

Brookvale Groby Learning Trust

Governance Structure September 2021

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Brookvale Groby Learning Trust (BGLT) Governance Model

Effective governance in our trust is supported by the following:

- Trust Members - guardians of the constitution
- Trust Board -the Trustees
- Trust Committees include:
 - Finance and Operations for the Trust
 - Education & Standards Committee

The governance arrangements are reviewed and updated regularly, taking into account the best practice in the sector.

The governance structure is underpinned by the Articles of Association and details set out in the Scheme of Delegation and Committee Terms of Reference.

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

The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Academy Trust.

Ethos and Vision

Brookvale Groby Learning Trust is committed to the following vision and values in order to drive school improvement and help lead the wider education system.

Vision Statement: “Valuing Everyone, Achieving Excellence”

We want every student regardless of starting points to excel and achieve their full potential, both academically and as a unique individual. We want to ensure we provide a world class education, focused on academic rigour but one that also develops the whole student and doesn't focus solely on outcomes. For us character development is of equal importance to securing strong examinations results.

Our Motto is: “Work Hard, Be Kind”

We focus our approach around 3C's:

Currency – Securing the highest outcomes possible for all students

Character – Developing well rounded citizens of a global community, through purposeful character development. We make use of the LORIC model of character development.

L Leadership

O Organisation

R Resilience

I Initiative

C Communication

Culture – Creating a safe, warm and meaningful community that allows all students to flourish

Within our community we respect each other, we show kindness and we live without harming others.

Overview of the key elements of the governance structure

Members

The Members are akin to the shareholders of a company. Members have limited but important powers under the Articles of Association. Most notably, they help to ensure that an Academy Trust has a strong governance framework. Members have the right to amend the Trust's Articles of Association and have powers to appoint and remove Trustees in certain circumstances.

As responsibility to conduct the Trust's business sits with the Trustees, Members' role is 'eyes on and hands off'.

The Academy Trust will ordinarily have five Members, one of which will also be a Trustee.

The Members will meet at least once a year at the Annual General Meeting (AGM).

Trust Board

The Trustees, who are also Directors of the charitable company, are responsible for the three core strategic governance functions:

- Ensuring clarity of vision, ethos and strategic direction
- Holding the Headteacher to account for the educational performance of the school and its pupils and the performance management of staff
- Overseeing the financial performance of the school and making sure its money is well spent.

The Trustees/Directors are responsible for ensuring the charitable company achieves its objectives, as well as compliance with charity and company law and the Academy Trust's funding agreement.

Trust Board Committee(s)

The Board ensures good governance by delegating some of their responsibilities to Committees individual Trustees. The Trust Board Committees are:

- **Finance & Operations**
- **Education & Standards Committee (ESC)** - The ESC supports the work of the Trust. The ESC has an individual school remit, which enables it to focus on the performance and scrutiny of teaching and learning, student behaviour, attendance and stakeholder engagement. The ESC is comprised of Trustees, the Headteacher and staff representatives.

The broad duties of the Committees are set out in the Terms of Reference.

Overview: Composition of the Governance Structure

Trust Members (5)

- The signatories to the Memorandum;
- The Chair of Trust Board

Trust Board (11)

- Up to 7 Trustees appointed by the Members;
- 2 elected parent Trustees
- Up to 2 Co-opted Trustees appointed by the Trustees.

Education & Standards Committee (8)

- Up to 6 Trustees.
- Up to two staff representatives, ensuring that the total numbers of employees of the Trust shall not exceed one third of the committee membership;

Finance & Operations Committee (5)

- Up to 5 Trustees.

Governance Structure 2021-22

Members	5 Members	<ol style="list-style-type: none"> 1. John Taylor 2. Bryony Leonard 3. Connor Acton - Chair of Trustees 4. Helen Brown 5. Vacancy
Trustees	11 Trustees Up to 7 Member appointed 2 parent elected Trustees 2 co-opted	Member appointments: <ol style="list-style-type: none"> 1. Connor Acton - (Chair) - 1.4.21 - 31.3.25 2. Helen Stockill - (Vice Chair) - 1.4.21 - 31.3.25 3. Brian Jones - (Vice Chair of ESC) - 12.9.21 - 11.9.25 4. Steve Goddard - (Chair of F&O) - 1.4.21 - 31.3.25 5. Ismini Vasileiou – 15.9.2020 – 14.9.24 6. Helen Speechley – (Chair of F&O) 24.2.21 – 23.2.25 7. Lee (Liyakatalli) Sonde – 21.9.21 – 20.9.25 Parent elected: <ol style="list-style-type: none"> 8. Karl Stewart - 11.12.18 - 10.12.22 9. Vacancy Co-opted: <ol style="list-style-type: none"> 10. Geeta Parekh - 7.5.19 - 6.5.23 11. Peter Leatherland 10.12.19 – 9.12.23
Education & Standards Committee	8 members, 2 staff representatives	<ol style="list-style-type: none"> 1. Brian Jones - (Chair) 2. Connor Acton 3. Karl Stewart 4. Geeta Parekh 5. Ismini Vasileiou 6. Vacancy - Parent Gov 7. Josh Leonard - (Staff appointed) - 26.9.2020 - 25.9.2024 8. Tracy Moore - (Staff appointed) - 26.2.19 - 25.2.23
Finance and Operations Committee	5 members - advised by Helen Smart (Business Director)	<ol style="list-style-type: none"> 1. Helen Speechley - (Chair) 2. Lee Sonde – (Vice Chair) 3. Helen Stockill 4. Pete Leatherland 5. Vacancy
Remuneration	3 Trustees	Three trustees from the following: <ol style="list-style-type: none"> 1. Chair 2. Vice Chair of Trustees 3. Chair of ESC 4. Chair of Finance
Clerking	Trust Clerk	Katy Brookes-Duncan

LINK AREAS 2020/21:

COVID Catch Up	Karl Stewart
Pupil Premium	Karl Stewart
Behaviour & Attendance	Brian Jones – will be reallocated once vacant post filled
Safeguarding & Wellbeing	Connor Acton
Health & Safety	Lee Sonde
SEND & Vulnerable Students	Brian Jones
High Prior Attainers	Geeta Parekh
Curriculum	Ismeni Vasileiou & Pete Leatherland
MAT Development	TBC
Training & Development	TBC

Accountability Framework

Activity	Who is leading the activity	When
Performance Management		
Performance Management of Headteacher	Three trustees from: Chair of Trustees Vice Chair Chair of the ESC Chair of Finance & Operations Committee External consultant to attend and service all meetings	September
Performance Management of Business Director	Headteacher	September
Performance Management of Deputy Headteachers	Headteacher	October
External Review and Subject Review		
External Review led by external consultant. Report to Trustees and relevant ESC.	External consultant	As agreed
Subject reviews conducted by relevant Senior Leadership Team / Faculty Leader supported by external consultant where required. Reports presented to Headteacher and ESC.	Senior Leaders and Faculty Leaders	According to need as identified by exam outcomes / QA
Key Performance Indicators (KPIs)		
KPIs (including exam, key stage results, current progress, quality of T&L summaries, exclusions, behaviour and attendance summaries etc) relevant to the strategic objectives presented each term to the Trustees and relevant ESC by the Headteacher.	Headteacher	Autumn Spring Summer
Senior Leaders for progress and vulnerable groups review current performance, progress and attainment, to present reports to Headteacher and Trustees (ESC)	Senior Leadership Line Managers Curriculum Leaders	Following each assessment point. QA Calendar
Quality of Teaching and Learning		
Senior Leaders of T&L and professional learning to present reports at the end of each QA cycle to the Headteacher and Trustees	Senior Leaders	End of each QA Cycle QA Calendar

Personal Development, Behaviour and Welfare		
Senior Leaders of PD, B and W to present reports at the end of each QA cycle to the Headteacher and Trustees to review behaviour data, exclusions and attendance KPIs.	Senior Leaders	Termly to ESC QA Calendar
Safeguarding		
Lead Trustee & Deputy Head Pastoral review meetings Report to Headteacher Trustees and ESC.	Safeguarding Senior Leader Safeguarding Trustee Business Director (Manager of the Single Central Record)	Termly QA Calendar
External safeguarding audit	Deputy Head - Pastoral	2 yearly
Business and Finance		
Business Director collates Trust budget forecast information and presents to Headteacher, Finance & Operations Committee, and to Trustees for final approval.	Business Director	Annual
Business Director presents termly budget monitoring information for the Trust to the Finance & Operations Committee.	Business Director	Termly
Business Director presents monthly budget monitoring information for the Trust to Chair of Trustees	Business Director	Monthly
Business Director presents monthly budget monitoring information to Trustees	Business Director	6 times per year

Committees of the Trust

The following committees are established by the Trustees and reviewed annually:

- Finance & Operations Terms of Reference
- Education & Standards Committee terms of Reference
- Remuneration Committee Terms of Reference - see Pay Policy for Teachers
- Student Disciplinary Panel Terms of Reference

Education & Standards Committee (ESC) Terms of Reference

This committee provides assurance to the Trust Board on standards, performance and safeguarding. The committee monitors and evaluates pupil progress and attainment and the quality of teaching, ensuring the Trust provides a consistently high quality learning experience and delivers a broad and balanced curriculum in keeping with the Trust vision, all pupil needs and legal requirements.

The Terms of Reference of the ESC must be approved by the Board of Trustees annually.

Composition

The composition of the ESC will be agreed by the Trustees and may be amended from time to time. The ESC shall not exceed 8 members and will be composed of:

- Up to 2 staff representatives, ensuring that the total numbers of employees of the Trust shall not exceed one third of the total number of committee members;
- 6 Trustees

The Committee will be advised by (as required):

- Headteacher
- Deputy Headteacher – Pastoral
- Deputy Headteacher – Curriculum

Other employees of the Trust's may be invited to attend meetings but will have no voting rights.

Quorum and voting

The quorum necessary for the transaction of business shall be 3 members of the Committee and no vote on any matter shall be taken unless the majority of members of the Committee present are Trustees.

Where a vote is taken to decide on a course of action or to endorse a decision a simple majority of those eligible to vote will be required. The Chair will have a casting vote.

Frequency of meetings

The Committee will meet as often as is necessary to fulfil its responsibilities, typically once per term.

Operation of meetings

An action log will be maintained for decisions/actions agreed at meetings. No items will be removed from the action log without the agreement of the Committee.

An agenda and supporting papers will be circulated at least 7 days before each meeting. All agenda items will be supported by a template cover sheet providing a summary of the item and the action required of the Committee (Decision / Discussion / For Information).

Chairing

The Board of Trustees will appoint a chair (the Chair) annually. The Chair should have the necessary background and/or qualifications to undertake the role effectively.

The Vice Chair of the ESC will be elected annually by the members of ESC at its first meeting in each school year.

Employees of the Trust may not act as Chair, other than in exceptional circumstances agreed by the Board.

Clerking

The Committee will be clerked by the Trust Clerk. The Committee may appoint an alternative clerk if this is not possible.

Reporting responsibilities

Within 14 days of each meeting the Committee through the clerk will produce and agree draft minutes of its meetings.

The draft minutes will be circulated to Trustees and presented formally at the subsequent Board meeting. Matters indicated as confidential will not be circulated to all Board trustees. But will be retained in a “confidential matters minute” as part of the Committee’s minutes

Delegated Responsibilities

Behaviour for Learning and Exclusions

1. To review regularly the Behaviour Policy.
2. To monitor the application of the Behaviour Policy.
3. To review the use of detentions and exclusions.
4. To review and decide whether or not to uphold permanent exclusions.
5. To review and decide whether or not to uphold fixed term exclusions where a student is either excluded for +15 days in a term or would lose the opportunity to sit a public exam.
6. Monitor attendance, punctuality and disciplinary matters for students including all exclusion related matters.

Curriculum

1. To review and agree the curriculum model.
2. To monitor delivery of agreed curriculum.

Safeguarding and Child Protection

1. To ensure that the safety and protection of all students is prioritised.
2. To ensure the safeguarding policies, procedures and training are effective and comply with the law (Keeping Children Safe in Education).
3. To undertake regular visits to meet with the Designated Safeguarding Lead and other key staff.

School Organisation

1. To review home/school agreements.
2. To be familiar with the content of the school and sixth form prospectus.
3. To ensure that the requisite information is published on the school website.

SEND, Pupil Premium and LAC Students

1. To discharge responsibilities for all SEND students per latest directives & recommendations.
2. To monitor the relative achievement of disadvantaged students towards closing all gaps including reviewing the pupil premium strategy and impact of Pupil Premium funding.
3. To ensure that each student is encouraged to achieve to his/her maximum potential.
4. To check that all required information is published on the school website.

Performance Management

1. Chair of ESC and Finance & Operations to contribute to performance management of Headteacher.

Staffing

1. To be familiar with the staffing structure and its rationale.
2. To maintain a knowledge of the roles and responsibilities of current members of Senior Leadership.

Target Setting and Achievement

1. To understand the annual targets for student achievement.
2. To monitor student achievement against published targets.
3. To hold the Headteacher to account for achievement of targets.

Teaching & Learning

1. Monitor the quality of teaching and the impact of action taken by leaders.

Finance & Operations Committee (F&O) Terms of Reference

The purpose of this Committee is to monitor and make recommendations to the Trust Board on matters relating to the Finance, Human Resources, Premises and Health and Safety of the campus.

This committee will have delegated responsibility for audit providing assurance to the Board over the suitability of, and compliance with, financial systems and operational controls.

The Terms of Reference of the Finance & Operations Committee (F&O) must be approved by the Board of Trustees of the Brookvale Groby Learning Trust. All decisions reserved for F&O Committee shall be determined by the Board and will be reviewed at least annually.

Composition and membership

The composition of the F&O Committee will be agreed by the Trustees and may be amended from time to time. The Committee shall operate with 5 Trustees.

The Committee may invite attendance at meetings from persons who are not Trustees or Committee members to assist or advise on a particular matter or range of issues. Any Trustee may attend a F&O Committee meeting. Only Committee members may vote.

Committee membership is agreed at the first Trust Board meeting of the academic year. Advisors to the Committee are the BGLC Business Director and the Headteacher. The Committee will be clerked by the Clerk to The Trust Board.

The Chair of the Finance & Operations Committee will be a Trustee and will have a Finance specialism / expertise.

Staff Attendance

The Academy Trust Handbook stipulates that employees of the trust should not be audit committee members, but the accounting officer and chief financial officer should attend to provide information and participate in discussions. Accordingly, the following staff attend the Committee on this basis:

- Business Director
- Headteacher as Accounting Officer
- Other employees on invitation of the committee.

Quorum and Voting

The quorum for a meeting is 3 Committee members. No vote on any matter shall be taken unless the majority of members of the Committee present are Trustees.

Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter. Where there is an equal division of votes, the Chair shall have a casting vote.

A register of attendance shall be kept for each Committee meeting and published annually.

Chairing

The Board of Trustees will appoint a chair (the Chair) annually. The Chair should have the necessary background and/or qualifications to undertake the role effectively.

The Vice Chair of the ESC will be elected annually by the members of ESC at its first meeting in each school year.

Employees of the Trust may not act as Chair, other than in exceptional circumstances agreed by the Board.

Clerking

The Committee will be clerked by the Trust Clerk. The Committee may appoint an alternative clerk if this is not possible.

Reporting Procedures

Within 14 days of each meeting, the Committee will produce and agree minutes of its meetings.

The Committee shall conduct an annual review of its work and these Terms of Reference and shall report the outcome and make recommendations to the Trust Board.

Delegated responsibilities

Financial Planning & Organisation

- To consider indicative funding, notified annually by the Department for Education (DfE) and to assess its implications for the Trust. This will be in consultation with the Headteacher (Accounting Officer) and Business Director, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trust Board.
- To consider and recommend acceptance or non-acceptance of the Trust budget each financial year.
- To establish and maintain a 3 year financial plan drawing any matters of significance or concern to the attention of the Trust Board.

Budgeting

- To contribute to the formulation of the Trust strategic plan, through the consideration of financial priorities and proposals, in consultation with the Headteacher and Business Director and with the stated and agreed aims and objectives of the school.
- To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the strategic plan.
- To liaise with, and receive reports from, appropriate Committees and make recommendations to those Committees about the financial aspects of matters being considered by them.
- To delegate the day to day management of the approved budget to the Headteacher, within agreed authorisation limits.

- To consider requests for supplementary expenditure and make appropriate recommendations to the Trust Board.
- To review financial policy including consideration of long term planning and resourcing in accordance with the school development plan.

Expenditure

- To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the financial regulations of the ESFA, drawing any matters of concern to the attention of the Trust Board.

Financial Procedures

- To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- To prepare the financial statement to form part of the annual report of the Trust Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the Academies Financial Handbook)

Audit

- Review and recommend External Auditors to Members.
- Review and address the risks to internal financial controls, agreeing a programme of work to address and provide assurance on those risks.
- Appointment of an internal audit service and review reports of any recommendations on the effectiveness of the financial procedures and controls
- Ensure that information submitted to the DfE and EFSA that affect funding, including pupil number returns and funding claims are accurate and comply with the relevant funding criteria.
- Complete the governance statement that forms part of the audited accounts to provide assurance to the external auditors.

Risk

- To monitor and manage risks to ensure effective operation and maintenance of a Risk Register.
- Overall responsibility for risk management, including regular review, along with ultimate oversight of the Risk Register, shall be retained by the Board of Trustees.
- Other Committees may also input into the management of risk at the discretion of the Board.
- Aside from any review by individual Committees, the Board itself must review the Risk Register at least annually.
- Risks management covers the full operations and activities of the Trust, not only financial risks.

Health & Safety

- To receive each term the Business Director's Health and Safety report and advise as necessary.
- Consideration and approval of Health and Safety policy, including procedures for Educational Visits.
- To monitor compliance with the Academies Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

Asset Management

- To receive reports from the Headteacher on the annual inventory check including details of surplus / missing items
- To confirm that an asset recording system is in place, including an inventory and fixed asset register.

Property Management

- To approve the security policy and emergency plan for the campus as recommended by the Trust Business Director
- To determine the use of premises and grounds with regard to the lettings and charging policy.
- To ensure that the premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.
- To ensure the long term development of facilities in order to maintain the campus position as a central point for the community.
- To ensure the responsibilities of the Trust Board under the Environmental Protection Act are met.
- To advise the Trust Board on environmental issues to ensure the campus is acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

Human resources

- To oversee the HR strategy developed by the Trust Business Director
- To receive reports from the Headteacher about the staffing positions
- To review and approve policies linked to the employment of staff
- To review regular KPI information produced by the Business Director to review current staffing position across the Trust

Performance Management and Pay

- Chair of Committee to contribute to the performance management the Headteacher.

General

- Reviewing or investigating any other matters referred to the Committee by the Trust Board.
- Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

These Terms of Reference should be read in conjunction with:

The Finance policy

The Financial Scheme of Delegation

The Academy TRustHandbook

The Terms of Reference will be monitored by the Board of Trustees.

Remuneration Committee Terms of Reference

The role of the Remuneration Committee is to maintain an oversight of the Trust's approach to remuneration and pay progression.

Committee membership

- The membership will consist of 3 Trustees, none of whom are employees of the Trust.
- Members of the Committee shall be drawn from:
 - Chair of Trustees
 - Vice Chair
 - Chair of the ESC
 - Chair of Finance & Operations Committee
- Committee members will attend Committee meetings. Those required to advise this Committee may be invited to attend meetings. Any conflict of interest matters will be resolved according to the guidance contained in the Academies Financial Handbook.

Quorum and Voting

- The quorum necessary for the transaction of business shall be 2 members of the Committee.
- Where a vote is taken to decide on a course of action or to endorse a decision, a simple majority of those eligible to vote will be required. The Chair will have a casting vote.

Frequency of meetings

- The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least once per year.
- The meeting may take place virtually should the need arise.

Chairing

- The Committee shall, at the first meeting of each academic year, elect a Chair from among their number (the Chair). In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.
- The Chair of the Board shall not be Chair of the Committee.
- Employees of the Trust may not act as Chair, other than in exceptional circumstances agreed by the Board.

Clerking

- The Committee will be clerked by the Trust Clerk. The Committee may appoint an alternative Clerk if this is not possible.

Reporting responsibilities

Within 14 days of each meeting, the Committee through the Clerk will produce and agree draft minutes of its meetings. The Committee minutes will be submitted to the Trust Board members at the subsequent meeting. Matters indicated as confidential will not be circulated to all Board Trustees, but will be retained in a "confidential matters minute" as part of the Committee's minutes.

Committee Tasks

1. To review, approve and monitor strategy and policies on performance management, remuneration and conditions of service.
2. To ensure the Board has a Senior Leadership succession plan which minimises the risk to business continuity in the event of resignations or long term absence.
3. To consider the outcome of performance management and approve pay recommendations of the Headteacher.
4. To review and monitor the effectiveness of performance management and pay awards for schools in the Trust including Senior Leaders.
5. To hear appeals in relation to disciplinary, grievance and pay for members of staff within the Trust.
6. To review, approve and monitor special staff severance payments above the statutory or contractual entitlement (payments over £50k must be authorised by EFSA).
7. To approve HR policies as determined by the Trust Board through the Trust Policy Framework.
8. To consider other areas, as determined by the Trust Board from time to time

Review

The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

Along with all other Chairs of Committees, a review of their performance will be completed annually.

Terms of Reference for individual Link Roles

Any individual, to whom responsibility for governance monitoring has been delegated, is expected to work within the following terms of reference:

1. To monitor an area of the school's activity as assigned and report to the ESC.
2. Complete up to two monitoring visits each year. Where relevant, meeting with the relevant lead professional in school to gain an understanding of the activities the school is conducting to achieve success in the relevant area.
3. Plan any visits to the school with the Headteacher's agreement and in accordance with the relevant Trust protocol and scope.
4. Although preferable, a visit need not necessarily take place during the time when students are in school. A meeting between trustee/s and teacher/s or SLT members at the beginning or end of the school day, or a virtual meeting, may substitute for a conventional monitoring visit.
5. Other forms of communication (such as telephone calls, emails, etc) may be substituted for one or more monitoring visit.
6. To submit a monitoring report to the Clerk within 2 weeks of the visit on the template supplied, not to exceed more than one side of A4.
7. Reports will be submitted to the Headteacher and/or relevant lead professional within the school, and then be lodged with the Clerk of the Trust Board for discussion at the next ESC meeting.
8. To undertake any necessary training (in or out of school) to enable effective monitoring of link responsibility and governance in general.

Constitution of Panels

The constitution of panels – either formal or informal – shall be convened by the Clerk, following instruction from the Headteacher or Senior Deputy Headteacher. Members and Trustees shall be requested to submit their availability to enable the timely organisation of this.