



L.E.A.D. Academy Trust

Lead • Empower • Achieve • Drive

Company Structure

The L.E.A.D. Academy Trust (LAT) is the parent company for L.E.A.D. Services. All academies within the Trust are governed by the LAT Board.

L.E.A.D. Services is governed by a member agreement between the LAT and L.E.A.D. Services. A board of trustees is in place for L.E.A.D. Services responsible for a range of services provided by this arm of the Trust. Any profits generated from L.E.A.D. Services are retained within the LAT.

Trust Governance

The L.E.A.D. governance structure establishes clear lines of accountability, overview and scrutiny at three levels: The L.E.A.D. Academy Trust Members; the L.E.A.D. Academy Trust Board (LAT) and its Committees; and the Academy Advisory Bodies (AABs).

Members

Members of the LAT act as guardians of the organisation. Members have ultimate responsibility for the Trust achieving its charitable objectives. They sign off the articles of association and have powers to appoint and remove the trustees.

The members are as follows:

Deryn Harvey, Peter Berry and Howard Dowell.

Trustees

Trustees collectively as the Board of Trustees deliver the core functions common to school governance. The trustees also ensure compliance with company and charity law and with the Trust's funding agreement with the Secretary of State.

The Trustees of the LAT Board are as follows:

Mark Blois, Diana Owen, Ian Hancock, Melvin Kenyon, Chris Richards, Martin Church and Nick Ydibli.

Principles of the Trust's Governance

The Trust's governance consists of the principles set out here, the Trust's articles of association and the detail set out in the schemes of delegation.

1. The LAT used the following document as part of its self-review and effectiveness of governance: 'Twenty-one Questions for Multi-academy Trust -Key questions a board should ask itself', set out by the All Party Parliamentary Group on Education Governance and Leadership.

2. The Trust does not enter into any connected party transactions with trustees on the LAT Board.
3. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
4. Financial governance is compliant with the principles and regulations set out in the Academies Financial Handbook 2017.
5. The L.E.A.D. service level charter is in place for all academies outlining support and services provide for academies within the Trust.
6. The LAT Board has overall responsibility and ultimate decision-making authority for all the operations of the in the LAT, including the establishment and maintenance of the academies.
7. Effective governance in the Trust is supported through the following tiers:
 - a) Trust Members – the guardians of the constitution.
 - b) LAT Board – the directors/trustees
 - c) LAT Committees
 - Standards Committee
 - Audit and Risk Committee
 - Finance and Resources Committee
 - Pay Committee
 - d) Academy Advisory Bodies' Chairs' Forum
 - e) Academy Advisory Bodies (AABs) – the local academy governance.
 - f) The Executive Team - the Chief Executive Officer and the Executive Management Team.
 - g) Head Teachers' Business Meeting and Forums – attended by Directors of Schools, Executive Heads and Head Teachers
8. The Executive Management Team is delegated authority by the LAT Board.
9. The governance for each academy is delegated by the LAT Board as part of the scheme of delegation.
10. Risk management is overseen by the Risk and Audit committee across the Trust.
11. Annual agenda plans are agreed and in place for the LAT, LAT sub-committees, AABs and Chairs' Forum.

Intervention Powers

The LAT Board remains ultimately responsible for the Multi Academy Trust and the conduct of the academies.

The operation of the various tiers of governance outlined is crucial to the success of the group. However, there will be circumstances (which should be considered to be more the exception than the norm) where the LAT Board might need to intervene and, for example, withdraw delegated authority from one of the tiers of governance.

In such circumstances, the LAT Board, along with the Executive Management Team, would work closely with the academy and those involved in its governance that would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Management Team.

The Trust Board reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an academy (or academies) are identified.

Trust Board Sub-Committees

There are four sub-committees in place under the LAT Board:- the Standards Committee, Audit and Risk Committee. Finance and Resources Committee and the Pay Committee. The terms of reference for these sub committees are attached in Annexes 1 to 4.

Executive Management Team

The Executive Management Team of the Trust operates under the leadership and direction of the CEO, who is an ex officio director (and therefore trustee) of the Trust.

The Executive Management Team works directly with the staff in each academy and both the LAT Board and the AABs to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust.

The Executive Management Team consists of the following:

Diana Owen (Chief Executive and Accounting Officer)

Bobby Thandi (Deputy Chief Executive and Chief Financial Officer)

Neil Spencelayh (Director of the MAT).

The Executive Management Team is supported by a further developing tier of directors across both education and support service areas.

Academy Advisory Body

The terms of reference and delegated authority for the AAB of each academy are attached in Annex 5.

Pupil Voice

All schools have active pupil councils with representatives from each year group.

Staff Voice

Staff Voice is built into the governance structure with the election of two employees of the academy (one teacher member and one non-teaching staff member) to each AAB.

Parent Voice

Parent Voice is formally built into the governance structure with the election of two parent governors to each AAB.

Annex 1 Pay Committee

<p>Purpose</p>	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> consider and determine terms and conditions including salary of the EMT and annual PRP awards for Headteachers; and make recommendations to the Board regarding the pay policy and the terms and conditions of service of the Trust.
<p>Constitution / Membership</p>	<p>The Committee shall comprise a minimum of three Board members.</p>
<p>Chair</p>	<p>The Committee shall appoint a Chair at the first scheduled meeting of each Academic Year.</p>
<p>Quorum</p>	<p>Any two members of the Committee shall constitute a quorum.</p>
<p>Frequency of Meetings</p>	<p>The Committee shall meet at least twice each year (normally in June and December).</p>
<p>Attendance</p>	<p>The Chief Executive and Deputy Chief Executive shall normally attend meetings of the Committee and shall withdraw if requested to do so by the Chair and/or if any item relating to their terms and conditions of service are to be discussed.</p>
<p>Authority and Delegated Functions</p>	<p>Any decision with resource implications for which provision has <u>not</u> been made in the budget shall be subject to recommendation to the Board. Subject to this the Pay Committee has full delegated authority in relation to:</p> <p><u>Performance appraisal and salaries</u></p> <ul style="list-style-type: none"> to undertake the annual performance appraisal of and target setting for the Chief Executive, subject to appointment by the Committee in agreement with the Chief Executive of an independent external adviser; determine and annually review the salary ranges of each member of EMT (i.e. the Chief Executive, Deputy Chief Executive and Director of the Trust). The annual salary review shall take account of the recommendations of the independent external adviser; determine, on recommendation of the Director of the Trust, annual PRP awards for Headteachers. <p><u>Staff terms and conditions (non-EMT)</u></p> <p>Determine and review the terms and conditions of staff and associated Human Resource policies in relation to:</p> <ul style="list-style-type: none"> the Executive Head Support Package; the scheme for payment of Headteachers above the Pay Scale applicable to their school; and the Trust Job Evaluation Scheme including the delegated arrangements for implementation of the Scheme. <p><u>Staff related procedures</u></p> <ul style="list-style-type: none"> determination of compromise agreements above £10,000 (subject to a value-for-money report from the Chief Executive).

Annex 2 Audit and Risk Committee

<p>Overview</p>	<p>The Audit and Risk Committee shall:</p> <ul style="list-style-type: none"> • determine, oversee and review the arrangements for independent checking of financial controls, systems, transactions and risks; • review the risks to the internal control framework at the Trust; • agree an Annual Internal Audit Plan that shall address these and other risks identified by the Trust Board from time to time; • inform the statement of internal control and, so far as is possible, provide assurance to the external auditor; • recommend to Trust Board the appointment of internal and external auditors; and • establish and maintain through monitoring, an appropriate risk management strategy and risk register.
<p>Constitution and Membership</p>	<p>The Committee shall comprise a minimum of three Trust Board members. One or more members of the Committee must have relevant experience in accounting, auditing and/or finance but shall have no executive responsibility for the management of the Trust.</p> <p>The Chair of the Finance Committee is not eligible for appointment as Chair of this Committee.</p>
<p>Quorum</p>	<p>Any two members of the Committee shall constitute a quorum.</p>
<p>Frequency of Meetings</p>	<p>The Committee shall meet at least three times a year.</p> <p>The internal or external auditors may request a meeting of or with the Committee if they consider this to be necessary. (Any such request shall not be refused)</p>
<p>Attendance</p>	<p>The Chief Executive as the Accounting Officer and the Deputy Chief Executive as the Chief Financial Officer shall normally attend all meetings of the Committee.</p> <p>The Committee may, at its sole discretion, request a meeting with the external and/or internal auditors without Officers of the organisation being present.</p> <p>Internal and external auditors shall attend the meetings regularly. Other specialist may also attend to advise or report to the Committee.</p>
<p>Authority and Delegated Functions</p>	<p>The Committee is an advisory body with no executive powers. It is authorised by the Trust Board to:</p> <ul style="list-style-type: none"> • investigate any activity within its terms of reference, and to seek any information it requires from staff, who are required to co-operate with the Committee in the conduct of its enquiries; and • obtain independent professional advice if it considers this necessary. The budget limitation for this is set as £2,500. Any amount above this shall require authorisation by the Trust Board
<p>Terms of Reference</p>	<p>The purpose of the Committee is to oversee and provide independent assurance to the Trust Board, and to make recommendations to the Trust Board thereon, on the arrangements of the Trust in relation to:</p> <ul style="list-style-type: none"> • Audit • Governance • Risk Management and Internal Control • Ethics and Probity
<p>Duties</p> <p>Audit</p>	<ul style="list-style-type: none"> • review the draft external financial statements and reports of the Trust to ensure that they reflect best practice and are in accordance with the relevant accounting and reporting requirements which include the EFA Financial Handbook;

Governance

Risk
Management
and Internal
Control

- approve arrangements for and to consider and make a recommendation to the Trust Board for the appointment of an external and an internal auditor, the level of fees, the provision of any non-audit services by the external or internal auditor and any issues related to the resignation or dismissal of the external or internal auditor;
- discuss with the external auditor the nature and scope of each forthcoming audit and the findings of the audit once completed;
- approve the Annual Internal Audit Plan for the Trust and consider and report to the Trust Board on the Annual Internal Audit Report, identifying any areas of concern in terms of strategic risk and addressing key internal control issues as required;
- specifically consider the level of assurance internal audit work provides about the arrangements of the Trust and whether there are any concerns arising that need to be brought to the attention of the Trust Board;
- consider all relevant reports from any internal auditors or from the appointed external auditor, including reports on the accounts of all academies within the Trust;
- consider the achievement of value for money and the response to any management letters;
- monitor and where the Committee considers necessary draw the attention of the Trust Board to progress in relation to implementation of any actions recommended (and agreed by management) by any internal or external auditors to address any adverse control findings identified by them;
- review the effectiveness of the internal control systems of the Trust and its academies to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, efficient, effective and environmentally preferable manner;
- consider, and advise the Trust Board on the annual and long-term audit programme of the Trust, ensuring that the internal controls of the Trust are subject to appropriate independent scrutiny at least in accordance with Government standards;
- monitor the performance of internal audit, including agreeing the scope of any external assessment and receiving reports on the management and performance of the providers of internal audit services, including the results of the quality assurance and improvement programme which shall form part of Internal Audit's annual report. (This is in accordance with the mandatory Internal Audit Standards);
- ensure that there are effective arrangements in place between internal and external audit and that the value of the audit process is actively promoted;
- approve the Annual Statement of Accounts and have oversight of the publication of an Annual Report in the most appropriate format;
- monitor the openness of the Trust in its dealings, subject only to the need to preserve confidentiality in those specific circumstances where it is proper and appropriate to do so;
- have oversight of the management and response of the Trust in relation to the Freedom of Information Act and Data Protection Act requests;
- review any issue referred to it by any other Trust Committee or Board.
- approve and / or review the arrangements developed for robust systems for identifying and evaluating significant risks and ensure that effective Risk Management Systems are put in place, including arrangements relating to internal control and the internal audit function;
- review and endorse the Business Continuity Plan and Risk Management Strategy and formally review the Risk Register at least annually;

<p>Ethics and Probity</p>	<ul style="list-style-type: none"> • have oversight of provisions that reflect the transparency of the Trust including Whistleblowing Policy and Procedures and Fraud and Corruption Policy and to review and discuss any incidents arising under those policies, reporting to the Trust Board as required; • consider the level of compliance of the Trust with its own and other published standards and controls. • promote and maintain the highest standards of conduct by any Board Members and Non-Executive Directors having regard to the Nolan principles and any other recommended Code of Conduct established from time to time; • review the operation of the Code of Practice (Governors) and Code of Conduct (staff); • oversee and review the arrangements of the Trust in relation to training, guidance and support in the context of ethics and probity, including promoting and maintaining the Code of Practice (Governors) and Code of Conduct (staff).
<p>General</p>	<p>The Committee shall follow the prescribed activities in the Scheme of Delegation approved by the Trust Board regarding writing off of bad debts and disposal of surplus stock, stores and assets.</p>

Annex 3 Finance and Resources Committee

Purpose	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> hold to account and constructively challenge EMT as to the effectiveness and impact of policy, proposals and practice in relation to the management and deployment of Trust resources; review benchmarking data in relation to the overall performance of the Trust in comparison to regional and national standards and to the performance of other comparable Trusts; provide oversight and assurance to the Trust Board as to the effective and appropriate management and use of Trust resources and to make recommendations to the Board in relation to these matters; and consider and review detailed reports on the financial sustainability, human resource and estate management performance, practices and resources of the Trust.
Constitution and Membership	<p>The Committee shall comprise a minimum of three Trust Board members.</p> <p>The Chair of this Committee shall not be eligible for appointment to the Audit Committee.</p> <p>The person(s) appointed by the Board to have oversight of safeguarding and SEN shall be entitled to attend and draw the attention of the Committee to any safeguarding implications arising from reports and/or proposals brought to the Committee.</p>
Chair	<p>The Committee shall appoint a Chair at the first scheduled meeting of each Academic Year.</p> <p><i>The Chair of this Committee is not eligible for appointment to Audit and Risk Committee.</i></p>
Quorum	Any two members of the Committee shall constitute a quorum.
Frequency of Meetings	The Committee shall meet at least three times each year (normally termly).
Attendance	The Deputy Chief Executive shall normally attend all meetings of the Committee.
Authority and Delegated Function	<p>Finance</p> <p><u>To make recommendations to the Board on:</u></p> <ul style="list-style-type: none"> the approval of the annual budget for the Trust as recommended by the CFO; any other financial matter referred to the Committee by the Trust Board. <p><u>To approve:</u></p> <ul style="list-style-type: none"> the financial management and investment policies of the Trust (and any proposed amendment thereto); procurement policies and associated arrangements; financial regulations, delegations and proposed amendments thereto. <p><u>To Monitor and provide assurance to the Board as to:</u></p> <p>The overall financial performance and sustainability and resource requirements/use of the Trust (including performance against approved budgets) through consideration of:</p> <ul style="list-style-type: none"> the Operational Financial Report to be submitted to each meeting of the Committee by the CFO. This shall include the range of financial information and projections required by the Committee for the Trust as a whole and for individual academies (i.e. investment, use of balances (in accordance with the approved use of balances policy), financial projections and

material variances, capital requirements and expenditure, revenue balances, pupil number projections, staffing costs and any other details required by the Committee);

- the monitoring of financial efficiencies and economies of scale;

Human Resources

To consider, keep under review and where the Committee consider necessary make recommendations to the Board on:

- the impact and implementation of any Trust-wide strategies and policies for human resources and organisational development;
- the effectiveness of the measures in place to ensure compliance with and promote equality and diversity in employment;
- the details of proposed Trust restructuring proposals;
- the impact and implementation of Trust-wide strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust staff.

Estates

- to consider and make recommendations to the Board regarding the strategic development and maintenance of the Trust estate.

Safeguarding

- to take into account and where the Committee considers necessary make recommendations to the Board on the safeguarding implications (if any) of all issues within the remit of the Committee.

Annex 4 Performance and Standards Committee

<p>Purpose</p>	<p>The Committee is responsible for providing assurance to the Trust Board on:</p> <ul style="list-style-type: none"> • the standards and performance of all Academies within the Trust; • the effectiveness of the Trust Quality Assurance process; and • that each school is promoting and upholding the L.E.A.D. Vision, Values and ethos.
<p>Constitution and Membership</p>	<p>The Committee shall comprise <u>a minimum of three</u> suitably qualified and experienced persons appointed by the Trust Board (excluding the Chief Executive).</p> <p>The person(s) appointed by the Board to have oversight of Safeguarding and SEN shall be entitled to attend and draw the attention of the Committee to any safeguarding implications arising from reports and/or proposals brought to the Committee.</p>
<p>Chair</p>	<p>The Committee shall appoint a Chair at the first scheduled meeting of each Academic Year.</p>
<p>Quorum</p>	<p>The Committee has no decision - making role therefore there are no requirements as to minimum attendance.</p>
<p>Frequency of Meetings</p>	<p>The Committee shall meet at least once each term.</p>
<p>Attendance</p>	<p>The Director of the Trust and Directors of Schools shall normally attend meetings of the Committee.</p>
<p>Authority and Delegated Functions</p>	<p>The Committee is required by the Board to achieve it's delegated functions for all schools within the Trust through:</p> <ul style="list-style-type: none"> • constructively challenging the appropriate Director of Schools as to the effectiveness and impact of the Quality Assurance (QA) process and the related school improvement work; • reviewing benchmarking data in relation to individual schools and to the overall performance of Trust in comparison to regional and national standards and to other comparable Trusts; • in depth review/scrutiny of schools in Special Measures and/or Requiring Improvement and/or which are causing concern including those that are slow to improve. (Schools assessed as Good or better shall be subject to summary assurance report only); • drawing the attention of the Trust Board to any concerns arising from the standards and performance of schools and/or the QA process; <p>Safeguarding</p> <ul style="list-style-type: none"> • the Committee shall have particular regard to safeguarding compliance and effectiveness in all schools within the Trust and shall draw the attention of the Board to any safeguarding concerns arising from the termly review of school performance. (The agenda for each meeting of the Committee is to include a standing item on Safeguarding).
<p>Reporting Procedures</p>	<p><u>Reporting to the Trust Board</u></p> <p>The Committee shall provide a termly report* to the Trust Board summarising the overall performance of the Trust and of individual schools within the Trust and drawing attention to any schools or issues of concern. The minutes of meetings of the Committee shall be made available to all members of the Trust Board.</p> <p><i>*this may be via the minutes of the meeting.</i></p> <p><u>Reports to the Committee</u></p>

The Committee undertakes in-depth review/scrutiny of schools in Special Measures and/or Requiring Improvement and/or causing concern, including those that are slow to improve. (Schools assessed as Good or better shall be subject to summary assurance report only).

Reports to the Committee shall be presented by the Director of Trust and/or the appropriate Director of Schools and shall be supported by a strategic overview commentary and analysis of the performance of the Trust in relation to school improvement and school to school support etc.

Reports shall include:

- a strategic overview commentary on standards, performance and quality assurance of the schools within the Trust;
- a summary overview of all schools within the Trust to include a RAG rated risk assessment of the current direction of travel of standards and performance and drawing the attention of the Committee to those schools requiring in depth review, overall trends across the Trust and any related concerns;
- the most recent termly QA report for those schools to which the attention of the Committee has been drawn and to include a brief summary of developments since the previous meeting. (Members of the Committee are to have access to all QA reports for all schools within the Trust);
- regional and national comparators of pupil outcomes and other relevant data;
- a summary of schools or issues of concern that the Committee may wish to draw to the attention of the Trust Board;
- occasional reports (to be provided as data/information becomes available) setting out key statistics including:
 - demography and characteristic of schools and pupils within the Trust;
 - Pupil outcomes, attainment and progress (Raiseonline data);
 - Safeguarding, Welfare, Behaviour, Exclusions, Complaints, Attendance, Staff/Pupil ratios and related matters;
 - comparisons with other comparable Trusts and with regional and national trends; and
 - annual financial benchmarking.

Annex 5 Academy Advisory Bodies

<p>Purpose</p>	<p>In summary, the purpose of the AAB is to:</p> <ul style="list-style-type: none"> • ensure that the core principles of L.E.A.D. are adhered to and, within the delegations agreed by the Trust Board from time to time, provide oversight of and challenge to the performance of the school; and • represent the educational and related interests of pupils and the voice of parents and the community. <p><i>For a full description of the purpose of the AAB is set out in the L.E.A.D. Governance Handbook.</i></p>
<p>Constitution and Membership</p>	<p>Academy Advisory Bodies shall comprise:</p> <ul style="list-style-type: none"> • up to four Community Members - appointment subject to approval by the Board; • a minimum of two elected parent Members; • the Head Teacher (ex – officio); • up to two Staff Members (one member of teaching staff and one member of support staff); • up to two co-optees – appointment subject to approval of the Board. <p>Minimum number of members : 7</p>
<p>Quorum</p>	<p>Any three members provided always that Staff Members (including the Head Teacher) do not form the majority of those present.</p>
<p>Frequency of Meetings</p>	<p>At least once per term for a formally recorded meeting. Each AAB may meet informally more frequently should it elect to do so. (Currently a system of termly Engagement Meetings is in place – Guidance Note available).</p>
<p>Attendance</p>	<p>The Head Teacher shall attend all formal meetings of the AAB. At the discretion of the Chair, other members of staff (non AAB members) may attend and may participate in / present to the meeting. The Director of the Trust and the Regional Director of Schools may attend and report to any AAB meeting.</p> <p>All formal meetings of the AAB shall be formally minuted by the Clerk who shall attend throughout the meeting.</p>
<p>Authority and Delegated Functions</p>	<p><u>Vision and Accountability</u></p> <p>To carry forward the Trust’s vision, in a way appropriate to the specific qualities and community characteristics of each Academy.</p> <p><u>Oversight of the Academy’s activities*</u></p> <p>Challenge* to the Head Teacher and Academy leadership to account for:</p> <ul style="list-style-type: none"> • Outcomes for pupils, and their attainment and progress; • The Quality of teaching, learning and assessment; • Personal development, behaviour and welfare; • Leadership and management; • Safeguarding and SEND**; • Finance and premises;

- Staffing.

**The AAB shall appoint a Named Member(s) with responsibility for oversight of provision for safeguarding and SEND.

Head Teacher Performance Review Appraisal

AABs are not directly involved in the annual appraisal of the Headteacher but the Chair of each AAB is invited to contribute to the process, for which purpose a standard template has been developed for completion by the Chair. The template invites comments from the Chair on the performance of the Head Teacher during the academic year and is issued annually to each Chair for completion in advance of commencement of the formal end of year Head Teacher appraisal process.

1. AAB members (“Governors”) are not responsible for operational issues. In the event that Governors have concerns regarding the performance of the school these should be discussed by the AAB and recorded in the minutes so that they can be brought to the attention of the Trust.
2. Staff Appointments* - the Headteacher is authorised to appoint staff within the constraints of the budget and the staffing structure agreed by the Trust. The expectation of the Trust is that normally, non-staff AAB members will participate in the process for appointments to all permanent teaching posts.
3. Where an AAB has concerns regarding aspects of the performance of the school these shall be discussed with the Headteacher at a formal AAB meeting. If following that discussion, the AAB remains concerned, the Clerk to the AAB shall be requested to record the concerns and the reasons for them, in the minutes of the meeting which shall be brought to the attention of the Director of the Trust (DoM) and the Director of Schools (DoS). In response to those concerns the DoM and DoS shall:
 - liaise with the Headteacher and the Chair of the AAB with a view to resolving the issue(s); and
 - include reference to the matter in the Hub Summary School Risk Register for report to the next available meeting of the Performance and Standards Committee which shall, if necessary, draw the attention of the matter to Trust Board.