denbigh Alliance Multi Academy Trust Board established in line with the Trust's Articles of Association to provide support to the Headteachers, CEO and the Trust Board in a local context.
- 1.2 Each Local School Board, operating in respect of its academy/school shall, unless the Trust Board resolve otherwise, have up to twelve local governors with the following composition:
 - 1.2.1 Headteacher
 - 1.2.2 Five parent governors (elected by parents)
 - 1.2.3 Two staff governors (elected by staff)
 - 1.2.4 One Trust Board appointed governor (to be the Chair, nominated by the LSB)
 - 1.2.5 Two governors from local community, giving priority to representatives from parish councils (for community objectives)
 - 1.2.6 One co-opted governor. Additional co-opted governors may be appointed to fill a vacancy above and/or for specific projects.

2. Authority

- 2.1 In addition to the general authority points in 6.3, the Committee is authorised by the Trust Board to:
 - 2.1.1 Ensure, in conjunction with the Headteacher that necessary arrangements are made for election of parents local governors.
 - 2.1.2 Ensure, in conjunction with the Headteacher that necessary arrangements are made for election of staff local governors.

3. Duties and Responsibilities

- 3.1 The functions delegated by the Trust Board to the LSBs are set out in detail in the Trust Scheme of Delegation and, include but are not limited to the following;
 - 3.1.1 Support the delivery of the Denbigh Alliance Multi Academy Trust's vision.
 - 3.1.2 Monitor the operation of the school including the implementation of learning strategies, standards, health and safety and well-being including the implementation and compliance of any policies or procedures and assurance roles.
 - 3.1.3 Monitor the school's finances, budget, capital works and the impact of the Estates strategic plan, being assured of performance against targets.
 - 3.1.4 Undertake a detailed analysis of their own individual school's educational performance, being assured of the quality of teaching and curriculum provision.
 - 3.1.5 Support the Headteacher in safeguarding, recruitment, performance management, OFSTED preparation and inspections, risk management, grievance, disciplinary, complaints, suspensions and permanent exclusions processes where appropriate, obtaining assurance on compliance and practice.

- 3.1.6** Be a critical friend to the Headteacher, holding academy/school leadership to account for academic performance, quality of safeguarding, care and provision.
- 3.1.7** Implementing a plan of direct engagement with stakeholders and the local community and representing their views to the Headteacher and the Trust Board.
- 3.1.8** Provide reports to the Trust Board through approved minutes and to draw any significant recommendations and/or matters of concern to the attention of the Trust through the Risk Register or meetings with the CEO and Chair.

4. Membership & Quorum

- 4.1** At the first meeting of each academic year (or last meeting of previous year) the LSB shall nominate a local governor to act as Chair for the duration of the academic year. Trust employees may not stand for election as Chair or Vice Chair of a Local School Board.
- 4.2** The quorum necessary for the transaction of business shall be three local governors or where greater, any one third (rounded up to a whole number) of local governors.
- 4.3** Every local governor present in person or virtually shall be entitled to one vote or, in their absence to submit a proxy. Where there is an equal division of votes the Chair shall have a further casting vote.
- 4.4** The LSB may invite attendance at meetings from persons who are not local governors to provide information and participate in discussions for all or part of the meeting. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
- 4.5** **Those in a position of governance are expected to attend meetings, school visits and training as prescribed by the Board. A board gives consent absence through the use of apologies, and whether these are accepted or not will be carefully recorded.**

Appendix 7: Code of Conduct for Trustees/Directors

It is important that confidence in the good governance and probity of the Trust is maintained. In order to assist the Trust Board to achieve this, the Trust has adopted this code of conduct. In addition, each Trustee/Director shall obey the articles and decisions taken by the Trust Board in accordance with the articles.

The Trust:

- aims to establish a Trust Board that is competent, accountable, independent and diverse that promotes best practice in governance.
- shall use [The Good Governance Standard for Public Service](#) as a guide to help the Trust Board achieve good governance but also as a tool to regularly assess the strengths and weaknesses of the academy/school's governance practice and improve it.
- aims to make sure that its Trustees/Directors promote and uphold high standards of conduct, probity and ethics.
- expects each Trustee to uphold the [seven principles of public life](#) identified by the Nolan Committee on Standards in public life (May 1996).

Application of the code of conduct

This code applies to all Trustees/Directors and committee members of the Trust (local governors on the Local School Boards have a separate code of conduct) when exercising any of the Trust Board's powers delegated to them under the articles. By accepting appointment to the Trust Board, each Trustee/Director agrees to accept the provisions of this code of conduct.

The Good Governance Standard for Public Services

The standard prepared by The Independent Commission on Good Governance in Public Services in 2005 comprises six core principles of good governance, each with its supporting principles. Set out below is an extract of these core principles.

Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users. We will:

- be clear about the Trust's purpose and its intended outcomes for citizens and pupils make sure that pupils receive a high-quality education.
- make sure that taxpayers receive value for money.

Good governance means performing effectively in clearly defined functions and roles. We will:

- be clear about the functions of the Trust Board.
- be clear about the responsibilities of non-executives and the executive, and making sure that those responsibilities are carried out.
- accept that we have no legal authority to act individually, except when the Trust Board has given us delegated authority to do so.
- only speak on behalf of the Trust Board when we have been specifically authorised to do so.
- accept collective responsibility for all decisions made by the Trust Board or its delegated agenda;
 - this means that we will not speak against majority decisions outside Trust Board meetings.
 - when formally speaking or writing in our Trustees/Directors' role, will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- be clear about relationships between Trustees/Directors and the public.

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour. We will:

- put organisational values into practice

- behave in ways that uphold and exemplify effective governance
- consider carefully how our decisions and actions may affect the community and other schools.
- always be mindful of our responsibility to maintain and develop the ethos and reputation of our group of schools; our actions within the schools and the local community will reflect this when communicating (including on social media) in any capacity, be mindful of and strive to uphold the reputation of the Trust and its constituent schools.

Good governance means taking informed, transparent decisions and managing risk. We will:

- be rigorous and transparent about how decisions are taken.
- have and use good quality information, advice and support.
- make sure that an effective risk management system is in operation.

Good governance means developing the capacity and capability of the Trust Board to be effective. We will:

- make sure that appointed and elected Trustees/Directors have the skills, knowledge and experience they need to perform well.
- develop the capability of people with governance responsibilities and evaluate their performance, as individuals and as a group.
- strike a balance, in the membership of the Trust Board, between continuity and renewal.

Good governance means engaging stakeholders and making accountability real. We will:

- understand formal and informal accountability relationships.
- take an active and planned approach to dialogue with and accountability to the public take an active and planned approach to stakeholders and the local community responsibility to staff engage effectively with institutional Nolan principles.

Nolan Principles

The Trust Board expects each trustee to uphold the following principles based on the Nolan Committee's work:

- **selflessness** - take decisions solely based on the vision and values of the Trust
- **integrity** – not be compromised in carrying duties by outside organisations or personal interest
- **objectivity** – remain impartial and ensure choices are made on merit alone
- **accountability** – be responsible for decisions and actions
- **openness** – give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands
- **honesty** – declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
- **leadership** – promote these principles by example

Duties & responsibilities of Trustees/Directors

Trustees/Directors shall:

- promote equality and diversity in all aspects of the Trust Board's governance and when carrying out any of their functions.
- fulfil their responsibilities and duties as a trustee of the Trust in good faith and in accordance with the general law including (but not limited to):
 - act in the best interests of the Trust.
 - secure the proper and effective use of the Trust's property.
 - act personally in all respects.
 - act within the scope of any authority given to them and the Trust Board by law, by regulations or by the articles.

- use the proper degree of skill and care when making decisions, particularly when investing the Trust's funds
- be committed to the Trust's values and objectives (including equal opportunities), to contribute to and share responsibility for the Trust Board's decisions, to read Trust Board papers and to attend meetings, training sessions and other relevant events
- declare all interests they have as required by the articles and the general law and to comply with any rules requiring withdrawal from a meeting where this is required because of an interest
- respect the confidentiality of information that they may have access to as a trustee of the Trust and keep confidential the affairs of the Trust Board
- inform the clerk to the Trust Board as soon as possible should any changes to their circumstances occur during their term as a trustee, including if:
 - there are any changes to the interests which have been declared
 - they become, or cease to be, a company director, Trust Board member or trustee of another company or charity
 - their occupation changes
 - they move house
 - they become employed by the Trust

Breaches of the code

- Every trustee is under a duty to report any breach of this code, or any grounds for believing that a breach of the code has occurred, to the chair (and if the allegation is about the Chair, to the Vice Chair).
- Failing to report a breach of the code is itself a breach of this code.
- Any breach of this code will be treated extremely seriously by both the Trust Board and the Trust and may result in suspension or removal from the Trust Board.
- In the event of a breach of this code each trustee agrees to participate fully in any investigation procedure instigated by the Trust Board and to abide by any sanction that may be imposed on them by the Trust Board for such breach.

Review

- The Chair of the Trust Board will be responsible for ensuring that this code of conduct is kept under review.

Undertaking:

As a member of the Trust Board, I will always have the well-being of the students and the reputation of the Trust at heart; I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust.

Signed..... Printed name.....

Date:

Appendix 8: Code of Conduct for Local Governors

It is important that confidence in the good governance and probity of the Denbigh Alliance Multi Academy Trust Board is maintained. To assist the Trust Board achieve this, each academy/school in the Denbigh Alliance Multi Academy Trust (the Trust) has adopted this code of conduct for local governors who make up a Local School Board (LSB).

The LSB is the Trust's Committee for monitoring the conduct of the Academy/School and for promoting high standards. The LSB aims to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being.

The LSB is responsible to the Trust for its actions and local governors are expected to follow the expectations as laid down by the Trust. These expectations mirror those which apply to the Trust Board as follows;

The Trust:

- aims to establish a LSB that is competent, accountable, independent and diverse that promotes best practice in governance.
- aims to make sure that its local governors promote and uphold high standards of conduct, probity and ethics.
- requires its local governors to act in accordance with the Trust's Articles of Association (the articles), Scheme of Delegation and this Code of Conduct.
- requires each local governor to uphold the [seven principles of public life](#) identified by the Nolan Committee on Standards in public life (May 1996).

The Trust shall use The Good Governance Standard for Public Services as a guide to help the LSB achieve good governance but also as a tool to regularly assess the strengths and weaknesses of the Academy/School's governance practice and improve it.

Application of the code of conduct

This code of conduct applies to all local governors and committee members of the LSB when exercising any of the Trust Board's powers delegated to them under the articles and/or Scheme of Delegation. By accepting appointment, each local governor agrees to accept the provisions of this code of conduct.

The Good Governance Standard for Public Service

The standard prepared by The Independent Commission on Good Governance in Public Services in 2005 comprises six core principles of good governance, each with its supporting principles. Set out below is an extract of these core principles.

Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users. I will:

- be clear about the Academy/School's purpose and its intended outcomes for citizens and pupils
- make sure that pupils receive a high-quality education
- make sure that taxpayers receive value for money

Good governance means performing effectively in clearly defined functions and roles. I will:

- be clear about the functions of the LSB
- be clear about the responsibilities of non-executives and the executive, and making sure that those responsibilities are carried out
- accept that we have no legal authority to act individually, except when the LSB has given us delegated authority to do so
- only speak on behalf of the LSB when we have been specifically authorised to do so
- accept collective responsibility for all decisions made by the LSB; this means that we will not speak against majority decisions outside LSB meetings

- when formally speaking or writing in our local governor role, will ensure our comments reflect current organisational policy even if they might be different to our personal views
- be clear about relationships between local governors and the public

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour. I will:

- put organisational values into practice
- behave in ways that uphold and exemplify effective governance
- consider carefully how our decisions and actions may affect the community and other schools
- always be mindful of our responsibility to maintain and develop the ethos and reputation of our school and the Trust; our actions within the school and the local community will reflect this when communicating (including on social media) in any capacity, be mindful of and strive to uphold the reputation of the school and the Trust

Good governance means taking informed, transparent decisions and managing risk. I will:

- be rigorous and transparent about how decisions are taken
- have and use good quality information, advice and support
- make sure that an effective risk management system is in operation

Good governance means developing the capacity and capability of the governing body to be effective. I will:

- make sure that appointed and elected local governors have the skills, knowledge and experience they need to perform well
- develop the capability of people with governance responsibilities and evaluate their performance, as individuals and as a group
- strike a balance, in the membership of the Local School Board, between continuity and renewal

Good governance means engaging stakeholders and making accountability real. I will:

- understand formal and informal accountability relationships
- take an active and planned approach to dialogue with and accountability to the public
- take an active and planned approach to stakeholders
- responsibility to staff
- engage effectively with institutional stakeholders

Nolan principles

The Trust Board expects each local governor to uphold the following principles based on the Nolan Committee's work:

- **selflessness** - take decisions solely based on the vision and values of the Trust
- **integrity** – not be compromised in carrying duties by outside organisations or personal interest
- **objectivity** – remain impartial and ensure choices are made on merit alone
- **accountability** – be responsible for decisions and actions
- **openness** – give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands
- **honesty** – declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
- **leadership** – promote these principles by example

Duties & responsibilities

Local governors shall:

- promote equality and diversity in all aspects of the Academy/School's local governance and when carrying out any of their functions fulfil their responsibilities and duties as a local governor of the Academy/School in good faith, and:
 - act in the best interests of the Academy/School
 - secure the proper and effective use of the Academy/School's property
 - act personally in all respects
 - act within the scope of any authority given to them by the Trust Board or LSB by law, by regulations or by the articles
 - use reasonable skill and care when making decisions
- be committed to the Trust's values and objectives (including equal opportunities), to contribute to and share responsibility for the LSB's decisions.
- read LSB papers in advance and attend meetings, training sessions and other relevant events as required. Absences shall be notified to the Chair and Governance Professional in advance and may or may not be accepted by the Local School Board, depending on circumstances and attendance record.
- declare all interests they have as required by the articles and the general law and to comply with any rules requiring withdrawal from a meeting where this is required because of an interest
- respect the confidentiality of information that they may have access to as a local governor of the Academy/School and keep confidential the affairs of the LSB
- inform the clerk to the LSB as soon as possible should any changes to their circumstances occur during their term as a local governor, including if:
 - there are any changes to the interests which have been declared
 - they become, or cease to be, a company director, Local School Board member or trustee of another company or charity
 - their occupation changes or they move house
 - they become employed by the Academy/School

Breaches of the code

- Every local governor is under a duty to report any breach of this code or any grounds for believing that a breach of the code has occurred to the LSB chair (and if the allegation is about the chair, to the vice chair).
- Failing to report a breach of the code is itself a breach of this code.
- Any breach of this code will be treated extremely seriously by both the LSB and the Academy/School and may result in suspension or removal from the LSB.
- In the event of a breach of this code each local governor agrees to participate fully in any investigations or procedure instigated by the LSB and to abide by any sanction that may be imposed on them by the LSB for such breach.

Review

The Chair of the Trust Board will be responsible for ensuring that this code of conduct is kept under review.

Undertaking: As a member of the Local School Board, I will always have the well-being of the students and the reputation of the Trust at heart; I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust.

Signed..... Printed name.....

Date: Local School Board.....

Appendix 9: Acronyms

Academy Trust Handbook (ATH)
Accounting Officer (AO)
Annual General Meeting (AGM)
Articles of Association & Memorandum (Articles) (Mem & Arts)
Audit & Risk [committee] (A&R)
Central Team (CT)
Chief Executive Officer (CEO)
Chief Finance Officer (CFO)
Denbigh Alliance Multi Academy Trust (DAMAT) (Trust) (MAT)
Department of Education (DfE)
Disclosure and Barring Service (DBS)
Education & Skills Funding Agency (ESFA)
Executive Team (ET)
Local School Board (LSB)
Multi Academy Trust (MAT)
Scheme of Delegation (SOD)
Senior Leadership Team (SLT)
Terms of Reference (TOR)
Trust Board (Board)